

IN THE UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

IN RE: )  
GENETICALLY MODIFIED )  
RICE LITIGATION ) 4:06 MD 1811 CDP  
\_\_\_\_\_ )

**ORDER GRANTING MOTION AND SUPPORTING MEMORANDUM  
BY PLAINTIFFS’ CO-LEAD COUNSEL TO APPROVE  
QUALIFIED SETTLEMENT FUND TRUST AGREEMENT,  
ESCROW DEPOSIT AGREEMENT, AND AMENDMENTS TO THE  
COMMON BENEFIT FUND QUALIFIED SETTLEMENT AGREEMENT**

On December 8, 2011, came on for consideration the Motion and Supporting Memorandum by Plaintiffs’ Co-Lead Counsel to Approve Qualified Settlement Fund Trust Agreement, Escrow Deposit Agreement, and Amendments to the Common Benefit Fund Qualified Settlement Agreement (Dkt. # 4328) (the “QSF Motion”) and the Errata to Motion and Supporting Memorandum by Plaintiffs’ Co-Lead Counsel to Approve Qualified Settlement Fund Trust Agreement, Escrow Deposit Agreement and Amendments to the Common Benefit Fund Qualified Settlement Agreement (the “QSF Motion Errata”) (Dkt. # 4329) and Court, having reviewed each and heard the presentation by counsel in the hearing on the QSF Motion, and having heard no objections, is of the opinion that the QSF Motion, as supplemented by the QSF Motion Errata, should be, granted.

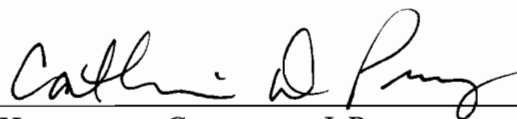
It is therefore, Ordered that the QSF Motion, as supplemented by the QSF Motion Errata, be and hereby, is granted, and that, specifically:

1. The Court approves The Genetically Modified Rice MDL Eligible Claimants Qualified Settlement Fund (the “MDL QSF Trust Agreement”) (Exhibit A to the

QSF Motion Errata) under, and as required by, 26 U.S.C. § 468B(d)(2)(A) and Treasury Reg. §§ 1.468B-1(c)(1) and (e), such approval includes the changes noted on the record in the hearing on the QSF Motion provided such changes meet with the approval of U.S. Bank National Association, in its capacity as Trustee under such agreement and Bayer, in its capacity as the Transferor to such fund;

2. The Court approves the appointment of US Bank National Association as the Trustee of, and of Messrs. Don Downing and Adam Levitt as the members of the Oversight Committee for, the MDL QSF Trust Agreement, under the terms of such agreement and as set forth in the December 8, 2011, hearing;
3. The Court approves the Escrow Deposit Agreement attached as Exhibit "B" to the QSF Motion and authorizes Messrs. Downing and Levitt, as Trustees of the CBF QSF (See Dkt. # 2992), to enter into such agreement;
4. The Court approves the amendments to the CBF QSF attached as Exhibit C-1 to the QSF Motion; and
5. To the extent any of the referenced agreements approved by the Court otherwise provide for a signature by the Court, it is expressly approved and permitted for the parties to interlineate with the words "See Attached Order" and to attach a copy of this Order signifying the Court's approval of the agreement.

SIGNED this 15<sup>th</sup> day of December 2011.



HONORABLE CATHERINE J. PERRY  
UNITED STATES DISTRICT JUDGE