

EXHIBIT B

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

_____)	
UNITED STATES OF AMERICA, et al.)	
)	CASE NO. 08CV5992
)	
Plaintiffs,)	Judge Elaine E. Bucklo
)	
v.)	Magistrate Judge Arlander Keys
)	
JBS S.A. and NATIONAL BEEF PACKING)	
CO., LLC,)	
)	
Defendants.)	
_____)	

Report of Parties' Planning Meeting

I. Meeting. Pursuant to Fed. R. Civ. P. 26(f), a meeting was held on [date] at [place] and was attended by:

[name] for Plaintiffs
[name] for Defendants.

II. Consent. The parties do not consent unanimously to proceed before a Magistrate Judge.

III. Pre-trial Schedule. The parties jointly propose to the Court the following discovery plan:

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 December 1, 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. Settlement. Plaintiff will make a written settlement demand to the Defendants by October 30, 2008. Defendants will respond in writing to Plaintiffs' settlement demand by November 15, 2008.

4. Initial Disclosures. The parties agree that in fulfillment of their obligations pursuant to Fed. R. Civ. P. 26(a)(1), the parties shall provide disclosures as follows, consistent with the timing for producing confidential information set forth in Paragraph 8 below:

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 another Plaintiff or between any Plaintiff and any non-party (including the non-party's counsel) in the course of Plaintiffs' investigation of JBS S.A.'s acquisition of National Beef Packing Co., LLC and Smithfield Beef Group, Inc. (the "Investigations") (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, or materials subject to the deliberative process or any other governmental privilege. Plaintiffs shall produce a log of withheld materials consistent with the obligations outlined in Fed. R. Civ. Pro. 26(b)(5)(A).

B. The disclosures set forth in Paragraph 4.A shall commence forthwith upon entry of the Protective Order by the Court and shall be completed no later than 7 days after the entry of the Protective Order by the Court.

C. Defendants' initial disclosures. Having already produced the equivalent of approximately 230 boxes of documents, several gigabytes of data, 6 witnesses for deposition and several papers outlining Defendants' affirmative arguments during the Plaintiffs' Investigations, Defendants shall have no additional initial disclosure obligations.

5. Anticipated Discovery and Discovery Period.

A. The parties anticipate taking discovery on matters related to the allegations in the Complaint and Defendants' defenses thereto.

B. The period for fact discovery of any party shall begin after entry of this Order and the concurrently filed Protective Order and shall be completed by November 17, 2008. The period for fact discovery of any non-party shall begin upon the entry of this Order and the concurrently filed Protective Order and shall

be completed by December 8, 2008, except as otherwise provided in this Order.

All party discovery shall be served, under this Order or pursuant to the Federal Rules of Civil Procedure, by October 30, 2008. All third party discovery shall be served, under this Order or pursuant to the Federal Rules of Civil Procedure, by November 5, 2008.

6. Written Discovery. Plaintiffs' Interrogatories served on the Defendants shall be limited to 10, including sub-parts. There will not be a limit on the number of interrogatories Defendants may serve on Plaintiffs. There will not be a limit on the number of requests for the production of documents or requests for admissions that may be served on the parties. There will not be a limit on the number of requests for the production of documents that may be served on non-parties.

7. Depositions of Fact Witnesses. Absent good cause shown, depositions taken by the Plaintiffs shall be limited to no more than 10 (excluding experts), plus depositions of the Defendants' designated witnesses as set forth in Paragraph 9 of this Order. There will not be a limit on the number of depositions taken by Defendants. 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 for good cause shown.

Depositions (other than expert depositions) shall be no more than one day of 7 hours in length. The parties and affected non-parties may stipulate to additional time for individual depositions. Absent agreement of the parties and affected non-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' Investigations 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 Investigations do not count toward the limit of depositions. Employees of the Defendants deposed during the course of the Investigations may not be deposed in this action, unless they are included on Defendants' trial witness lists as live witnesses or as declarant/affidavit witnesses (in which case the deposition will be limited to the subject of the declaration or affidavit). The parties shall exchange the declarations or affidavits of fact witnesses on or before November 26, 2008. Depositions of fact witnesses shall be completed by December 16, 2008. A party does not waive the right to reopen the deposition of a witness whose declaration or affidavit is submitted by an opposing party.

