

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

UNITED STATES OF AMERICA,
STATE OF MINNESOTA,
STATE OF CALIFORNIA,
STATE OF NORTH CAROLINA,
STATE OF TENNESSEE,
STATE OF TEXAS, and
STATE OF UTAH,

Plaintiffs,

v.

AGRI STATS, INC.,

Defendant.

No. 0:23-CV-03009-JRT-JFD

STIPULATION AND ORDER

It is hereby stipulated by and between the undersigned parties, subject to approval and entry of this Order by the Court, as follows.

I. JURISDICTION AND VENUE

The Court has jurisdiction over the subject matter of this action and over the parties to it. Venue for this action is proper in the United States District Court for the District of Minnesota.

II. COMPLIANCE WITH AND ENTRY OF FINAL JUDGMENT

A. The proposed Final Judgment filed with this Stipulation and Order, or any amended proposed Final Judgment agreed upon in writing by Plaintiffs and Defendant,

may be filed with and entered by the Court as the Final Judgment, upon the motion of the United States or upon the Court's own motion, after compliance with the requirements of the Antitrust Procedures and Penalties Act ("APPA"), 15 U.S.C. § 16, and without further notice to any party or any other proceeding, as long as the United States has not withdrawn its consent. The United States may withdraw its consent at any time before the entry of the Final Judgment by serving notice on Defendant and by filing that notice with the Court. If there is a conflict between the terms of this Stipulation and the proposed Final Judgment, the terms of the proposed Final Judgment control.

B. From the date of the signing of this Stipulation and Order until the Final Judgment is entered by the Court, or until expiration of time for all appeals of any ruling declining entry of the proposed Final Judgment, Defendant agrees to abide by and comply with all of the terms and provisions of the proposed Final Judgment, except that with respect to sections IV.A.2, IV.B, VI.A, VI.C, and VI.D of the proposed Final Judgment, Defendant agrees to be fully in compliance within 90 days of the entry of the Stipulation and Order.

C. From the date on which the Court enters this Stipulation and Order, Plaintiffs will have the full rights and enforcement powers set forth in the proposed Final Judgment as if the proposed Final Judgment were in full force and effect as a final order of the Court, and Section XII of the proposed Final Judgment will also apply to violations of this Stipulation and Order, including as relates to the dates of required compliance described in Paragraph II.B.

D. Defendant represents that the actions it is required to perform pursuant to the proposed Final Judgment can and will be performed and that Defendant will not later raise a claim of mistake, hardship, or difficulty of compliance as grounds for asking the Court to modify any provision of the proposed Final Judgment or this Stipulation and Order.

E. Defendant agrees to arrange, at its expense, publication of the newspaper notice required by the APPA, which will be drafted by the United States in its sole discretion. The publication must be arranged as quickly as possible and, in any event, no later than three business days after Defendant's receipt of (1) the text of the notice from the United States and (2) the identity of the newspapers within which the publication must be made. Defendant must promptly send to the United States (1) confirmation that publication of the newspaper notice have been arranged and (2) the certification of the publication prepared by the newspapers within which the notice was published.

F. Any person who wishes to submit to the United States written comments regarding the proposed Final Judgment should do so within 60 calendar days beginning with the first day of the publication of the newspaper notice required by APPA or the publication of the proposed Final Judgment and the Competitive Impact Statement in the *Federal Register* as required by APPA, whichever is later.

G. This Stipulation and Order applies with equal force and effect to any amended proposed Final Judgment agreed upon in writing by Plaintiffs and Defendant and filed with the Court.

H. This Stipulation and Order, including the proposed Final Judgment filed with this Stipulation and Order or any amended proposed Final Judgment agreed upon in writing by Plaintiffs and Defendant, constitutes the final, complete, and exclusive agreement and understanding between Plaintiffs and Defendant with respect to the settlement of the claims expressly stated in the Complaint filed in this above-captioned case, and supersedes all prior agreements and understandings, whether oral or written, concerning the settlement embodied herein.

III. MONETARY PAYMENT TO THE STATES

Agri Stats will pay to the State Plaintiffs a Monetary Payment in the amount of \$350,000 paid 60 days after the proposed Final Judgment is filed with the Court. Such Monetary Payment will be made via electronic deposit(s) per instructions from the State Plaintiffs to be provided by the State of Minnesota to Agri Stats and held in escrow. The Monetary Payment shall be released to the State Plaintiffs once the Final Judgment is entered and the time has expired for any appeal of the Final Judgment. Otherwise, the Monetary Payment shall be returned to Agri Stats. Such Monetary Payment is provided for the purposes of settlement only and will be apportioned among the State Plaintiffs at the sole discretion of the State Plaintiffs as may be agreed upon among them. The Monetary Payment may be used for any one or more of the following purposes, by the State Plaintiffs' Attorneys General as they, in their sole discretion, see fit:

1. antitrust or consumer protection law enforcement, including fees and expenses;
2. for deposit into a state antitrust or consumer protection account (e.g., revolving account, trust account), for use in accordance with the state laws governing that account;
3. for deposit into a fund exclusively dedicated to assisting state attorneys general to enforce the antitrust laws by defraying the costs of (a) experts, economists, and consultants in multistate antitrust investigations and litigation, (b) training or continuing education in antitrust for attorneys in state attorney general offices, or (c) information management systems used in multistate antitrust investigations and litigation; or
4. for any other purpose as the attorneys general deem appropriate, consistent with, or required by, the various states' laws.

IV. DURATION OF OBLIGATIONS

In the event that (1) the United States has withdrawn its consent, as provided in Paragraph II.A of this Stipulation and Order; (2) Plaintiffs voluntarily dismiss the Complaint in this matter; or (3) the Court declines to enter the proposed Final Judgment, the time has expired for all appeals of any ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, Defendant is released from all further obligations under this Stipulation and Order, including the terms of the proposed Final

Judgment as imposed through this Stipulation and Order, and the making of this Stipulation and Order will be without prejudice to any party in this or any other proceeding.

Dated: May 7, 2026

Respectfully submitted,

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ORDER

IT IS SO ORDERED by the Court, this _____ day of _____,
_____.

The Honorable John R. Tunheim
United States District Judge