

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND

Civil No.: 1:03-MD-01539

IN RE ROYAL AHOLD N.V.
SECURITIES & ERISA LITIGATION

ALL ACTIONS

CASE MANAGEMENT ORDER NO. 2

IT IS HEREBY ORDERED:

Consolidation and Coordination

1) All docket entries for the separately consolidated securities actions and ERISA actions will be filed under the consolidated caption In re Royal Ahold N.V. Securities & ERISA Litigation (“The Action”) and shall be made in a docket established for Civil Action No. 1:03-MD-01539 (Master Docket) in accordance with the procedures of the Clerk of this Court.

2) The actions listed on Schedule A hereto are hereby consolidated for all pretrial purposes (the “Consolidated Securities Action”) before the Honorable Judge Catherine C. Blake pursuant to Rule 42(a) of the Federal Rules of Civil Procedure and shall be filed under the consolidated caption in The Action.

3) The actions listed on Schedule B hereto are hereby preliminarily consolidated for pretrial purposes (the “Consolidated ERISA Action”) before the Honorable Judge Catherine C. Blake pursuant to Rule 42(a) of the Federal Rules of Civil Procedure and shall be filed under the consolidated caption in The Action.

4) The Consolidated Securities Action and the Consolidated ERISA Action are hereby coordinated for all pretrial purposes and all such filings and proceedings will be had in The Action.

5) The Action, together with all other proceedings which may subsequently be

consolidated or coordinated pursuant to the provisions of this Order, shall be referred to as In re Royal Ahold Securities & ERISA Litigation, Master Docket No. 1:03-MD-01539.

Docketing and Filing

6) The caption of The Action shall be as follows:

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND

-----X
IN RE ROYAL AHOLD N.V.
SECURITIES & ERISA LITIGATION

Civil No.: 1:03-MD-01539

ALL ACTIONS
-----X

7) When a pleading is intended to be applicable to all actions to which this Order applies, the words “All Actions” shall appear in the caption. When a pleading is intended to apply only to the Consolidated Securities Action or only to the Consolidated ERISA Action, the words “Securities Action” or “ERISA Action” shall appear in the caption as appropriate. When a pleading is intended to apply to fewer than all such actions, the docket number for each individual action to which such pleading is intended to apply and the name of the plaintiff in such action shall appear in the caption. Documents captioned “Securities Action” or “ERISA Action” shall be so designated on the docket sheet.

8) All court papers shall be filed in the Master Docket established for Case No. 1:03-MD-01539 in accordance with the regular procedures of the Clerk of the Court.

9) All documents previously filed and served to date in the cases consolidated herein are deemed filed and adopted and are made a part of the record in The Action.

Subsequently Filed or Transferred Related Proceedings

10) If any other case alleging violations of the securities laws, common law or ERISA that arises out of the same facts as alleged in The Action is filed in this Court or transferred here from another court (a “Related Case”), the Clerk shall:

- a. File a copy of this Order in the separate file for the Related Case; and
- b. Make an appropriate entry in the Master Docket.

In such circumstances Lead Counsel shall:

- a. Mail a copy of this Order to counsel for Plaintiffs in the Related Case; and
- b. Mail a copy of this Order to counsel for each Defendant in the Related Case who is not already a party to any case then included in The Action.

11) The Court shall consolidate or coordinate as appropriate any newly filed or transferred Related Case with The Action as set forth below, and newly filed or transferred cases shall be treated as “tag-along cases,” as defined in Rule 1.1 of the Rules of Procedure of the Judicial Panel on Multidistrict Litigation. The defendants reserve all defenses with respect to newly filed actions, including but not limited to defenses as to timeliness, statute of limitations, venue, personal jurisdiction and subject matter jurisdiction.

12) All discovery taken in The Action will apply to any subsequently filed and consolidated “tag-along” cases, and the parties will not be required to repeat discovery already undertaken in The Action, except as ordered by the Court.

