

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

IN RE VITAMINS ANTITRUST LITIGATION

This document relates to:

LIVENGOOD FEEDS, INC., *et al.*,

Plaintiffs,

- *against* -

MERCK KGaA., *et al.*,

Defendants.

Misc. No. 99-197 (TFH)
MDL No. 1285

VITAMIN PRODUCTS SETTLEMENTS

PROOF OF CLAIM

CLAIMANTS MUST ANSWER FULLY ALL PARTS OF THIS FORM

TO BE ELIGIBLE TO SHARE IN VITAMIN PRODUCTS SETTLEMENT FUNDS OR IN ANY PENDING OR FUTURE APPROVED SETTLEMENT FUNDS, YOU MUST HAVE PURCHASED VITAMIN PRODUCTS FOR DELIVERY IN THE UNITED STATES DIRECTLY FROM ANY DEFENDANT OR ITS CO-CONSPIRATORS, DURING THE PERIOD FROM JANUARY 1, 1990 THROUGH SEPTEMBER 30, 1998. IF YOU DID SO, YOU ARE A MEMBER OF THE VITAMIN PRODUCTS CLASS AND ARE ENTITLED TO SUBMIT A CLAIM TO SHARE IN THE VITAMIN PRODUCTS SETTLEMENT FUNDS UNLESS YOU EXCLUDED YOURSELF FROM THE VITAMIN PRODUCTS CLASS.

TO SHARE IN THE SETTLEMENT FUNDS, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM FORM EVEN IF YOU PREVIOUSLY FILED A PROOF OF CLAIM FORM WHICH HAD A FILING DEADLINE OF MAY 8, 2000 AND MAIL IT, VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED, POSTAGE PREPAID, POSTMARKED NO LATER THAN **AUGUST 12, 2004**, TO:

VITAMINS ANTITRUST LITIGATION
RE: VITAMIN PRODUCTS CLAIM FORM
P. O. BOX 58520
PHILADELPHIA, PA 19102-5852

It is recommended that you retain a photocopy of your completed Proof of Claim.

A FAILURE TO MAIL YOUR PROOF OF CLAIM BY **AUGUST 12, 2004** WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM SHARING IN THE SETTLEMENT FUNDS. DO NOT MAIL OR DELIVER YOUR PROOF OF CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL. NO PROOF OF CLAIM WILL BE DEEMED SUBMITTED UNLESS ACTUALLY SUBMITTED TO THE CLAIMS ADMINISTRATOR AT THE ABOVE ADDRESS.

This form (other than signatures) **MUST BE TYPED OR PRINTED.**

I. CHOICE ON FILING

You may have previously filed a Court-approved Proof of Claim form in the proceedings related to the first Vitamin Products Settlements, which had a filing deadline of May 8, 2000, or you may not have previously filed such a claim. To assist you in preparing the claim form, you may contact the Claims Administrator at 1-800-252-5745 and request a schedule of updated qualifying purchases from Manufacturers. If you use this Manufacturers updated schedule of qualifying purchases, attach a copy to your claim. Please choose one of the following options:

- ___ Use only the approved Vitamin Products purchases from the Proof of Claim form I previously filed in the Vitamin Products Settlements covering the period from 1990 through 1998. I have no additional purchases from 1990 through 1998 upon which I want to rely for the purposes of this claim.
- ___ I hereby agree that the dollar amount of my qualifying purchases reflected in the Updated Manufacturers' records represent the amounts of my qualifying purchases from such Manufacturers. The total purchases of all Vitamin Products I am claiming is \$ _____. I have attached a copy of the updated schedule to my claim.
- ___ For the years 1990 through 1998, base my claim upon the approved Vitamin Products purchases from the claim form I previously filed. In addition to the prior approved Vitamin Products purchases totaling \$ _____, base my claim upon any purchase data I have included in this form and for which I provided documentation. The total purchases of all Vitamin Products I am claiming is \$ _____.
- ___ I did not file a Proof of Claim form in the May, 2000 filing for the first Vitamin Products Settlements. Base my claim upon the purchases reflected in this form which total \$ _____ and for which I am providing documentation.

Regardless of your choice, everyone must also complete Sections II, Claimant, VI Certification, and VII Substitute Form W-9.

