

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

MILTON LILLY and DONALD GROGAN, on behalf of themselves and a class of persons similarly situated,  Plaintiffs,  vs.  ONEIDA LTD. EMPLOYEE BENEFITS ADMINISTRATIVE COMMITTEE et al.,  Defendants.	Case No. 6:07-cv-00340(NPM/ATB)
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**SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT  
AND FAIRNESS HEARING  
TO ALL MEMBERS OF THE FOLLOWING SETTLEMENT CLASS:**

All Persons, and their Successors-In-Interest, except as expressly excluded herein, who were participants in or beneficiaries of the Oneida Ltd. Employee Stock Ownership Plan (“Plan”) at any time between May 28, 2003 and March 20, 2006 (the “Class Period”) and whose Plan account included investments in Oneida Ltd. (“Oneida”) stock during the Class Period. The Settlement Class does not include any of the Defendants, or any of the Defendants’ Immediate Family, beneficiaries, alternate payees, Representatives or Successors-In-Interest, except for Immediate Family, beneficiaries, alternate payees, Representatives or Successors-In-Interest, who themselves were participants in the Plan, who shall be considered members of the Settlement Class with respect to their own Plan accounts.

**PLEASE READ THIS NOTICE CAREFULLY.  
THIS IS A COURT-ORDERED LEGAL NOTICE.  
THIS IS NOT A SOLICITATION.**

The United States District Court for the Northern District of New York (the “Court”) has preliminarily approved a \$1.85 million settlement of this class action lawsuit, which alleges breaches of fiduciary duties under the Employee Retirement Income Security Act of 1974 (“ERISA”) in connection with the above-mentioned Plan. If you qualify, you may receive a portion of such allocation. You do not need to take any action to qualify, but the actions you may take are described below.

**THE COURT WILL HOLD A HEARING AT 10:00 A.M. (EDT) ON OCTOBER 4, 2010,  
TO DECIDE WHETHER TO APPROVE THE SETTLEMENT.**

**Who Is Included In The Settlement?**

If you were a participant in or beneficiary of the Plan at any time during the Class Period,

and your Plan account included investments in Oneida stock during the Class Period, you are a member of the Settlement Class; provided, however, that the Settlement Class shall not include any of the Defendants, or any of the Defendants' Immediate Family, beneficiaries, alternate payees, Representatives or Successors-In-Interest, except for Immediate Family, beneficiaries, alternate payees, Representatives or Successors-In-Interest, who themselves were participants in the Plan, who shall be considered Settlement Class members with respect to their own Plan accounts.

### **What Is This Case About?**

The Named Plaintiffs<sup>1</sup> in the case allege that the Defendants breached fiduciary duties under ERISA by continuing to allow the investment of the Plan's assets in Oneida stock, and by other related acts, during the Class Period. All of the Defendants deny they did anything wrong. The Court has not ruled in favor of any party. The Named Plaintiffs and the Defendants agreed to the Settlement to ensure a resolution and avoid the costs and risks of litigation with respect to the claims against the Defendants.

### **What Does The Settlement Provide?**

A Class Action Settlement Agreement, available at [www.kellersettlements.com](http://www.kellersettlements.com), describes the details of the proposed Settlement. In summary, a Settlement Fund in the gross amount of \$1.85 million will be placed in a Settlement Fund created for Settlement Class members who incurred losses on the portions of their Plan account invested in Oneida stock during the Class Period. In exchange for this sum, except as expressly specified in the Settlement Agreement, Settlement Class members, in addition to others, will release all claims made or that could have been made against Defendants. Certain expenses will be deducted from the gross amount of the Settlement Fund, including expenses associated with the Settlement Class Notice, attorneys' fees and expenses, case contribution awards, taxes, and other expenses as the Court may allow. Settlement Class members' shares of the net Settlement Fund will be apportioned pursuant to a Court-approved Plan of Allocation. Pursuant to that Plan of Allocation, such apportionment will be based on Settlement Class members' proportionate share of the losses alleged to have been suffered by the Plan as a result of the acquisition and holding of Oneida stock during the Class Period.

