UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

IN RE LORAZEPAM & CLORAZEPATE ANTITRUST LITIGATION	**MDL Docket No. 1290 (TFH)** **Misc. No. 99ms276 (TFH)**
This Opinion applies to: **ST. CHARLES HOSPITAL AND REHABILITATION CENTER,** **Plaintiff,** **v.** **MYLAN LABORATORIES, INC. et al.,** **Defendants.**	**Civ. No. 99-0790 (TFH)**
ADVOCATE HEALTH CARE, et al., **Plaintiffs,** **v.** **MYLAN LABORATORIES, INC. et al.,** **Defendants.**	

FILED
AUG 2 1 2002
NANCY MAYER WHITTINGTON, CLERK
U.S. DISTRICT COURT

MEMORANDUM OPINION

After this Court certified the direct purchaser class in this action, Defendants served ninety-four document subpoenas and seventeen deposition subpoenas on absent class members in an effort to obtain information concerning market definition, market power, competition, and aggregate damages. Class Plaintiffs have moved both to quash those subpoenas, pursuant to Federal Rule of Civil Procedure 45(c)(3)(A), and to bifurcate the class-wide issues of violation and impact, measure of damages and/or aggregate damages for a separate trial from individual

issues such as class membership or individual entitlement to damages, pursuant to Federal Rule of Civil Procedure 42(b). Upon careful consideration of Class Plaintiffs' motions to quash and to bifurcate, Defendants' oppositions and Class Plaintiffs' replies thereto, the parties' supplemental papers, their arguments at the hearing held on July 25, 2002, and the entire record herein, the Court will deny both motions.

I. BACKGROUND

On July 2, 2001, the Court certified the class of direct purchasers in this action and denied Defendants' motion to dismiss. In re Lorazepam & Clorazepate Antitrust Litig., 202 F.R.D. 12 (D.D.C. 2001). The Court specifically certified the following class:

> All persons and entities in the United States who purchased generic lorazepam tablets and/or generic clorazepate tablets directly from Defendants Mylan and UDL during the period January 12, 1998 through the present, excluding Defendants, their respective parents, subsidiaries and affiliates, any co-conspirators of Defendants, and all governmental entities.

Id. at 21–31. In so doing, the Court relied in part on Class Plaintiffs' economics expert who found at least ninety-seven "invoice" customers (namely, those purchasers who were invoiced directly by Mylan for the drugs and paid those invoices directly to Mylan) and over 11,600 "contract" customers (namely, those purchasers who bought the drugs pursuant to a contract they had with Mylan), who purchased the drugs from Mylan. Id. at 23. As a result of the certification, an opt-out date of November 1, 2001 was established, and discovery originally was set to close on December 4, 2001.

On October 22, 2001, Defendants served ninety-four document subpoenas and seventeen deposition subpoenas on absent, "invoice" class members seeking to obtain information on market definition, market power, competition, and aggregate damages. These subpoenas were

issued by fifty-one district courts throughout the country. See Pls.' Reply Ex. A (schedule of subpoenas and issuing district courts). On October 26, 2001, Class Plaintiffs wrote a letter to Defendants objecting to the subpoenas and asking for their withdrawal. See Pls.' Mem. Ex. D (letter); see also id. Ex. B (Class Plaintiffs' objections); id. Ex. C (notices of adoption of Class Plaintiffs' objections filed individually by absent class members). On October 30, 2001, Defendants replied by refusing to withdraw the subpoenas and expressing an intention to serve similar subpoenas on "contract" class members. See id. Ex. E. Class Plaintiffs then filed the instant motion to quash the subpoenas to absent class members. In addition, they contemporaneously filed a motion to bifurcate trial of class-wide issues from individual issues.

II. DISCUSSION

A. Motion to Quash

Class Plaintiffs have moved to quash the subpoenas issued to absent class members on several grounds. Citing Federal Rule of Civil Procedure 45(c)(3)(A), they contend that discovery may be taken from class members who are not the class representatives only on a strong showing of need not present here; that the information sought by Defendants is already available to them from their own records; and that Defendants' discovery requests are overbroad, unduly burdensome, and lack relevance to common questions. Pls.' Mem. at 2, 9. Defendants counter that the Court lacks jurisdiction to decide the motion; that Class Plaintiffs lack standing to object on behalf of the subpoenaed parties; and that on the merits, the discovery sought relates to important common questions including market definition, market power, competition, and aggregate damages and is available only from absent class members. Defs.' Opp'n at 5–6.

