

EXHIBIT F

IN THE SUPERIOR COURT OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

LIGGETT GROUP INC., et al.,)	
)	
Plaintiffs,)	
)	
v.)	C.A. No. 00C-01-207 HDR
)	
AFFILIATED FM INSURANCE)	
COMPANY, et al.,)	
)	
Defendants.)	

ORDER OF REFERENCE TO SPECIAL DISCOVERY MASTER

Pursuant to 10 Del. C. § 567 and Superior Court Civil Rule 113 and Section VIII of Case Management Order No. 1, the Court hereby enters this Order of Reference to a Special Discovery Master ("SDM") for the purpose of assisting the Court and the parties in conducting and completing discovery in an orderly and efficient manner.

(1) Harvey B. Rubenstein, Esq., is HEREBY APPOINTED Special Discovery Master pro hac vice to assist in discovery matters that may arise in this action.

(2) The SDM shall have the duty and the power to regulate and control all discovery of the parties as follows:

- (a) The SDM shall have the duty and the power to require the submission of reports, call meetings, resolve disputes during depositions, and hold hearings in order to determine the status of discovery, to issue orders requiring the parties to adhere to discovery and case management dates set by the Court, and to take such other action

which, in the discretion of the SDM, will advance the conduct of the discovery in this case.

- (b) The SDM shall have the power to take all measures which are necessary and proper for the performance of these duties.
- (c) In the event that the SDM is unavailable to address an emergency discovery dispute of any type (e.g., a dispute that arises during a deposition) nothing in this Order of Reference shall preclude any party from seeking relief directly from the Court.

(3) Motion practice before the SDM shall proceed as follows:

- (a) All motions shall be noticed for hearing at the convenience of the SDM.
- (b) All motions shall be accompanied with a notice of motion and an opening brief supporting the motion. Such opening brief shall not exceed fifteen (15) pages, excluding appendices, unless otherwise agreed to by the parties. Any Defendant may file a separate joinder or brief adopting or supporting a motion or opposition of another Defendant provided it is served within five (5) business days after service of the motion or opposition and does not exceed three (3) pages, exclusive of appendices.
- (c) Any party may file an answering brief to a motion.

Such an answering brief shall be filed and served the later of fourteen (14) business days after service of the motion and opening brief, or fourteen (14) business days after any Defendant files a separate joinder or brief adopting or supporting a motion of another Defendant.

Answering briefs shall not exceed fifteen (15) pages, excluding appendices, unless otherwise agreed to by the parties, except when Defendants file joinders to a motion filed by another Defendant, in which case, Plaintiffs' answering brief may exceed fifteen (15) pages by the aggregate length of any such Defendants' joinders.

- (d) Any moving party may file a reply brief. Any such reply brief shall be filed and served the later of seven (7) business days after the service of an answering brief or seven (7) business days after any Defendant files a separate joinder or brief adopting or supporting an answering brief of another Defendant. Reply briefs shall not exceed five (5) pages, excluding appendices, unless otherwise agreed to by the parties, except when Defendants file joinders to an answering brief by another Defendant, in which case, Plaintiffs' reply brief may exceed five (5) pages by the aggregate length of any such Defendants' joinders.
- (e) Case Management Order Number 1 provides for the

selection of Plaintiffs' and Defendants' Liaison Counsel (at Section II.D., E.). With regard to matters which are to be submitted to the SDM, the parties' Liaison Counsel or their designees shall be responsible on behalf of the parties for the scheduling and coordination of meetings, motions, briefing, hearings and arguments. The parties are encouraged to coordinate any oral argument to be presented on behalf of similarly situated parties, with the goals of having one person present the primary position and of eliminating additional arguments which reiterate rather than supplement the primary argument.

- (f) Promptly upon the filing of any motion, briefs, or joinders hereunder, the party filing such documents shall forward to the SDM a complete copy of the same.
- (g) As required by Case Management Order Number 1 (at Section V.A.3.), the parties shall not file motions or otherwise apply for relief on contested discovery issues unless the moving party certifies that good-faith negotiations have failed to resolve the controversy.

(4) If the SDM is of the view that a specific issue presented by the parties is of such fundamental importance to the progress or outcome of the case that effective case management would not be furthered by having the SDM render a decision in the first instance, the SDM may as a matter of discretion certify that issue to the Court for initial decision. As the final arbiter of case management, the Court may, but need not, accept the certification. If the Court denies the certification, the SDM shall proceed to render a decision in accordance with and subject to the terms of this Order.

