

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

UNITED STATES of AMERICA,
U.S. Department of Justice
Antitrust Division
325 7th Avenue, NW
Suite 500
Washington, DC 20530,

Plaintiff,

v.

CONNORS BROS. INCOME FUND,
669 Main Street
Blacks Harbour, New Brunswick, Canada
E5h 1K1,

and

BUMBLE BEE SEAFOODS, LLC,
9655 Granite Ridge Drive
San Diego, CA 92123-2674,

Defendants.

Case No. 1:04CV01494

Judge: JDB

Deck Type: Antitrust

STIPULATION

Plaintiff United States of America ("United States"), and Defendants Connors Bros. Income Fund and Bumble Bee Seafoods, LLC, stipulate that the Final Judgment filed with the Court on August 31, 2004 is hereby amended by the addition of a new subsection IV.K providing that:

In connection with the divestiture of the Divestiture Assets pursuant to Sections IV or V of this Final Judgment, the Defendants may offer the Acquirer short-term, transitional

supply and services agreements, not to exceed six months in length, for the supply of canned sardines and the provision of services required to transfer the Port Clyde, Commander, Bulldog, Neptune, Admiral and Possum brand sardine business to the Acquirer. The terms and conditions of any such agreements must be acceptable to the United States in its sole discretion. Upon the expiration or termination of such agreements, the Defendants shall not enter into or have any supply or service agreements with the Acquirer relating to the sale of sardines for a period of three years thereafter.

As amended by the addition of this provision, the proposed Final Judgment will be the document attached to this Stipulation.

Respectfully submitted,

“/s/”

Robert L. McGeorge
D.C. Bar # 91900

U.S. Department of Justice
Antitrust Division
Transportation, Energy and
Agriculture Section
325 7th Street, NW; Suite 500
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Attorney for the Plaintiff,
United States

“/s/”

Richard G. Parker
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O’Melveny & Meyers
1625 Eye Street, N.W.
Washington, DC 20006

Attorney for Defendants,
Connors Bros. Income Fund
Bumble Bee Seafoods, LLC

Dated: December 13, 2004

CERTIFICATE OF SERVICE

I hereby certify that on December 15, 2004, I have caused a copy of the foregoing
Stipulation to be served on counsel for defendants by electronic mail and first class mail, postage
prepaid:

Counsel for Defendants Connors Bros. Income Fund
and Bumble Bee Seafoods, LLC:

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“/s/”

Michelle Livingston
Member of the D.C. Bar, #461268

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