(1) Jurisdiction

A threshold issue that must be addressed before reaching the merits of Class Plaintiffs' motion is whether this Court has jurisdiction over the motion, in light of the fact that the subpoenas in question were issued by other district courts. Defendants contend that this Court lacks jurisdiction because it issued none of the subpoenas in question. For support, Defendants cite Rule 45, which states in pertinent part:

> (3)(A) On timely motion, *the court by which a subpoena was issued* shall quash or modify the subpoena if it
> (i) fails to allow reasonable time for compliance;
> (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or
> (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
> (iv) subjects a person to undue burden.

Fed. R. Civ. P. 45(c)(3)(A) (emphasis added); see In re Sealed Case, 141 F.3d 337, 341 (D.C. Cir. 1998) (discussing Rule 45 and stating that "[a]ll of [its] language suggests that only the issuing court has the power to act on its subpoenas").

Class Plaintiffs rejoin that the multidistrict nature of this proceeding and the multidistrict litigation statute, in particular, provide this Court with jurisdiction over the motion. They rely primarily on language in the multidistrict statute: "The judge or judges to whom such actions are assigned . . . may exercise the powers of a district judge in any district for the purpose of conducting pretrial depositions in such coordinated or consolidated pretrial proceedings." 28 U.S.C. § 1407(b). They also cite a string of cases in which courts have held that a transferee

court has jurisdiction to quash subpoenas for depositions issued by transferor courts. See, e.g., In re Disposable Contact Lens Antitrust Litig., No. 97-221, 1998 WL 219773 (D. Kan. April 21, 1998); In re Orthopedic Bone Screw Prods. Liab. Litig., 79 F.3d 46, 48 (7th Cir. 1996); In re Corrugated Container Antitrust Litig., 647 F.2d 460, 461 (5th Cir. 1981); In re Papst Licensing GmbH Patent Litig., No. 99-1298, 2001 WL 797315 (E.D. La. July 12, 2001); In re Worlds of Wonder Sec. Litig., No. 87-5491, 1992 WL 330411 (N.D. Cal. July 9, 1992). As the district court stated in In re Disposable Contact Lens Antitrust Litigation:

> Although the court issuing a subpoena generally has sole responsibility for ruling upon a motion to quash it, see Fed. R. Civ. P. 45(c)(3)(A), judges assigned to a consolidated, multidistrict action possess the powers of a district judge *in any district* for purpose of determining whether pretrial depositions may proceed. Included within that power is the power to dispose of a motion to quash a subpoena issuing from the District of Kansas. The district court for the Middle District of Florida has a better position, furthermore, for determining the appropriateness of the requested discovery and protective order.

1998 WL 219773, at *1 (emphasis in original). Or as Judge Easterbrook stated for the Seventh Circuit:

> A judge hearing consolidated pretrial proceedings is authorized to "exercise the powers of a district judge *in any district* for the purpose of conducting pretrial depositions in such coordinated or consolidated pretrial proceedings." 28 U.S.C. § 1407(b) (emphasis added). Judge Bechtle [before whom the pretrial proceedings were consolidated] therefore is entitled to exercise all of the powers of a judge in the Eastern or Western District of Wisconsin.

In re Orthopedic Bone Screw Prods. Liab. Litig., 79 F.3d at 48. Finally, Class Plaintiffs rely upon the Transfer Order in this case, which states that "[c]entralization under Section 1407 is necessary in order to eliminate duplicative discovery, prevent inconsistent pretrial rulings, and conserve the resources of the parties, their counsel and the judiciary." Transfer Or. at 2, quoted in Pls.' Reply at 7. They thus claim that Defendants' reliance on cases such as In re Sealed Case

is misplaced, because that case neither was a multidistrict litigation case nor involved non-party discovery.

