

EXHIBIT ___ ITEM 1 SMA010

**Proponent Cooperatives
February 2004**

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Maryland & Virginia Milk Producers Cooperative Association, Inc.
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EXHIBIT ___ ITEM 2 SMA020

Producer Milk Deliveries Proponent Cooperatives and Others

November 2003

	<u>F.O. 5</u>	<u>F.O. 7</u>	<u>Combined</u>
Total Order Producer Milk	507,412,336	593,836,792	1,101,249,128
Member Producer Milk			
Arkansas Dairy Coop.	0	13,933,382	13,933,382
Dairy Farmers of America	222,978,642	319,174,550	542,153,192
Dairymen's Marketing Coop.	0	6,235,057	6,235,057
Lone Star Milk Prod.	16,453,108	34,839,125	51,292,233
MD & VA Milk Prod.	80,473,502	22,119,702	102,593,204
Southeast Milk	0	17,401,087	17,401,087
Total	319,905,252	413,702,903	733,608,155
Percent of Order Total	63.046%	69.666%	66.616%
Other Cooperative Producer Milk Marketed			
Arkansas Dairy Coop.	0	0	0
Dairy Farmers of America	55,897,649	66,017,039	121,914,688
Lone Star Milk Prod.	0	0	0
MD & VA Milk Prod.	15,235,508	0	15,235,508
Southeast Milk	0	0	0
Total	71,133,157	66,017,039	137,150,196
Total Marketed Producer Milk	391,038,409	479,719,942	870,758,351
Percent of Order Total	77.066%	80.783%	79.070%

EXHIBIT __ ITEM 3 SMA030

Proponent Cooperatives Supplying Pool Distributing Plants
Proposed Southeast Federal Order - November 2003

Pool Distributing Plant	Arkansas Dairy Coop.	Dairy Farmers Of America	Dairymen's Mkt. Coop	Lone Star Milk	Maryland & Virginia	Southeast Milk, Inc.	Other by SMA 1/
Barber Pure Milk Co. - Birmingham, Al		X		X			X
Barbe's Dairy - Westwego, La		X					
Borden Milk Products, LLC - Lafayette, La		X					
Broadacre Dairies - Powell, Tn		X					
Brown's Dairy - New Orleans, La		X					
Centennial Farms Dairy - Atlanta, Ga		X		X			X
Chattanooga Dairy, LLC - Chattanooga, Tn		X					
Coburg Dairy, LLC - Charleston, SC		X			X		X
Country Delite Farms - Nashville, Tn		X		X	X		X
Dairy Fresh Corporation - Baker, La		X					
Dairy Fresh Corporation - Cowarts, Al		X		X			X
Dairy Fresh Corporation - Hattiesburg, Ms		X		X			
Dairy Fresh Corporation - Pritchard, Al		X		X			
Dairy Fresh, L.P. - Winston-Salem, NC		X			X		X
Dean Foods Company - Louisville, Ky		X		X	X		X
Flav-O-rich, Inc. - London, Ky		X					X
Foremost Dairy, Inc. - Shreveport, La		X		X			
Heritage Farms Dairy - Murfreesboro, Tn.		X		X			X
Hiland Dairy - Fayetteville, Ar	X	X	X				
Hiland Dairy - Fort Smith, Ar	X	X	X				
Hiland Dairy - Springfield, Mo		X					
Hoosier Dairy, Inc. - Holland, In		X					
Hunter Farms, Inc. - High Point, NC		X			X		
Ideal American Dairy - Evansville, In		X					X
Kleinpeter Dairy Farms - Baton Rouge, La			X				
Land-O-Sun Dairies, Inc. - Florence, SC		X			X		X
Land-O-Sun Dairies, Inc. - Kingsport, Tn		X					X
Land-O-Sun Dairies, Inc. - Spartanburg, SC		X			X		X
Land-O-Sun Dairies, Inc. - Wilkesboro, NC		X			X		X
LuVel Dairy Products Inc. - Kosciusko, Ms		X					
Maola Milk and Ice Cream Co. - New Bern, NC		X			X		X
Mayfield Dairy Farms, Inc. - Athens, Tn		X			X		X
Mayfield Dairy Farms, Inc. - Braselton, Ga		X		X	X		X
Milco, Inc. - Asheville, NC		X		X	X		X
Morningstar Foods - Murray, Ky		X					X
New Atlanta Dairies, Inc. - Atlanta, Ga		X		X	X		X
Publix Supermarkets, Inc. - Lawrenceville, Ga						X	X
Purity Dairies, Inc. - Nashville, Tn		X			X		
Regis Milk Co. - Charleston, SC		X					
Southern Belle Dairy, Inc. - Somerset, Ky		X					X
Turner / Coleman Dairy - Little Rock, Ar	X	X	X	X			
Turner Holdings, LLC - Covington, Tn		X					
Turner Holdings, LLC - Fulton, Ky		X					
Turner Holdings, LLC - Memphis, Tn	X	X					
U.C. Milk Company, Inc. - Madisonville, Ky		X					X
Valey Rich Dairy - Roanoke, Va		X			X		X
Westover Dairy - Lynchburg, Va		X			X		X
Winchester Farms Dairy - Winchester, Ky		X					X
Winn Dixie Dairy Plant - High Point, NC		X			X		X
Winn Dixie Dairy Plant - Taylors, SC		X			X		X
Winn-Dixie Stores, Inc. - Hammond, La		X					X
Winn-Dixie Stores, Inc. - Montgomery, Al		X		X			