Application of Order to Subsequent Cases

13) This Order shall apply to each substantially related action subsequently filed in this Court, except as provided in this paragraph. Upon the filing or service of a complaint that a party to The Action, or a party named in such subsequently filed complaint believes to be substantially related to The Action, any such party may move for the subsequently filed action's reassignment to the Judge presiding over The Action, and for the consolidation or coordination of such case with The Action. The Court or the Clerk of the Court may, *sua sponte*, issue a notice of proposed reassignment and consolidation or coordination under the terms of this Order. Notice of any motion for reassignment and consolidation or coordination, and of any reassignment, consolidation or coordination proposed by the Court or by the Clerk of the Court, shall be given to all parties to The Action and to all parties in the subsequently filed case by Electronic Case Filing or by first class mail. A subsequently filed case that is the subject of such a notice shall be reassigned to the Judge then presiding over this action and be

consolidated or coordinated herewith under the terms of this Order unless within 30 days of such notice objection to the proposed reassignment and consolidation or coordination is filed with the Clerk of the Court.

14) In the event the Court determines that a subsequently filed case should be consolidated or coordinated, the defendants need not answer or otherwise respond to such complaint. In the event that the Court determines not to consolidate or coordinate a subsequently filed case, each defendant shall have 45 days from the time that the Court makes such determination to answer, plead or otherwise move with respect to any such complaint, or longer as agreed to or by Court order.

Appointment of Lead Plaintiff and Co-Lead Counsel

A. Securities Action

15) Pursuant to the provisions of §§21(D)(a)(3)(E), and 27(a)(3)(B) of the Private Securities Litigation Reform Act of 1995 (“PSLRA”), the Court, in Case Management Order No. 1, dated November 4, 2003, appointed the Public Employees’ Retirement Association of Colorado (“COPERA”) and Generic Trading of Philadelphia, LLC (“Generic Trading”) as Lead Plaintiffs in connection with the consolidated securities fraud class actions now made part of The Action (the “Securities Action Lead Plaintiffs”) and approved the Securities Action Lead Plaintiffs’ choice of counsel, as follows: the law firm of Entwistle & Cappucci LLP was appointed as Lead Counsel (“Securities Action Lead Counsel”) and the law firm of Adelberg Rudow Dorf & Hendler LLC was appointed as Liaison Counsel (“Securities Action Liaison Counsel”).

B. ERISA Action

16) In ERISA Case Management Order No. 1, dated November 4, 2003, the Court appointed Wechsler Harwood LLP and Cauley Geller Bowman & Rudman, LLP as Co-Lead Counsel in connection with the Consolidated ERISA Action now made part of The Action (“ERISA Action Co-Lead Counsel”) and appointed the law firm of Rubin & Rubin, Chartered as Liaison Counsel (“ERISA Action Liaison Counsel”).

Responsibilities of Lead Counsel

17) Lead Counsel in the Securities Action and Lead Counsel in the ERISA Action shall, exclusively, have the following responsibilities and duties, to be carried out by them or by their respective designated counsel, and for Securities Action Lead Counsel in consultation with the Lead Plaintiffs as provided for under the PSLRA:

- (a) to initiate, brief and argue motions and prepare, serve and file opposing briefs and proceedings initiated by other parties;
- (b) to coordinate, conduct, and direct plaintiffs' pre-trial activities and plan for trial;
- (c) to prepare and serve consolidated amended class action complaints for the Securities Action and for the ERISA Action, respectively;
- (d) to initiate and conduct investigative, forensic, and discovery proceedings;
- (e) to act as spokespersons at all hearings, pre-trial discovery and other conferences;
- (f) to negotiate with defense counsel with respect to settlement and all other matters;
- (g) to conduct all mediations and/or other forms of alternative dispute resolution;
- (h) to conduct all pre-trial, trial and post-trial proceedings – including all appellate matters;
- (i) to consult with and retain experts and other consultants;
- (j) to coordinate communications between Counsel in the ERISA Action and Counsel in the Securities Action, the Court, any other government entities or other courts in the United States or abroad, counsel for all defendants in The Action and any putative class members and their counsel;
- (k) to determine in their discretion such additional entities or persons as: (1) may be properly named as additional plaintiffs in any consolidated amended complaint; (2) may be properly named as additional defendants in any consolidated amended complaint; and (3) as may be properly named as class representatives;
- (l) to determine in their discretion what additional role any putative class member or

