STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF RAMSEY

SECOND JUDICIAL DISTRICT

Case Type: Other Civil

COURT FILE NO. C1-94-8565

THE STATE OF MINNESOTA,

BY HUBERT H. HUMPHREY, III,
ITS ATTORNEY GENERAL,

and

BLUE CROSS AND BLUE SHIELD
OF MINNESOTA

Plaintiffs,

vs.

PHILIP MORRIS INCORPORATED,
R.J. REYNOLDS TOBACCO COMPANY,
BROWN & WILLIAMSON TOBACCO
CORPORATION, B.A.T. INDUSTRIES
P.L.C., LORILLARD TOBACCO COMPANY,
THE AMERICAN TOBACCO COMPANY,
LIGGETT GROUP, INC., THE COUNCIL
FOR TOBACCO RESEARCH - U.S.A., INC.,
and THE TOBACCO INSTITUTE, INC.,

Defendants.

[PROPOSED] PROTECTIVE ORDER
REGARDING MARKETING DOCUMENTS

The above matter came on before the Honorable Kenneth J. Fitzpatrick on June 4, 1996, upon the duly and properly noticed and scheduled Motion of Defendant Philip Morris Incorporated for a Protective Order Regarding Marketing Documents.

Having considered the pleadings and evidence submitted by the parties, and the arguments and representations of counsel at argument, and for good cause shown, now therefore,

IT IS HEREBY ORDERED that, in response to Plaintiffs' Requests for Production of Documents Nos. 5, 12, 19, 37, 65, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114 (first set); No. 39 (second set); and No. 14 (third set), Defendant Philip Morris Incorporated shall be deemed to have met its discovery obligations by reviewing and producing responsive documents from the following sources:

1. All active files maintained by persons within the marketing department of Philip Morris Incorporated holding the title of Executive Vice President, Senior Vice President, Group Vice President, Vice President, Category Director or Director;

2. In instances where an Executive Vice President, Senior Vice President, Group Vice President, Vice President, Category Director or Director indicates that he or she relies on a subordinate to maintain his or her files, all active files maintained by that subordinate;

3. All active files maintained by the Brand Manager for the Virginia Slims brand;

4. All documents from the marketing department of Philip Morris (irrespective of source) that were collected by counsel for Philip Morris in prior collections; and

5. All inactive files from the marketing department of Philip Morris maintained in storage.

Dated: _____

Chief Judge