Source: Southern Marketing Agency, Inc.

1/ Continental, Dairylea, National Farmers Org., Land-O'Lakes and Select Milk Producers.

EXHIBIT __ ITEM 4 SMA040

POOL DISTRIBUTING PLANTS
 APPALACHIAN ORDER, No. 1005 (F.O.'s 5/11/46 Jan.1996)

		JANUARY 1996		DECEMBER 2003	
<u>Plant Location</u>	<u>St.</u>	<u>Plant Name</u>	<u>Ownership</u>	<u>Plant Name</u>	<u>Ownership</u>
Evansville	IN	Ideal American Dairy	Prairie Farms/Mid Am. Jnt Vntr.	no name change	Prairie Farms/DFA Jnt Vntr.
Holland	IN	Holland Diaries	self	Hoosier Dairies	Prairie Farms
London	KY	Flav-O-Rich, Inc.	Land-O-Sun Dairies	no name change	National Dairy Holdings
Louisville	KY	Dean Milk Co.	Dean Milk Co.	no name change	Dean Foods Company
Madisonville	KY	U.C. Milk Co.	self	no name change	National Dairy Holdings
Somerset	KY	Southern Belle Dairies	self	no name change	Southern Belle Dairies
Winchester	KY	Winchester Farms Dairy	Kroger Stores	no name change	no change
Asheville	NC	Milkco, Inc.	Ingles Stores	no name change	no change
Charlotte	NC	Hunter Farms	Harris Teeter Stores	plant closed	
Goldsboro	NC	Flav-O-Rich, Inc.	Land-O-Sun Dairies	plant closed	
High Point	NC	Hunter Farms	Harris Teeter Stores	no name change	no change
High Point	NC	Superbrand Dairy Prod.	Winn Dixie Stores	no name change	no change
Kinston	NC	Carolina Dairies	self	plant closed	
New Bern	NC	Maola Milk & Ice Cream Co.	self	no name change	Maryland & Virginia M.P.
Raleigh	NC	Pine State Creamery	self	plant closed	
Wilkesboro	NC	Flav-O-Rich, Inc.	Land-O-Sun Dairies	Pet	Dean Foods Company
Winston Salem	NC	Dairy Fresh, L.P.	self	Dairy Fresh, Inc.	Dean Foods Company
Charleston	SC	Coburg Dairy	self	no name change	National Dairy Holdings
Charleston	SC	Regis Milk Co.	self	no name change	no change
Florence	SC	Flav-O-Rich, Inc.	Land-O-Sun Dairies	Pet	Dean Foods Company
Gaffney	SC	Peeler Jersey Farm	self	plant closed	
Spartanburg	SC	Land-O-Sun Dairies	Land-O-Sun Dairies	Pet	Dean Foods Company
Taylors	SC	fully reg. under Order 7		Superbrand Dairy Prod.	Winn Dixie Stores
Athens	TN	Mayfield Dairy Farms	Dean Foods	no name change	Dean Foods Company
Chattanooga	TN	Golden Gallon	Golden Gallon Stores	Chattanooga Dairy	National Dairy Holdings
Kingsport	TN	Land-O-Sun Dairies	Land-O-Sun Dairies	Pet	Dean Foods Company
Knoxville	TN	Jersey Ridge Dairy	self	plant closed	
Powell	TN	Broadacre Dairies	Weigels Stores	no name change	no change
Bristol	VA	Flav-O-Rich, Inc.	Land-O-Sun Dairies	plant unregulated	
Lynchburg	VA	Westover Dairy	Kroger Stores	no name change	no change
Roanoke	VA			Valley Rich Dairy	National Dairy Holdings

