divestitures for the purpose of establishing viable competitors in the sale of White Pan Bread;

AND WHEREAS, defendants have represented to plaintiff that the divestitures required below can and will be made and that defendants will later raise no claims of hardship or difficulty as ground for asking the Court to modify any of the divestiture provisions contained below:

NOW, THEREFORE, before the taking of any testimony, and without trial or adjudication of any issue of fact or law herein, and upon consent of the parties hereto, it is hereby ORDERED, ADJUDGED, AND DECREED as follows:

I. Jurisdiction

This Court has jurisdiction over each of the parties hereto and the subject matter of this action. The Complaint states a claim upon which relief may be granted against the defendants under section 7 of the Clayton Act, as amended (15 U.S.C. 18).

II. Definitions

As used in this Final Judgment: A. "Interstate" means defendant Interstate Bakeries Corporation, a Delaware corporation with its headquarters in Kansas City, Missouri, and includes its successors and assigns, and its subsidiaries, directors, officers, managers, agents, and employees.

B. "Continental" means defendant Continental Baking Company, a Delaware corporation with its headquarters in St. Louis, Missouri, and includes its successors and assigns, and its subsidiaries, directors, officers, managers, agents, and employees.

C. "Bread Assets" means:

(1) Either the Mrs. Karl's Label or the Wonder Label for all bread products except White Pan Bread in the Eastern Wisconsin Territory;

(2) Either the Butternut Label or the Wonder Label for all bread products except White Pan Bread in the Chicago

Territory:

(3) Either the Butternut Label or the Sunbeam Label or the Wonder Label for all bread products except White Pan Bread in the Central Illinois Territory;

(4) Either the Weber's Label or the Wonder Label for all bread products except White Pan Bread in the Southern

California Territory;

(5) Either the Interstate plant located in Chicago, Illinois or the Continental plant located in Hodgkins, Illinois;

- (6) Either the Interstate plant located in Glendale, California or the Continental plant located in Pomona, California:
- (7) Either the Interstate plant located in Decatur, Illinois or the Interstate plant located in Peoria, Illinois;

- (8) All land, buildings, fixtures, machinery and equipment related to the above plants;
- (9) All trucks and other vehicles, depots or warehouses, and thrift stores utilized by defendants in the distribution of bread products under the Relevant Labels in the Relevant Territories; and
- (10) All route books, customer lists, and other records used in the defendants' day-to-day distribution of bread products under the Relevant Labels in the Relevant Territories.
- D. "Label" means all legal rights associated with a brand's trademarks, trade names, copyrights, designs, and trade dress; the brand's trade secrets; the brand's production knowhow, including, but not limited to, recipes and formulas used to produce bread sold under the brand; and packaging, marketing and distribution know how and documentation, such as customer lists and route maps, associated with the brand.
- E. "Eastern Wisconsin Territory" means Adams, Brown, Calumet, Columbia, Dane, Dodge, Door, Fond du Lac, Forest, Florence, Green, Green Lake, Jefferson, Kenosha, Kewaunee, Langlade, Manitowoc, Marinette, Marquette, Menominee, Milwaukee, Oconto, Outagamie, Ozaukee, Portage, Racine, Rock, Shawano, Sheboygan, Walworth, Washington, Waukesha, Waupaca, Waushara, and Winnebago counties in the state of Wisconsin.
- F. "Chicago Territory" means Boone, Cook, DeKalb, Du Page, Grundy, JoDaviess, Kane, Kankakee, Kendall, Lake, Lee, McHenry, Ogle, Stephenson, Will, and Winnebago counties in the state of Illinois, and Lake and Porter counties in the state of Indiana.
- G. "Central Illinois Territory" means Adams, Bond, Brown, Bureau, Calhoun, Carroll, Cass, Champaign, Christian, Clark, Clay, Clinton, Coles, Crawford, Cumberland, De Witt, Douglas, Edgar, Edwards, Effingham, Fayette, Ford, Fulton, Greene, Hancock, Henderson, Henry, Iroquois, Jasper, Jersey, Knox, La Salle, Lawrence, Livingston, Logan, Macon, Macoupin, Madison, Marion, Marshall, Mason, McDonough, McLean, Menard, Mercer, Montgomery, Morgan, Moultrie, Peoria, Piatt, Pike, Putnam, Richland, Rock Island, Sangamon, Schuyler, Scott, Shelby, Stark, Tazewell, Vermilion, Wabash, Warren, Wayne, Whiteside, and Woodford counties in the state of Illinois.
- H. "Southern California Territory" means Imperial, Los Angeles, Orange, Riverside, San Bernadino, and San Diego counties in the state of California.
 - I. "Relevant Labels" means:

- (1) Either the Mrs. Karl's Label or the Wonder Label for White Pan Bread in the Eastern Wisconsin Territory;
- (2) Either the Butternut Label or the Wonder Label for White Pan Bread in the Chicago Territory;
- (3) Either the Butternut Label or the Sunbeam Label or the Wonder Label for White Pan Bread in the Central Illinois Territory; and
- (4) Either the Weber's Label or the Wonder Label for White Pan Bread in the Southern California Territory.
- J. "Relevant Territories" means the Chicago Territory, the Eastern Wisconsin Territory, the Central Illinois Territory and the Southern California Territory.
- K. "White Pan Bread" means white bread baked in a pan but shall not include hamburger and hot dog buns, or variety breads such as French bread and Italian bread.

III. Applicability

A. The provisions of this Final Judgment apply to the defendants, their successors and assigns, their subsidiaries, directors, officers, managers, agents, and employees, and all other persons in active concert or participation with any of them who shall have received actual notice of this Final Judgment by personal service or otherwise.

B. Defendants shall require, as a condition of the sale or other disposition of all or substantially all of the Relevant Labels and the Bread Assets, that the acquiring party or parties agree to be bound by the provisions of this Final Judgment.

C. Nothing contained in this Final Judgment is or has been created for the benefit of any third party, and nothing herein shall be construed to provide any rights to any third party.

D. The provisions of Section IV through VIII of this Final Judgment shall not be effective until the consummation of the acquisition of Continental by Interstate.

IV. Divestiture

A. Defendants are hereby ordered and directed, within nine (9) months of entry of this Final Judgment, to grant to one or more purchasers a perpetual, royalty-free, assignable, transferable, exclusive license to use the Relevant Labels to produce (or have produced for it) and sell White Pan Bread in the Relevant Territories, together with such Bread Assets as are reasonably necessary in order for the acquirer of each Relevant Label to sell White Pan Bread under each respective Relevant Label at a level substantially equivalent to the average level of White Pan Bread