II. CLAIMANT

A. Prior Vitamin Products Claim Number: _____, and Total Purchases, if available: _____

B. Indicate below the full name of the person or entity on behalf of whom this Claim is being completed (the "Claimant") and Claimant's current mailing address and telephone numbers.

Name:

Mailing Address:

City: State: Zip Code: -

Country:

Area Code: Telephone No.: -

Area Code: Facsimile No.: -

Correspondence concerning this Proof of Claim will be directed to the mailing address provided above unless a different address is specified in Part E below. (If Claimant's address changes subsequent to submitting this Proof of Claim, Claimant must immediately notify the Settlement Claims Administrator in writing of such change.)

C. Claimant is (check one):

- Corporation Executor Individual
 Partnership Trustee in Bankruptcy Trust
 Other (Identify and provide the name and address of the person on behalf of whom Claimant is acting)

D. Taxpayer Identification Number:

- OR - -
Employer Identification Number Social Security Number
(for corporations, etc.) (for individuals)

E. Indicate below the name of the person to be contacted concerning this Proof of Claim, and that person's address and telephone numbers:

Name:

Mailing Address:

City: State: Zip Code: -

Country:

Area Code: Telephone No.: -

Area Code: Facsimile No.: -

F. Other names used by Claimant.

If at the time of any purchase claimed below, Claimant used a business or trade name or was located at an address other than the name and address provided above, indicate each such name and/or address below.

Business or Trade Name(s)	Location(s)	Years
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

G. If Claimant acquired the rights that are the basis for the Claim asserted herein from some other person or entity, explain the legal basis for your derivative rights and attach documentation evidencing such rights.

III. STATEMENT OF CLAIM

To recover from the Settlement Funds, you must complete the Schedules set forth below in full unless you checked a box in Section I above stating that you are solely relying on purchase records as provided in the manufacturers provided data or in your previously Filed Claim Form due May 2000. On the Schedules, state the amount, calculated in dollars, of Claimant’s direct purchases of Vitamin Products for delivery in the United States from each of the manufacturers identified on the Schedules (or any subsidiary or affiliate thereof) for each year for which such information is requested. Your figures should reflect the actual purchase price to the Claimant — *i.e.*, the gross purchase price not including sales taxes or freight or delivery charges. You should provide documentation supporting Claimant’s claimed purchases (such as photocopies of excerpts from accounting books and records) to the extent such documentation is readily available to you. A purchase is considered a purchase for delivery “in the United States” if the goods purchased were delivered by the manufacturer (or a subsidiary or affiliate thereof) to a destination in the United States.

Premix. Premix contains a number of components in addition to Vitamin Products, including ingredients that are not manufactured by the seller. Each Claimant’s qualifying purchases of Premix, for purposes of determining its recovery from the Vitamin Products Settlement Fund, will be based on the portion of the total purchase price of its Premix purchases that is attributable to those component Vitamin Products that were manufactured by the Released Manufacturer from which the Premix was purchased and that, if they had been purchased separately rather than as a component of Premix, could have been claimed as qualifying purchases of such Vitamin Products.

No Claimant is expected to be able to provide information as to the portion of its total purchases of Premix that is attributable to component Vitamin Products. Claimant should, however, provide information on the appropriate Schedule as to its total purchases of Premix (unless Claimant has checked a box above and agrees to rely upon the Manufacturers’ records for this purpose). The Settlement Claims Administrator will calculate the portion of the purchase price of each Claimant’s purchases of Premix that is attributable to component Vitamin Products through records obtained from the Manufacturers, unless the Claimant is capable of demonstrating, to the satisfaction of the Settlement Claims Administrator, that the portion of the purchase price of its Premix purchases that is attributable to component Vitamin Products is greater than that reflected in such records.

Pursuant to the Plan of Allocation for the proceeds of the Vitamin Products Settlement Fund, in the event that a Manufacturer’s records are incomplete with respect to the Vitamin Product content of a particular Premix purchase from such Manufacturer (and Claimant has not substantiated the portion of the purchase price attributable to component Vitamin Products), that purchase will be treated as though it had the average Vitamin Product content of Premix purchased from such Manufacturer by the Claimant from 1990 to 1998. If existing records do not indicate the Vitamin Product content for any Premix purchases by Claimant during such period, Claimant’s purchases will be treated as though they had the estimated average Vitamin Product content of the Manufacturer’s Premix sales from 1990 to 1998.