The Court concludes that the multidistrict litigation statute, 28 U.S.C. § 1407(b), provides this Court with jurisdiction to rule on Class Plaintiffs' motion. Defendants' viewpoint, which entirely ignores section 1407(b), would gut the very purpose of multidistrict pretrial coordination, and it is not supported by the cases decided in the multidistrict litigation context, see, e.g., In re Disposable Contact Lens Antitrust Litig., 1998 WL 219773, at *1; In re Orthopedic Bone Screw Prods. Liab. Litig., 79 F.3d at 48; In re Corrugated Container Antitrust Litig., 647 F.2d at 461; In re Papst Licensing GmbH Patent Litig., 2001 WL 797315; In re Worlds of Wonder Sec. Litig., 1992 WL 330411.[1]

(2) Standing

Another threshold issue raised by Defendants is whether Class Plaintiffs have standing to pursue their motion to quash the subpoenas issued. Defendants contend that Class Plaintiffs are not subject to the subpoenas and therefore have no standing to seek to have them quashed. They

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[1] The multidistrict litigation statute specifically references only "depositions" in empowering transferee courts to exercise the powers of a judge in any district, 28 U.S.C. § 1407(b) ("The judge or judges to whom such actions are assigned . . . may exercise the powers of a district judge in any district for the purpose of conducting pretrial *depositions* in such coordinated or consolidated pretrial proceedings."), which counsels some hesitation in light of the fact that the subpoenas at issue here involve *document* production as well as deposition testimony. The underlying purposes of the multidistrict litigation statute and the cases interpreting the statute, however, nonetheless appear to support a broader reading of jurisdiction that would include the authority to decide motions concerning subpoenas that seek documents as well as deposition testimony. See, e.g., In re Orthopedic Bone Screw Prods. Liab. Litig., 79 F.3d at 48 ("Judge Bechtle [before whom the pretrial proceedings were consolidated] [was] entitled to exercise *all of the powers* of a judge in the Eastern or Western District of Wisconsin.") (emphasis added).

contend, that is, that only the party or person to whom a subpoena is issued may move to quash it. Defs.' Opp'n at 7 (citing Hertenstein v. Kimberly Home Health Care, Inc., 189 F.R.D. 620, 635 (D. Kan. 1999) ("The court notes, furthermore, that plaintiff has no standing to make the motion to quash. 'A motion to quash or modify a subpoena duces tecum may only be made by the party to whom the subpoena is directed except where the party seeking to challenge the subpoena has a personal right or privilege with respect to the subject matter requested in the subpoena.' ") (quoting Smith v. Midland Brake, Inc., 162 F.R.D. 683, 685 (D. Kan. 1995))).

Class Plaintiffs counter that as Court-appointed representatives of the class, they are entitled to move to quash the subpoenas in question. For support, they cite cases such as Cusumano v. NRB, Inc., No. 96-6876, 1998 WL 673833, *4 (N.D. Ill. Sept. 23, 1998) (finding standing when defendant moved for protective order pursuant to Rule 26(c), which permits a "motion by a party or by the person from whom discovery is sought"), and EEOC v. Kim and Ted, Inc., No. 85-1151, 1995 WL 591451 (N.D. Ill. Oct. 3, 1995) (finding standing in Title VII action where plaintiff EEOC moved to quash subpoenas affecting defendants' former employees who were not class members, and by treating EEOC's motion respecting discovery of class and non-class members as one for protective order under Rule 26(c)). They also highlight the fact that many of the affected absent class members here have explicitly adopted the objections filed by Class Plaintiffs.

The Court finds that Class Plaintiffs do not have standing to move to quash the subpoenas issued by Defendants in this case. As pointed out by Defendants, courts have consistently held that " '[a] motion to quash or modify a subpoena duces tecum may only be made by the party to whom the subpoena is directed except where the party seeking to challenge the subpoena has a

