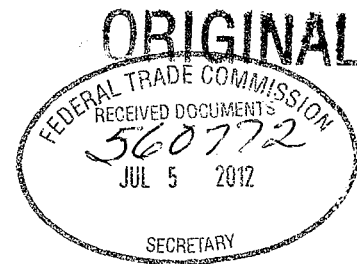


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



In the Matter of

McWANE, INC.,
a corporation.

DOCKET NO. 9351

PUBLIC

RESPONSE OF U.S. PIPE & FOUNDRY COMPANY, INC. TO
COMPLAINT COUNSEL'S MOTION TO EXCLUDE EVIDENCE RELATING TO
ADVICE RELATED TO DIFRA AND ITS OPERATIONS, OR IN THE ALTERNATIVE,
TO COMPEL RELATED DISCOVERY

U.S. PIPE & FOUNDRY COMPANY, INC. RESPONDS AS FOLLOWS:

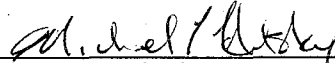
1. On or about June 25, 2012, Federal Trade Commission ("FTC") Complaint Counsel submitted a motion to this Court requesting that the Court "exclude all evidence relating to any advice by [counsel for the Ductile Iron Fitting Research Association ("DIFRA")], or any reliance thereof by DIFRA Members; or in the alternative, compel the production of any DIFRA related documents that have been withheld on the basis of privilege and permit Complaint Counsel to re-depose DIFRA's counsel and its Members related to the substance of that advice." Mot. at 9.

2. U.S. Pipe & Foundry Company, Inc. ("U.S. Pipe"), a third party to this matter, takes no position on Complaint Counsel's assertion that McWane, Inc. ("McWane") has relied on the advice of counsel or intends to offer such evidence at trial.

3. U.S. Pipe reserves its rights to move to quash and otherwise object to and resist any further discovery of U.S. Pipe on any basis, including but not limited to the bases that any such discovery would be privileged, unduly burdensome or untimely.

Dated: July 5, 2012

Respectfully submitted,

By  _____

Abbott B. Lipsky, Jr.
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Michael L. Hitsky
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*Attorneys for U.S. Pipe & Foundry
Company, Inc.*

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of

McWANE, INC.,
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PROOF OF SERVICE OF PUBLIC FILING AND CERTIFICATION

I, Michael L. Hitsky, hereby certify that on this 5th day of July, 2012, I caused a copy of the documents listed below to be served *by hand* on each of the following: The Office of the Secretary of the Federal Trade Commission (original and two copies) and the Honorable D. Michael Chappell (one copy),

and by *electronic mail* to the Honorable D. Michael Chappell (omalj@ftc.gov); Thomas H. Brock (tbrock@ftc.gov); Edward Hassi (ehassi@ftc.gov); Linda Holleran (lholleran@ftc.gov); J. Alexander Ansaldo (jansaldo@ftc.gov); Andrew K. Mann (amann@ftc.gov); Jeanine Balbach (jbabach@ftc.gov); Michael J. Bloom (mjbloom@ftc.gov); Geoffrey Green (ggreen@ftc.gov); Joseph A. Ostoyich (joseph.ostoyich@bakerbotts.com); Andreas Stargard (andreas.stargard@bakerbotts.com); William Lavery (william.lavery@bakerbotts.com); Alan Truitt (atruitt@maynardcooper.com); Thomas Thagard III (tthagard@maynardcooper.com); Gregory Huffman (Gregory.Huffman@tklaw.com); William Katz (William.Katz@tklaw.com); Nicole Williams (Nicole.Williams@tklaw.com); Brian Stoltz (Brian.Stoltz@tklaw.com); Matthew White (whitema@ballardspahr.com); Jason Leckerman (leckermanj@ballardspahr.com); Richard Gill (gill@copelandfranco.com); Thad Long (thadlong@aol.com); and Michael Denniston (mdenniston@babco.com):

- (1) Response of U.S. Pipe & Foundry Company, Inc. to Complaint Counsel's Motion to Exclude Evidence Relating to Advice Related to DIFRA and its Operations, or in the Alternative, to Compel Related Discovery;
- (2) This Proof of Service.

July 5, 2012

By: Michael L. Hitsky

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Washington D.C., 20009

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Inc.*