EXHIBIT __ ITEM 5a SMA050

POOL DISTRIBUTING PLANTS
SOUTHEAST ORDER, No. 1007

		<u>JANUARY 1996</u>		<u>DECEMBER 2003</u>	
<u>Plant Location</u>	<u>St.</u>	<u>Plant Name</u>	<u>Ownership</u>	<u>Plant Name</u>	<u>Ownership</u>
Birmingham	AL	Barber Pure Milk Co.	Barber Dairies	Barber Dairies	Dean Foods Company
Birmingham	AL	Baker & Sons Dairy	self	plant closed	
Cowarts	AL	Dairy Fresh Corp.	Dairy Fresh Corp.	no name change	no change
Huntsville	AL	Tri-State Dairies	Tri-State Dairies	plant closed	
Mobile	AL	Barber Pure Milk Co.	Barber Dairies	plant closed	
Montgomery	AL	Superbrand Dairy Prod.	Winn Dixie Stores	no name change	no change
Prichard	AL	Dairy Fresh Corp.	Dairy Fresh Corp.	no name change	no change
Fayetteville	AR			Hiland Dairy 1/	DFA, et al.
Fort Smith	AR			Hiland Dairy 1/	DFA, et al.
Little Rock	AR	Borden, Inc.	Borden, Inc.	plant closed	
Little Rock	AR	Coleman Dairy	self	Turner Dairies	Turner Holdings, Inc.
Little Rock	AR	Gold Star Dairy	self	plant closed	
Athens	GA	Peeler Jersey Farms	Peeler Co.	plant closed	
Atlanta	GA			Centennial Farms	Kroger Stores
Atlanta	GA	New Atlanta Dairies	Parmalat Co.	no name change	no change
Braselton 2/	GA			Mayfield Dairy Farms	Dean Foods Company
Columbus	GA	Kinnett Dairies	self	plant closed	
Lawrenceville	GA	Publix Supermarkets	Publix Stores	no name change	no change
Macon	GA	Tri-State Dairies	Tri-State Dairies	plant closed	
Fulton	KY	Turner Dairies	self	no name change	Turner Holdings, Inc.
Murray	KY			Ryan Foods 3/	Dean Foods Company
Baker	LA	Dairy Fresh of LA	Dairy Fresh / Mid Am. Jnt Vntr.	no name change	Dairy Fresh / DFA Jnt Vntr.
Baton Rouge	LA	Borden, Inc.	Borden, Inc.	plant closed	
Baton Rouge	LA	Kleinpeter Farms	self	no name change	no change
Hammond	LA	Superbrand Dairy Prod.	Winn Dixie Stores	no name change	no change
Lafayette	LA	Borden, Inc.	Borden, Inc.	no name change	National Dairy Holdings
Monroe	LA	Borden, Inc.	Borden, Inc.	plant closed	
New Orleans	LA	Southern Foods Group	Southern Foods Group	Brown's Dairy	Dean Foods Company
Shreveport	LA	Foremost Dairy	self	no name change	Dean Foods Company
Westwego	LA	Barbe's Dairy	self	no name change	Dean Foods Company

EXHIBIT __ ITEM 5b SMA050
POOL DISTRIBUTING PLANTS
SOUTHEAST ORDER, No. 1007

		<u>JANUARY 1996</u>		<u>DECEMBER 2003</u>	
<u>Plant Location</u>	<u>St.</u>	<u>Plant Name</u>	<u>Ownership</u>	<u>Plant Name</u>	<u>Ownership</u>
Springfield	MO			Hiland Dairy 1/	DFA, et al.
Canton	MS	Flav-O-Rich, Inc.	Land-O-Sun Dairies	plant closed	
Hattiesburg	MS	Dairy Fresh Corp.	Dairy Fresh Corp.	no name change	no change
Kosciusko	MS	LuVel Dairy	self	no name change	no change
Oxford	MS	Avent's Dairy	self	plant closed	
Tupelo	MS	Barber Pure Milk Co.	Barber Dairies	plant closed	
Taylors	SC	Superbrand Dairy Prod.	Winn Dixie Stores	fully reg. under Order 5	
Covington	TN	Turner Dairies	self	no name change	Turner Holdings, Inc.
Memphis	TN	Forest Hill Dairy	Dean Milk Co.	Turner Dairies	Turner Holdings, Inc.
Murfreesboro	TN	Heritage Farms	Kroger Stores	no name change	no change
Nashville	TN	Fleming Co.	Fleming Co.	Country DeLite	Dean Foods Company
Nashville	TN	Purity Dairies	self	no name change	Dean Foods Company

