

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FILED

JUN 19 2002

**MANCY MAYER WHITTINGTON CLERK
U.S. DISTRICT COURT**

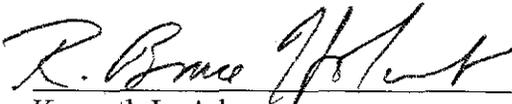
IN RE:)	
)	
VITAMINS ANTITRUST LITIGATION)	M.D.L. No. 1285
)	
_____)	Misc. No. 99-0197 (TFH)
)	
THIS DOCUMENT RELATES TO:)	
)	
BLUE SEAL FEEDS, INC., ET AL.,)	Docket No. 99-2683 (TFH)
v. BASF AG, ET AL.)	
)	
CACTUS OPERATING, LTD., ET AL.,)	Docket No. 99-2684 (TFH)
v. BASF AG, ET AL.)	
)	
COUNTRYMARK COOPERATIVE, INC.,)	Docket No. 00-234 (TFH)
ET AL., v. BASF AG, ET AL.)	
)	
DOMAIN, INC.,)	Docket No. 99-1526 (TFH)
v. BASF CORPORATION, ET AL.)	
)	
HORMEL FOODS CORPORATION, ET AL.,)	Docket No. 99-1780 (TFH)
v. BASF AG, ET AL.)	
)	
MARSHALL DURBIN FARMS, INC., ET AL.,)	Docket No. 99-2682 (TFH)
v. BASF AG, ET AL.)	
)	
SOUTHERN STATES COOPERATIVE, INC.,)	Docket No. 99-2685 (TFH)
ET AL., v. BASF AG, ET AL.)	
)	
TYSON FOODS, INC., ET AL.,)	Docket No. 99-2681 (TFH)
v. BASF AG, ET AL.)	
)	

**STIPULATION AND ORDER OF DISMISSAL WITH PREJUDICE OF
CLAIMS OF PLAINTIFFS AGAINST DEFENDANTS
BASF CORPORATION AND BASF AG**

Pursuant to Federal Rule of Civil Procedure 41(a), it is hereby stipulated and agreed that all claims in the above-captioned cases of the Plaintiffs listed in Exhibit A hereto (the "DSMO Plaintiffs") are dismissed with prejudice against Defendants BASF Corporation and BASF AG, without costs or fees to any party. This Stipulation is without prejudice to the DSMO Plaintiffs' claims against any other defendants or alleged co-conspirators in the above-captioned cases.

DATED: June 17, 2002

Respectfully submitted,

By: 

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R. Bruce Holcomb
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Counsel for Plaintiffs Listed in Exhibit A

By: 

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Counsel for BASF Corporation and, for
purposes of this Stipulation only, on behalf of
BASF AG

So Ordered:



Thomas F. Hogan
Chief Judge

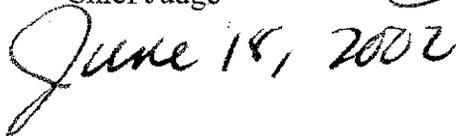


Exhibit A

Agri Beef Co.
Agri-King, Inc.
Alabama Farmers Cooperative, Inc.
Alan Ritchey, Inc. d/b/a Martindale Feed Mill
Allen's Hatchery, Inc.
Amistad Feeders, Inc. d/b/a Southwest Feed Yards
Animal Nutrition Systems
Animix, LLC
Arkat Feed, Inc.
B.C. Rogers Poultry, Inc.
Benedict Feeding Co.
Big Gain, Inc.
Blair Milling & Elevator Co., Inc.
Blue Seal Feeds, Inc.
Branch Properties, Inc. d/b/a Seminole Feed and Seminole Stores
Braswell Milling Company d/b/a Braswell Foods
Cactus Operating, Ltd. (including Cactus Feeders, Inc.)
Cagle's Farms, Inc. (including Cagle's Inc.)
Cagle Foods JV, LLC d/b/a Cagle's Keystone Foods
Cal-Maine Foods, Inc.
Case Foods, Inc.
Cenex Harvest States Cooperatives
Central Farm Supply, Inc.
Central Industries, Inc.
Choctaw Maid Farms, Inc.
Chorney Chemical Company
Circle S Ranch
Cocanougher Feed Co., Inc.
Coharie Farms (including Coharie Mill & Supply Co., Inc.)
ContiGroup Companies, Inc. f/k/a Continental Grain Company
Countrymark Cooperative, Inc.
Dawe's, LLC (including Dawes, Inc.)
DeKalb Feeds, Inc.
Diamond Cross, LLC, as successor-in-interest to Diamond Cross, Inc.
Domain, Inc.
Eagle Milling Company, Inc.
Eastern Minerals, Inc. (including SEM Minerals, LP)
Evergreen Mills, Inc. (merged with and into Kent Feeds, Inc.)
Farmers Feed & Supply Co.
Fishbelt Feed, Inc.
FORM-A-FEED, Inc.
Friona Industries, LP
Furst-McNess Co.
Garland Farm Supply (including Garland Farm Supply, Inc.)