their counsel may have in the litigation other than as provided for herein; and,

- (m) to perform such other duties and undertake such other responsibilities as may be necessary or desirable in connection with the prosecution of The Action.

18) In connection with the Securities Action, purchasers of Ahold ordinary shares on foreign exchanges who are not United States citizens and who are domiciled outside of the United States (“Foreign Investors”) may present issues involving subject matter jurisdiction and class certification under Rule 23, which the Court identified in its November 4, 2003 Memorandum (“Foreign Investor Issues”). The Court recognizes that Union Asset Management Holding AG (“Union”), as the Foreign Investor with the largest loss that moved to be appointed Lead Plaintiff in the Securities Action, should have a role in the prosecution of the litigation to the extent of addressing the Foreign Investor Issues. Securities Action Lead Plaintiffs and Lead Counsel shall direct the prosecution of the Securities Action in all respects, including the zealous defense of the Foreign Investor Issues to the extent that defendants raise those issues. Union’s counsel, Bernstein Litowitz Berger & Grossman LLP (“BLB&G”), shall work with Securities Action Lead Plaintiffs and Lead Counsel and assist them to the extent of supplementing such record as may be developed by Securities Action Lead Plaintiffs and Lead Counsel in connection with the Foreign Investor Issues. BLB&G shall work under the supervision of Securities Action Lead Plaintiffs and Lead Counsel, shall coordinate its efforts with Securities Action Lead Counsel, and shall avoid any undue duplication of Securities Action Lead Plaintiffs’ and Lead Counsel’s efforts. The Court further provides that:

- (a) BLB&G shall be included in the monthly conference calls among counsel and the Court;
- (b) BLB&G shall have the right to review and comment upon those portions of the Consolidated Amended Complaint to be filed in the Securities Action that relate to Foreign Investor Issues;
- (c) Union shall have the right to file a supplemental brief (and shall coordinate argument, if any, with Securities Action Lead Plaintiffs and Lead Counsel), in

opposition to that portion of any motion by any defendant to dismiss the claims of the Foreign Investor members of the putative class on grounds of a lack of subject matter jurisdiction. In this regard, any such supplemental brief shall be in addition to the general briefing by Securities Action Lead Plaintiffs and Lead Counsel on the issue of subject matter jurisdiction. Defendants shall be entitled to reasonable relief from the page limitations set forth in Local Rule 105.3 to respond to the supplemental brief that Union may file on this issue;

- (d) BLB&G shall assist Securities Action Lead Plaintiffs and Lead Counsel in connection with jurisdictional discovery that may occur during the pendency of any motion to dismiss that defendants file which argues that the Court lacks subject matter jurisdiction over the claims of the Foreign Investors;
- (e) Union may file a supplemental brief (and shall coordinate argument, if any, with Securities Action Lead Plaintiffs and Lead Counsel), in connection with a class certification motion made by the class (if defendants oppose class certification on the basis of the Foreign Investor Issues), and in connection with any summary judgment motions made by the defendants to the extent that defendants raise the Foreign Investors Issues. Union may retain experts in this regard with the approval of Securities Action Lead Plaintiffs and Lead Counsel. Defendants shall be entitled to reasonable relief from the page limitations set forth in Local Rule 105.3 to respond to the supplemental brief that Union may file on this issue; and
- (f) To the extent that Foreign Investor Issues arise in a context not contemplated by this Order, Securities Action Lead Plaintiffs and Lead Counsel will call upon Union and BLB&G to assist them in the defense of such issues.

