

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND

-----x
Civil No.: 1:03-MD-01539

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

ALL SECURITIES ACTIONS

-----x
CASE MANAGEMENT ORDER NO. 3

The parties having satisfied their obligations under Fed. R. Civ. P. 26(f), and the Court having conducted a scheduling conference pursuant to Fed. R. Civ. P. 16 and Local Rule 103.9.b.,

IT IS HEREBY ORDERED THAT:

1. Defendants' Answers:

Defendants will serve their respective answers to the Consolidated Amended Securities Class Action Complaint ("Complaint") on or before the latest of forty-five (45) days from the date of: (1) this Order; (2) notice from Securities Action Lead Plaintiffs indicating that they will not seek leave to file an amended Complaint pursuant to the Court's December 21, 2004 Order; (3) the Court's denial of leave to amend the Complaint pursuant to the Court's December 21, 2004 Order; or (4) the Court's acceptance of an amended Complaint filed pursuant to the Court's December 21, 2004 Order.

2. Pre-Discovery Disclosures:

The parties will exchange the initial disclosure information required by Fed. R. Civ. P. 26(a)(1) on or before thirty (30) days from the date of this Order. Any persons and/or entities that become parties to this litigation after the date of this Order shall have thirty (30) days from the date upon which they become parties to serve the initial disclosure information required by Fed. R. Civ. P. 26(a)(1).

3. Discovery Schedule:

- (a) Lead Plaintiffs must serve their first request for production of documents, first request for admissions, and first set of interrogatories on or before forty-five (45) days following the date of this Order; and defendants will serve their responses to the foregoing discovery on or before forty-five (45) days following service of plaintiffs' first requests.
- (b) Upon entry of this Order, the parties may immediately serve subpoenas on non-parties pursuant to Fed. R. Civ. P. 45 for the production of documents and for depositions. Non-Party depositions may be scheduled at any time following twenty (20) days from the date upon which a non-party is served with a subpoena. As required in Section 4(f) below, the parties will endeavor to agree upon mutually convenient times for the scheduling of all depositions.
- (c) All fact discovery shall be commenced so as to be completed by December 30, 2005.

4. Discovery and Deposition Limitations and Procedures:

- (a) Each party may serve a maximum of forty (40) interrogatories on any other party, at one time or cumulatively, including all parts and discrete subparts. Following service of defendants' answers, Lead Plaintiffs may seek leave of the Court to serve additional interrogatories to address affirmative defenses raised in defendants' answers without prejudice to defendants' rights to object to or oppose any such request to serve additional interrogatories.
- (b) Each party may serve a maximum of forty (40) requests for the production of documents on any other party, at one time or cumulatively, including all parts and

discrete subparts. Following service of defendants' answers, Lead Plaintiffs may seek leave of the Court to serve additional requests for the production of documents to address affirmative defenses raised in defendants' answers without prejudice to defendants' rights to object to or oppose any such request to serve additional requests for the production of documents.

(c) Each party may serve a maximum of forty (40) requests for admission (other than requests propounded for the purpose of establishing the authenticity of documents or the fact that documents constitute business records) on any other party, at one time or cumulatively, including all parts and discrete subparts. Following service of defendants' answers, Lead Plaintiffs may seek leave of the Court to serve additional requests for admission to address affirmative defenses raised in defendants' answers without prejudice to defendants' rights to object to or oppose any such request to serve additional requests for admission.

(d) Lead Plaintiffs shall be entitled to notice a total of 45 depositions, excluding expert witnesses, up to a maximum of 450 hours of deposition time. The defendants (collectively) also shall be entitled to notice a total of 45 depositions, excluding expert witnesses, up to a maximum of 450 hours of deposition time. The time limits exclude time for translation, breaks, and telephone calls to the court, but not for objections or attorney colloquy. All objections, other than those as to form, are reserved. Objections as to form will be waived if not made. Unless otherwise agreed among Lead Plaintiffs, the defendants, and the witness (except as provided in "(e)" below), a deposition of a witness shall not exceed seven (7) hours per day or fourteen (14) hours

total. The defendants will agree among themselves as to the fair allocation of their deposition time.

