UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

UNITED STATES OF AMERICA, Plaintiff, v. EARTHGRAINS BAKING COMPANIES, INC. Defendant.	))))))))))	Civil No: 00C 1687 Judge Bucklo Filed: September 10, 2002

SETTLEMENT AGREEMENT AND ORDER

The United States of America, having filed its Motion of the United States of America for an Order Directing Defendant, Earthgrains Baking Companies, Inc., to Show Cause Why It Should Not Be Held In Civil Contempt of Court ("Motion to Show Cause"), on September 10, 2002, and the defendant, Earthgrains Baking Companies, Inc. ("Earthgrains"), having consented to the entry of this Settlement Agreement and Order without trial or adjudication of any issue of fact or law herein and without this Settlement Agreement and Order constituting any evidence against or an admission by any party with respect to any allegation contained in the Motion to Show Cause:

NOW, THEREFORE, before the taking of any testimony and without trial or adjudication of any issue of fact or law herein, and upon the consent of the parties hereto, it is hereby

ORDERED, ADJUDGED, AND DECREED as follows:

I.

This Court has jurisdiction of the subject matter herein and of each of the parties consenting hereto. The Motion to Show Cause states a claim upon which relief may be granted against the defendant under 18 U.S.C. § 401(3)(1988), L.R. 37.1 and under Sections VIII, XI, and XII of the Final Judgment.

II.

Judgment is hereby entered in favor of the plaintiff, The United States of America, and against the defendant, Earthgrains, and defendant shall pay to the United States, a civil penalty in the amount of one hundred thousand United States dollars ($100,000). Payment shall be made in the following manner:

A. The defendant shall make a payment of $100,000 within thirty (30) days of the date of entry of this Settlement Agreement and Order;

B. The payment specified above shall be made by wire transfer or cashier's check. If the payment is made by wire transfer, the payment shall be made to the United States Treasury through the Treasury Financial Communications System. Before making payment by wire transfer contact Janie Ingalls, of the Antitrust Division's Antitrust Documents Group at (202) 514-2481. If the payment is made by cashier's check, the check should be made payable to the Treasurer of the United States and delivered to:

Janie Ingalls
United States Department of Justice
Antitrust Division, Antitrust Documents Group
Liberty Place
325 7th Street, N.W.
Suite 215
Washington, D.C. 20530.

C. In the event of a default in payment, interest at the rate of eighteen (18) percent per annum shall accrue thereon from the date of default to the date of payment.

III.

This Settlement Agreement and Order shall not be construed to preclude the United States from bringing an action against the defendants for any violation(s) of the Final Judgment or the Hold Separate Stipulation and Order in United States v. Earthgrains, *et al*, No. 00C 1687, other than those allegations that are the subject of the Motion to Show Cause.

IV.

Each party shall bear its own costs of the action.

Dated: _____

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United States District Judge