

as well as any government entities, and excluding those individuals or entities which purchased corrugated containers pursuant to contracts in which the purchase price was not tied to the price of linerboard or containerboard.

B. Sheet Class

All individuals and entities which purchased corrugated sheets in the United States directly from any of the Defendants during the class period between October 1, 1993 through November 30, 1995, excluding the Defendants, their co-conspirators, and their respective parents, subsidiaries and affiliates, as well as any government entities, and excluding those individuals or entities which purchased corrugated sheets pursuant to contracts in which the purchase price was not tied to the price of linerboard.

The class certification decision was appealed to the United States Court of Appeals for the Third Circuit which held that the certification of the classes was appropriate. These cases have been pending since 1998 and the settlements were reached after significant discovery had been completed by counsel for the classes.

The present suits do not follow any prior government action establishing a conspiracy among the Defendants. A limited action brought against Stone Container Corporation in 1998 by the Federal Trade Commission that alleged a violation of the Federal Trade Commission Act was resolved through a Consent Order. No action was brought by the government against any of the other Defendants.

Defendants deny that they violated the antitrust laws and the Court has not issued any findings or rulings with respect to the merit of Plaintiffs' allegations. Defendants believe that they have strong legal and factual defenses to the claims asserted by the classes. Defendants have agreed to enter into the settlement agreements in order to put to rest all controversy in this action, which is in its fifth year of litigation, and to avoid the further expenses and burdens of protracted litigation.

The parties agreed to the settlements to ensure a fair and reasonable resolution to this matter and to provide monetary benefits to the members of the classes recognizing the existence of complex, contested issues of law and fact; the risks inherent in such complex litigation; the likelihood that in the absence of settlement future proceedings would take many years and be extremely costly; and the magnitude of the benefits resulting from the settlement in light of the possible range of recovery that could be obtained through further litigation, including the risk of no recovery.

For the above reasons, Class Counsel strongly believe that the settlements are fair, reasonable, and adequate and in the best interests of the class.

Who are the Defendants in this lawsuit?

The Defendants in this litigation are:

- | | |
|---|------------------------------------|
| (1) Stone Container Corporation. ¹ | (6) Union Camp Corp. |
| (2) PCA ² | (7) Georgia Pacific Corporation. |
| (3) Temple-Inland Inc. | (8) Weyerhaeuser Paper Co. |
| (4) Gaylord Container Corp. | (9) Jefferson Smurfit Corporation. |
| (5) International Paper Co. | |

The Defendants sold product under different trade names and through certain subsidiaries during the class period and a list of those trade names and subsidiaries is set forth on the enclosed claim form.

What relief do the proposed settlements provide?

The proposed settlements are with the remaining Defendants: Stone and PCA (these entities may be subsequently referred to collectively as the "Settling Defendants"). The settlement with Stone provides for the payment by Stone of \$92.5 million and, in turn, provides for a release in favor of Stone of claims based on any causes of action or conduct asserted in the lawsuit ("Stone Settlement"). The settlement provides for the immediate payment of \$46.250 million dollars and that sum has been received and deposited into interest bearing accounts in favor of the classes. A second payment of \$46.250 million is to be made on January 15, 2005. The second payment is secured by irrevocable letters of credit issued by banks approved by Class Counsel and accrues interest in the amount of 1.84 percent per annum.

¹ After the class period Stone Container Corporation and Jefferson Smurfit Corp. joined to form Smurfit-Stone Container Corporation which was also a Defendant.

² PCA was owned by Tenneco, Inc. during the class period and was known for a short period as Tenneco Packaging, Inc. Both Tenneco, Inc. and Tenneco Packaging, Inc. were named as Defendants.