### **How Do You Receive A Payment?**

If you are a Settlement Class member and entitled to a share of the Settlement Fund according to the Plan of Allocation, you are **not** required to do anything to receive a *pro rata* portion of the Settlement Fund. By default, once the Settlement Agreement obtains Final Approval, Settlement Class members' *pro rata* share of the Settlement Fund will be deposited in their Oneida Ltd. Profit Sharing/401(k) Plan account and allocated in accordance with the investment allocation direction on file with the Trustee. In addition, Settlement Class members that do not maintain an account in the Oneida Ltd. Profit Sharing/401(k) Plan will, by default, receive a check for their *pro rata* portion of the Settlement Fund and appropriate tax forms.

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<sup>1</sup> All capitalized terms not otherwise defined in this summary notice shall have the meaning provided in the Class Action Settlement Agreement.

Alternatively, Settlement Class members that do not possess an account in the Oneida Ltd. Profit Sharing/401(k) Plan and are allocated an amount over \$1,000 pre-tax under the Plan of Allocation will have the option to have their allocation rolled over to a no-fee Fidelity IRA that will be invested on a cash-reserves basis in short-term securities and money-market instruments that seek to preserve the value of the investment while retaining liquidity. The specifics of how to make a timely election are detailed in the Notice of Proposed Class Action Settlement and Fairness Hearing (“Notice”), available at [www.kellersettlements.com](http://www.kellersettlements.com).

### **What Fees And Expenses Are Being Sought By The Attorneys?**

Keller Rohrback L.L.P. (“Named Plaintiffs’ Counsel”), the lawyers who have prosecuted this case on behalf of the Named Plaintiffs and the Settlement Class on a contingent-fee basis, will apply to the Court for fees of no more than 30% of the Settlement Fund, plus reimbursement of the expenses they have paid to advance the case. The Court must approve any fees and expenses to the attorneys.

### **What Are My Options—Can I Object To Or Opt Out Of The Settlement?**

**You cannot “opt out” or exclude yourself from the Settlement Class, but you do have the right to object to the Settlement, Named Plaintiffs’ Counsel’s request for payment of attorneys’ fees and expenses, contribution awards for Named Plaintiffs, or the Plan of Allocation by writing to the Court.** The Notice, available at [www.kellersettlements.com](http://www.kellersettlements.com), explains how to object. For settlement purposes, the Action was certified as a class action under Federal Rule of Civil Procedure 23(b)(1) as a “non opt out” class action because of the way ERISA operates. Therefore, you will be bound by any judgments or orders that are entered in the Action, and if the Settlement is approved, you will be deemed to have released all of the Defendants and the other Released Parties from all claims that were or could have been asserted in the Action arising from the allegations in the Complaint, other than your right to obtain relief provided to you, if any, by the Settlement. The Court will hold a hearing in this Action on October 4, 2010, at 10:00 a.m. (EDT) to consider whether to approve the Settlement and the request by Named Plaintiffs’ Counsel for attorneys’ fees and litigation expenses, for case contribution awards to the Named Plaintiffs, and for other expenses. If approved, these amounts will be paid from the Settlement Fund. Although you cannot opt out of the Settlement, if you object to the Settlement, you may file a written objection with the Court, postmarked no later than September 20, 2010, as described in the Notice. If you timely file a written objection with the Court, you may ask to appear at the hearing, but you need not appear in order to have your objection considered by the Court. At the hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. If you do not want to object to the Settlement, you do not have to do anything.

### **How Do I Get More Information About The Settlement?**

The Settlement includes a number of other important details. These include, but are not limited to, provisions relating to (1) releases of claims by the Settlement Class and (2) how the Settlement Fund will be allocated. Details of the Settlement are contained in the Notice, which has been mailed to all potential Settlement Class members, and is available at [www.kellersettlements.com](http://www.kellersettlements.com). Named Plaintiffs’ Counsel have also set up a toll-free number

(1-866-778-9468) and email address ([info@oneidaerisasettlement.com](mailto:info@oneidaerisasettlement.com)) to assist in answering any questions Settlement Class members may have regarding the Settlement or their rights. You may contact Named Plaintiffs' Counsel in writing at:

Lynn Lincoln Sarko  
KELLER ROHRBACK L.L.P.  
1201 Third Avenue, Suite 3200  
Seattle, WA 98101  
Fax: 206-623-3384

Please direct any questions to Named Plaintiffs' Counsel, and not to the Court, Oneida, or any other entity.