## UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

**ECM FILING** COALITION FOR A LEVEL PLAYING FIELD, L.L.C., et al., Plaintiffs, : 04 CV 08450 (RO)(GWG) -against-AUTOZONE, INC., AUTOZONE FLORIDA, L.P., ADAP, INC., AUTOZONE STORES, INC., AUTOZONE.COM, INC., AUTOZONE TEXAS, L.P., CHIEF AUTO PARTS, INC., WAL-MART STORES, INC., : SAM'S WEST, INC., ADVANCE STORES COMPANY, INC., DISCOUNT AUTO PARTS, INC., ACDELCO, INC., : HONEYWELL INTERNATIONAL, INC., ARVIN INDUSTRIES, INC., ASHLAND, INC., BORGWARNER, INC., CARDONE INDUSTRIES USA, DANA CORPORATION, THE CYPRESS GROUP, MARK IV, FORD MOTOR COMPANY, PENNZOIL-QUAKER STATE COMPANY, STANDARD MOTOR PRODUCTS, INC., and TENNECO AUTOMOTIVE, INC., Defendants.

PLAINTIFFS' NOTICE OF CROSS MOTION FOR LEAVE TO AMEND COMPLAINT BY ADDITION OF APPENDIX B-6 AND, CONDITIONALLY, BY DELETION OF EXTRANEOUS PRODUCT-BASED ALLEGATIONS, IF THE COURT UPHOLDS PLAINTIFFS' PRODUCT-LINE BASED ALLEGATIONS; AND FOR LEAVE TO AMEND COMPLAINT AS TO ANY CURABLE DEFECTS

PLEASE TAKE NOTICE THAT, the plaintiffs, by their counsel, will move this Court, in Courtroom 1106 of the United States Courthouse for the Southern District of New York. 40 Center Street, Foley Square, New York, New York 10007. on July 17, 2006. or such date and time as the Court may set, for an Order

(i) pursuant to Federal Rule of Civil Procedure 15(a), for leave to amend the Amended and Supplemental Complaint (the "Complaint") by the addition of Appendix B-6 (a copy of

which is annexed as Exhibit A to the cross-moving declaration of Carl E. Person dated April 24,

2006);

(ii) alternatively, if the Court upholds plaintiffs' allegations that "product lines" as

described in the Complaint are "products" covered by Sections 2(a)/2(f) and 2(d)/2(e) of the

Robinson-Patman Act and meet the pleading requirements for "like grade and quality" and

"contemporaneous purchase", for leave under Rule 15(a), F.R.Civ.P., to further amend and

simplify the Complaint by removal of the extraneous product-based allegations not needed for

proving plaintiff's product-line allegations;

(iii) for leave under Rule 15(a), F.R.Civ.P. to amend the Complaint as to any non-futile

amendments needed to cure any pleading defects found by the Court; and

(iv) for such other and further relief this Court deems just and equitable.

PLEASE TAKE FURTHER NOTICE that defendants response, if any, to this cross

motion shall be due no later than June 19, 2006, the date for defendants to serve and file their

replies, if any, as to defendants' motions to dismiss.

Dated: New York, New York

April 24, 2006

Respectfully submitted,

Carl E. Person

Attorney for the Plaintiffs

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To: All defendants' counsel listed in accompanying Certificate of Service.