The settlement with PCA provides for the payment by PCA of \$34,872,489. That sum has been received and deposited into interest bearing accounts in favor of the classes. The settlement also provides for a release in favor of PCA of claims based on any causes of action or conduct asserted in the lawsuit ("PCA Settlement"). The settlement also provides for release of a successor company to PCA known as PACTIV Corporation.³

Class Counsel believe that it is in the best interests of the classes to enter into the proposed settlements and resolve this litigation in its entirety. The total sum of the settlements is among the largest ever reached in an action alleging horizontal price fixing. Moreover, the significant settlements were achieved in a case in which there was no prior government suit proving a conspiracy and no government action at all against eight of the nine primary Defendants.

The Settling Defendants deny the allegations in the Complaint and believe they have good defenses thereto but have entered into the proposed settlements to avoid further expense, inconvenience and the distraction of burdensome and protracted litigation.

This Notice is only a summary of the terms of the proposed settlements. The full agreements are set forth in the Settlement Agreement with Stone dated November 14, 2003 and the Settlement Agreement with PCA dated November 3, 2003, as amended December 19, 2003, both of which have been filed with the Court. The settlement agreements each contain other important provisions, and you are referred to the settlement agreements on file with the Court for the complete terms of the respective settlements. The proposed settlements will become final upon final approval by the Court.

If you are a member of one of the classes and the proposed settlements are approved and become effective you will be bound by their terms, including the release provisions, whether or not you subsequently file a claim to participate in the Settlement Fund. If you wish to be heard with regard to approval of the settlements, either to object to or to support the settlements, you may do so, but only in accordance with the procedures set forth below.

Who are the lawyers for the Classes in the case and how will they be paid?

The Court appointed the law firms listed below to lead the representation of you and the other members of the classes:

Howard Langer, Esquire
GOLOMB HONIK & LANGER
121 South Broad Street, 9th Floor
Philadelphia, PA 19107

Liaison Counsel for all Classes and Lead Counsel for Box Class

Michael J. Freed, Esquire
**MUCH SHELIST FREED DENENBERG
AMENT & RUBENSTEIN. P.C.**
191 N. Wacker Drive, Suite 1800
Chicago, IL 60606-1615

Eugene A. Spector, Esquire
SPECTOR ROSEMAN & KODROFF, PC
1818 Market Street, Suite 2500
Philadelphia, PA 19103

Co-Lead Counsel for Sheet Class

These attorneys and their respective firms together with other firms who worked with them on the case are referred to as Class Counsel. Class Counsel will apply to the Court for an award from the Settlement Fund of attorneys' fees and for reimbursement of litigation costs and expenses incurred, including fees and costs expended while providing Notice to the Class and while administering the Settlement Fund (including the plan of allocation), as well as a payment of an incentive award to the class representatives in the amount of \$25,000.00 each.

Class Counsel, in compensation for their time and risk in prosecuting the litigation on a wholly contingent fee basis, intend to apply to the Court for an award of attorneys' fees in an amount not to exceed thirty percent of the Settlement Fund as well as the costs and expenses incurred. To date, Class Counsel have not been paid any attorneys' fees.

The application for an award of attorneys' fees and reimbursement of litigation expenses will be filed on or before February 2, 2004. Any attorneys' fees and reimbursement of costs will be awarded only as approved by the Court in amounts determined to be fair and reasonable. If you wish to be heard with regard to the petition for attorneys' fees and reimbursement of litigation expenses, either to support them or to object to them, you may do so, but only in accordance with the procedures set forth below.

How will the Settlement Fund be distributed?

The proceeds from the settlements will be paid into a Settlement Fund which is deposited in a Court-authorized, interest-bearing account for the benefit of the classes ("Settlement Fund"). The Settlement Fund, with accrued interest, less any amounts approved by the Court for payment of attorneys' fees, reimbursement of litigation costs and expenses, administrative fees and costs, and incentive awards to class representatives ("Net Settlement Fund"),

³The settlement with PCA, dated November 3, 2003, was originally for \$43 million. However, the settlement contained a "most favored nation" clause which required that it be equalized with any subsequent settlement on a *pro rata* basis based upon sales. As a result the settlement was reduced to \$34,872,489 upon execution of the \$92.5 million dollar settlement with the Stone Defendants.

