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11 Attorneys for Defendants  
 PNEUMO ABEX CORPORATION (nka Pneumo  
 12 Abex LLC) and WHITMAN CORPORATION (nka  
 PepsiAmericas, Inc.)

13 UNITED STATES DISTRICT COURT  
 14 NORTHERN DISTRICT OF CALIFORNIA

16 DONNA M. AVILA, et al.,  
 17 Plaintiffs,  
 18 v.  
 19 WILLITS ENVIRONMENTAL  
 REMEDIATION TRUST, et al.,  
 20 Defendants.

CASE NO. C-99-3941 SI  
 (Consolidated with Case Nos. C-01-0266 SI and  
 C-06-2555 SI)

**STIPULATION AND [PROPOSED] ORDER  
 TO EXTEND PAGE LIMITS AND  
 BRIEFING SCHEDULE FOR DEFENDANTS  
 PNEUMO ABEX CORPORATION'S AND  
 WHITMAN CORPORATION'S MOTION  
 FOR SUMMARY JUDGMENT ON ALL  
 CLAIMS AND MOTION TO STRIKE  
 MARCH 15, 2008 DECLARATION OF DR.  
 ALAN S. LEVIN**

**(Honorable Susan Illston)**

**STIPULATION**

1  
2 WHEREAS, on March 20, 2009, Defendants Pneumo Abex Corporation and  
3 Whitman Corporation (collectively, "Defendants") intend to file a Motion for Summary  
4 Judgment on all of the plaintiffs' remaining claims and a Motion to Strike the March 15, 2008  
5 Declaration of Dr. Alan S. Levin;

6 WHEREAS, plaintiffs intend to oppose these motions and Defendants intend to  
7 file replies thereto;

8 WHEREAS, pursuant to Local Rules 7-2 and 7-3 the page limits for motions,  
9 oppositions and replies are, respectively, 25 pages, 25 pages and 15 pages;

10 WHEREAS, because Defendants plan to file a single motion for summary  
11 judgment that addresses all of the plaintiffs' remaining claims, rather than multiple motions that  
12 each address only one of the plaintiff's claims, Defendants have not been able to adequately  
13 present all of the relevant issues in the Motion for Summary Judgment within 25 pages;

14 WHEREAS, because of the breadth and scope of the opinions contained in Dr.  
15 Levin's March 15, 2008 declaration, despite diligent efforts to be concise, Defendants have also  
16 not been able to adequately present all of the relevant issues in the Motion to Strike within 25  
17 pages;

18 WHEREAS, the parties agree that they will need additional pages to fully brief  
19 the issues relevant to these motions;

20 WHEREAS, the parties respectfully request that the Court permit Defendants'  
21 Motion for Summary Judgment on all of the plaintiffs' remaining claims and plaintiffs'  
22 opposition thereto to be 60 pages long and Defendants' reply to plaintiffs' opposition to be 30  
23 pages long;

24 WHEREAS, the parties respectfully request that the Court permit Defendants'  
25 Motion to Strike Dr. Levin's March 15, 2008 declaration and plaintiffs' opposition thereto to be  
26 35 pages long and Defendants' reply to plaintiffs' opposition to be 20 pages long;

27 WHEREAS, based on the number and complexity of the motions, plaintiffs  
28 requested additional time to file their oppositions and Defendants agreed to such request;

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WHEREAS, the parties respectfully request that the Court permit plaintiffs to file their oppositions on April 10, 2009 and permit Defendants to file their replies on April 20, 2009; the hearing on the motions will be held, as scheduled, on May 1, 2009.

THEREFORE, subject to Court approval, the parties STIPULATE that:

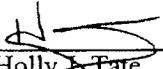
(1) The page limit for Defendants' Motion for Summary Judgment on all of the plaintiffs' remaining claims and the memorandum of points and authorities in support thereof and plaintiffs' opposition thereto shall be 60 pages, and the page limit for Defendants' reply to plaintiffs' opposition shall be 30 pages;

(2) The page limit for Defendants' Motion to Strike Dr. Levin's March 15, 2008 declaration and the memorandum of points and authorities in support thereof and plaintiffs' opposition thereto shall be 35 pages, and the page limit for Defendants' reply to plaintiffs' opposition shall be 20 pages; and

(3) Plaintiffs' oppositions will be due on April 10, 2009, Defendants' replies will be due on April 20, 2009, and the hearing will be held, as scheduled, on May 1, 2009.

Dated: March 18, 2009

LATHAM & WATKINS

By   
Holly Tate  
Attorneys for Defendants  
PNEUMO ABEX CORPORATION and  
WHITMAN CORPORATION

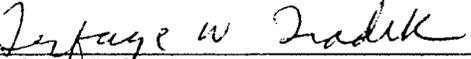
Dated: March 19, 2009

WILLIAM SIMPICH, Esq.

By   
William Simpich  
Attorneys for Plaintiffs

Dated: March 19, 2009

TESFAYE W. TSADIK, ESQ.

By   
Tesfaye W. Tsadik  
Attorneys for Plaintiffs

IT IS SO ORDERED.

Dated: \_\_\_\_\_, 2009

  
HON. SUSAN ILLSTON  
JUDGE, UNITED STATES DISTRICT COURT