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San Francisco County Superior Court

MAR 12 2008

GORDON PARK-LI, Clerk  
BY: FELICIA M. GREEN  
Deputy Clerk

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
CITY AND COUNTY OF SAN FRANCISCO  
UNLIMITED JURISDICTION

|  |   |   |
|--|---|---|
| Coordination Proceeding<br>Special Title (Rule 1550(b))                            | ) | J.C.C.P. Nos. 4250, 4258, 4259 & 4262   |
| <b>SMOKELESS TOBACCO CASES I – IV</b>  | ) | Hon. Richard A. Kramer<br>Coordination Trial Judge  |
| <u>Consolidated with:</u>  | ) | <b>CLASS ACTION</b>   |
| <i>Kelly v. U.S. Smokeless Tobacco, Co, et al.,</i><br>SFSC Case No. CGC-02-412861 | ) | <b>[PROPOSED] ORDER GRANTING FINAL<br/>APPROVAL OF SETTLEMENTS,<br/>MODIFYING CLASS, DISMISSING<br/>ACTION AGAINST SETTLING<br/>DEFENDANTS WITH PREJUDICE, AND<br/>DIRECTING JUDGMENT TO BE<br/>ENTERED</b> |
| THIS DOCUMENT RELATES TO:  | ) | <b>Dept: 304<br/>Date: March 12, 2008<br/>Time: 9:30 a.m.</b>   |
| ALL ACTIONS  | ) |   |

1 This matter came before the Court for hearing pursuant to the Order of this Court dated  
2 November 5, 2007, (the "Order") and upon the application of the parties for final approval of the  
3 Settlement Agreement entered into by Plaintiffs and Defendants U.S. Smokeless Tobacco  
4 Company, f/k/a United States Tobacco Company, and the U.S. Smokeless Tobacco corporate  
5 parent, subsidiaries, and affiliates that have been or may be named in any of the complaints in the  
6 Litigation, including but not limited to U.S. Smokeless Tobacco Brands Inc., U.S. Smokeless  
7 Tobacco Manufacturing Company, and UST Inc. (collectively "Defendants").  
8

9 Due and adequate notice has been given to the Class as required by the Order. Any  
10 individuals or entities that have requested exclusion from the Class are listed in Exhibit A hereto.

11 The Court having considered all papers filed and proceedings herein and good cause  
12 appearing therefore,

13 IT IS HEREBY ORDERED that:

- 14 1. This Order incorporates by reference the definitions in the Settlement  
15 Agreement, and all terms used herein shall have the same meanings set forth therein.
- 16 2. This Court has exclusive jurisdiction over the subject matter of these actions  
17 and over all parties thereto, including all Class Members.
- 18 3. For settlement purposes, this Court modifies the class certification order  
19 entered on January 29, 2004 to include all purchasers of snuff products through October 17, 2007.  
20 The Modified Class (as defined in the Settlement Agreement as the "Class"), for settlement  
21 purposes only, is defined as follows:

22 All persons who purchased moist snuff products, indirectly from  
23 Defendants, in the State of California from January 1, 1990, through  
24 October 17, 2007, for their own use and not for resale. Specifically  
25 excluded from the Class are the defendants herein; officers,  
26 directors, or employees of any defendants; any entity in which any  
27 defendant has a controlling interest; the affiliates, legal  
28 representatives, attorneys, heirs or assigns of any defendant. Also  
excluded are any federal, state or local governmental entity, and any  
judge, justice, or judicial officer presiding over this matter and the  
members of their immediate families and judicial staffs. *The individuals  
listed in Exhibit A hereto are also excluded from the class.*

RAK