IN THE CIRCUIT COURT OF CLINTON COUNTY, MISSOURI

BEVERLY LONG, et al.,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	**Case No. 09CN-CV00422**
	)	
PRIME TANNING CORP., et al.,	)	
	)	
Defendants.	)	

FILED
MAR - 1 2010
MOLLY LIVINGSTON
CLERK OF CIRCUIT COURT

DEFENDANT NATIONAL BEEF LEATHERS, LLC'S NOTICE OF INTENT TO PROCEED WITH TANNERY RENOVATION

Defendant National Beef Leathers, LLC ("NBL") hereby notifies the Court and the other parties to this action of its intent to proceed with the physical renovation of NBL's tanning facility located at 205 Florence Street, St. Joseph, Missouri (the "Tannery") that is the subject of this action, specifically including the demolition of the interior structures of certain portions of the Tannery's main building physical plant, on or immediately following April 1, 2010. In connection with this notice, NBL advises the Court as follows:

1. NBL acquired the Tannery as part of an asset purchase agreement with Defendant Prime Tanning Corp. ("Prime Tanning") on March 9, 2009. It has always been NBL's intention in acquiring the Tannery to substantially renovate the Tannery's physical plant and to replace a substantial portion of the equipment used to carry out the various processes at the Tannery. NBL's planned renovation of the Tannery is expected to take 18 to 24 months at a projected cost of approximately $20 million. The planned renovation is necessary in order for the Tannery to function at a level sufficient to satisfy NBL's specifications and to meet its production potential. See

Exhibit A, consisting of copies of NBL's motion in one of the related federal court cases[1] seeking an order requiring the plaintiff in that case to carry out any inspection, photography, or sampling of the Tannery on an expedited basis (the "Federal Motion") (Exhibit A-1); NBL's suggestions in support of that motion (Exhibit A-2); and the affidavits supporting that motion (Exhibit A-3).

2. On September 4, 2009, NBL offered Plaintiffs in this action the opportunity to inspect, photograph, and sample the Tannery on the same substantive terms as proposed by NBL in connection with NBL's Federal Motion. See Exhibit B, consisting of copies of the NBL Offer[2] (Exhibit B-2) and the related transmittal letter from NBL's counsel to Plaintiffs' counsel (Exhibit B-1).

3. Following the receipt of NBL's offer, Plaintiffs' counsel (without agreeing to all of the terms and conditions of the NBL Offer) carried out two inspections of the Tannery (the first involving Plaintiffs' attorneys Brian Madden and Thomas Wagstaff, Jr., along with a photographer) on October 13, 2009; and the second (involving Messrs. Madden and Wagstaff and two consultants) on October 29, 2009, at which times numerous photographs of the Tannery physical plant, equipment, and other operational aspects were taken by Plaintiffs' representatives.

4. On November 6, 2009, NBL's Federal Motion was granted by the Honorable Gary Fenner. See Exhibit C, consisting of relevant excerpts of the transcript of the status conference conducted by telephone in the Helms, Gardner, and Nicholson cases on that date. On November 12,

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[1] Substantively identical motions were filed in each of the following four cases while then pending in the United States District Court for the Western District of Missouri:

- Carol Helms v. Rockwell Industries, Inc., et al., Case No. 5:09-06081-cv-GAF ("Helms");
- Cyndee Gardner v. Rockwell Industries, Inc., et al, Case No. 5:09-06082-cv-GAV ("Gardner");
- Ruth Nicholson, et al. v. The Prime Tanning Corp., et al., Case No. 5:09-06083-cv-GAF ("Nicholson"); and
- Hope Solberg, et al. vs. Eteroutemer S.A., et al., Case No. 5:09-0128-cv-GAF ("Solberg").

[2] Defendant National Beef Leathers, LLC's Offer To Allow Plaintiffs Access To Tannery For Inspection, Photograph, and Sampling, encaptioned William Kemper, et al. v. Prime Tanning Corp., et al., Case No. 09CN-CV00333, not filed, but applicable to this action, per the related transmittal letter.

2009, Judge Fenner entered the order sought by NBL's Federal Motion in both of those cases, Nicholson and Solberg having been previously voluntarily dismissed by the plaintiffs in those cases. See Exhibit D, consisting of a copy of that order as entered in Helms.

5. On November 13, 2009, Mr. Wagstaff advised the undersigned NBL's counsel, W.C. Blanton, that Plaintiffs have no objection to NBL proceeding immediately with Phase I of NBL's planned Tannery renovation, which will involve only the liming area of the Tannery. See Exhibit E, consisting of Mr. Blanton's November 12, 2009 e-mail message to Mr. Wagstaff and Mr. Wagstaff's November 13, 2009 e-mail response thereto.

6. To date, Plaintiffs have made no request to further inspect, photograph, or sample the Tannery in response to NBL's inquiries in this regard.

7. In view of the foregoing, it is NBL's intention to proceed with its planned renovation of the Tannery, commencing with Phase I (involving the virtually total replacement of the internal structures and equipment now located in the area of the Tannery where liming operations are carried out, as indicated on Exhibit F), as soon as reasonably possible, i.e., as soon as April 1, 2010.

Date: February 26, 2010

Respectfully submitted,

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