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 MILLENNIUM INORGANIC CHEMICALS,
 6 INC.

7
 8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
 10 SAN FRANCISCO DIVISION

12 LOS GATOS MERCANTILE, INC., d/b/a
 LOS GATOS ACE HARDWARE, FRED
 13 SWAIM, INC. d/b/a QUALITY AUTO
 PARTS, ACE HARDWARE OF SOUTH
 14 WALTON, INC., LEXINGTON HOME
 CENTER, LLC, R.F. COLE, INC., d/b/a
 15 BREWERS PAINT CENTER, CUSIMANO
 CARSTAR COLLISION, INC., and THE
 16 CARPETSHOPPE, INC., on behalf of
 themselves and all others similarly situated,

17 Plaintiffs,

18 v.

19 E.I. DUPONT DE NEMOURS AND
 20 COMPANY, HUNTSMAN
 INTERNATIONAL LLC, KRONOS
 21 WORLDWIDE, INC., and MILLENNIUM
 INORGANIC CHEMICALS, INC.,

22 Defendants.
 23

Case No. 13-cv-01180 (SI)

**STIPULATION EXTENDING TIME FOR
 DEFENDANTS TO RESPOND TO
 COMPLAINT (CIVIL LOCAL RULE 6-1(a))
 AND STIPULATED REQUEST FOR
 ORDER CONTINUING INITIAL CASE
 MANAGEMENT AND RELATED
 DEADLINES (CIVIL LOCAL RULE 6-1(b)
 & 6-2); ~~PROPOSED ORDER~~**

Action filed: March 15, 2013

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1 **RECITALS**

2 1. Plaintiffs Los Gatos Mercantile, Inc. *et al.* filed on March 15, 2013 the Complaint for
3 Damages, Equitable and Injunctive Relief under the antitrust, consumer protection and unjust
4 enrichment laws of certain states on behalf of a putative class of indirect purchasers of titanium
5 dioxide (“Indirect Purchaser Complaint”).

6 2. Defendants E.I. DuPont de Nemours and Company, Huntsman International LLC and
7 Millennium Inorganic Chemicals, Inc. were served with the Complaint on March 22, 2013.
8 Defendant Kronos Worldwide, Inc. was served with the Complaint on April 12, 2013.

9 3. There is pending before Judge Richard D. Bennett of the District Court for the District
10 of Maryland, a case against the same Defendants alleging a violation of the Sherman Act §1 on
11 behalf of a certified class of direct purchasers of titanium dioxide. *In re Titanium Dioxide Antitrust*
12 *Litigation*, Master Docket No. 10-CV-00318 (RDB) (“Direct Purchaser Case”). The Direct
13 Purchaser Case was filed on February 9, 2010 and is set for trial on September 9, 2013.

14 4. In light of the fact that the Indirect Purchaser Complaint and the Direct Purchaser Case
15 are related in certain ways, and that the Direct Purchaser Case will proceed to trial in less than six
16 months, the Parties wish to avoid unnecessarily burdening themselves or the Court with the
17 responses to the Indirect Purchaser Complaint until the Direct Purchaser case has been resolved at
18 trial.

19 5. So that this time may be productively used, Defendants have agreed to support
20 modification of the Protective Order in *In re Titanium Dioxide Antitrust Litigation* or support such
21 other means as necessary in order for the Plaintiffs’ Counsel in the Indirect Purchaser Complaint to
22 receive unredacted access to all sealed filings made in the Direct Purchaser Case.

23 6. Pursuant to Local Rule 6-1(a), the parties have agreed that Defendants may have an
24 extension to November 26, 2013 to respond to the Indirect Purchaser Complaint.

25 7. Pursuant to Local Rules 6-1(b) and 6-2, the parties also request that the Court continue
26 the initial case management conference and all related deadlines to a suitable date following the
27 stipulated November 26, 2013 deadline for the response to the complaint. The parties believe that
28 the Rule 26 discussions, the initial disclosures, and the case management conference will be more

1 fruitful once both parties know whether Plaintiffs will file an amended complaint prior to
2 Defendants' responses and whether Defendants will respond to the Indirect Purchaser Complaint or
3 an amended complaint.

4 8. There have been no prior time modifications in this case, and the only currently
5 scheduled event that the proposed time modification will impact is the initial case management
6 conference which is presently set for June 21, 2013.

7 **STIPULATION**

8 WHEREAS, the parties stipulate and agree as follows:

9 a. On or before October 15, 2013, Plaintiffs shall notify Counsel for Defendants as to
10 whether Plaintiffs intend to file an amended complaint.

11 b. Provided that they give notice to Defendants as set forth above, Plaintiffs may file an
12 amended or consolidated and amended complaint on or before November 26, 2013. This provision
13 is without prejudice to Plaintiffs' right to amend their complaint, after the filing of Defendants'
14 response, pursuant to Fed. R. Civ. P. 15(a)(1)(B).

15 c. Defendants will have 45 days from the date an amended complaint is filed, to respond,
16 provided that Defendants' response will not be due anytime before November 26, 2013. In the event
17 that Plaintiffs elect not to file an amended complaint, Defendants will respond to the Indirect
18 Purchaser Complaint on or before November 26, 2013.

19 d. The parties request that the Court extend the date of the initial case management
20 conference, currently set for June 21, 2013, and all related deadlines, to a suitable date following the
21 stipulated November 26, 2013 deadline for the response to the Indirect Purchaser Complaint.