19) Subject to the provisions of ¶ 18 above, Lead Counsel in the Securities Action and in the ERISA Action shall be the spokespersons for plaintiffs' counsel in the respective actions. Lead

Counsel shall have the authority to speak for all plaintiffs in matters regarding pretrial procedure and settlement negotiations in the respective Actions. No motion, request for discovery, or other pretrial proceedings shall be initiated or filed by any plaintiff except through respective Lead Counsel.

20) Defendants' Counsel may rely upon all agreements made with Securities Action Lead Counsel and ERISA Action Lead Counsel, or agreements made with any other duly authorized representatives of plaintiffs, and such agreements shall be binding on the plaintiffs.

Service of Pleadings And Other Papers

21) Defendants shall effect service of all moving and responding papers on plaintiffs by serving a copy of same on Securities Action Lead Counsel and Securities Action Liaison Counsel and/or ERISA Action Lead Counsel and ERISA Action Liaison Counsel by Electronic Case Filing, by overnight mail service, or by hand delivery, unless otherwise agreed. Plaintiffs shall effect service of all moving and responding papers, and, as to those defendants who have previously been served, previously appeared, or who have agreed to accept service, any consolidated amended complaint, on defendants (other than service of a summons and complaint) by serving a copy of same on defendants' counsel by Electronic Case Filing, by overnight mail service, or by hand delivery, unless otherwise agreed.

22) Where a single pleading, motion or other paper directed to all Securities Lead Plaintiffs and all ERISA Lead Plaintiffs is filed by defendants, the response likewise shall be made in a single pleading, response, or other paper filed on behalf of all Securities Action Lead Plaintiffs and all ERISA Action Lead Plaintiffs, and all plaintiffs in the respective actions shall be bound thereby.

Consolidated Amended Complaints

23) Plaintiffs in the Consolidated Securities Action shall file a consolidated amended class action complaint and plaintiffs in the Consolidated ERISA Action shall file a consolidated amended complaint within 60 days after the entry of this Order by electronic filing. Defendants shall have no obligation to answer, move or otherwise respond in The Action except as set forth in paragraph 24 below.

24) Each defendant shall answer or move to dismiss the consolidated amended complaints filed in the Securities Action and in the ERISA Action within 60 days after service of the respective consolidated amended class action complaints on such defendant by electronic filing. Plaintiffs shall have 60 days to respond to any motion to dismiss that defendants file, and defendants shall have 45 days to file reply papers by electronic filing.

Preservation of Evidence

25) The Court reminds the parties bound by this Order of §§21D(b)(3)(C)(i) and 27(b)(2) of the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), which provides that: “During the pendency of any stay of discovery pursuant to this paragraph, unless otherwise ordered by the court, any party with actual notice of the allegations contained in the complaint shall treat all documents, data compilations (including electronically recorded or stored data), and tangible objects that are in custody or control of such person and that are relevant to the allegations, as if they were the subject of a continuing request for production of documents from an opposing party under the Federal Rules of Civil Procedure;” and the Court also reminds the parties of §1102(c) of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) (amending 18 U.S.C. §1512), which provides: “Whoever corruptly – (1) alters, destroys, mutilates, or conceals a record, document, or other object, or attempts to do so, with the intent to impair the object’s integrity or availability for use in an official proceeding; or (2) otherwise obstructs, influences, or impedes any official proceeding, or attempts to do so, shall be fined under this title or imprisoned not more than 20 years, or both.”

Preliminary Discovery In the Securities Action

26) The parties are permitted to serve subpoenas on non-parties pursuant to Federal Rules of Civil Procedure 34 and 45 prior to issue being joined; provided, however, that service shall only be for purpose of requiring non-parties to preserve documents in their possession, custody or control, and that non-parties shall not be required to respond to subpoenas or to produce any documents until after the Court's ruling(s) on the defendants' motion(s) to dismiss, or upon further order of this Court. At the time any subpoena is served, the serving party shall advise the non-party that such non-party is not required to produce documents until further notice, in accordance with this paragraph 26. No other discovery shall take place until further order of this Court.