General Nutrition Companies, Inc. (including but not limited to General Nutrition Products, Inc. but not including Rexall Sundown and its subsidiaries, Koninklijke (Royal) Numico NV and its non-U.S. subsidiaries)
George's Inc.
George's Farms Inc.
George's of Missouri, Inc.
Gessel Feed Mill, Inc.
Global Health Sciences, Inc. d/b/a D&F Industries, Inc. and Ompipac
Gold'n Plump Poultry
Golden Rod Feed Mill, Inc.
Golden State Feeds, Inc., LLC, as successor-in-interest to Golden State Feeds, Inc.
GROWMARK, Inc.
Harrison Poultry, Inc.
Hitch Pork Producers, Inc.
Hitch Mills, Inc.
Hormel Foods Corporation
Indi-Bel, Inc. d/b/a Delta Western
Integrated Grain & Milling
International Nutrition, Inc.
IVAX Pharmaceuticals, Inc. f/k/a Zenith Goldline Pharmaceuticals, Inc.
J&J Dairy
J&K Farms
J.C. Howard Farms, LLC
Jennie-O-Foods, Inc.
Jerome Foods, Inc. d/b/a The Turkey Store
Kalmbach Feeds, Inc.
Keith Smith Company
Kemin Industries, Inc.
Kent Feeds, Inc.
Kerber Milling Co.
Kraft Foods North America, Inc. f/k/a Kraft Foods, Inc.
Land O'Lakes, Inc. (but not including Nutra-Blend LLC to the extent any claims held by it pre-date June 30, 2000)
Land O'Lakes, Inc./Harvest States Feeds, LLC (but not including Nutra-Blend LLC to the extent any claims held by it pre-date June 30, 2000)
L.L. Murphrey Co.
M and M Poultry Farms Four, Inc. f/k/a L&K Enterprises (including K&L Feed Mills Corp.)
Malt-O-Meal Company
Mar-Jac Poultry, Inc.
Marshall Durbin Farms, Inc. (including Marshall Durbin Companies)
Marshall Minerals, Inc. (including SEM Minerals, LP)
McClain Enterprises, Inc.
MFA Incorporated
Midwest PMS, Inc.
Milbank Mills, Inc.
Milk Specialties Co.
Mission Pharmacal Company
Moark Egg Corporation as successor in interest to Moark Productions, Inc.
Moroni Feed Company
Mountaire Farms, Inc. (including Mountaire Corporation)

Mountaire Farms, LLC
Naturalife Eco Vite Laboratories, Inc. d/b/a Paragon Laboratories
N.G. Purvis Farms
Norman W. Fries, Inc. d/b/a Claxton Poultry Farms
North American Nutrition Companies, Inc., as successor-in-interest to Vigortone Ag Products, Inc.
(including Vigortone Ag Products, Inc., but not including any subsidiaries or affiliates of Provimi S.A.
other than Vigortone Ag Products, Inc. or Vigortone Ag Products' successor-in-interest)
OK Farms, Inc.
OK Industries, Inc. d/b/a OK Feed Mills
Orangeburg Foods, Inc.
Peco Farms, Inc. (including Peco Foods)
Pennfield Corporation
Pennfield Oil Co. d/b/a Pennfield Animal Health
Performance Plus Liquids, Inc.
Peterson Farms, Inc.
Pilgrim's Pride Corporation of Virginia, Inc., the successor in interest to Wampler Foods, Inc.
Pilgrim's Pride Corporation
Premium Standard Farms, Inc.
Prince Agriproducts, Inc. d/b/a Prince Agri Products, Inc.
Producers Feed Company
Pro-Pet, LLC
Quality Liquid Feeds, Inc.
Rangen, Inc.
Reitsma Dairy
Renaissance Nutrition, Inc.
R.P. Scherer Corporation
S-I, LLC, as successor-in-interest to Rocco Farms, Inc. (including Rocco Enterprises, Inc. and Rocco
Farms, Inc.)
Sanderson Farms, Inc.
Schell & Kampeter, Inc. d/b/a Diamond Pet Foods
Schreiber Foods, Inc.
Seaboard Corporation
Simmons Foods, Inc.
SmithKline Beecham Corporation
Southeastern Minerals, Inc. (including SEM Minerals, LP)
Southern States Cooperative, Inc.
Sparboe Agricultural Corporation
Standard Nutrition Co. f/k/a Standard Manufacturing Co.
Star Milling Co.
Sunshine Mills, Inc.
Sylvest Farms, Inc.
T.C. Products Co., Inc.
Tennessee Farmers Cooperative
The Quaker Oats Company
Thomas Products, LLC, as successor-in-interest to Thomas Products, Inc.
Titan Supply Company (including Titan Supply Inc.)
Townsend's Inc.
Tyson Chicken, Inc. f/k/a Hudson Foods, Inc.
Tyson Foods, Inc.
United Feeds, Inc.

Universal Cooperatives, Inc.
Viking Feed Service, Inc.
Vita-Key, LLC
Vita Plus Corporation
VitaQuest International, Inc. f/k/a Garden State Nutritionals, Inc. (including Vitaquest, Inc.)
Vita Tech International, Inc.
Watkins, Incorporated
W.B. Fleming Co.
Welch Foods, Inc., A Cooperative
Wenger's Feed Mill, Inc.
Westway Holding Corporation (including E.D. & F. Man, Inc.) & Westway Trading Corp.
Willmar Poultry Farms, Inc.
Willmar Poultry Company, Inc.
Zacky Farms
Zephyr Egg Co.