

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,

Plaintiff,

v.

GRUPO BIMBO, S.A.B. de C.V., et al.

Defendants.

Civil Action No. 11-01857 (EGS)

UNOPPOSED MOTION TO MODIFY FINAL JUDGMENT

Plaintiff United States and Defendants Grupo Bimbo, S.A.B. de C.V. and BBU, Inc. (collectively, “BBU”) jointly move this Court to modify the Final Judgment in this case to permit the sale of certain of the California Assets without their being operational. The Final Judgment currently requires Defendants to maintain the California Assets as operational and warrant to an acquirer that they are operational. Specifically, Paragraph IV.E of the Final Judgment provides that BBU “shall warrant to the Acquirer(s) that the Divestiture Assets”—which include the California Assets—“be operational on the date of sale.” Paragraph IV.F of the Final Judgment provides that BBU “shall not take any action that will impede in any way the licensing, permitting, operation, or divestiture of the Divestiture Assets.” Section VIII of the Final Judgment requires BBU to “take all steps necessary to comply with the Amended Hold Separate Stipulation and Order,” which requires BBU to “take all steps necessary to ensure that the California Assets are fully maintained in operable condition at no less than their current capacity and sales,” and “maintain and adhere to normal repair and maintenance schedules for the California Assets.” *See* Amended Hold Separate Stipulation and Order at V.E. The

proposed modification would add a new paragraph IV.K to authorize the United States to approve a divestiture of the California Assets that includes non-operational assets.

Defendants hereby agree that the Court may enter the proposed Modified Final Judgment at any time, without further notice to any other party, provided that Plaintiff United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Modified Final Judgment by serving notice thereof on Defendants and by filing that notice with the Court.

Dated: October 1, 2012

Respectfully submitted,

**FOR PLAINTIFF
UNITED STATES OF AMERICA**

/s/ Michelle R. Seltzer
Michelle R. Seltzer (DC Bar #475482)
Attorney
Litigation I Section
Antitrust Division
U.S. Department of Justice
450 Fifth Street, N.W., Suite 4100
Washington, DC 20530
Telephone: (202) 353-3865
Facsimile: (202) 307-5802
E-mail: michelle.seltzer@usdoj.gov

FOR DEFENDANTS
GRUPO BIMBO, S.A.B. de C.V. AND BBU, INC..

/s/ Noah Brumfield

Noah Brumfield, D.C. Bar # 488967
Jaime Crowe, D.C. Bar # 448720
George Paul, D.C. Bar # 440957
White & Case LLP
701 Thirteenth Street, NW
Washington, DC 20005

CERTIFICATE OF SERVICE

I hereby certify that on October 1, 2012, I electronically filed this Unopposed Motion to Modify Final Judgment with the Clerk of the Court using the CM/ECF system, which will send a notice of electronic filing to the following counsel:

Noah Brumfield
White & Case LLP
701 Thirteenth Street, NW
Washington, DC 20005

Jaime M. Crowe
White & Case LLP
701 Thirteenth Street, NW
Washington, DC 20005

James A. Fishkin
Dechert LLP
1775 I Street, NW
Washington, DC 20006

George Lovell Paul
White & Case LLP
701 Thirteenth Street, NW
Washington, DC 20005

Marmichael O'Halloran Skubel
Kirkland & Ellis LLP
655 15th Street, NW
Suite 1200
Washington, DC 20005

/s/ Adam Gitlin
Adam Gitlin