

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

UNITED STATES OF AMERICA,

COMMONWEALTH OF
MASSACHUSETTS,

and

STATE OF WISCONSIN,

Plaintiffs,

v.

DAIRY FARMERS OF AMERICA, INC.

and

DEAN FOODS COMPANY,

Defendants.

UNITED STATES' EXPLANATION OF CONSENT DECREE PROCEDURES

The United States submits this short memorandum summarizing the procedures regarding the Court's entry of the proposed Final Judgment. This Judgment would settle this case pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h) (the "APPA"), which applies to civil antitrust cases brought and settled by the United States.

1. Today, the United States, the State of Wisconsin, and the Commonwealth of Massachusetts ("Plaintiff States") have filed a Complaint and, attached to this Explanation of Consent Decree Procedures, a proposed Final Judgment and an Asset Preservation and Hold Separate Stipulation and Order between the parties by which they have agreed that the Court

may enter the proposed Final Judgment after the United States has complied with the APPA. The United States will also file a Competitive Impact Statement relating to the proposed Final Judgment.

2. The Asset Preservation and Hold Separate Stipulation and Order is a document that has been agreed to by both the United States and the Defendants. The United States and the Defendants ask that the Court sign this Order, which ensures that the Defendants preserve competition by complying with the provisions of the proposed Final Judgment and by maintaining any assets to be divested during the pendency of the proceedings required by the Tunney Act. *See* 15 U.S.C. § 16(b)-(h).

3. The APPA requires that the United States publish the proposed Final Judgment and the Competitive Impact Statement in the *Federal Register* and cause to be published a summary of the terms of the proposed Final Judgment and the Competitive Impact Statement in certain newspapers at least sixty (60) days prior to entry of the proposed Final Judgment. Defendants in this matter have agreed to arrange and bear the costs for the newspaper notices. The notice will inform members of the public that they may submit comments about the proposed Final Judgment to the United States Department of Justice, Antitrust Division. *See* 15 U.S.C. § 16(b)-(c).

4. During the sixty-day period, the United States will consider, and at the close of that period respond to, any comments that it has received, and it will publish the comments and the United States' responses on the U.S. Department of Justice, Antitrust Division's internet website and, under certain circumstances, in the *Federal Register*.

CERTIFICATE OF SERVICE

I, Karl D. Knutsen, hereby certify that on May 1, 2020, I caused a copy of the Complaint, Explanation of Consent Decree Procedures, Asset Preservation and Hold Separate Stipulation and Order, and proposed Final Judgment to be served on Defendants Dairy Farmers of America, Inc. and Dean Foods Company by mailing the documents electronically to their duly authorized legal representatives as follows:

For Defendant Dairy Farmers of America, Inc.:

W. TODD MILLER
Baker & Miller PLLC
2401 Pennsylvania Ave., NW
Washington, DC 20037
Tel: (202) 663-7822
Fax: (202) 663-7849
tmiller@bakerandmiller.com

MICHAEL G. EGGE
Latham & Watkins LLP
555 Eleventh Street, NW,
Suite 1000
Washington, DC 20004
Tel: (202) 637-2285
Fax: (202) 637-2201
michael.egge@lw.com

GARRET RASMUSSEN
Orrick Herrington & Sutcliffe LLP
Columbia Center
1152 15th Street, NW
Washington, DC 20005
Tel: (202) 339-8481
Fax: (202) 339-8500
grasmussen@orrick.com

For Defendant Dean Foods Company:

ARTHUR J. BURKE
Davis Polk & Wardell LLP
450 Lexington Avenue
New York, NY 10017
Tel: (212) 450-4352
Fax: (212) 701-5800
arthur.burke@davispolk.com

/s/
KARL D. KNUTSEN
U.S. Department of Justice
Antitrust Division
Healthcare and Consumer Products Section
450 Fifth Street N.W., Suite 8700
Washington, D.C. 20530
Telephone: (202) 514-0976
Facsimile: (202) 307-5802
karl.knutsen@usdoj.gov