personal right or privilege with respect to the subject matter requested in the subpoena.' " Hertenstein v. Kimberly Home Health Care, Inc., 189 F.R.D. 620, 635 (D. Kan. 1999) (quoting Smith v. Midland Brake, Inc., 162 F.R.D. 683, 685 (D. Kan. 1995)); accord, e.g., Davis v. Gen. Accident Ins. Co., No. 98-4736, 1999 WL 228944, *2 (E.D. Pa. Apr. 15, 1999) ("Ordinarily, only the non-parties whom were served with the subpoenas may move to have them quashed under Federal Rule of Civil Procedure 45(c)(3)(A)."); In re: Seagate Tech. II Sec. Litig., No. 89-2493, 1993 WL 293008, *1 (N.D. Cal. June 10, 1993) ("According to FRCP 45, which governs the procedure by which a non-party may be compelled to produce documents, the right to challenge such subpoenas is limited to the person to whom the subpoena is directed."); Haywood v. Hudson, No. 90-3287, 1993 WL 150317, *4 (E.D.N.Y. Apr. 23, 1993) ("[A]s a general rule, a party has no standing to seek to quash a subpoena directed to a non-party witness, unless that party can demonstrate a personal right or privilege with respect to the subject matter of the testimony of the non-party witness.") (citing Langford v. Chrysler Motors Corp., 513 F.2d 1121, 1126 (2d Cir. 1974), and Brown v. Braddick, 595 F.2d 961, 967 (5th Cir. 1979)); Hunt Int'l Resources Corp. v. Binstein, 98 F.R.D. 689, 690 (N.D. Ill. 1983) ("Generally, it is the person to whom a subpoena is directed who has standing to seek a motion to quash. Unless a party can demonstrate a personal right or privilege with respect to the subject matter of the deposition, the party to the action lacks standing to halt the deposition."). Defendants have not subpoenaed Class Plaintiffs, and Class Plaintiffs have not claimed a personal right or privilege with respect to the subject matter requested in the subpoena. Instead, Class Plaintiffs simply assert that they have standing because they are class representatives, relying solely on cases such as Cusumano, 1998 WL 673833, at *4, and Kim and Ted, 1995 WL 591451. But those cases are inapposite

here: each involved a motion for a protective order pursuant to Rule 26(c), not a motion to quash pursuant to Rule 45(c)(3)(A) as has been filed here by Class Plaintiffs. The distinction is important. In contrast to a motion to quash under Rule 45(c)(3)(A), Rule 26(c) more broadly permits "*a party or* . . . the person from whom discovery is sought" to move for a protective order. Fed. R. Civ. P. 26(c) (emphasis added). As the court thus explained in Kim and Ted:

> [T]he [plaintiff's] motion does not seek simply to quash or modify defendants' subpoenas. Rather, the [plaintiff] is seeking a broad order to protect class and non-class members in the future from disclosing confidential and purportedly irrelevant information. Accordingly, the court treats the EEOC's motion as seeking a protective order limiting the scope of defendants' discovery pursuant to Rule 26(c). Because Rule 26(c) motions may be brought by a party or by the person from whom discovery is sought, the EEOC has standing to bring its motion.

1995 WL 591451, at *3 (footnote omitted). Or as similarly stated by the court in Cusumano:

> The [plaintiffs] additionally argue that [the defendant] lacked standing to object to the subpoena. The [plaintiffs] contend that, pursuant to Fed. R. Civ. P. 45, a party only has standing to object to a subpoena involving a non-party when the information requested is privileged or confidential. Here, however, [the defendant] has not sought to quash or modify the [plaintiffs'] subpoena. Instead, [the defendant] sought relief pursuant to a protective order governed by Fed. R. Civ. P. 26(c). Because protective orders may be brought "upon motion by a party or by the person from whom discovery is sought," [the defendant] had standing here.

1998 WL 673833, at *4; accord, e.g., Fleet Bus. Credit Corp. v. Hill City Oil Co., No. 01-2417, 2002 WL 1483879, at *2 (W.D. Tenn. June 26, 2002) (stating that plaintiff, who was "not challenging the subpoena in the form of a motion to quash" but was instead "seek[ing] a protective order," had standing under Rule 26(c) to file a motion for a protective order on behalf of a non-party); United States v. Operation Rescue, 112 F. Supp. 2d 696, 705 (S.D. Ohio 1999) (finding standing for plaintiff who sought protective order on behalf of nonparties pursuant to

Rule 26(c)). It is not entirely clear why Class Plaintiffs did not move for a protective order pursuant to Rule 26, rather than moving to quash pursuant to Rule 45.[2] But because they did not, and because they have relied entirely on cases involving Rule 26(c) protective orders, the Court concludes that they have failed to establish standing to pursue their motion to quash under Rule 45 and accordingly will deny it.

