

# **EXHIBIT A**

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

_____	)	
UNITED STATES OF AMERICA et al.,	)	
	)	Civil Action No. 08-CV-5992
<i>Plaintiffs,</i>	)	
	)	
v.	)	Judge Bucklo
	)	
JBS S.A.	)	
and	)	Magistrate Judge Keys
NATIONAL BEEF PACKING	)	
COMPANY, LLC	)	
	)	
<i>Defendants.</i>	)	
_____	)	

**STIPULATED SCHEDULING AND CASE-MANAGEMENT ORDER**

In accordance with Fed. R. Civ. P. 16(b) and L. Civ. R. 26.1 and upon agreement of the parties, the Court hereby ORDERS as follows:

1. Service of and Response to the Complaint. In this action, counsel for the Defendants, acting on behalf of Defendants, have accepted service of the complaint and have waived service of a summons. Defendants shall file their responses to the Complaint, including their answers, no later than October 30, 2008.
  
2. Joinder and Amendments to the Pleadings. The parties must join additional parties by November 7, 2008, and amendments to the pleadings will not be permitted after November 14, 2008.

3. Discovery Conference. The parties' prior consultations and submission of this stipulated order relieve the parties of their duty under Fed. R.Civ P. 26(f) to confer about scheduling and a discovery plan.

4. Initial Disclosures. In lieu of initial disclosures pursuant to Fed. R. Civ. P. 26(a)(1), and consistently with the timing for producing confidential information set forth in Paragraph 9 below, the parties shall provide disclosures as follows:

A. Plaintiffs' initial disclosures: Under the terms and conditions set forth below, Plaintiffs shall produce to Defendants all correspondence, documents, data, oral examination transcripts, depositions or any other materials and statements, declarations, affidavits (both executed finals and drafts), whether in hard-copy or electronic form, exchanged between any Plaintiff (including Plaintiffs' counsel) and any non-party (including the non-party's counsel) in the course of Plaintiffs' Investigation of the Proposed Acquisition (collectively, Plaintiffs' "Investigation Materials"). The Plaintiffs shall produce these Investigation Materials regardless of whether those materials were received informally or through compulsory process, such as a subpoena or Civil Investigative Demand. The Plaintiffs are not required to produce back to Defendants documents or other written materials originally received from Defendants. This Paragraph shall not be construed as requiring the production of Plaintiffs' attorney work product, confidential attorney-client communications, communications with or information provided to any potentially or actually retained expert, or materials subject to the deliberative process or any other governmental privilege.

B. Defendants' initial disclosures: Under the terms and conditions set forth below, Defendants shall produce to Plaintiffs copies of all correspondence, documents, data, oral examination transcripts, depositions or any other materials and statements, declarations, affidavits (both executed finals and drafts), whether in hard-copy or electronic form, exchanged between any Defendant (including Defendants' counsel) and any non-party (including the non-party's counsel) in the course of responding to Plaintiffs' Investigation of, or otherwise relating to, the Proposed Acquisition (collectively Defendant's "Proposed Acquisition Materials"). The Defendants are not required to produce back to the Plaintiffs documents or other written materials originally received from Plaintiffs. This Paragraph shall not be construed as requiring the production of Defendants' attorney work product, communications with or information provided to any potentially or actually retained expert, or confidential attorney-client communications.

5. Discovery Period. The period for fact discovery shall begin after entry of this Order and the concurrently filed Protective Order and shall be completed by March 20, 2009.

6. Written Discovery. All written discovery shall be served to permit timely responses to be served within the discovery period. Interrogatories shall be limited to 10 per party, including sub-parts. There will not be a limit on the number of requests for the production of documents or requests for admissions that may be served by the parties.

7. Depositions of Fact Witnesses. Absent good cause shown, depositions shall be limited to no more than 35 per side (excluding experts), plus depositions of the parties' designated witnesses as set forth in Paragraph 10 of this Order. A deposition of a party or non-

party, taken pursuant to Fed. R. Civ. P. 30(b)(6), shall count as one deposition regardless of the number of witnesses produced to testify. Depositions taken for the sole purpose of establishing the authenticity and admissibility of documents produced by any party or non-party do not count toward the limit of depositions. If any Defendant raises a proposed remedy or amendment of the Proposed Acquisition as one of its affirmative defenses, Plaintiffs shall have the right to take additional depositions relating to this issue. If the parties are unable to agree to the number of additional depositions to be taken on this issue, Plaintiffs may petition the Court for a modification of this order to provide for additional depositions.

Depositions of witnesses employed by or otherwise affiliated with a party may extend to two days in length. Party witnesses residing outside the United States shall be produced within the United States for deposition. Depositions of non-party witnesses shall be no more than one day in length. The parties and affected non-parties may stipulate to additional time for individual depositions. Absent agreement of the parties, the length of depositions provided for in this Scheduling Order may be modified only by order of this Court for good cause shown.