For purposes of this Proof of Claim:

- “BASF” means BASF Corporation and BASF AG
- “Daiichi” means Daiichi Pharmaceutical Co., Ltd., Daiichi Fine Chemicals, Inc. and Daiichi Pharmaceutical Corporation
- “Degussa” means Degussa AG and Degussa Corp.
- “E-Merck” means Merck KGaA, E. Merck and EM Industries, Inc.
- “Eisai” means Eisai Co., Ltd., Eisai U.S.A., Inc. and Eisai Inc.
- “Hoechst” means Hoechst Marion Roussel, S.A. and Roussel Corporation
- “Kongo” means Kongo Chemical Co., Ltd.

- “Lonza” means Lonza Group Ltd., Lonza AG and Lonza Inc.
- “Nepera” means Nepera, Inc.
- “Reilly” means Reilly Industries, Inc. and Reilly Chemicals, S.A.
- “Rhone-Poulenc” means Rhone-Poulenc Inc., Rhone-Poulenc Animal Nutrition Inc., Rhone-Poulenc Rorer Pharmaceuticals Inc., Rhone-Poulenc S.A. and Rhone-Poulenc Animal Nutrition S.A.
- “Roche” means Hoffmann-La Roche Inc., Roche Vitamins Inc. and F. Hoffmann-La Roche Ltd.
- “Sumitomo” means Sumitomo Chemical Co., Ltd. and Sumitomo Chemical America, Inc.
- “Takeda” means Takeda Chemical Industries, Ltd., Takeda Vitamin & Food USA, Inc. and Takeda U.S.A.
- “Tanabe” means Tanabe Seitaku Company, Ltd. and Tanabe U.S.A., Inc.
- “Yodogawa/Sumika” means Yodogawa Pharmaceutical Co. and Sumika Fine Chemicals Co.

The Manufacturers are: BASF, Daiichi, Degussa, E-Merck, Eisai, Hoechst, Kongo, Lonza, Nepera, Reilly, Rhone-Poulenc, Roche, Sumitomo, Takeda, Tanabe and Yodogawa/Sumika (and their respective subsidiaries and affiliates).

SCHEDULE OF PURCHASES OF VITAMIN A

Claimant directly purchased Vitamin A from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1990 through December 31, 1998, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	BASF Corp. BASF AG	Rhone- Poulenc	Roche
1990	\$	\$	\$
1991	\$	\$	\$
1992	\$	\$	\$
1993	\$	\$	\$
1994	\$	\$	\$
1995	\$	\$	\$
1996	\$	\$	\$
1997	\$	\$	\$
1998	\$	\$	\$
TOTAL	\$	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN B1 (THIAMIN)

Claimant directly purchased Vitamin B1 from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1991 through December 31, 1994, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	Roche	Takeda
1991	\$	\$
1992	\$	\$
1993	\$	\$
1994	\$	\$
TOTAL	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN B2 (RIBOFLAVIN)

Claimant directly purchased Vitamin B2 from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1991 through December 31, 1995, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	BASF Corp. BASF AG	Roche	Takeda
1991	\$	\$	\$
1992	\$	\$	\$
1993	\$	\$	\$
1994	\$	\$	\$
1995	\$	\$	\$
TOTAL	\$	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN B3 (NIACIN)

Claimant directly purchased Vitamin B3 from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1990 through December 31, 1998, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	Lonza	Degussa	Nepera	Reilly
1990	\$	\$	\$	\$
1991	\$	\$	\$	\$
1992	\$	\$	\$	\$
1993	\$	\$	\$	\$
1994	\$	\$	\$	\$
1995	\$	\$	\$	\$
1996	\$	\$	\$	\$
1997	\$	\$	\$	\$
1998	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN B5 (CALPAN)

Claimant directly purchased Vitamin B5 from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1991 through December 31, 1998, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	BASF Corp. BASF AG	Daiichi	Roche
1991	\$	\$	\$
1992	\$	\$	\$
1993	\$	\$	\$
1994	\$	\$	\$
1995	\$	\$	\$
1996	\$	\$	\$
1997	\$	\$	\$
1998	\$	\$	\$
TOTAL	\$	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN B6

