

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

Civil Action No. _____

UNITED STATES OF AMERICA and THE STATE OF COLORADO,

Plaintiffs,

v.

VAIL RESORTS, INC., RALSTON RESORTS, INC., and RALSTON FOODS, INC.,

Defendants.

STIPULATION AND ORDER

It is stipulated by and between the undersigned parties, by their respective attorneys, as follows:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the District of Colorado;
2. The parties stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, 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 (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that plaintiff the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with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;

3. Defendants Vail and Ralston (as defined in paragraphs II (A) & (B) of the proposed Final Judgment attached hereto) shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment, and shall, from the date of the filing of this Stipulation, 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; provided, however, that Ralston shall not be obligated to comply with Section IV (A) of the proposed Final Judgment unless and until the closing of any transaction in which Vail directly or indirectly acquires all or any part of the assets or capital stock of Ralston; and provided, further, that Ralston shall be relieved of its obligation to comply with Sections IX (A) through (K) of the proposed Final Judgment in the event that the Stock Purchase Agreement among Vail Resorts, Inc., Ralston Foods, Inc. and Ralston Resorts, Inc. dated July 22, 1996 (the "Stock Purchase Agreement"), is terminated without consummation of the transaction contemplated therein or any variant of it; and provided, further, that Ralston Foods, Inc. shall be relieved of its obligation to comply with Sections IV (A) through (G) and IX (A) through (K) of the proposed Final Judgment upon consummation of the transaction contemplated by the Stock Purchase Agreement.

4. Defendants shall not consummate their transaction before the Court has signed this Stipulation and Order;

5. Vail shall prepare and deliver affidavits in the forms required by the provisions of paragraphs A and B of Section VII of the proposed Final Judgment commencing no later than January 23, 1997 and every thirty days thereafter pending entry of the Final Judgment;

6. In the event plaintiff United States withdraws its consent, as provided in paragraph 2 above, 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;

7. The defendants represent that the divestiture ordered in the proposed Final Judgment can and will be made, and that the defendants will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

8. All parties agree that this agreement can be signed in multiple counterparts.

Dated: January __, 1997

FOR THE UNITED STATES:

Craig W. Conrath
Chief
Reid B. Horwitz
Assistant Chief
John W. Van Lonkhuizen
Anne M. Purcell*
James K. Foster
Barry L. Creech
John M. Lynch
Susan Wittenberg
Trial Attorneys
U. S. Department of Justice
Antitrust Division
Merger Task Force
1401 H Street, NW, Suite 4000
Washington, DC 20530
(202) 307-0001

FOR THE STATE OF COLORADO:

Gale A. Norton
Attorney General

Stephen K. ErkenBrack
Chief Deputy Attorney General

Richard A. Westfall
Solicitor General

Garth C. Lucero
Deputy Attorney General

Jan Michael Zavislan, 11636*
First Assistant Attorney General

Maria E. Berkenkotter, 16781*
Assistant Attorney General
Civil Litigation Section
Antitrust Unit

1525 Sherman Street, 5th Floor
Denver, Colorado 80203
D.C. Box No. 20
(303) 866-3613

*Counsel of Record

FOR DEFENDANT VAIL RESORTS, INC.:

Dated: January __, 1997

Bruce F. Black*
Holme, Roberts & Owen, LLP
1700 Lincoln, Suite 4100
Denver, CO 80203
(303) 861-7000

Robert S. Schlossberg
Peter E. Halle
Jonathan M. Rich
Robert B. Wiggins
Harry T. Robins
Anthony E. Bell
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036
(202) 467-7000

Attorneys for Vail Resorts, Inc.

*Counsel of Record

FOR DEFENDANTS RALSTON RESORTS, INC. AND RALSTON FOODS, INC.:

Dated: January __, 1997

Paul C. Daw*

Sherman & Howard, LLC
633 17th Street, Suite 3000
Denver, CO 80202
(303) 299-8124

E. Perry Johnson
Rebecca A. Nelson
Bryan Cave LLP
One Metropolitan Square
211 No. Broadway
Suite 3600
St. Louis, MO 63102
(314) 259-2000

J. Michael Cooper
Daniel C. Schwartz
Bryan Cave, LLP
700 13th Street, NW
Washington, DC 20005
(202) 508-6000

Attorneys for Ralston Resorts, Inc. and Ralston Foods, Inc.

*Counsel of Record

SO ORDERED:

Dated: January __, 1997

United States District Judge