B. Motion to Bifurcate

Bifurcation of trial, while generally the exception rather than the rule, is committed to the sound discretion of the Court under Federal Rule of Civil Procedure 42(b):

> The court, in furtherance of convenience or to avoid prejudice, or when separate trials will be conducive to expedition and economy, may order a separate trial of

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[2] It is clear, however, that moving for a protective order requires a showing of "good cause" and carries a heavy burden in this Circuit. See, e.g., Alexander v. FBI, 186 F.R.D. 71, 75 (D.D.C. 1998). As Judge Lamberth explained in Alexander:

> As the party seeking the protective order, [the movant] bears the burden of making the showing of good cause contemplated by [Rule 26(c)]. In this regard, [the movant] must make a specific demonstration of facts to support her request for the protective order quashing the deposition. Specifically, good cause exists under Rule 26(c) when justice requires the protection of a party or a person from any annoyance, embarrassment, oppression, or undue burden or expense. The party requesting a protective order must make a specific demonstration of facts in support of the request as opposed to conclusory or speculative statements about the need for a protective order and the harm which will be suffered without one. Indeed, "[t]he moving party has a heavy burden of showing 'extraordinary circumstances' based on 'specific facts' that would justify such an order." Moreover, the showing required under Rule 26(c) must be sufficient to overcome plaintiffs' legitimate and important interests in trial preparation. This court has also noted that the quashing of a subpoena and the complete prohibition of a deposition are certainly extraordinary measures which should be resorted to only in rare occasions.

186 F.R.D. at 75 (citations omitted); accord, e.g., Jennings v. Family Mgmt., 201 F.R.D. 272, 275 (D.D.C. 2001) (Facciola, M.J.).

> any claim, cross-claim, counterclaim, or third- party claim, or of any separate issue or of any number of claims, cross-claims, counterclaims, third-party claims, or issues, always preserving inviolate the right of trial by jury as declared by the Seventh Amendment to the Constitution or as given by a statute of the United States.

Fed. R. Civ. P. 42(b); see, e.g., Greenhaw v. Lubbock County Beverage Ass'n, 721 F.2d 1019, 1025 (5th Cir. 1983) (affirming district court's decision in private antitrust class action to bifurcate classwide injury and damages by jury in a first phase with amount of recovery by individuals to be determined by a magistrate in the second phase), overruled in part on other grounds by Int'l Woodworkers of Am. v. Champion Int'l Corp., 790 F.2d 1174, 1175–76 (5th Cir. 1986).

In their motion, Class Plaintiffs ask the Court at this juncture to bifurcate the common class-wide issues of violation and impact, measure of damages and/or aggregate damages for a separate trial from any individual issues such as individual class membership or individual entitlement to damages. Pls.' Mot. at 1. They also ask for a stay of discovery respecting any individual issues until after the resolution of common issues. In support of their request to bifurcate trial and discovery, Class Plaintiffs contend that bifurcation will promote judicial economy: If Defendants prevail on the existence of an antitrust violation or on impact, no trial on the individual issues will be necessary; conversely, if Class Plaintiffs prevail on the issues of violation, impact and aggregate damages, settlement will likely follow. They also claim that bifurcation will shorten the trial and reduce jury confusion by dividing the issues into manageable components.

Defendants concede that "where the class is as large as this one, the allocation of damages is always handled in a separate phase of the proceedings" and that "[n]o Court, to our knowledge,