22 e. If a related action is filed in any court, on behalf of a putative class of indirect
23 purchasers of Titanium Dioxide, Defendants will attempt to enter into a similar stipulation with the
24 parties to said related action. If Defendants are unable to do so, Plaintiffs Los Gatos Mercantile, Inc.
25 *et al.* and Defendants will negotiate new deadlines for Defendants' response to the Indirect
26 Purchaser Complaint and the deadlines set forth in paragraphs (a)-(c) of this Stipulation shall no
27 longer be in force.

28 f. Defendants will support modification of the Protective Order in *In re Titanium Dioxide*

1 *Antitrust Litigation* or support such other means as necessary in order for the Plaintiffs' Counsel in
2 the Indirect Purchaser Complaint to receive unredacted access to all sealed filings made in the Direct
3 Purchaser Case.

4 **PROPOSED ORDER**

5 Pursuant to the stipulation of the parties, (a) the last day for the parties to meet and confer
6 regarding initial disclosures, early settlement, ADR process, and discovery plan; file ADR
7 Certification signed by Parties and Counsel; and file either Stipulation to ADR Process or Notice of
8 Need for ADR Phone Conference is continued to January 10, 2014; (b) the last day to file Rule 26(f)
9 Report, complete initial disclosures or state objections in Rule 26(f) Report, and file Case
10 Management Statement is continued to January 24, 2014; and (c) the Initial Case Management
11 Conference is reset for 1/13/14 at 2:30 p.m. in Courtroom 10, 19th Floor.

12
13 DATED: 6/13/13



Hon. Susan Illston
United States District Judge

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17 Approved as to form and stipulations:

18 PRATT & ASSOCIATES

19 By: /s/ Ben F. Pierce Gore
20 BEN F. PIERCE GORE

21 Attorneys for Plaintiffs

22 ARNOLD & PORTER LLP

23 By: /s/ Robert D. Hallman
24 ROBERT D. HALLMAN

25 Attorneys for Defendant
26 MILLENNIUM INORGANIC
27 CHEMICALS, INC.

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FILER'S ATTESTATION

I, Robert D. Hallman, am the ECF user whose ID and password are being used to file this **Stipulation Extending Time for Defendants to Respond to Complaint (Local Rule 6-1(a)) and Stipulated Request For Order Continuing Initial Case Management And Related Deadlines (Civil Local Rule 6-1(B) & 6-2); [Proposed Order]**. In compliance with General Order 45, X.B., I hereby attest that Ben F. Pierce Gore has concurred in this filing.

DATED: April 12, 2013

/s/ Robert D. Hallman
ROBERT D. HALLMAN

1 **CERTIFICATE OF SERVICE**

2 I am a citizen of the United States employed in the County of San Francisco, State of
3 California. I am over the age of 18 and not a party to the within action. My business address is
4 Three Embarcadero Center, 10th Floor, San Francisco, CA 94111. On April 12, 2013, I served true
5 copies of the following document(s) described as:

6 **STIPULATION EXTENDING TIME FOR DEFENDANTS TO RESPOND TO
7 COMPLAINT (CIVIL LOCAL RULE 6-1(a)) AND STIPULATED REQUEST FOR ORDER
8 CONTINUING INITIAL CASE MANAGEMENT AND RELATED DEADLINES (CIVIL
9 LOCAL RULE 6-1(b) & 6-2); [PROPOSED ORDER]**

10 on the interested parties in this action addressed as shown below.

11 Jonathan W. Cuneo
12 Joel Davidow
13 Katherine Van Dyck
14 Victoria Romanenko
15 Cuneo Gilbert & LaDuca LLP
16 507 C Street, NE
17 Washington, DC 20002

Dan Barrett
Barrett Law Group, P.A.
P.O. Box 927
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Lexington, MS 39695

18 Dewitt Lovelace
19 Lovelace & Associates, P.A.
20 12870 US Hwy 98 West, Ste. 200
21 Miramar Beach, FL 32550

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22 Phillip Duncan
23 Richard Quintus
24 Duncan Firm, P.A.
25 900 S. Shackelford, Suite 725
26 Little Rock, AK 72211

27 **BY MAIL** I caused the sealed envelope(s) or package(s) to be deposited with postage fully
28 prepaid thereon in the United States Mail in San Francisco, California. I am "readily
familiar" with this firm's practice of collection and processing correspondence for mailing.
On the same day that correspondence is placed for collection and mailing, it is deposited in
the ordinary course of business with the United States Postal Service.

BY PERSONAL SERVICE I caused FreeWheelin' Attorney Service to deliver such
envelope by hand to the office of the addressee(s) above.

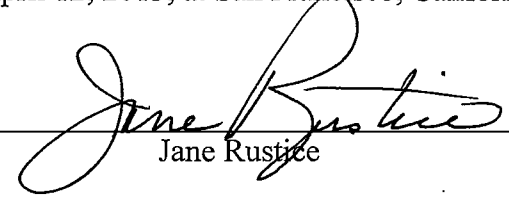
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ordinary course of business with the cost thereof billed to the firm's account.

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(VIA EMAIL) The above-referenced document(s) (together with all exhibits and attachments thereto) was transmitted via email on April 12, 2013 before 6:00 p.m. PST to the person(s) at the email address(es) set forth on the attached service list. Within a reasonable time after transmission, no indication that the transmission was unsuccessful had been received.

STATE I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on April 12, 2013, at San Francisco, California.

FEDERAL I am employed in the office of a member of the bar of this court at whose direction the service was made. Executed on April 12, 2013, at San Francisco, California.



Jane Rustice