The depositions of employees of the Defendants taken by Plaintiffs during Plaintiffs' investigation of the Proposed Acquisition at issue in this action may be used for all purposes for which party depositions or admissions may be used under Fed. R. Civ. P. 32 or Fed. R. Evid. 801(d)(2)(D). Depositions taken during the investigation of the Proposed Acquisition do not count toward the limit of depositions.

8. Nationwide Service of Trial Subpoenas. To assist the parties in planning discovery and in view of the geographic dispersion of potential witnesses in this action outside this District, the parties will be permitted, pursuant to 15 U.S.C. § 23, to issue trial subpoenas

that may run into any other federal district requiring witnesses to attend this Court. The availability of nationwide service of process, however, does not make a witness who is otherwise “unavailable” for purposes of Fed. R. Civ. P. 32 and Fed. R. Evid. 804, available under those rules.

9. Discovery of Confidential Information. Discovery and production of confidential information shall be governed by the Protective Order that the parties are concurrently filing with the Court, after entry by the Court, and a copy of the Order shall be included with any discovery requests, notices or subpoenas directed to non-parties.

Once entered by the Court, the Protective Order shall be provided by Plaintiffs to all non-parties that produced Investigation Materials during Plaintiffs’ investigation of the Proposed Acquisition. The non-parties shall have ten days after receipt of a copy of the Protective Order in which to review the Protective Order and designate Investigation Materials as confidential under the Protective Order. If any non-party determines that the Protective Order does not adequately protect its confidential Investigation Materials, it may, within ten days after receipt of a copy of the Protective Order, seek additional relief from the Court. If a non-party seeks additional relief from the Court, the Investigation Materials for which additional protection has been sought will not be produced until the Court has ruled. No non-party Investigation Materials shall be produced to Defendants by Plaintiffs until 11 days after a non-party’s receipt of a copy of the Protective Order unless, before then, the non-party that produced the Investigation Materials indicates that it is satisfied with the terms of the proposed Protective Order and has provided designations, if any, of its Investigation Materials under the terms of the Protective Order. In

these circumstances, Plaintiffs shall produce to Defendants that non-party's Investigation Materials as soon as feasible.

10. Witness Lists. Each side shall exchange initial trial live witness lists of up to 25 witnesses no later than January 9, 2009. Each side may amend their initial witness lists by no later than February 6, 2009, provided the amendment is limited to the addition or substitution in total of no more than five witnesses, while still not exceeding 25 witnesses in total. Despite the limitation on the number of depositions that each side may take, each side shall have the right to depose any witness on the opposing side's witness list, even if the limitation is exceeded.

11. Expert Witness Disclosures and Depositions. Expert-related discovery will be governed by Fed. R. Civ. P. 26, except as modified by this Order. Each side shall identify all experts that they will call in their respective case-in-chief and defense case by November 19, 2008. The Plaintiffs shall identify all rebuttal experts by December 19, 2008.

Plaintiff's case-in-chief expert reports will be delivered to Defendants by February 17, 2009. Defendants' expert reports, including rebuttal reports permitted by Fed. R. Civ. P. 26(a)(2)(c)(ii), will be delivered to Plaintiffs by March 9, 2009. Plaintiffs' rebuttal reports permitted by Fed. R. Civ. P. 26(a)(2)(c)(ii) will be delivered to Defendants by March 23, 2009.

Each side's expert reports shall comply with the requirements of Fed. R. Civ. P. 26(a)(2), except that neither side need disclose the following categories of data, information, and documents: (a) any correspondence or memos to or from, or notes of conversations with (i) attorneys or other staff for the side offering the testimony, or (ii) the staff of such expert witness, unless the expert witness is relying upon information in such correspondence, memos, or notes in forming any opinion the witness will express; (b) draft reports prepared by, for, or at the direction

of an expert witness; or (c) voluminous textbooks or treatises considered by the expert, provided that they are made available for copying at the request of the opposing party.

Depositions of each side's experts will be conducted only after exchange of all of the above-referenced reports and must be completed by April 17, 2009. Depositions of each expert witness may extend to two days in length.

12. Service of Pleadings and Discovery on Other Parties. Service of all pleadings, discovery requests, including Rule 45 subpoenas for testimony or documents, and delivery of all correspondence in this matter will be made by email to the following individuals designated by the parties (including principal designees for each side, noted with an asterisk ("\*")) below:

The serving party will telephone the other side's principal designees when the materials are sent to alert them that the materials are being served. Any party's principal designee served by email shall promptly confirm receipt. Electronic delivery with confirming receipt shall be treated in the same manner as hand delivery for purposes of calculating discovery response times under the Federal Rules. However, email service that is delivered after 5:30 pm EST, shall be treated as if it was received the following business day.

Each side shall copy and produce materials obtained in discovery from any non-party to the other side, including, as applicable, each Defendant, the United States, and a designated representative of the Plaintiff states, within three business days after receipt by the party initiating the discovery request.



13. Trial Date. The trial in this action shall begin on \_\_\_\_\_ 2009. Pretrial proceedings shall be governed by this Court's standing pretrial order and applicable local court rules.

IT IS SO ORDERED.

DATED: \_\_\_\_\_, 2008

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UNITED STATES DISTRICT JUDGE