Claimant directly purchased Vitamin B6 from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1991 through December 31, 1994, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	Takeda	Daiichi	Roche
1991	\$	\$	\$
1992	\$	\$	\$
1993	\$	\$	\$
1994	\$	\$	\$
TOTAL	\$	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN B9 (FOLIC ACID)

Claimant directly purchased Vitamin B9 from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1991 through December 31, 1994, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	Kongo	Roche	Takeda	Yodogawa
1991	\$	\$	\$	\$
1992	\$	\$	\$	\$
1993	\$	\$	\$	\$
1994	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN B12 (CYANACOBALAMINE PHARMA)

Claimant directly purchased Vitamin B12 from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1990 through December 31, 1998, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	Hoechst	Rhone-Poulenc*
1990	\$	\$
1991	\$	\$
1992	\$	\$
1993	\$	\$
1994	\$	\$
1995	\$	\$
1996	\$	\$
1997	\$	\$
1998	\$	\$
TOTAL	\$	\$

*Product sold by Rhone-Poulenc Rorer Pharmaceuticals Inc. only.

SCHEDULE OF PURCHASES OF VITAMIN C

Claimant directly purchased Vitamin C from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1991 through December 31, 1995, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	BASF Corp. BASF AG	E-Merck	Roche	Takeda
1991	\$	\$	\$	\$
1992	\$	\$	\$	\$
1993	\$	\$	\$	\$
1994	\$	\$	\$	\$
1995	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN E

Claimant directly purchased Vitamin E from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1990 through December 31, 1998, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	BASF Corp. BASF AG	Eisai	Rhone- Poulenc	Roche
1990	\$	N/A	\$	\$
1991	\$	\$	\$	\$
1992	\$	\$	\$	\$
1993	\$	\$	\$	\$
1994	\$	\$	\$	\$
1995	\$	\$	\$	\$
1996	\$	\$	\$	\$
1997	\$	\$	\$	\$
1998	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$

SCHEDULE OF PURCHASES OF VITAMIN H (BIOTIN)

Claimant directly purchased Vitamin H from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1991 through December 31, 1995, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	Lonza	E-Merck	Roche	Sumitomo	Tanabe
1991	\$	\$	\$	\$	\$
1992	\$	\$	\$	\$	\$
1993	\$	\$	\$	\$	\$
1994	\$	\$	\$	\$	\$
1995	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$

SCHEDULE OF PURCHASES OF ASTAXANTHIN AND/OR CANTHAXANTHIN

Claimant directly purchased Astaxanthin or Canthaxanthin from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1992 through December 31, 1997, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	BASF Corp. BASF AG	Roche
1992	\$	\$
1993	\$	\$
1994	\$	\$
1995	\$	\$
1996	\$	\$
1997	\$	\$
TOTAL	\$	\$

SCHEDULE OF PURCHASES OF BETA-CAROTENE

Claimant directly purchased Beta-Carotene from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1991 through December 31, 1998, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	BASF Corp. BASF AG	Roche
1991	\$	\$
1992	\$	\$
1993	\$	\$
1994	\$	\$
1995	\$	\$
1996	\$	\$
1997	\$	\$
1998	\$	\$
TOTAL	\$	\$

SCHEDULE OF PURCHASES OF PREMIX

Claimant directly purchased Premix from the entities identified below for delivery by the seller to a destination in the United States, during the period from January 1, 1990 through December 31, 1998, in the following amounts, calculated in dollars (excluding taxes, freight and delivery charges, to the extent ascertainable from existing records):

YEAR	BASF Corp. BASF AG	Rhone- Poulenc	Roche
1990	\$	\$	\$
1991	\$	\$	\$
1992	\$	\$	\$
1993	\$	\$	\$
1994	\$	\$	\$
1995	\$	\$	\$
1996	\$	\$	\$
1997	\$	\$	\$
1998	\$	\$	\$
TOTAL	\$	\$	\$

