UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

UNITED STATES OF AMERICA, *Plaintiff,* v. EASTERN MUSHROOM MARKETING COOPERATIVE, INC. *Defendant.*	CIVIL CASE NO.: 04-5829 JUDGE DATE STAMP:

ENTERED
SEP 12 2005
CLERK OF COURT

FILED SEP 09 2005

FINAL JUDGMENT

WHEREAS, Plaintiff, United States of America, filed its Complaint on December 16, 2004, the Plaintiff and the Defendant, by their respective attorneys, have consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law, and without this Final Judgment constituting any evidence against or admission by any party regarding any issue of fact or law;

AND WHEREAS, the Defendant agrees to be bound by the provisions of this Final Judgment pending its approval by the Court;

AND WHEREAS, the essence of this Final Judgment is the prompt and certain nullification of certain deed restrictions that limit mushroom production;

AND WHEREAS, Plaintiff requires the Defendant to nullify the deed restrictions for the purpose of remedying the loss of competition alleged in the Complaint;

AND WHEREAS, the Defendant has represented to the United States that it will file

expeditiously the documents necessary to nullify the legal effect of the deed restrictions in each jurisdiction where the Defendant has filed any such deed restrictions previously and that the Defendant will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the requirements set forth below;

NOW THEREFORE, before any testimony is taken, without trial or adjudication of any issue of fact or law, and upon consent of the parties, it is ORDERED, ADJUDGED AND DECREED:

I. Jurisdiction

This Court has jurisdiction over the subject matter of and each of the parties to this action. The Complaint states a claim upon which relief may be granted against the Defendant under Section 1 of the Sherman Act, as amended (15 U.S.C. § 1).

II. Definitions

As used in this Final Judgment:

A. "EMMC" means the Eastern Mushroom Marketing Cooperative, Inc., the Defendant in this case, a Pennsylvania corporation with its headquarters in Kennett Square, Pennsylvania, its successors and assigns, and its subsidiaries, affiliates, members, divisions, groups, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

B. "Mushroom Deed Restrictions" means any restriction or limitation contained in any document filed in the land records of any jurisdiction that, with respect to any real property, limits the (1) commercial growing or cultivation of any types, varieties or species of mushrooms, mushroom spawn or other fungi; (2) packaging, processing, freezing, storing, handling, selling,

or marketing of any types, varieties or species of mushrooms, mushroom spawn or other fungi; (3) production of Phase I, Phase II or Phase III mushroom compost for on-site or off-site use; or (4) any other activity related to the production, processing or sale of mushrooms, mushroom spawn or other fungi, whether such production, processing or sales shall occur on or off such real property.

C. "Nullifying Documents" means such documents as are necessary to nullify the legal effect of any Mushroom Deed Restrictions filed by the EMMC previously on 1) the properties the Defendant purchased in the name of the EMMC and thereafter resold; or 2) properties in which the EMMC purchased a leasehold interest.

III. Applicability

This Final Judgment applies to the EMMC, as defined above, and all other persons in active concert or participation with the EMMC who receive actual notice of this Final Judgment by personal service or otherwise.

IV. Nullification of Mushroom Deed Restrictions

A. The Defendant is ordered and directed, within thirty (30) calendar days after the filing of the Complaint in this matter, or five (5) days after notice of the entry of this Final Judgment by the Court, whichever is later, to file Nullifying Documents in each jurisdiction where the Defendant has filed any Mushroom Deed Restrictions. The Defendant shall use its best efforts to file the required Nullifying Documents as expeditiously as possible.

V. Prohibited Activity

The Defendant is enjoined and restrained from creating, filing, or enforcing any Mushroom Deed

Restrictions with respect to any real property in which the Defendant has an ownership or leasehold interest of any kind.

VI. Affidavit and Copies

A. Within ten (10) calendar days of the filing of all Nullifying Documents required by this Final Judgment, the Defendant shall provide to the United States and the Court, an Affidavit providing affirmative notice that all the required Nullifying Documents have been filed in all required jurisdictions in full compliance with the terms of this Final Judgment.

B. Within ten (10) calendar days after any Nullifying Documents have been filed in each jurisdiction, the Defendant shall provide to the United States a copy of all Nullifying Documents filed in such jurisdiction.

VII. Compliance Inspection

A. For purposes of determining or securing compliance with this Final Judgment, or of determining whether the Final Judgment should be modified or vacated, and subject to any legally recognized privilege, from time to time duly authorized representatives of the United States Department of Justice, including consultants and other persons retained by the United States, shall, upon written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to the Defendant, be permitted:

1. Access during the defendant's office hours to inspect and copy, or at the United States' option, to require the Defendant to provide copies of all books, ledgers, accounts, records, and documents in the possession, custody, or control of the Defendant, relating to any

matters contained in this Final Judgment; and

2. To interview, either informally or on the record, the Defendant's officers, employees, or agents, who may have their individual counsel present, regarding such matters. The interviews shall be subject to the reasonable convenience of the interviewee and without restraint or interference by the Defendant.

B. Upon the written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, the Defendant shall submit written reports or interrogatory responses, under oath if requested, relating to any of the matters contained in this Final Judgment as may be requested.

C. No information or documents obtained by the means provided in this section shall be divulged by the United States to any person other than an authorized representative of the executive branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by the Defendant to the United States, the Defendant represents and identifies in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and the Defendant marks each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then the United States shall give the Defendant ten (10) calendar days notice prior to divulging such material in any legal proceeding (other than a grand jury proceeding).

VIII. Retention of Jurisdiction

This Court retains jurisdiction to enable any party to this Final Judgment to apply to this Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify any of its provisions, to enforce compliance, and to punish violations of its provisions.

IX. Public Interest Determination

Entry of this Final Judgment is in the public interest.

X. Term

This Final Judgment shall expire ten years from the date of its entry.

Dated: 9/9/05

Court approval subject to procedures
of Antitrust Procedures and Penalties
Act, 15 U.S.C. § 16

TM O'Neill

United States District Judge