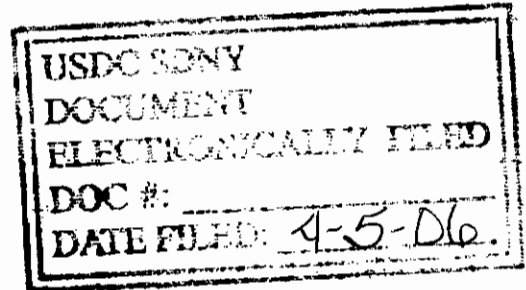


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DARRIN WILSON, Individually and on behalf of all others similarly situated,)
)
)
Plaintiff,)
)
v.)
)
THE J.P. MORGAN CHASE RETIREMENT PLAN, J.P. MORGAN CHASE BANK, N.A., J.P. MORGAN CHASE & CO., JOHN DOES 1-100.)
)
)
Defendants.)
<hr/>	
PERRY SHAPIRO, On behalf of himself and on behalf of all others similarly situated,)
)
)
Plaintiffs,)
)
v.)
)
J.P. MORGAN CHASE & CO. and J.P. MORGAN CHASE RETIREMENT PLAN,)
)
)
Defendants)

Civil Action No. 06-CV-0732(HB)



Civil Action No. 06-CV-1249(HB)

STIPULATION AND [PROPOSED] PRETRIAL ORDER NO. 1

IT IS HEREBY STIPULATED, AGREED AND ORDERED as follows:

WHEREAS, the actions entitled *Wilson v. J.P. Morgan Chase Retirement Plan et al.*, 1:06-cv-00732-HB (S.D.N.Y.) ("*Wilson*"); and *Shapiro v. J.P. Morgan Chase & Co. et al.*, 1:06-cv-01249-UA (S.D.N.Y.) ("*Shapiro*") have been filed in this court; and

WHEREAS, both of the prior referenced actions allege, *inter alia*, violations of the Employee Retirement Income Security Act of 1974 ("ERISA") involving the administration and

management of the J.P. Morgan Chase Retirement Plan (the "Plan"), established by J.P. Morgan Chase & Co. and J.P. Morgan Chase Bank, N.A., or their predecessor or affiliated corporations (collectively "J.P. Morgan" or the "Company") as a benefit for its employees, and such actions involve common questions of law and fact; and

WHEREAS, upon the Stipulation of the parties, by and through their undersigned counsel, and upon the Court's independent determination, the Court concludes that the referenced actions involve common questions of law and fact such that consolidating the *Wilson* and *Shapiro* actions for all purposes, will avoid unnecessary costs and delay, pursuant to Fed.R.Civ. P. 42(a); and

WHEREAS, Plaintiffs wish to have these actions consolidated by this Court; and

WHEREAS, Plaintiffs wish to create an organizational structure to ensure efficiency and avoid duplication of effort in their respective actions; and

WHEREAS, the Court has concluded that the fair and efficient administration of the actions and the need to avoid unnecessary or duplicative efforts warrants the formal consolidation of the *Wilson* and *Shapiro* actions for all purposes and the appointment of co-lead counsel as consistent with the recommendations of the *Manual for Complex Litigation - Fourth Edition*, and good cause appearing therefor,

counsel, as follows:

I. CONSOLIDATION OF RELATED ACTIONS

1. The above-captioned actions and any action arising out of the same or related operative facts alleging violations of ERISA now pending or hereafter filed in or transferred to this Court are hereby consolidated pursuant to Fed. R. Civ. P. 42(a). They shall be referred to collectively as *In re J. P. Morgan Chase Cash Balance Litigation*, Master File No. 06-CV-0732, the "Consolidated Action," or the "Cash Balance Action."

II. CAPTION OF CASES

2. Every pleading filed in the Consolidated Action shall bear the following caption:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

<i>IN RE J.P. MORGAN CHASE CASH BALANCE LITIGATION</i>)	
)	Master File No. 06-CV-0732 (HB)
)	
THIS DOCUMENT RELATES TO:)	
)	
)	

3. When a pleading or other court paper filed in the Consolidated Action is intended to apply to all actions therein, the words "All Actions" shall appear immediately after the words "THIS DOCUMENT RELATES TO:" in the caption set out above. When a pleading or other court paper is intended to be applicable to less than all such actions, the party filing the document shall indicate, immediately after the words "THIS DOCUMENT RELATES TO:" the action(s)

III. MASTER DOCKET, ERISA ACTIONS AND SEPARATE ACTION FILES

4. A Master Docket is hereby established for the Consolidated Action, including actions subsequently consolidated herein pursuant to this Order. Entries in the Master Docket shall be applicable to the Consolidated Action, and entries shall be made therein in accordance with the regular procedures of the Clerk of this Court, except as modified by this Order.