The parties shall consult with each other prior to noticing any deposition to coordinate the time and place of the deposition. A party need not separately notice the deposition of a third party noticed by an opposing party.

At the request of either Plaintiffs or Defendants, the time and allocation for a deposition shall be divided evenly between them. If Plaintiffs or Defendants do not make such a request, cross examination of the witness will be limited to one hour.

8. 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, a copy of the Protective Order shall be included with any discovery requests, notices or subpoenas directed to non-parties.

Within 2 days after the Protective Order is entered by the Court, the Protective Order shall be provided by Plaintiffs to all non-parties that produced Investigation Materials during Plaintiffs' Investigations. Any non-party that concludes that the Protective Order does not adequately protect its confidential information shall have 4 days from the date the Protective Order is entered by the Court to seek additional protection from the Court for its confidential information. By 7:00 Eastern Time on the fourth day after the Protective Order is entered by the Court, Plaintiffs shall provide to outside counsel of record for Defendants the information provided by the non-parties, except information subject to an application to the Court for additional relief. Within 2 days of notice that any information previously provided by a non-party to any Plaintiff will be contained in any pleading, motion, exhibit, deposition, or other paper used during discovery or the trial of this matter, the party that produced the information shall re-designate the information as confidential in accordance with Paragraph 2 of the Protective Order. Any information not designated confidential will not be treated as confidential after that 2-day period.

Provided, however, that the previous paragraph shall not apply with regard to any information provided by Smithfield Foods, Inc. to any Plaintiff pursuant to the Hart-Scott-Rodino Act or during the Investigations; such information will be deemed Confidential Information, subject to all provisions as if the information had been designated Confidential Information in accordance with Paragraph 2 of the Protective Order. Within two days of notice that the Confidential Information provided by the Smithfield Foods, Inc. to the Plaintiffs during the Investigations will be contained in any pleading, motion, exhibit, deposition or other paper used during discovery or the trial of this matter, Smithfield Foods, Inc. shall re-designate the information as Confidential Information in accordance with Paragraph 2 of the Protective Order. Any information not designated Confidential Information will not be treated as Confidential Information after that two-day period.

9. Witness Lists. Each side shall exchange initial trial witness lists of up to 5 live witnesses and any declarant/affidavit witnesses no later than October 30, 2008. There shall be no limit on the number of declarant/affidavit witnesses. Each side may amend their initial witness lists by no later than November 19, 2008, provided the amendment is limited to the addition or substitution in total of no more than 3 live witnesses, while still not exceeding 5 live witnesses in total, and any number of declarant/affidavit witnesses. 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 party's witness list, even if the limitation is exceeded.

If a party chooses not to depose an opposing party's proposed declarant or affiant by the close of the discovery period, then that declarant's or affiant's declaration or

affidavit shall be admissible as evidence in this action. If a party chooses not to depose an opposing party's proposed counter-affiant or counter-declarant such counter-declaration or counter-affidavit also shall be admissible as evidence in this action.

10. Deposition Designations. The parties shall exchange (page and line number) designations of deposition testimony to be offered at trial no later than December 15, 2008. Each party must provide counter designations of deposition testimony no later than December 19, 2008. Objections to any deposition designations or counter designations shall be exchanged no later than December 23, 2008.

11. Exchange of Exhibit Lists. No later than December 15, 2008, the parties shall exchange lists of exhibits that each party anticipates introducing at trial during its case in chief, as well as a marked set of these exhibits. Such lists will be compiled in an agreed-upon electronic format capable of being sorted by exhibit number, chronological order, and Bates-stamp alphabetical and numerical order. The parties will also endeavor to agree upon reasonable limits on the number of trial exhibits that may be designated by each side. All documents contained on a party's exhibit list must have been previously produced during Plaintiffs' Investigations or during discovery in this action.