will be distributed among the members of the Classes who file timely and valid Proofs of Claim ("Claimants"). The Net Settlement Fund will be distributed *pro rata* to all Claimants based upon their direct purchases (net of discounts and freight costs) of corrugated containers and corrugated sheets in the United States from Defendants during the period between October 1, 1993 through November 30, 1995, according to a Plan of Allocation. The distribution will take place as soon as practicable after review, determination, and audit of the Proofs of Claim by the Claims Administrator and approval by the Court of the Claims Administrator's recommendations as to the amounts to be paid to the Claimants. The Claim Form and Instructions for filing a Proof of Claim are included at the back of this Notice and must be postmarked by April 15, 2004 to be considered for distribution.

How do I file a claim form?

First, carefully read the descriptions of the respective classes set forth earlier in this Notice to verify that you are a Class Member. Next, you should review your records and confirm that you purchased the relevant product(s) directly from a Defendant during the relevant time period. Then, at the end of this Notice, you will find a Claim Form which must be removed, completed by the Class Member and returned to the address indicated on the Claim Form on or before April 15, 2004. Any Class Member who does not complete and timely return the Claim Form will not be entitled to share in the Net Settlement Fund.

Where records for the period between October 1, 1993 through November 30, 1995 are available to calculate and document the dollar amount of your relevant purchases from Defendants, you must use those records for completing the Claim Form. Where adequate records are not available for the relevant time period to calculate your purchases to be listed on the Claim Form, you may submit purchase information based on verifiable estimates as directed in Section IV of the Claim Form.

WARNING: CLASS COUNSEL ARE AWARE OF COMPANIES THAT WRITE OR CALL MEMBERS OF A CLASS ACTION AND OFFER THEIR SERVICES IN FILING CLAIM FORMS OR PROVIDING OTHER INFORMATION ABOUT POTENTIAL RECOVERY OF MONIES IN CLASS ACTION CASES IN EXCHANGE FOR A PERCENTAGE OF ANY SHARE OF SETTLEMENT FUNDS THAT THE CLASS MEMBER MAY ULTIMATELY RECOVER. YOU DO NOT NEED TO USE ONE OF THESE COMPANIES TO ASSIST YOU OR HELP YOU IN FILING A CLAIM.

When will the Court decide these issues and must I attend the hearing?

A hearing will be held on March 26, 2004 at 1:00 p.m. in Courtroom 12B at the United States Courthouse, 601 Market Street, Philadelphia, Pennsylvania 19106 for the purpose of determining: (1) whether the proposed settlements with the Settling Defendants are fair, reasonable and adequate and should be approved by the Court; (2) whether to approve the proposed plan of allocation; (3) whether distribution of the Net Settlement Fund should be made as described in this Notice; (4) whether Class Counsel's request for an award of attorneys' fees and reimbursement of litigation costs and expenses should be approved; and (5) whether the requests for incentive awards for the class representatives should be approved.

The time and date of the hearing may be continued from time to time without further notice to Class Members. Class Members who do not wish to object to the proposed settlements, request for attorneys' fees and expenses, the request for incentive awards for the class representatives and plan of allocation need not appear at the hearing or take any other action except timely submitting a completed Proof of Claim.

Class Members who wish to object to the proposed settlements, the plan of allocation, the request for attorneys' fees and expenses, or the request for incentive awards must, on or before March 1, 2004, file a notice of intention to appear and a statement of the position to be asserted and the grounds of the objection, together with any supporting papers or brief, referring to the *In re Linerboard Antitrust Litigation*, MDL No. 1261, with the Clerk of the Court, United States District Court for the Eastern District of Pennsylvania, U.S. Courthouse, 601 Market Street, Philadelphia, Pennsylvania 19106. Copies of any such objection, and any supporting papers or brief shall also be sent by certified mail, postage prepaid, postmarked no later than March 1, 2004 to the following Counsel:

