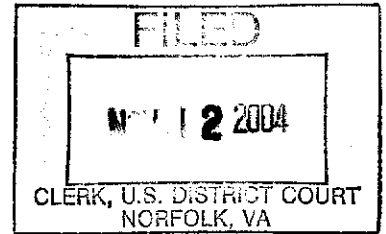


IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
NORFOLK DIVISION



_____ )	)	)
UNITED STATES OF AMERICA, )	)	)
)	)	)
<i>Plaintiff,</i> )	)	)
)	)	)
v. )	)	Civil Action No.: 2:04cv526
)	)	Judge Robert G. Doumar
)	)	)
SMITHFIELD FOODS, INC., )	)	)
)	)	)
<i>Defendant.</i> )	)	)
_____ )	)	)

**FINAL JUDGMENT**

Plaintiff, the United States of America, having commenced this action by filing its Complaint herein for violation of Section 7A of the Clayton Act, 15 U.S.C. § 18a, commonly known as the Hart-Scott-Rodino Antitrust Improvements Act of 1976, and Plaintiff and Defendant, Smithfield Foods, Inc. ("Smithfield"), by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein, and without this Final Judgment constituting any evidence against or an admission by the Defendant with respect to any such issue:

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:

I.

The Court has jurisdiction of the subject matter of this action and of the Plaintiff and the Defendant. The Complaint states a claim upon which relief can be granted against the Defendant under Section 7A of the Clayton Act, 15 U.S.C. § 18a.

II.

Judgment is hereby entered in this matter in favor of Plaintiff United States of America and against Defendant, and pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), the Debt Collection Improvement Act of 1996, Pub. L. 104-134, § 31001(s) (amending the Federal Civil Penalties Inflation Adjustment Act of 1990, 28 U.S.C. § 2461), and Federal Trade Commission Rule 1.98, 16 C.F.R. § 1.98, 61 Fed. Reg. 54549 (Oct. 21, 1996), Defendant Smithfield is ordered to pay a civil penalty in the amount of two million dollars (\$2,000,000). Payment shall be made by wire transfer or cashier's check. If the payment is made by wire transfer, Defendant shall contact Janie Ingalls of the Antitrust Division's Antitrust Documents Group at (202) 514-2481 for instructions before making the transfer. If the payment is made by cashier's check, the check shall be made payable to the United States Department of Justice and delivered to:

Janie Ingalls  
United States Department of Justice  
Antitrust Division, Antitrust Documents Group  
325 7th Street, NW  
Suite 215 North  
Washington, D.C. 20530.

Defendant shall pay the full amount of the civil penalties within thirty (30) days of entry of this Final Judgment. 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.

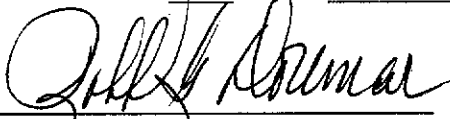
III.

Each party shall bear its own costs of this action.

IV.

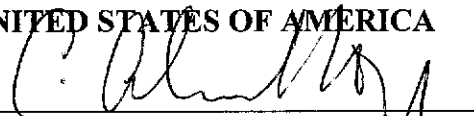
Entry of this Final Judgment is in the public interest.

SO ORDERED this 12 day of November, 2004

By:   
Robert G. Doumar  
UNITED STATES DISTRICT JUDGE


WE ASK FOR THIS:

**FOR PLAINTIFF  
UNITED STATES OF AMERICA**

  
C. Alexander Hewes (VSB No. 04922)  
Trial Attorney, U.S. Department of Justice  
Antitrust Division  
325 Seventh Street, NW, Suite 500  
Washington, DC 20530  
Telephone: (202) 305-8519  
Facsimile: (202) 616-2441

J. Richard Doidge  
Jesscia K. Delbaum  
David A. Blotner  
Caroline E. Laise  
Trial Attorneys  
United States Department of Justice  
325 Seventh Street, N.W., Suite 500  
Washington, DC 20530  
Telephone: (202) 514-2000

**FOR DEFENDANT  
SMITHFIELD FOODS, INC.**

  
Thomas G. Slater, Jr. (VSB No. 05915)  
HUNTON & WILLIAMS LLP  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219-4074  
Telephone: (804) 788-8475  
Facsimile: (804) 788-8218

Gregory N. Stillman (VSB No. 14308)  
HUNTON & WILLIAMS LLP  
500 East Main Street, Suite 1000  
Norfolk, Virginia 23510  
Telephone: (757) 640-5300

Keven J. Arquit  
SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, New York 10017-3954  
Telephone: (212) 455-2000