

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

UNITED STATES OF AMERICA,
United States Department of Justice
Antitrust Division
450 Fifth Street, NW, Suite 8000
Washington, DC 20530

Plaintiff,

v.

SMITHFIELD FOODS, INC.,
200 Commerce Street
Smithfield, Virginia 23430

and

PREMIUM STANDARD FARMS, LLC,
Highway 65 N
c/o P.O. Box 194
Princeton, Missouri 64673

Defendants.

Civil Action No.

Filed:

STIPULATION

It is stipulated by and between plaintiff United States of America and defendants Smithfield Foods, Inc. and Premium Standard Farms, LLC, through their respective attorneys, that:

1. The parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, without further notice to any party or other proceedings, if plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on the defendants, and filing that notice with the Court;
2. For the specific and limited purpose of this Final Judgment, defendants waive any objection to venue or jurisdiction and authorize attorney Kevin J. Arquit of Simpson Thacher & Bartlett LLP to accept service of all process in this matter on their behalf;
3. By stipulating to this Final Judgment, the parties agree that defendants are not waiving

their ability to raise any and all challenges to venue and jurisdiction in the District of Columbia in any future litigation. Except for an action to enforce the Stipulation and Final Judgment, the parties agree that plaintiff will not use the Stipulation and Final Judgment in this matter as a basis to establish personal jurisdiction over defendants in any future action or proceeding of any type in the District of Columbia;

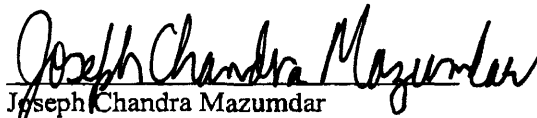
4. In the event plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding; and

5. The entry of Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of plaintiff for civil penalties pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), against the defendants and their officers, directors, employees or trustees, for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. § 18a, in connection with Smithfield Foods, Inc.'s acquisition of Premium Standard Farms, Inc.

Dated this 21 day of January 2010.

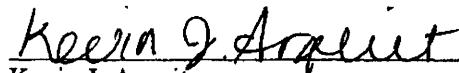
Respectfully submitted,

FOR PLAINTIFF UNITED STATES OF
AMERICA



Joseph Chandra Mazumdar
Trial Attorney, Transportation, Energy, &
Agriculture Section
Antitrust Division
U.S. Department of Justice
450 Fifth Street, NW, Suite 8000
Washington, DC 20530

FOR DEFENDANTS SMITHFIELD
FOODS, INC. AND PREMIUM
STANDARD FARMS, LLC



Kevin J. Arquit
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954