

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

United States of America)	
)	
Plaintiff,)	
)	CIVIL CASE NO.: 02-1768
v.)	
)	
Archer-Daniels-Midland Company,)	
and)	
Minnesota Corn Processors, LLC,)	
)	
Defendants.)	

FINAL JUDGMENT

WHEREAS, plaintiff, United States of America, having filed its Complaint herein, plaintiff and defendants, Archer-Daniels-Midland Company (“ADM”) and Minnesota Corn Processors, LLC (“MCP”), by their respective attorneys, have consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law, and without this Final Judgment constituting any evidence against or admission by any party regarding any issue of fact or law;

AND WHEREAS, the defendants agree to be bound by the provisions of this Final Judgment pending its approval by the Court;

AND WHEREAS, prompt and certain dissolution of CornProductsMCP Sweeteners LLC (“CPMCP”) is the essence of this agreement;

AND WHEREAS, the United States requires defendants to effect the dissolution of CPMCP for the purpose of remedying the loss of competition alleged in the Complaint;

AND WHEREAS, defendants have represented to the United States that they will effect

the dissolution of CPMCP as provided in this Final Judgment and that defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the provisions on dissolution contained below;

NOW THEREFORE, before any testimony is taken, without trial or adjudication of any issue of fact or law, and upon consent of the parties, it is ORDERED, ADJUDGED AND DECREED:

I.

Jurisdiction

This Court has jurisdiction over the subject matter of and each of the parties to this action. The Complaint states a claim upon which relief may be granted against defendants under Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

II.

Definitions

As used in this Final Judgment:

A. “ADM” means defendant Archer-Daniels-Midland Company, a corporation organized and existing under the laws of the state of Delaware, with its principal offices in Decatur, Illinois, its successors and assigns, and its parents, subsidiaries, divisions, groups, and their officers, managers, agents, and employees.

B. “CPI” means Corn Products International, Inc., a corporation organized and existing under the laws of the state of Delaware, with its principal offices in Bedford Park, Illinois, its successors and assigns, and its parents, subsidiaries, divisions, groups, and their officers, managers, agents, and employees.

C. “CPMCP” means CornProductsMCP Sweeteners LLC, a joint venture between CPI and MCP, which serves as the exclusive sales and distribution outlet in the United States, Canada, and Mexico for CPI and MCP in designated product categories, including corn syrup and high fructose corn syrup.

D. “MCP” means defendant Minnesota Corn Processors, LLC, a limited liability company organized and existing under the laws of the state of Colorado, with its principal offices in Marshall, Minnesota, its successors and assigns, and its parents, subsidiaries, divisions, groups, and their officers, managers, agents, and employees.

E. “Transaction” means ADM’s proposed acquisition of MCP.

III.

Applicability

This Final Judgment applies to ADM and MCP, as defined above, and all other persons in active concert or participation with any of them who receive actual notice of this Final Judgment by personal service or otherwise.

IV.

Dissolution of CPMCP

A. The defendants are hereby ordered and directed to effect the dissolution of CPMCP on or prior to December 31, 2002. Defendants are further ordered and directed to provide to the General Counsel of CPI in its Westchester, Illinois offices written notice of their election to dissolve CPMCP prior to or simultaneously with the closing of the Transaction.

B. On the same day that the defendants provide written notice to CPI’s General Counsel, as required pursuant to Section IV(A) of this Final Judgment, the defendants shall in

writing relieve CPI, effective immediately, of any and all obligations to defendants or CPMCP to the full extent necessary to permit CPI to conduct independent operations in competition with defendants and CPMCP.

V.

Participation by the Defendants in the Operation of CPMCP Prior to the Effective Date of Dissolution

From the date the defendants provide CPI's General Counsel written notice of their election to dissolve CPMCP until the effective date of the dissolution of CPMCP, defendants shall refrain from selling, marketing, or pricing any products in cooperation or coordination with CPMCP or CPI and shall compete independently of CPMCP and CPI. Nothing in this Final Judgment affects or alters any obligations of defendants to facilitate or ensure that CPMCP completes the performance of any existing contracts or commitments to its customers.

VI.

Affidavits

Twenty (20) calendar days from the date of the filing of this Final Judgment, and every thirty (30) calendar days thereafter until the final accounting after dissolution of CPMCP has been completed under this Final Judgment, the defendants shall deliver to the United States an affidavit as to the fact and manner of compliance with Sections IV and V of this Final Judgment. Assuming that the information set forth in the affidavit is true and complete, any objection by the United States to the information provided by the defendants, including limitations on the information, shall be made within fourteen (14) calendar days of receipt of such affidavit. Until one year after the defendants have completed the final accounting, the defendants shall maintain full records of the dissolution of CPMCP.

VII.

Compliance Inspection

A. For the purposes of determining or securing compliance with this Final Judgment, or of determining whether the Final Judgment should be modified or vacated, and subject to any legally recognized privilege, from time to time duly authorized representatives of the United States Department of Justice, including consultants and other persons retained by the United States, shall, upon written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendants, be permitted:

- (1) access during defendants' office hours to inspect and copy, or at plaintiff's option, to require defendants to provide copies of, all books, ledgers, accounts, records and documents in the possession, custody, or control of defendants, relating to any matters contained in this Final Judgment; and
- (2) to interview, either informally or on the record, defendants' officers, employees, or agents, who may have their individual counsel present, regarding such matters. The interviews shall be subject to the reasonable convenience of the interviewee and without restraint or interference by defendants.

B. Upon the written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, defendants shall submit written reports, under oath if requested, relating to any of the matters contained in this Final Judgment as may be requested.

C. No information or documents obtained by the means provided in this section shall be divulged by the United States to any person other than an authorized representative of the executive branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by defendants to the United States, defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and defendants mark each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then the United States shall give defendants ten (10) calendar days notice prior to divulging such material in any legal proceeding (other than a grand jury proceeding).

VIII.

Retention of Jurisdiction

This Court retains jurisdiction to enable any party to this Final Judgment to apply to this Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify any of its provisions, to enforce compliance, and to punish violations of its provisions.

IX.

Public Interest Determination

Entry of this Final Judgment is in the public interest.

X.

Expiration of Final Judgment

Unless this Court grants an extension, this Final Judgment shall expire ten years from the date of its entry.

Date: _____

United States District Court Judge