

#19852

STATE OF MINNESOTA
OFFICE OF THE ATTORNEY GENERAL

KNOW ALL MEN BY THESE PRESENTS, That I, DOUGLAS M. HEAD,
Attorney General of the State of Minnesota, by virtue of
authority vested in me by statute, have constituted and appointed

DAVID I. SHAPIRO

(hereinafter referred to as Special Counsel) of the law firm of
Dickstein, Shapiro, and Galligan, New York, New York, as Special
Counsel to the Attorney General on April 4, 1968, for the purpose
of handling all necessary legal work for the State of Minnesota
and its political subdivisions represented by it in connection
with the case of the State of Minnesota vs. Chas. Pfizer & Co.,
Inc., et al., 68 Civ. 735, Southern District, New York.

Special Counsel shall be compensated on a contingency fee
basis of 15% of the total sum recovered on behalf of the State and
any of its political subdivisions represented by it, whether by
suit, settlement, or otherwise. Such sum shall include any counsel
fees which may be awarded by settlement or by the court under
Section 4 of the Clayton Act. No other fee shall be paid or pay-
able to Special Counsel or to such members of his law firm who may
from time to time assist Special Counsel under his direction in
the prosecution of the above case.

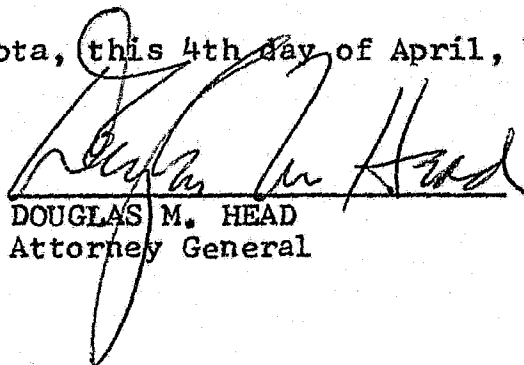
Such 15% fee shall include the prosecution of any necessary
appeals and all necessary legal work required in connection with
final disposition of the above case. Such fee shall also include
suitable direction to be given by Special Counsel to the State and
its political subdivisions with regard to collection of purchase
data. Since Special Counsel is now retained by the City of New York
and the States of Texas, Florida, Wisconsin and Massachusetts in
similar suits filed in Federal Court for the Southern District of

New York, and may be retained by other litigants who, along with the aforementioned, will participate in common aspects of this litigation, ordinary and necessary out of pocket disbursements as may be incurred in prosecution of such litigation will be allocated proportionately among the various litigants. Ordinary and reasonable disbursements which are peculiar to any one litigant or group of litigants will be borne solely by that litigant or group. Special Counsel shall refund to the State its individual or proportionate share of any such costs that may be assessed or imposed on the defendants and collected by Special Counsel from them in accordance with an order of court or by any settlement.

The State agrees that during the litigation it will pay ordinary and reasonable disbursements as they are incurred in the prosecution thereof, and Special Counsel will periodically advise the Attorney General of the State's obligation in this regard. Should disbursements exceed \$2,500.00 in any one year, or any unusual disbursement be contemplated, Special Counsel will not incur any such disbursement unless and until Special Counsel has first received written authorization from the Attorney General.

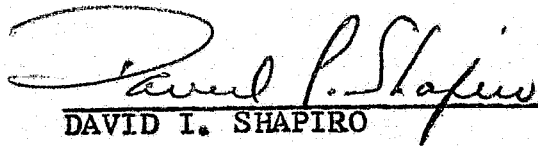
The above case shall not be settled without the approval of the Attorney General, and Special Counsel shall serve at the pleasure of the Attorney General and until the matters hereinbefore mentioned are completed.

Dated at St. Paul, Minnesota, this 4th day of April, 1968.



DOUGLAS M. HEAD
Attorney General

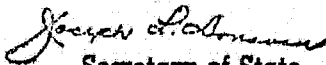
STATE OF NEW YORK)
) ss.
COUNTY OF)

I, DAVID I. SHAPIRO, do solemnly swear that I will support the Constitution of the United States and of the State of Minnesota, and will faithfully discharge the duties of the Office of Special Counsel to the Attorney General to the best of my judgment and ability, so help me, God.


DAVID I. SHAPIRO

Subscribed and sworn to before
me this 29 day of April, 1968.


ARTHUR J. GALLIGAN
Notary Public, State of New York
No. 51-1364450
Qualified in New York County
Commission Expires March 30, 1969

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
MAY 3 - 1968

Secretary of State