Howard Langer, Esquire
GOLOMB HONIK & LANGER
121 South Broad Street, 9th Floor
Philadelphia, PA 19107

Liaison Counsel for all Classes and Lead Counsel for Box Class

John P. Hooper, Esquire
EDWARDS & ANGELL
750 Lexington Avenue
14th Floor
New York, N.Y. 10022

Counsel for Stone

John M. Callagy, Esquire
KELLEY DRYE & WARREN, LLP
101 Park Avenue
New York, N.Y. 10178

Counsel for PCA

Except as provided herein, no person shall be entitled to contest the terms and conditions of the proposed settlements, request for attorneys' fees, reimbursement of litigation costs and expenses, requests for incentive awards for the class representatives, and plan of allocation, and persons who fail to object as provided herein shall be deemed to have waived any such objections.

What should I do if I want additional information concerning these matters?

All references in this Notice to pleadings and court orders are only summaries.

Any questions concerning the matters contained in this Notice may be directed to any of the Lead Counsel for plaintiffs listed above. You may also, of course, seek the advice and counsel of your own attorney if you desire. The pleadings and other records in this litigation may be examined and copied during regular office hours at the Office of the Clerk, United States District Court for the Eastern District of Pennsylvania, Room 2609, U.S. Courthouse, 601 Market Street, Philadelphia, Pennsylvania 19106.

Please do not directly contact either the Judge or the Clerk of the Court concerning these matters.

DATED: JANUARY 9, 2004

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA
PHILADELPHIA, PENNSYLVANIA

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DEFENDANTS DURING THE PERIOD BETWEEN OCTOBER 1, 1993 THROUGH NOVEMBER 30, 1995. In providing the dollar amount of purchases, rebates, sales taxes and delivery or freight charges must be excluded (if ascertainable).

- 6. Claims of Separate Entities** Each corporation, trust, or other business entity making a claim must submit its claim on a separate Proof of Claim form.
- 7. Taxpayer Identification Number** A Proof of Claim form is not complete without the federal taxpayer identification number of the claimant.
- 8. Identity of Contact Person** Provide the name, telephone number and e-mail address of the person to be contacted about the information in your claim.
- 9. Assistance** If you have questions about your claim, you may send them to the Settlement Administrator at the above address. You may also contact your own attorney or other person to assist you, at your own expense.
- 10. Keep a Copy** For your records, keep a photocopy of your completed Proof of Claim. You should also retain until the conclusion of this litigation. any and all documents and records you may have concerning purchases of corrugated containers and/or corrugated sheets in the United States during the period between October 1, 1993 through November 30, 1995.
- 11. Changes of Address** Keep the Settlement Administrator advised of any change in your current mailing address until this litigation has been concluded.

PROOF OF CLAIM

I. IDENTITY OF CLAIMANT

Indicate below the claimant's name and mailing address. Please note: Correspondence concerning your claim will be directed to you at your mailing address. If the following address changes subsequent to your submitting this Proof of Claim, you should notify the Settlement Administrator promptly.

Name:

Street Address:

City: State: Zip Code: -

Country: E-Mail Address:

Claimant is a (Check one):

Corporation Estate Individual Trustee in Bankruptcy

Other (specify, and provide the name and address of the person or entity on whose behalf you are acting):

Name:

Street Address:

City: State: Zip Code: -

Country: E-Mail Address:

II. CONTACT PERSON

Indicate below the person to be contacted regarding this claim and the person's telephone numbers.

Name:

- - -

Area Code Telephone No. (Day) Area Code Telephone No. (Evening) Area Code Fax Number

E-Mail Address:

If it is different from the claimant's address stated above, provide the contact person's address:

Street Address:

City: State: Zip Code: -

NOTIFY THE SETTLEMENT ADMINISTRATOR OF ANY CHANGE IN THE ADDRESSES AND TELEPHONE NUMBERS STATED ABOVE.