5. When a pleading is filed and the caption, pursuant to this Order, shows that it is applicable to "All Actions," the Clerk shall file such pleading in the Master File and note such filing in the Master Docket. No further copies need to be filed nor other docket entries made.

6. When a paper is filed and the caption shows that it is applicable to fewer than All Actions, the Clerk shall file the original of the paper in the Master File and a copy in the file of each separate action to which it applies and shall note such filing in the Master Docket and in the docket of each separate action. The party filing such paper shall supply the Clerk with sufficient copies of any such paper to permit compliance with this paragraph.

IV. MASTER FILE AND SEPARATE ACTION FILES

7. A Master File is hereby established for the consolidated proceedings in the Consolidated Action. The Master File shall be Master File No. 06-CV-0732. The original of this Order shall be filed by the Clerk in the Master File herein established. The Clerk shall maintain a separate file for each of the Consolidated Actions and filings shall be made in accordance with the regular procedures of the Clerk of this Court, except as modified by this Order. The Clerk shall file a copy of this Order in each such separate file. The Clerk shall mail a copy of this Order to counsel of record in each of the Consolidated Actions.

V. NEWLY FILED OR TRANSFERRED ACTIONS

8. When a case that arises out of the same or related operative facts as the Consolidated Action alleging violations of ERISA is hereinafter filed in or transferred to this Court, it shall be consolidated with these actions as provided in Section I above and the Clerk of the Court shall:

- (1) File a copy of this Order in the separate file for such action;
- (2) Mail a copy of this Order to the attorneys for the plaintiff(s) in the newly-filed or transferred case and to any new defendant(s) in the newly-filed or transferred case; and
- (3) Make the appropriate entry in the Master Docket.

9. This Court requests the assistance of counsel in calling to the attention of the Clerk of this Court the filing or transfer of any case that might properly be consolidated as part of this litigation.

VI. APPLICATION OF THIS ORDER TO SUBSEQUENT CASES

10. This Order shall apply to each case that arises out of the same or related operative facts alleging violations of ERISA assigned to this Court and brought on behalf of the Plan and

the participants in or beneficiaries thereof. This Order shall apply to each such case which is subsequently filed in or transferred to this Court, and which is assigned to the undersigned, unless a party objecting to the consolidation of that case or to any other provision of this Order serves an application for relief from this Order or from any of its provisions within ten (10) days after the date on which the Clerk mails a copy of this Order to counsel of that party. The provisions of this Order shall apply to such action pending the Court's ruling on the application. Absent an Order of the Court, Defendants shall not be required to answer, plead or otherwise move with respect to a case which is subsequently filed in or transferred to this Court and all prior motions and objections filed with respect to the Consolidated Action shall be deemed applicable to such case.

VII. ORGANIZATION OF COUNSEL

11. The Court designates the following law firms and attorneys to act as Co-Lead Counsel for Plaintiffs and the Proposed Class in the Consolidated Action, with the responsibilities hereinafter described:

SCHIFFRIN & BARROWAY, LLP
Richard S. Schiffrin, Esq.
Joseph H. Meltzer, Esq.
Edward W. Ciolko, Esq.
Joseph A. Weeden, Esq.
280 King of Prussia Road
Radnor, Pennsylvania 19087
Telephone: (610) 667-7706
Facsimile: (610) 667-7056

KIRBY MCINERNEY & SQUIRE, LLP
Peter S. Linden, Esq. (PL-8945)
Andrew T. Watt, Esq.
830 Third Avenue
New York, New York 10022
Telephone: (212) 371-6600

Handwritten notes:
I have to
members of lead
designated
counsel will serve
as each of plaintiffs
w/o the help of
of the proposed
candidates

12. Co-Lead Counsel in the Consolidated Action are charged with administrative matters such as receiving and distributing notices, orders, motions and briefs, and advising plaintiffs of developments in the case.

