

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
HARRISONBURG DIVISION

UNITED STATES OF AMERICA,)	
)	
<i>Plaintiff,</i>)	Civil Action No. 5:11-cv-00043
)	
v.)	
)	
GEORGE'S FOODS, LLC,)	
)	Judge: Glen E. Conrad
GEORGE'S FAMILY FARMS, LLC,)	Chief U.S. District Judge
)	
and)	
)	
GEORGE'S, INC.,)	
)	
<i>Defendants.</i>)	

STIPULATION AND ORDER

It is stipulated and agreed by and between the undersigned parties by their respective attorneys, that:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto.
2. The parties stipulate that the Court may file and enter a Final Judgment in the form attached hereto as Exhibit A, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act ("APPA"), 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on Defendants and by filing that notice with the Court. The Defendants agree to arrange, at their expense, publication as quickly as possible of the

newspaper notice required by the APPA. The publication shall be arranged no later than five (5) calendar days after the Defendants' receipt from the United States of the text of the notice and the identity of the newspaper within which the publication shall be made. Defendants shall promptly send to the United States (1) confirmation that publication of the newspaper notice has been arranged, and (2) the certification of the publication prepared by the newspaper within which notice was published.

3. In the event: (1) the United States withdraws its consent or (2) the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

4. From the date of the signing of this Stipulation by the parties, Defendants shall abide by and comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an order of the Court, pending the Judgment's entry by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment.

5. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court.

6. The Defendants represent that the actions the Defendants are required to perform pursuant to the proposed Final Judgment can and will be performed, and the

Defendants will later raise no claim of mistake, hardship or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained herein.

Dated: June 23, 2011

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA

FOR DEFENDANTS
GEORGE'S FOODS, LLC
GEORGE'S FAMILY FARMS, LLC
GEORGE'S, INC.

_____/s/_____
JILL A. PTACEK
WILLIAM H. STALLINGS
Antitrust Division
U.S. Department of Justice
450 Fifth Street, N.W., Suite 8000
Washington, DC 20530
Telephone: (202) 307-6607
Facsimile: (202) 307-2784
E-mail: jill.ptacek@usdoj.gov

_____/s/_____
JOHN D. HARKRIDER
MICHAEL L. KEELEY
RACHEL J. ADCOX
Axinn, Veltrop & Harkrider, Llp
114 West 47th Street
New York , NY 10036
Phone: (212)728-2210
Fax: 728-2201

ORDER

IT IS SO ORDERED by the Court, this ____ day of _____, 2011

Glen. E. Conrad
Chief United States District Judge

CERTIFICATE OF SERVICE

I certify that on June 23, 2011, I caused the Stipulation and Order to be electronically filed with the Clerk of the Court using the CM/ECF system, which will provide electronic notice to the following counsel.

William B. Poff
Woods Rogers PLC
P. O. Box 14125
Roanoke, VA 24038-4125
poff@woodsrogers.com

Gary V. Weeks
Bassett Law Firm
221 North College Avenue
P.O. Box 3618
Fayetteville, AK 72702

Michael L. Keeley
John D. Harkrider
Rachel J. Adcox
Russell M. Steinthal
Axinn, Veltrop & Harkrider LLP
114 West 47th Street
New York, NY 10036
jdh@avhlaw.com
mlk@avhlaw.com
rja@avhlaw.com
rms@avhlaw.com

Respectfully Submitted,

/s/
Jill A. Ptacek
Attorney
United States Department of Justice