VIII. SUBSTITUTE FORM W-9

Each claimant must provide the information requested in the following box. If the correct information is not provided, a portion of any payment that the claimant may be entitled to receive from the Settlement Funds may be withheld.

Request for Federal Taxpayer Identification Number and Certification

Claimant's federal taxpayer identification number is:

□□ - □□□□□□□□

OR

□□□□ - □□ - □□□□

Employer Identification Number
(for corporations, trusts, etc.)

Social Security Number
(for individuals)

Name of taxpayer whose identification number is written above:

I certify that the above taxpayer is **NOT** subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the word "NOT" in the previous sentence.

Under the penalties of perjury, I certify that the foregoing information is true and correct.

Dated: _____

(signature)

(printed name)

Instructions regarding IRS Form W-9 are available at the Internal Revenue Service website at www.irs.gov.

IX. CERTIFICATION

I, _____, swear or affirm under penalty of perjury that the information contained in this Proof of Claim is true and correct to the best of my knowledge and belief, that I am authorized to sign and submit this claim on behalf of the claimant, that the specific purchases of Corrugated Containers and Corrugated Sheets listed were made by the claimant directly from the defendant(s) listed, that the claimant is a member of the Class and has not requested to be excluded from the Class, that this claim is the only claim being submitted by the claimant, that claimant does not know of any other claim being submitted for the same purchases, that claimant has not transferred or assigned its claims, and that I have read the accompanying Instructions and the Notice of Class Certification, Proposed Settlements, and Settlement Hearing. Claimant submits to the exclusive jurisdiction of the United States District Court for the Eastern District of Pennsylvania for the purpose of investigation or discovery (if necessary) with respect to this claim and any proceeding or dispute arising out of or relating to this claim.

Date: _____

(Signature)

(Print your name here.)

(Title or position [if claimant is not an individual].)

THIS PROOF OF CLAIM MUST BE SUBMITTED POSTMARKED NO LATER THAN APRIL 15, 2004 AND MUST BE MAILED TO:

**IN RE LINERBOARD ANTITRUST LITIGATION
SETTLEMENT ADMINISTRATOR
C/O HEFFLER, RADETICH & SAITTA L.L.P.
P. O. BOX 150
PHILADELPHIA, PA 19105-0150**

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted if mailed by April 15, 2004, if a postmark is indicated on the envelope and it is mailed first-class and addressed in accordance with the above instructions. In all other cases, the Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proof of Claim forms and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim.

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Linerboard Antitrust Litigation
c/o Heffler, Radetich & Saitta L.L.P.
Claims Administrator
P.O. Box 150
Philadelphia, PA 19105-0150

FIRST-CLASS MAIL
U.S. POSTAGE
PAID
PERMIT NO. 2323
PHILADELPHIA, PA

FIRST-CLASS MAIL

PLEASE FORWARD—IMPORTANT LEGAL NOTICE

Reminder Checklist:

1. Please sign the Proof of Claim on page 5.
2. Please be sure that **all** required information has been provided.
3. Send copies of two documents per Defendant that you used in completing your Proof of Claim. Your claim may be subject to review and verification by the Settlement Administrator. Accordingly, you should maintain all of the documentation supporting your claim while claims are being processed.
4. Keep a copy of the completed Proof of Claim form and any attachments for your records.
5. If you desire an acknowledgment of receipt of your claim, please send it Certified Mail – Return Receipt Requested, or enclose a self-addressed, stamped envelope.
6. If you move after submitting your claim form, please send the Settlement Administrator your new address.
7. If you have any questions concerning this Proof of Claim or need additional copies, contact the Settlement Administrator at:

IN RE LINERBOARD ANTITRUST LITIGATION
SETTLEMENT ADMINISTRATOR
C/O HEFFLER, RADETICH & SAITTA L.L.P.
P. O. BOX 150
PHILADELPHIA, PA 19105-0150
1-800-528-7199
www.linerboardclassnotice.com