

RECEIVED
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U.S. DISTRICT COURT
D. MASSACHUSETTS

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

UNITED STATES OF AMERICA)
)
 v.) CIVIL ACTION NO. 7866
)
 H. P. HOOD & SONS, INC., et al.)

ORDER MODIFYING JUDGMENT

A Final Judgment was entered in this action on December 31, 1952, which inter alia enjoined H. P. Hood & Sons, Inc. now H. P. Hood Inc. (Hood) from acquiring certain properties of the Whiting Milk Company.

Jurisdiction in these proceedings has been retained by this Court "for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such orders and directions as may be necessary or appropriate for the construction, modification . . . of this Final Judgment," and for other causes not herein pertinent.

Hood and Whiting Milk Company, Inc. (Whiting), the purchaser in July 1966 of substantially all of the assets of the business of defendant Whiting Milk Company, appearing through their respective counsel now move that this Court modify the Final Judgment to permit Hood to purchase, lease or otherwise acquire a portion or all of the physical assets employed by Whiting in the course of its operations which are owned or were leased by Whiting.

Whiting has represented to this Court that as of February 17, 1973 it terminated its business because of continuing severe economic losses. It now seeks to make an orderly disposition of its assets and to settle its liabilities, and to minimize its losses to the greatest extent

possible. In order to accomplish this result consideration should be given to all prospective purchasers including Hood. Included among the properties sought to be disposed of are certain chattels which are owned by Whiting's parent company Dairylea Cooperative, Inc. (Dairylea), a New York agricultural cooperative corporation, and which were under lease to Whiting. Portions of these chattels on termination of Whiting's operations have no intended or residual use by Dairylea. The properties in question are non-unique with respect to milk handling and processing but because of their proximity and availability may be of interest to Hood.

Hood has represented to the Court that it is interested in the aforementioned properties and but for the restraining order now outstanding in the Final Judgment would seek to purchase or acquire a portion or all of said properties.

Therefore it appearing to the Court that, were Hood a prospective purchaser, Whiting and Dairylea would be afforded an opportunity to obtain the most financially advantageous disposition of the subject assets that they can reasonably expect.

And it further appearing to the Court that the circumstances underlying the Final Judgment have changed and no longer require continuance of Section VI(B) of that Judgment in full force and effect, and all parties or their successors having indicated their consent to the entry of this ORDER, it is

ORDERED, ADJUDGED AND DECREED as follows:

The Final Judgment entered in this action on December 31, 1972 is modified to permit Hood to purchase, lease or otherwise acquire a portion or all of the physical assets (including both real and personal property) owned or leased by Whiting in the course of its former operations.

Dated: April 23 1972 [Signature]
United States District Judge for
the District of Massachusetts

We consent to the making and entry of the foregoing

ORDER:

For the Plaintiff,
UNITED STATES OF AMERICA

Matthew Jaffe

Attorneys, Department of Justice

I hereby attest and certify on
4/27/73, that the
foregoing document is a full,
true and correct copy of the
original on file in my office,
and in my legal custody.

GEORGE F. McGRATH
CLERK, U.S. DISTRICT COURT
DISTRICT OF MASSACHUSETTS

BY: [Signature] Deputy

For the Defendant,
H. P. HOOD INC.

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