IV. SUBMISSION TO THE JURISDICTION OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

This Proof of Claim is submitted on behalf of Claimant under the terms of the Settlement Agreements and described in the Notices. I hereby affirm, on behalf of Claimant, that Claimant is a member of the Vitamin Products Class or the transferee or assignee of, or the successor to, the claims of a member of the Vitamin Products Class. Claimant hereby submits to the jurisdiction of the United States District Court for the District of Columbia with respect to its claim to participate in the Vitamin Products Class and for purposes of enforcing the releases set forth in the Notices. Claimant further acknowledges that it is bound by and subject to the terms of any orders or judgments that may be entered by the Court in the Class Actions with respect to the settlement of the claims of the Vitamin Products Class, as described in the Notices related to these settlements. Claimant agrees to furnish additional information to the Settlement Claims Administrator to support this claim if required to do so. Except in relation to the prior claims procedure in May 2000, Claimant has not submitted any other Proof of Claim for the purchases claimed herein and knows of no other person having done so on Claimant's behalf or on behalf of any other person or entity.

V. RELEASE

SINCE THE SETTLEMENT AGREEMENTS (DEFINED ON PAGE ONE OF THIS NOTICE) HAVE BEEN APPROVED BY THE COURT, IF YOU HAVE NOT EXCLUDED YOURSELF FROM THE VITAMIN PRODUCTS CLASS, YOU ARE BOUND BY ALL OF THE COURT'S ORDERS AND JUDGMENTS ENTERED PURSUANT TO THE SETTLEMENT AGREEMENTS, INCLUDING THE DISMISSAL AND RELEASE OF YOUR CLAIMS, AS PROVIDED BELOW, REGARDLESS OF WHETHER YOU FILE A CLAIM FORM OR PARTICIPATE IN THE SETTLEMENT FUNDS.

Considering that the Court approved the Settlement Agreements after Settlement Hearings, each member of the Vitamin Products Class that did not timely and validly exclude itself from the Vitamin Products Class has (on its own behalf and on behalf of its direct and indirect parents, subsidiaries and affiliates, the present and former officers, directors, employees, agents and legal representatives of each of the foregoing, and the predecessors, successors, heirs, executors, administrators and assigns of each of the foregoing) (collectively, the "Releasers") completely released and forever discharged the Settling Defendants (defined on page one of this Notice) and their direct and indirect parents, subsidiaries and affiliates, the present and former officers, directors, employees, managers, agents and legal representatives of each of the foregoing, and the predecessors, successors, heirs, executors, administrators and assigns of each of the foregoing (with respect to any conduct of any of the above entities) (collectively, the "Releasees") from all manner of claims, demands, actions, suits, causes of action, whether class, individual, or otherwise in nature, damages whenever incurred, and liabilities of any nature whatsoever, including without limitation costs, expenses, penalties and attorneys' fees, known or unknown, suspected or unsuspected, asserted or unasserted, in law or in equity, that such Releaser, whether directly, representatively, derivatively or in any other capacity, ever had, now has or hereafter can, shall or may have, relating in any way to any conduct prior to the dates of the Settlement Agreements concerning the purchase, sale or pricing of Vitamin Products and any or all other vitamins or relating to any conduct alleged in the Class Action, including, without limitation, any such claims which have been asserted or could have been asserted in the Class Action against the Releasees or any of them (the "Released Claims"), except that this release shall not affect the rights of any Releasers (i) to seek damages or other relief from any person with respect to any Vitamin Products or vitamins purchased directly from the manufacturer (or any subsidiary or affiliate thereof) outside the United States for delivery to a destination outside the United States; or (ii) to participate in or benefit from any relief or other recovery as part of a settlement or judgment on behalf of a class of indirect purchasers of Vitamin Products.

In addition, each member of the Vitamin Products Class has waived and released with respect to the Released Claims, any and all provisions, rights and benefits conferred by (a) § 1542 of the California Civil Code, which reads:

"Section 1542. General release; extent. A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor,"

and (b) any similar state, federal, or other law, rule or regulation, or principle of common law, which is similar, comparable or equivalent to § 1542 of the California Civil Code. Each member of the Vitamin Products Class may hereafter discover facts other than or different from those that it knows or believes to be true with respect to the subject matter of the Released Claims, but due to the approval of the Settlement Agreements by the Court after Settlement Hearings, each member of the Vitamin Products Class as a Releaser has waived and fully, finally and forever settled and released any known or unknown, suspected or unsuspected, asserted or unasserted, contingent or non-contingent claim with respect to the Released Claims, whether or not concealed or hidden, without regard to the subsequent discovery or existence of such other or different facts.

