

**EXHIBIT A**

**LETTER AGREEMENT BETWEEN THE UNITED STATES, COMMONWEALTH OF  
KENTUCKY, AND DAIRY FARMERS OF AMERICA, INC.**



**U.S. Department of Justice**

Antitrust Division

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May 15, 2006

VIA HAND DELIVERY

W. Todd Miller, Esq.  
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2401 Pennsylvania Avenue, NW Suite 300  
Washington, DC 20005

Re: *United States of America, et al. v. Dairy Farmers of America, et al.*

Dear Todd:

This letter sets forth the agreement among the Department of Justice (“the Department”), the Commonwealth of Kentucky (“the Commonwealth”), and Dairy Farmers of America, Inc. (“DFA”) regarding the Stipulation and proposed Final Judgment in this matter. Except as discussed below, the Department and the Commonwealth agree not to file the Stipulation and proposed Final Judgment with the Court until the earlier of (1) 120 calendar days after DFA’s signing of the Stipulation or (2) the day after DFA gives notice to the United States and the Commonwealth pursuant to Section VI.A of the proposed Final Judgment that DFA has executed a divestiture agreement with a proposed Acquirer of the Divestiture Assets. During this period, however, the Department and the Commonwealth reserve the right to file the Stipulation and proposed Final Judgment with the Court under seal should they, in their sole discretion, determine after giving 15 days written notice of its reasons to DFA that DFA is not complying with the terms of the Stipulation and proposed Final Judgment. The Department will exercise its sole discretion under this letter agreement and the Final Judgment in good faith in light of the relevant facts, law, and public policy.

Beginning immediately with DFA’s signing of the Stipulation, DFA must comply with all obligations and prohibitions set forth in the Stipulation and proposed Final Judgment including keeping the Department and the Commonwealth informed as to DFA’s actions in seeking an Acquirer.