has ever asked a jury to determine liability and the total amount of damages and to allocate those damages among close to 12,000 class members in an single trial proceeding." Defs.' Opp'n at 9 (emphasis in original). But they oppose bifurcation as proposed by Class Plaintiffs on essentially three grounds. First, they claim that the Rule 42(b) motion is pretext for attempting to avoid discovery on liability issues that will be harmful to Class Plaintiffs' case. Second, they contend that Class Plaintiffs' motion is premised on its erroneous view that Defendants' subpoenas seek only information on damages, when in fact, they also seek information relating to liability and impact. They point out that in the few cases cited by Class Plaintiffs in which discovery has been bifurcated, the discovery was related *solely* to the issue of damages, unlike the discovery sought here. See Defs.' Opp'n at 10 & n.8. Finally, Defendants fear that bifurcation will only undermine the purposes of Rule 42(b) by precipitating further discovery disputes about what relates to the "first" or "second" phases of the bifurcated proceedings. Defendants add that in their view, because the issues of liability and damages are intertwined in this case, bifurcation as proposed by Class Plaintiffs would violate their right of trial by jury under the Seventh Amendment. Defs.' Opp'n at 16–19 (citing, for example, Gasoline Prods. Co. v. Champlin Ref. Co., 283 U.S. 494, 499–500 (1931) (holding that "where the requirement of a jury trial has been satisfied by a verdict according to law upon one issue of fact, that requirement does not compel a new trial of that issue even though another and separable issue must be tried again" and stating further that "[w]here the practice permits a partial new trial, it may not properly be resorted to unless it clearly appears that the issue to be retried is so distinct and separable from the others that a trial of it alone may be had without injustice")).

Class Plaintiffs have failed to convince the Court that their bifurcation proposal is an

appropriate measure at this time. All parties appear to agree that an individualized damages assessment should be segregated from the trial of liability and aggregate damages, a proposal that this Court may later consider.[3] The crux of the parties' debate respecting the precise proposal before the Court centers around whether all discovery on individual issues should be prohibited at this stage through Rule 42 bifurcation of trial. Class Plaintiffs believe such discovery should not go forward until liability and aggregate damages have been established, while Defendants believe that such discovery is directly relevant to the issues of liability and aggregate damages. It is not clear to the Court why Defendants should be prevented from discovering and litigating individual issues that are important to a proper trial on class-wide liability. Yet the bifurcation plan proposed by Class Plaintiffs would do so by unjustly preventing Defendants from obtaining, and presenting to the jury, information concerning market definition, market power, and competition. The Court also is not persuaded by Class Plaintiffs' view of the efficiencies that purportedly would result from their bifurcation plan. To the contrary, the proposed plan is more likely to engender additional discovery disputes concerning what falls on either side of the line, which would only undermine the economical purposes to be promoted by bifurcation of trial pursuant to Rule 42(b). The Court therefore will also deny Class Plaintiffs' motion to bifurcate.

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[3] Toward this end, for example, the Second Circuit Court of Appeals recently stated:

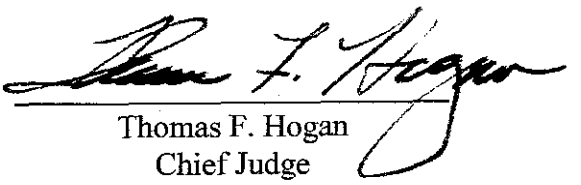
> There are a number of management tools available to a district court to address any individualized damages issues that might arise in a class action, including: (1) bifurcating liability and damage trials with the same or different juries; (2) appointing a magistrate judge or special master to preside over individual damages proceedings; (3) decertifying the class after the liability trial and providing notice to class members concerning how they may proceed to prove damages; (4) creating subclasses; or (5) altering or amending the class.

In re Visa Check/Mastermoney Antitrust Litig., 280 F.3d 124, 141 (2d Cir. 2001).

III. CONCLUSION

For the foregoing reasons, the Court will deny Class Plaintiffs' Rule 45(c)(3)(A) motion to quash subpoenas, and it will deny Class Plaintiffs' Rule 42(b) motion to bifurcate trial. An appropriate Order will accompany this Memorandum Opinion.

August 20, 2002



Thomas F. Hogan
Chief Judge

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

IN RE LORAZEPAM & CLORAZEPATE ANTITRUST LITIGATION	MDL Docket No. 1290 (TFH) Misc. No. 99ms276 (TFH)
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FILED

AUG 2 1 2002

NANCY MAYER WHITTINGTON, CLERK
U.S. DISTRICT COURT

ORDER

For the reasons stated in the accompanying Memorandum Opinion, it is hereby

ORDERED that Class Plaintiffs' motion to quash subpoenas to absent class members [#188 Exhibit] is **DENIED**. It is further

ORDERED that Class Plaintiffs' motion to bifurcate [#189] is **DENIED**.

SO ORDERED.

August 20, 2002

Thomas F. Hogan
Chief Judge

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