White Pan Bread in any Relevant Territory; and the production, pricing and promotional plans specific to Continental's Chicago or Southern California Plants, or to Continental's marketing and sales of White Pan Bread in any Relevant Territory, will not be transferred or otherwise made available to persons having direct sales or marketing responsibility for Interstate's marketing and sales of White Pan Bread in any Relevant Territory, unless needed to comply with other provisions of this Order.

H. Except in the ordinary course of business, or as is otherwise consistent with the requirements of Sections III(A) and (B), defendants shall not transfer or terminate, or alter any current employment or salary agreements for, any executive-level management, sales, marketing, or engineering personnel of Interstate's Chicago, Southern California, or Central Illinois Plants or Continental's Chicago or Southern California Plants.

I. Defendants shall not in anyway inhibit the ability of any licensee or purchaser under the Final Judgment from hiring any person currently an employee of defendants' at any plant that may be divested pursuant to the Final Judgment.

J. Defendants shall take no action that would interfere with the ability of any trustee appointed pursuant to the Final Judgment to complete the divesture pursuant to the Final Judgment to a suitable purchaser or purchasers.

K. This Hold Separate Stipulation and Order shall remain in effect as to each Relevant Territory pending consummation of the divestitures contemplated by the proposed Final Judgment as to that Relevant Territory, or until further Order of the Court.

Respectfully submitted,

Dated:

For Plaintiff United States of America: Anne K. Bingaman, Assistant Attorney General. Arnold C. Celnicker Lawrence R. Fullerton Charles R. Schwidde **Charles Biggio** Anthony Harris Illinois Bar #01133713 Constance K. Robinson Evangelina Almirantearena Anthony V. Nanni Maurice Stucke Willie L. Hudgins Attorneys, U.S. Department of Justice Antitrust Division. James B. Burns. U.S. Attorney, N.D. Illinois. For Defendant Interstate Bakeries Corporation Terry M. Grimm For Defendant Continental Baking Company Jay W. Brown It is so ordered this 20th day of July, 1995.

Blanche M. Manning, United States District Court Judge.

Stipulation

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the Northern District of Illinois.

2. The parties consent that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act (15 U.S.C. 16 (b)–(h)), and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on the defendants and by filing that notice with the Court.

3. The parties shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment, and shall, from the date of the filing of this Stipulation, comply with all the terms and provisions thereof as though the same were in full force and effect as an order of the Court.

4. The parties shall abide by and comply with the provisions of the Hold Separate Stipulation and Order pending entry of the Hold Separate Stipulation and Order, and shall, from the date of the filing of this Stipulation, comply with all the terms and provisions thereof as though the same were in full force and effect as an order of the Court.

5. In the event plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

Dated:

Respectfully submitted.

For Plaintiff United States of America Anne K. Bingaman, Assistant Attorney General. Arnold C. Celnicker Lawrence R. Fullerton Charles R. Schwidde **Charles Biggio** Anthony Harris Illinois Bar #01133713 Constance K. Robinson Evangelina Almirantearena Anthony V. Nanni Maurice Stucke Willie L. Hudgins Attorneys, U.S. Department of Justice, Antitrust Division. James B. Burns, U.S. Attorney, N.D. Illinois. For Defendant Interstate Bakeries Corporation Terry M. Grimm For Defendant Continental Baking Company Jay W. Brown

So Ordered.

United States District Judge

Final Judgment

WHEREAS, plaintiff, United States of America, having filed its Complaint herein on July 20, 1995, and plaintiff and defendants, by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein, and without this Final Judgment constituting any evidence against or an admission by any party with respect to any issue of law or fact herein;

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

AND WHEREAS, prompt and certain divestiture of certain rights or assets and prompt implementation of the Hold Separate Stipulation And Order to assure that competition is not substantially lessened are the essence of this agreement;

AND WHEREAS, the parties intend to require defendants to make certain