(5) The SDM shall be reasonably available to hear disputes, including without limitation disputes during depositions, promptly and at such times as may be convenient, at the discretion of the SDM. Argument shall be heard by the SDM in person but may be made and a decision rendered by telephone in the discretion of the SDM. Unless determined otherwise by the SDM, all arguments, including telephone arguments, shall be recorded by a court reporter to be retained by the parties. In the event a telephone hearing is necessary, reasonable advance notice and an opportunity to participate in the telephone conference shall be provided to the interested parties.

(6) All hearings before the SDM shall be held at such appropriate location as may be designated by the SDM, or by the parties with the SDM's approval. The moving party shall arrange for a court reporter at all hearings and shall provide to the SDM a copy of the transcript of the hearing promptly thereafter.

(7) All decisions of the SDM shall be in writing and shall

be accompanied by supporting reasons, except that the SDM may state at a hearing that an oral ruling, as reflected in the transcript, shall constitute the decision. All written decisions shall be filed with the Court and simultaneously transmitted to both Liaison Counsel for distribution to all Plaintiffs' counsel and Defendants' counsel in accordance with Case Management Order No. 1.

(8) Exceptions to any decision made by the SDM may be taken to the Court. A notice of exceptions and a brief in support thereof, not to exceed a total of fifteen (15) pages, together with an appendix containing the record on which the SDM's decision was made (e.g., discovery requests, related motions and briefs, transcript of argument and the SDM's decision) must be filed and served within ten (10) business days after the written decision. If a decision is reflected only in a transcript of a hearing, the time for filing of exceptions shall run from the date of the receipt of the transcript by the excepting party's counsel. Any response, which must not exceed fifteen (15) pages, must be filed and served within ten (10) business days thereafter. The time for filing exceptions and briefs may be enlarged only by the SDM or the Court. Any party may request oral argument, which shall be discretionary with the Court.

(9) Review of any order of the Special Discovery Master shall be de novo on the record.

(10) The SDM may employ other persons to provide clerical, secretarial and research assistance; such persons shall be under the supervision and control of the SDM, who shall take appropriate action to insure that (where applicable) such persons preserve the confidentiality of matters submitted to the SDM for review.

(11) The SDM shall be compensated as follows:

- (a) The SDM shall be compensated at the rate of \$200.00 per hour, billed no more often than monthly, for services rendered, and also shall be reimbursed for all reasonable and necessary expenses.
- (b) The compensation and reimbursement of expenses shall be paid out of a Special Discovery Master Fund ("SDM Fund") established by the Court and under its custody and control from amounts contributed by the parties as directed by the Court. For that purpose, each party (or group of parties in the case of affiliates) shall make an initial payment of two thousand dollars (\$2,000) to the Prothonotary, within one month of the date of this Order. The parties (or group of parties in the case of affiliates) shall make additional payments to the SDM Fund as needed, at such times, and in such amounts as directed by the further order of the Court. The parties' payments to the SDM Fund for the SDM's total fees and costs shall

be assessed, as with the initial payment of two thousand dollars (\$2,000), on a per party (or group of parties in the case of affiliates) basis with the amount of each assessment per party (or group of parties in the case of affiliates) depending upon the number of parties in the case at each time of assessment.

- (c) The SDM shall submit statements to the Court for payment for services and expenses from the SDM Fund, stating the total amount of time spent and the type of services and work performed during such time. Expenses shall be itemized. Each payment to the SDM for services and expenses shall be approved by the Court prior to disbursement by the Prothonotary.

(12) Upon the final disposition of this action, the full amount paid for the services and expenses of the SDM may be taxed as costs, either against the unsuccessful party or parties or allocated between the parties, as the Court in its discretion shall determine.

(13) All pending discovery motions are forthwith referred to the SDM pursuant to this Order.

(14) This Order may be amended by the Court for good cause and shall be amended to conform to any future amendments to the Superior Court Civil Rules relating to the subject matter of this Order.

IT IS SO ORDERED this 20th day of June, 2000.

/s/ Henry duPont Ridgely
President Judge Henry duPont Ridgely

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