UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA, *Plaintiff*, v. CONNORS BROS. INCOME FUND, and BUMBLE BEE SEAFOODS, LLC, *Defendants*.	CASE NUMBER 1:04CV01494 (JDB)

MEMORANDUM OF POINTS AND AUTHORITIES
IN SUPPORT OF MOTION FOR ENTRY OF FINAL JUDGMENT

Plaintiff files this memorandum in support of its motion for entry of the proposed Final Judgment, filed by the parties on December 15, 2004. The Court should enter this Judgment because it serves the public interest.

The parties have complied with all provisions of the Antitrust Procedures and Penalties Act (the "Tunney Act"), 15 U.S.C. § 16 (b) - (h) as follows:

(1) The Complaint, Hold Separate Stipulation and Order, and proposed Final Judgment were filed on August 31, 2004;

(2) The Competitive Impact Statement ("CIS"), which recites the nature and purpose of this proceeding, describes the practices and events giving rise to the violations of the antitrust laws alleged in the Complaint, and explains the proposed Final Judgment, was filed on October 19, 2004;

(4) A summary of the terms of the proposed Final Judgment and CIS was published in the Washington Post, a newspaper of general circulation in the District of Columbia, for seven days during the period November 6, 2004 through November 12, 2004;

(5) The Complaint, proposed Final Judgment, and CIS were published in the *Federal*

Register on November 9, 2004, 69 FR 64969 (2004);

(6) On or about November 15, 2004, the Defendants advised the United States of their intention to transfer the Divestiture Assets to Ocean Beauty Seafoods, Inc. ("Ocean Beauty"), in conjunction with a supply agreement of unlimited duration;

(7) On December 15, 2004, the United States filed an amended proposed Final Judgment with the Court, which includes a new Section IV. K to resolve the United States' concerns that Ocean Beauty might not establish an independent supply of fish for its sardine snacks if it had a supply agreement of unlimited duration with the Defendants;

(8) The sixty day comment period specified in 15 U.S.C. § 16(b) commenced on November 9, 2004 and terminated on January 10, 2005;

(9) The United States received one comment from a member of the public, Citizens for Voluntary Trade;

(10) Defendants filed statements pursuant to 15 U.S.C. § 16(g) on January 27, 2005;

(11) The Response of the United States to Public Comments on the proposed Final Judgment was filed on February 22, 2005;

(12) The Public Comments on the proposed Final Judgment were filed on February 25, 2005;[1]

(13) The Public Comments on the proposed Final Judgment and the Response of the United States to Public Comments on the proposed Final Judgment were published in the *Federal Register* on March 29, 2005, 70 FR 15886 (2005);[2]

The Court may enter the proposed Final Judgment after it determines that such Judgment serves the public interest. 15 U.S.C. § 16(e). Plaintiff's CIS and Response of the United States to Public Comments on the proposed Final Judgment demonstrate that the Final Judgment satisfies the Tunney Act's public interest standard (discussed at pages 11-14 of the CIS and at pages 6-10 of the Response of the United States to Public Comments on the proposed Final Judgment).

---

[1]The Response of the United States to Public Comments on the proposed Final Judgment and Public Comments were not filed on the same day due to a technical error.

[2]The Department also posted the Complaint, proposed Final Judgment, the CIS, and the Response of the United States to Public Comments on the proposed Final Judgment on its website, http://www.usdoj.gov/atr/cases/connor.htm.

Dated this 15th day of April, 2005.

Respectfully submitted,

"/s/"

Michelle Livingston
Antitrust Division
U.S. Department of Justice
325 Seventh Street, N.W., Suite 500
Washington, D.C. 20530
(202) 353-7328
(202) 307-2784 (fax)

CERTIFICATE OF SERVICE

I hereby certify that I am an attorney for the United States in this action, and have caused copies of the foregoing MOTION BY THE UNITED STATES FOR ENTRY OF FINAL JUDGMENT, together with the accompanying supporting memorandum of points and authorities and final judgment to be served by first-class mail, postage prepaid, or by more expeditious means on:

David T. Beddow, Esq.
O'Melveny & Myers LLP
1625 Eye Street, NW
Washington, D.C. 20006
(202) 383-5362
(202) 383-5414 (fax)
Counsel for Defendants Connors Bros. Income Fund and Bumble Bee Seafoods, LLC

Dated this 15th day of April, 2005.

"/s/"

Michelle Livingston
Attorney, Antitrust Division
U.S. Department of Justice
325 7th Street, NW, Suite 500
Washington, D.C. 20530
(202) 353-7328
(202) 307-2784 (fax)