The release and dismissal of the claims of the Vitamin Products Class has no effect upon any claims you may have against persons other than the Releasees. This litigation is proceeding against a number of defendants. In addition, the release shall not release any product liability or breach of contract claims unrelated to the subject matter of the Class Action.

VI. SUCCESSORS TO THE CLAIMS OF MEMBERS OF THE VITAMIN PRODUCTS CLASS

If the Claimant on whose behalf this Proof of Claim is being submitted is the transferee or assignee of, or the successor to, claims of a member of the Vitamin Products Class to participate in the Settlement Funds, proof of such Claimant's entitlement to share in such Funds must accompany this Proof of Claim form.

DO NOT SEND ORIGINAL DOCUMENTS.

VII. CERTIFICATION

I hereby certify under penalty of perjury that:

A. The information provided in this Proof of Claim is true and correct to the best of my knowledge, information and belief;

B. The Claimant is either (i) a member of the Vitamin Products Class and did not request to be excluded from the Vitamin Products Class or (ii) the assignee or transferee of, or the successor to, the claim of a member of the Vitamin Products Class who did not request to be excluded from the Vitamin Products Class;

C. This Proof of Claim is based only upon actual purchases of Vitamin Products DIRECTLY from one or more of the entities identified on the Schedules set forth above during the period between 1990 through 1998 for delivery by the manufacturer (or a subsidiary or affiliate thereof) to a destination in the United States;

D. This Proof of Claim constitutes the only claim being made by the Claimant in connection with the Vitamin Products Class, and Claimant does not know of (i) any other claim being submitted for the same purchases by any other person or entity or (ii) any other person or entity who may have any right to submit a claim with respect thereto;

E. This Proof of Claim has been prepared in accordance with the instructions set forth above;

F. The Claimant is not a Vitamin Products Released Party, as described herein and in the prior Notices.

G. The Claimant has not settled and released its claims against any of the Vitamin Products Defendants separate from the settlements and releases provided for by the members of the Vitamin Products Class pursuant to the Settlement Agreements and the settlements described in the prior notices to the Vitamin Products Class.

H. The Claimant has not transferred or otherwise assigned its claims based on purchases of Vitamin Products for delivery in the United States against any of the entities set forth on the foregoing schedule with respect to Vitamin Products, during the period set forth therein.

I. The Claimant understands that the information provided in this Proof of Claim will be the basis for distributing any future Vitamin Products settlement funds to members of the Vitamin Products Class.

This Certification must be executed before a Notary Public by an executive officer if Claimant is a corporation, by a partner if Claimant is a partnership, or by the owner if Claimant is a proprietorship.

Dated: _____

Signature

Print Name

Title

Sworn and subscribed before me this
____ day of _____

Notary Public

My Commission Expires: _____

VIII. SUBSTITUTE FORM W-9

Request for Claimant's Taxpayer Identification Number

YOU MUST ENTER YOUR TAXPAYER IDENTIFICATION NUMBER AND SIGNATURE BELOW IN THE APPROPRIATE PLACES. For most individual taxpayers, this is the Social Security Number.

Social Security Number — —
--

OR

Employer Identification Number —

Please enter here the name of the taxpayer whose identification number is written above exactly as it appears in the records of the Social Security Administration or the Internal Revenue Service:

_____ Check here if you are a U.S. Taxpayer with a foreign mailing address.

NOTE: If you require the Instructions for Completing Substitute Form W-9, please make a written request to us at: Vitamin Products Antitrust Litigation (Vitamin Products Claim Form), P.O. Box 58520, Philadelphia, PA 19102-5852. Please note that your accountant should also be able to provide you with the Instructions.

I certify that I am (we are) **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 and check here.

UNDER THE PENALTIES OF PERJURY, I CERTIFY THAT ALL OF THE INFORMATION PROVIDED ON THIS FORM IS TRUE, CORRECT AND COMPLETE.

(Date)

(Signature of taxpayer whose identification number is written above)