

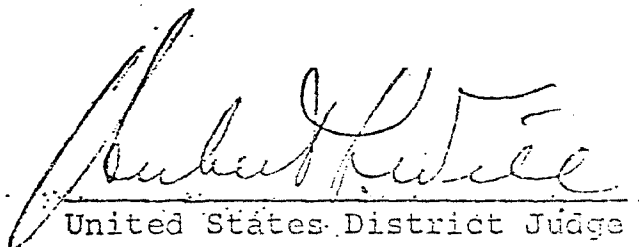
That Paragraph V of the Court's Final Judgment of September 26, 1972, be amended to read as follows:

V. Notwithstanding the foregoing provisions, nothing in this Final Judgment shall prevent defendant 1) from creating or eliminating areas or territories of prime responsibility of member firms so long as such designation or elimination is not directly or indirectly used to achieve or maintain territorial exclusivity in any member firm; 2) from designating the location of the place or places of business for which a trademark license is issued, provided that defendant shall not refuse to grant a trademark license to any member or withdraw a license from any member, except any withdrawal incidental to the bona fide termination of any member firm's membership in Topco, if such action would achieve or maintain territorial exclusivity in any member firm; 3) from determining warehouse locations to which it will ship products, provided that such determination shall be based solely on sound business considerations and will not achieve effects prohibited by paragraph IV hereof; 4) from terminating the membership of any organization which does not adequately promote the sale of Topco brand products, provided that any such termination shall be based solely on the member's failure of performance and not be for the purpose of achieving territorial exclusivity in another member; 5) from formulating and implementing pass-overs or other procedures or arrangements for reasonable compensation for good will developed for defendants' trademarks in a geographic area in which another member firm begins to sell defendant's trademarked products, provided that any such procedures or arrangements shall be limited in amount and duration as is inappropriate to the facts and circumstances of the particular situation and, provided further, that no such procedure or arrangement shall be used to achieve or maintain territorial exclusivity for any member firm; 6) or from engaging in any activity rendered lawful by subsequent legislation enacted by the Congress of the United States

IT IS FURTHER ORDERED AND ADJUDGED,

That the Final Judgment entered by this Court on
September 26, 1972, remain as entered except as amended
herein.

Dated at Chicago, Illinois, this 31st day of January, 1973.


United States District Judge