

**UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

COMMONWEALTH OF PENNSYLVANIA,

Plaintiff,

V.

CASE NO. 3:26-cv-01979

**COLAS INC., AND SUIT-KOTE
CORPORATION,**

Defendants.

AMENDED JOINT MOTION TO APPROVE FINAL ORDER

1. The Commonwealth of Pennsylvania, Plaintiff, and Colas Inc. (“Colas”) and Suit-Kote Corporation (“Suit-Kote”), move this Court for an order to approve the attached proposed Final Order to resolve this matter.

2. On October 13, 2026, the Commonwealth filed a Complaint against Colas and Suit-Kote alleging that the proposed transaction between Colas and Suit-Kote (collectively, “Defendants”), is unlawful under the antitrust laws.

3. On October 16, 2026, the Commonwealth filed an Amended Complaint specifying that jurisdiction and venue are proper in the Johnstown Division of the Western District of Pennsylvania since Colas through its subsidiary, Midland Asphalt Materials, transacts a substantial part of their business and a substantial part of the events giving rise to the action in the Johnstown Division of the Western District of Pennsylvania through its pavement preservation and liquid asphalt facility in Woodland, Clearfield County, Pennsylvania.

4. The Defendants contest the Commonwealth's allegations of fact and any conclusions of law in the Complaint. Defendants specifically deny that they have violated federal antitrust laws or any state common law doctrine regarding the suppression of competition. As a result of ongoing discussions, the Parties agree that it is in all Parties' best interest to resolve this lawsuit on mutually agreeable terms without further litigation and without the necessity for any Defendant to file any Answer or other response to the Complaint.

5. The Court is well positioned to oversee the proposed resolution. Defendants have consented to jurisdiction and venue. Plaintiff selected this venue because Colas is the acquirer in the transaction at issue, and Colas's largest asphalt emulsion facility in the United States is located within the Johnstown Division of the Western District of Pennsylvania. That facility is its Clearfield facility, which is owned by Colas's wholly owned subsidiary, Midland Asphalt Materials, Inc. It is located at 88 Barrett Road, Woodland, PA 16881, in Clearfield County. Colas provides Emulsions and Pavement Preservation Services within the Johnstown Division of the Western District of Pennsylvania from, among other locations, Midland Asphalt's Clearfield facility.

6. Accordingly, the Commonwealth and the Defendants have negotiated a resolution to this matter that includes the entry of the attached proposed Final Order without trial or further adjudication of issues of fact or law raised in the Complaint, and that requires the Defendants to comply with certain conditions for a period of five (5) years as set forth in the proposed Final Order. The entry into the consent agreement will not be deemed an admission of any fact by any Party.

7. The Defendants have already entered into a substantially similar binding agreement with the State of New York regarding the proposed acquisition's alleged effects on

competition in New York. As the Commonwealth has been informed, the Defendants are currently aiming to close the transaction as soon as possible on Thursday, October 15. The Commonwealth and the Defendants appreciate this Court's understanding and expedition in considering this Motion.

WHEREFORE, for the above reasons, the Parties move this Court to enter the attached order.

FOR PLAINTIFF COMMONWEALTH OF PENNSYLVANIA COLAS INC.

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