A. The parties will exchange objections to the exhibits to be offered by the other party no later than December 23, 2008. Documents identified on or added to any party's exhibit list that are not timely objected to pursuant to this Paragraph shall be presumed to be authentic and admissible.

B. Demonstrative exhibits, other than those to be used by experts, do not need to be included on exhibit lists, but unless otherwise agreed or ordered, need to be served on all counsel of record at least 48 hours before any such

exhibit may be introduced, or otherwise used, at trial. Demonstrative exhibits to be used by experts that are properly disclosed pursuant to Paragraph 13 may be slightly revised before use, provided that the slightly revised version is served on all counsel of record at least 48 hours before any such exhibit is to be introduced, or otherwise used, at trial.

C. The parties will endeavor to resolve any objections regarding the authenticity or admissibility of all exhibits (including demonstratives and those used during the case in chief, cross-examination or rebuttal) in advance of their use. Any objections to exhibits that are not resolved by the parties after they have conferred will be resolved by the Court.

12. Stipulations of Fact. The parties shall exchange proposed stipulations of fact no later than December 15, 2008. The parties shall submit joint stipulations of fact to the Court no later than December 18, 2008.

13. 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 5, 2008.

Plaintiff's case-in-chief expert reports will be delivered to Defendants by November 19, 2008. Defendants' expert reports will be delivered to Plaintiffs by December 1, 2008. Plaintiffs' rebuttal reports permitted by Fed. R. Civ. P. 26(a)(2)(c)(ii) will be delivered to Defendants by December 5, 2008. Each party shall serve any supplemental expert reports at least 72 hours prior to the beginning of the submitting

expert's deposition, but in no event later than December 10, 2008 unless otherwise agreed to by the parties.

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 December 16, 2008. Depositions of each expert witness may extend to two days of 7 hours in length.

14. 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:

A. For Plaintiff United States:

[Insert]

B. For the Plaintiff States:

[Insert]

C. For Defendant JBS S.A.:

[Insert]

D. For Defendant National Beef Packing Company, LLC:

[Insert]

The serving party will telephone the other parties' 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. Email service delivered up to 11:59 pm Central Time shall be treated as received that 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.

15. Pre-Trial Motions.

A. The parties shall submit Daubert motions, if any, by December 22, 2008. If necessary, the Court will hold a hearing on the Daubert motion(s) and the sufficiency of expert disclosure issues on January 2, 2009.

B. The parties shall serve all motions in limine by December 22, 2008. Supporting memoranda shall be no more than 10 pages in length. Opposition papers shall be filed within 5 days of service of the motion in limine. Supporting memoranda shall be no more than 10 pages in length. The Court will hold a hearing on motions in limine on January 2, 2009.

16. Pre-Trial Submissions. The parties shall submit pre-trial briefs to the Court on or before December 22, 2008 and all responsive materials shall be submitted on or before December 29, 2008. Final Pre-Trial Order. Plaintiffs will prepare and transmit to Defendants a proposed final pre-trial order by December 15, 2008. The parties will file a joint final pre-trial order by December 22, 2008.

17. Pre-Trial Conference. The Court will schedule a pre-trial conference as its schedule permits.

18. Trial Date. The parties currently anticipate that the case will be ready for trial by January 5, 2009, and that the trial will take approximately five days. Pretrial proceedings shall be governed by this Court's standing pretrial order and applicable local court rules. At the pre-trial conference, the parties will further inform the Court about the estimated time for the trial and the expected division of time among the parties. Within four days after the completion of the trial, the parties shall submit their respective proposed findings of fact and conclusions of law and post-trial memoranda to the Court.

DATED: _____, 2008

Counsel for Plaintiffs

Counsel For Defendants