

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

UNITED STATES OF AMERICA,

Plaintiff,

v.

THE EARTHGRAINS COMPANY,
SPECIALTY FOODS CORPORATION, and
METZ HOLDINGS, INC.,

Defendants.

Civil No: 00 C 1687

Filed: March 20, 2000

Judge Bucklo
Magistrate Judge Nolan

JOINT MOTION FOR ENTRY OF HOLD SEPARATE STIPULATION AND ORDER

The United States, The Earthgrains Company, Specialty Foods Corporation, and Metz Holdings, Inc. jointly move the Court for entry of the Hold Separate Stipulation and Order (“Order”) filed today in this civil antitrust merger case. The parties urge the Court to promptly enter the Order on the following grounds:

1. The United States filed a complaint today that challenges Earthgrains’s proposed acquisition of Metz. At the same time, the parties have filed a proposed Final Judgment that would settle the allegations of the government’s complaint by requiring defendants to divest certain assets in the markets in which there would be a significant competitive overlap.

2. The Hold Separate Stipulation and Order, which the parties have now moved the Court to enter, would keep certain assets separate, competitive and economically viable pending entry of the Final Judgment and completion of the ordered divestitures.

3. The Hold Separate Stipulation and Order will facilitate and expedite the ordered divestitures, and hence, it is essential to ensure prompt, effective relief.

Dated: March 17, 2000.

FOR PLAINTIFF
UNITED STATES OF AMERICA

/s/

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Respectfully submitted,

FOR DEFENDANT
THE EARTHGRAINS COMPANY

/s/

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FOR DEFENDANTS
SPECIALTY FOODS INC. and
METZ HOLDINGS, INC.

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