

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

RECEIVED
JAN 25 2001
Judge
THOMAS F. HOGAN

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IN RE: :
VITAMINS ANTITRUST LITIGATION :
 :
THIS DOCUMENT APPLIES TO: :
 :
Hormel Foods Corporation v. Akzo Nobel, Inc., :
et al. 99-1780 (Minnesota) (4th Div.) :
 :
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MDL No. 1285
Misc. No. 99-0197 (TFH)

FILED
JAN 29 2001
NANCY MAYER-WHITTINGTON, CLERK
U.S. DISTRICT COURT

STIPULATION AND ORDER REGARDING PERSONAL JURISDICTION

WHEREAS pursuant to the June 7, 1999 order of the Judicial Panel on Multidistrict Litigation, numerous cases have been transferred to the United States District Court for the District of Columbia (the "D.C. Court") for consolidated and coordinated pretrial proceedings pursuant to 28 U.S.C. § 1407;

WHEREAS the actions consolidated under the caption "In re: Vitamins Antitrust Litigation" (the "Actions") were among cases that were either filed in the D.C. Court (the "Original D.C. Actions") or filed in federal courts throughout the country and transferred to the D.C. Court for consolidated and coordinated pre-trial proceedings (the "Non-D.C. Actions");

WHEREAS the above-captioned action (the "Minnesota Action") was among those actions transferred to the D.C. Court for consolidated and coordinated pre-trial proceedings;

(N)

WHEREAS Lexecon Inc. v. Milberg Weiss Barshad Hynes & Lerach, 523 U.S. 26 (1998) may require that any Actions filed in courts outside the D.C. Court be remanded for trial to the court where filed pursuant to 28 U.S.C. § 1407;

WHEREAS certain defendants including the defendants listed on Exhibit A hereto (the "Stipulating Foreign Defendants") have contested personal jurisdiction in some or all of the Actions, including the Minnesota Action, and would, if jurisdiction were found, assert various defenses, including challenges to the venues for trials of remanded actions, and certain other defendants listed on Exhibit B hereto (the "Other Stipulating Defendants") have not interposed challenges to personal jurisdiction in the Actions (the Stipulating Foreign Defendants, together with the Other Stipulating Defendants, are referred to herein as the "Stipulating Defendants");

WHEREAS plaintiffs in the Minnesota Action as of the date hereof ("Minnesota Stipulating Plaintiffs") and plaintiffs in other actions received permission from the D.C. Court to take certain jurisdictional discovery of defendants under the Federal Rules of Civil Procedure and are prepared to do so;

WHEREAS the Stipulating Defendants and certain stipulating plaintiffs have contemporaneously herewith entered into that certain Stipulation and Order Regarding Personal Jurisdiction and Re-Filing of Actions attached as Exhibit C hereto (the "D.C. Stipulation"); and

WHEREAS the Stipulating Defendants are prepared to agree that the Minnesota Stipulating Plaintiffs in the Minnesota Action may take jurisdictional discovery, as provided herein, for the purpose of attempting to establish jurisdiction in Minnesota over the Stipulating Foreign Defendants:

IT IS HEREBY STIPULATED AND AGREED among the Minnesota Stipulating Plaintiffs and the Stipulating Defendants that:

1. By executing this Stipulation the Minnesota Stipulating Plaintiffs enter into and agree to be bound by the terms of the D.C. Stipulation except as otherwise provided herein.

2. To the extent that Stipulating Foreign Defendants have not already produced responses to the document requests and interrogatories ordered by the D.C. Court to be produced by January 5, 2001, they shall promptly provide such responses to the Minnesota Stipulating Plaintiffs.

3. Minnesota Stipulating Plaintiffs may take such additional jurisdictional discovery as reasonably necessary to establish jurisdiction in Minnesota over those Stipulating Foreign Defendants who continue to contest the exercise of personal jurisdiction in Minnesota but shall, to the extent practicable, coordinate any such additional jurisdictional discovery with discovery on the merits, and with any jurisdictional discovery undertaken by other plaintiffs in these Actions.

4. Each Stipulating Defendant, to the extent it has not yet answered, shall serve answers in the Minnesota Action within 60 days of the latest of (a) entry of this Stipulation and Order; or (b) proper service of the Minnesota Action on that Stipulating Defendant. A properly served Stipulating Defendant may assert lack of personal jurisdiction as a defense therein unless that Stipulating Defendant has already answered without raising such a defense. Stipulating Defendants agree that once this Stipulation is Ordered by the Court, Stipulating Defendants will not assert lack of an Answer as a basis for refusing to respond to or delaying a response to merits or jurisdictional discovery.

5. At any time up to and including the date on which all MDL cases will be ready for trial or remand (the "Remand Date") the Minnesota Stipulating Plaintiffs, or any of them, to the

extent then permitted by applicable law, may seek to have the Court remand their cases for trial in Minnesota. If any Stipulating Defendant raises in its Answer to the Minnesota Action the defense of lack of personal jurisdiction, that Stipulating Defendant may, on or before the deadline for dispositive motions, move to dismiss the Minnesota Action for lack of personal jurisdiction. If the Court determines that the moving defendant is not subject to personal jurisdiction in the Minnesota Court, Minnesota Stipulating Plaintiffs may (to the extent necessary) re-file the Minnesota Action against that defendant in the D.C. Court.

6. Any disputes regarding the interpretation of this Stipulation, or the parties' intent in entering into this Stipulation, shall be resolved by the D.C. Court.

7. This Stipulation may be signed in counterparts by Counsel for the Stipulating Parties.

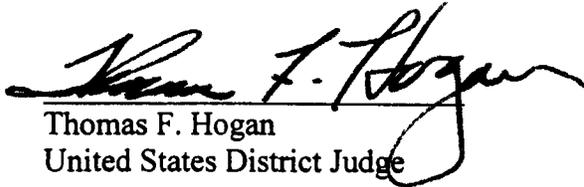
Respectfully Submitted,

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and on behalf of Hoffmann-La Roche Inc.
and Roche Vitamins Inc. for purposes of this
stipulation*



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SO ORDERED:


Thomas F. Hogan
United States District Judge

January 26, 2001