Compliance with Local Rules and CM/ECF Filing Procedures

27) The Court requires compliance with the CM/ECF procedures. Copies of the Local Rules and the CM/ECF filing procedures are available on the Court's website at www.mdd.uscourts.gov. If you are not a registered CM/ECF user, you should immediately register at the Court's website.

IT IS SO ORDERED

Dated this 19th day of December 2003.

_____/s/_____
HONORABLE CATHERINE C. BLAKE
UNITED STATES DISTRICT COURT JUDGE

SCHEDULE A

Actions Consolidated Into

MDL-01539 -- In re Royal Ahold N.V. Securities & "ERISA" Litigation

District of Maryland

Alan Zelman v. Royal Ahold N.V., et al., C.A. No. 1:03-530

The City of Philadelphia, Board of Pensions and Retirement v. Royal Ahold N.V., et al., C.A. No. CCB-03-1238

Southern District of New York

F. Richard Manson v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1243

Lillian Kleinman v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1251

John Li v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1257

Friends of Ariel Center for Policy Research v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1263

James McCutcheon v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1358

Mitchell C. Kaye v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1411

Oliver Roeder v. Royal Ahold N.V., et al., C.A. No. 1:03-1454

Rochelle Phillips v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1521

Reinhold Holstein v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1640

Bernard Stern v. Royal Ahold N.V., et al., C.A. No. 1:03-1735

Dennis G. Mahorney, et al. v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1984

Generic Trading of Philadelphia, LLC v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-2000

Hotel Trades Council & Hotel Association of New York City, Inc. Pension Fund v. Royal Ahold, N.V., et al., C.A. No. 1:03-1245

Jeffery Alter v. Royal Ahold, N.V., et al., C.A. No. 1:03-1294

Yolanda Cifarelli, et al. v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-1375

Richard Lorber v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-2212

Judith E. Sulik v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-2250

Laborers Tri-County Pension Fund v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-2712

Kelly Greene v. Royal Ahold, N.V., et al., C.A. No. 1:03-2721

Vera D. McLean v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-2816

Edward J. Schindler, et al. v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-2821

Melvyn Peltz v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-2847

Public Employees' Retirement Association of Colorado v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-3039

Eastern District of Virginia

Franklin Wilson v. Royal Ahold N.V., et al., C.A. No. 1:03-216

U-2 Club v. Royal Ahold N.V., et al., C.A. No. 1:03-222

Ralph P. Sbraccia v. Royal Ahold N.V., et al., C.A. No. 1:03-223

Peter J. Manhoff v. Royal Ahold N.V., et al., C.A. No. 1:03-224

Miriam Sells v. Koninklijke Ahold N.V., et al., C.A. No. 1:03-259

Judith E. Legeyt v. Royal Ahold N.V., et al., C.A. No. 1:03-290

Sharon Libby v. Royal Ahold N.V., et al., C.A. No. 1:03-291

Southern District of California

David Lasensky v. Royal Ahold, N.V., et al., CCB-03-2150

SCHEDULE B

Michael Lane, James Pattersall Dare & Mark Frazier v. Royal Ahold, N.V., Ahold USA, Inc., R. Henny DeRuiter, Cees Van Der Hoeven, and Michael Meurs E.D. Virginia. Civ. No.03-334-A

Peter J. Manhoff v. Royal Ahold, N.V., R. Henny DeRuiter, Cees Van Der Hoeven, and Michael Meurs

S.D.N.Y. Civ. No. 03-CV-1464

Thomasina Miller v. U.S. Foodservice, James L. Miller, David M. Abramson, and Robert G. Tobin

D. Maryland Civ. No. L03CV1854