13. Co-Lead Counsel in the Consolidated Action shall share authority over the following matters on behalf of all plaintiffs in those respective actions: (a) convening meetings of counsel; (b) initiating, responding to, scheduling, briefing, and arguing of all motions; (c) determining the scope, order, and conduct of all discovery proceedings; (d) assigning such work assignments to other counsel as they may deem appropriate and designating which attorneys may appear at hearings and conferences with the Court; (e) conducting settlement negotiations with defendants; (f) retaining plaintiffs' experts; and (g) managing all other matters concerning the prosecution or resolution of the cases.

14. Defendants' Counsel takes no position respecting this application for organization of counsel as described in paragraphs 11-13.

15. Co-Lead Counsel shall have authority to communicate with defendants' counsel and the Court on behalf of all plaintiffs. Defendants' counsel may rely on all contacts and agreements made with Co-Lead Counsel, and such agreements shall be binding.

VIII. COORDINATION

16. Co-Lead Counsel shall coordinate activities to avoid duplication and inefficiency in the filing, serving and/or implementation of pleadings, other court papers, discovery papers, and discovery practice.

IX. SCOPE OF ORDER

17. The terms of this Order shall not have the effect of making any person, firm or entity a party to any action in which he, she or it has not been named, served or added in accordance with the Federal Rules of Civil Procedure. The terms of this Order and the consolidation ordered herein shall not constitute a waiver by any party of any claims or defenses to any action.

X. PRELIMINARY SCHEDULE OF PROCEEDINGS

30 HAN

18. Plaintiffs' Consolidated Complaint will be filed and served on or before ~~60~~ ³⁰ days following the Court's signing and entering of this Stipulation and [Proposed] Pretrial Order No.

1.

HAN

19. Defendants' response to the Consolidated Complaint shall be filed and served on or before ~~60~~ ³⁰ days following the filing and serving of Plaintiffs' Consolidated Complaint. If Defendants' response is in the form of a motion to dismiss, the following briefing schedule shall apply:

MA

(1) Plaintiffs' opposition to Defendants' motion to dismiss shall be filed and served on or before ~~45~~ ²⁰ days following the filing and serving of Defendants' motion to dismiss.

NDN

(2) Defendants' reply in support of the motion to dismiss shall be filed and served on or before ~~30~~ ¹⁰ days following the filing and serving of Plaintiffs' motion to dismiss.

20. The parties reserve the right to petition the Court for alterations to the schedule outlined in paragraphs 18 and 19 as circumstances warrant.

21. Nothing in this Stipulation and [Proposed] Pre-Trial Order serves to waive any defenses defendants have in the Wilson Case, the Shapiro Case, the Consolidated Action or any actions subsequently governed by this Stipulation and [Proposed] Pre-Trial Order.

22. The pre-trial conferences scheduled for April 6, 2006 and May 11, 2006 are adjourned. *to May 16, 2006 at 10 AM - all parties & those interested in the lead counsel, rule if any, to attend.*
THE UNDERSIGNED COUNSEL SO STIPULATE THIS 3rd DAY OF APRIL, 2006.

The parties stipulate to and approve the foregoing terms:

SCHIFFRIN & BARROWAY, LLP

By: Joseph H. Meltzer by
Richard S. Schiffrin, Esq.
Joseph H. Meltzer, Esq. C.V.T.
Edward W. Ciolko, Esq.
Joseph A. Weeden, Esq.
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and

KIRBY MCINERNEY & SQUIRE, LPP

By: Peter S. Linden by
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Andrew T. Watt, Esq.
830 Third Avenue
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Tel: (212) 371-6600
Fax: (212) 751-2540

Proposed Co-Lead Counsel for Plaintiffs

Curtis V. Trinko

Curtis V. Trinko, Esq. (CT-1838)
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Counsel for Plaintiffs

SIMPSON THACHER & BARTLETT LLP

By: *Jonathan K. Youngwood* by *C.V.T.*
Thomas C. Rice, Esq. (PR-1996)
Jonathan K. Youngwood, Esq. (JY-2234) by *permission*
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JPMORGAN CHASE LEGAL
DEPARTMENT
Meryl R. Kaynard, Esq.
One Chase Manhattan Plaza, 26th Floor
New York, New York 10081
Tel: (212) 552-6825

Counsel for Defendants

DATED: 4/5/06

SO ORDERED:
Harold Baer, Jr.
Honorable Harold Baer, Jr.
United States District Judge