- (e) The parties will work in good faith to apportion deposition time, including time for cross-examination, for any witness whose deposition is noticed by any party. If Lead Plaintiffs and defendants are unable to agree to an allocation of time, then Lead Plaintiffs and defendants (collectively) shall be entitled to equal amounts of deposition time. If additional time is required for a witness, then Lead Plaintiffs and defendants (collectively) may each have up to an additional three (3) hours of deposition time. In no event shall a deposition exceed twenty (20) hours of total deposition time divided between Lead Plaintiffs and defendants (collectively) without approval of the court or agreement of the parties and the witness. If Lead Plaintiffs or defendants seek time in excess of twenty (20) hours total to depose a particular witness, they must either agree with each other and the witness to extend the deposition or seek the Court's approval and provide notice to all other parties and to the witness indicating that they are seeking the Court's approval for such additional time.
- (f) Prior to noticing a deposition, the parties will make a good faith effort to coordinate deposition dates with opposing counsel, parties, and non-party deponents. The parties will cooperate in scheduling depositions. In all events, depositions will not be scheduled without ten (10) business days notice to all parties.
- (g) Nothing herein shall prejudice any party's right to object or to otherwise seek to limit any discovery request or notice on any ground.

5. Expert Discovery:

- (a) On or before the close of fact discovery on December 30, 2005, Lead Plaintiffs shall designate and disclose the identity of any experts pursuant to Fed. R. Civ. P. 26(a)(2).
- (b) Lead Plaintiffs shall produce any written reports under Fed. R. Civ. P. 26(a)(2)(B) of any retained experts, together with any and all documents considered or relied upon in connection with the preparation of such reports, on or before February 3, 2006.
- (c) Lead Plaintiffs shall make available, and defendants shall depose, Lead Plaintiffs' experts on or before March 3, 2006.
- (d) Defendants shall produce any written reports under Fed. R. Civ. P. 26(a)(2)(B) of any retained experts, together with any and all documents considered or relied upon in connection with the preparation of such reports, on or before April 3, 2006.
- (e) Defendants shall make available, and Lead Plaintiffs shall depose, Defendants' experts on or before May 3, 2006.
- (f) Lead Plaintiffs shall designate any rebuttal expert witnesses and provide any reports rebutting defendants' reports under Fed. R. Civ. P. 26(a)(2)(B) on or before May 18, 2006.
- (g) Lead Plaintiffs shall make available, and defendants shall depose, Lead Plaintiffs' rebuttal experts on or before June 2, 2006.
- (h) Unless otherwise agreed by the parties, expert depositions shall be limited to fourteen (14) hours excluding time for any translation, breaks, or telephone calls to the court, but including time for objections and/or attorney colloquy.

6. Class Certification:

- (a) Defendants and Lead Plaintiffs may take discovery on Class Certification related issues contemporaneously with fact discovery in the litigation. Lead Plaintiffs will make good faith efforts to inform defendants as soon as practicable, but in no event later than May 15, 2005, concerning whether Lead Plaintiffs intend to proffer any class representatives other than Lead Plaintiffs.
- (b) The Court will hear oral argument on class certification on October 28, 2005 at 10:00 a.m. Lead Plaintiffs shall file a motion for class certification on or before August 26, 2005. Defendants shall file their responses to Lead Plaintiffs' motion for class certification on or before September 23, 2005. Lead Plaintiffs shall file replies to defendants' responses on or before October 7, 2005.

7. Dispositive Pretrial Motions:

- (a) If more than one party intends to file a motion for summary judgment, then the provisions of Local Rule 105.2(c) apply. The initial summary judgment motion shall be filed on or before July 7, 2006.
- (b) Oppositions to motions for summary judgment shall be filed on or before August 8, 2006.
- (c) Replies to motions for summary judgment shall be filed on or before August 30, 2006.

8. Scheduling and Pre-Trial Conferences:

The Court will set a date for trial to commence in January 2007. In connection with scheduling trial, the Court will also set dates for a pretrial conference and for the submission of a Pretrial Order.

9. Amendment of this Order:

The parties shall be permitted to amend the provisions of this CMO No. 3 by stipulation with notice to the Court. The parties may not amend the provisions set forth at paragraphs 3(c), 6(b), and 7 of this Order without leave of Court.

10. Monthly Telephone Conferences:

The Court will conduct telephone conferences with the parties on the first Wednesday of each month at 4:30 p.m. Securities Lead Counsel will circulate dial-in information to the Court and all counsel in advance of each call. The monthly telephone conferences may be continued at the discretion of the Court.

11. Impact of this Order on Prior Case Management Orders

To the extent that their terms do not conflict with the terms of this Order, all prior Case Management Orders shall continue in full force and effect.

Dated this 9th day of February, 2005.

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