1/ in January 1996 plants were regulated under Order No. 106, Southwest Plains

2/ Plant opened in 1997

3/ Plant was partially regulated in January 1996

EXHIBIT ITEM 7 SMA070

**Pool Supply Plants, Regulation and Operation Changes, Jan. 1996 to Dec. 2003
Appalachian and Southeast Orders**

<u>F.O. 5</u>		
Plants operating Jan. 1996	3	(Louisville, KY; Springfield, KY, Greenville, TN)
Plants became unregulated	-1	(Springfield, KY)
Plants became regulated (prev. unreg)	1	(Strasburg, VA)
Plants operating Dec. 2003	3	
<u>F.O. 7</u>		
Plants operating Jan. 1996	5	(Damascus, AR; Franklinton, LA; Kentwood, LA; Mountainview, MO; Lewisburg, TN)
Plants closed	-3	(Kentwood, LA; Mountainview, MO; Lewisburg, TN)
Plants operating seasonally	-1	Damascus, AR
Change from regulated on Order 106	2	(Cabool, MO; Monett, MO)
Plants operating Dec. 2003	3	

EXHIBIT __ ITEM 8 SMA080

**Cooperative Associations as Handlers
Regulation Changes, 1996 to 2003
Appalachian and Southeast Orders**

	<u>F.O. 5 (& 11/46)</u>		<u>F.O. 7</u>	
	<u>1996</u>	<u>2003</u>	<u>1996</u>	<u>2003</u>
Arkansas Dairy Cooperative			X	X
Associated Milk Producers	X		X	
Carolina Jersey Milk Producers	X			
Carolina Virginia Milk Producers	X		X	
Continental Dairy Products		X		X
Cooperative Milk Producers	X	X		
Dairy Farmers of America		X		X
Dairylea Cooperative		X		X
Dairymen's Marketing Coop.	X		X	X
Edisto Milk Producers	X			
Elite Milk Producers	X			
Foremost Farms		X		
Land-O-Lakes		X		
Lone Star Milk Producers		X		X
Maryland & Virginia Milk Producers	X	X		X
Michigan Milk Producers		X		X
Mid America Dairymen	X		X	
Milk Marketing, Inc.	X			
National Farmers Organization	X	X	X	X
Select Milk Producers	X	X	X	X
Southeast Milk		X		X
Upstate Milk Producers	X			
Vanguard Milk Producers			X	
Zia Milk Producers	X		X	

EXHIBIT __ ITEM 9 SMA090

Grade A Milk Producers By States Southeast Region June 1996 and June 2003

	<u>1996</u>	<u>2003</u>	<u>Percent Change</u>
Alabama	226	113	-50.00%
Arkansas	654	280	-57.19%
Georgia	488	357	-26.84%
Kentucky	2,526	1,595	-36.86%
Louisiana	625	345	-44.80%
Mississippi	468	272	-41.88%
Missouri	3,308	1,983	-40.05%
North Carolina	600	402	-33.00%
South Carolina	156	105	-32.69%
Tennessee	1,491	815	-45.34%
Virginia	1,170	913	-21.97%
11 State Total	11,712	7,180	-38.70%

Data from annual survey conducted by Ken Olson)

EXHIBIT __ ITEM 10 SMA100

Milk Production By States, Southeast Region
Annual 1996 and 2003, Million Pounds

	<u>1996</u>	<u>2003</u>	<u>Percent Change</u>
Alabama	434	252	-41.94%
Arkansas	675	355	-47.41%
Georgia	1,486	1,462	-1.62%
Kentucky	1,860	1,469	-21.02%
Louisiana	838	518	-38.19%
Mississippi	658	423	-35.71%
Missouri	2,443	1,893	-22.51%
North Carolina	1,308	1,044	-20.18%
South Carolina	381	318	-16.54%
Tennessee	1,630	1,200	-26.38%
Virginia	1,805	1,737	-3.77%
11 State Total	13,518	10,671	-21.06%

Data from NASS/USDA

Item 11 SMA 110

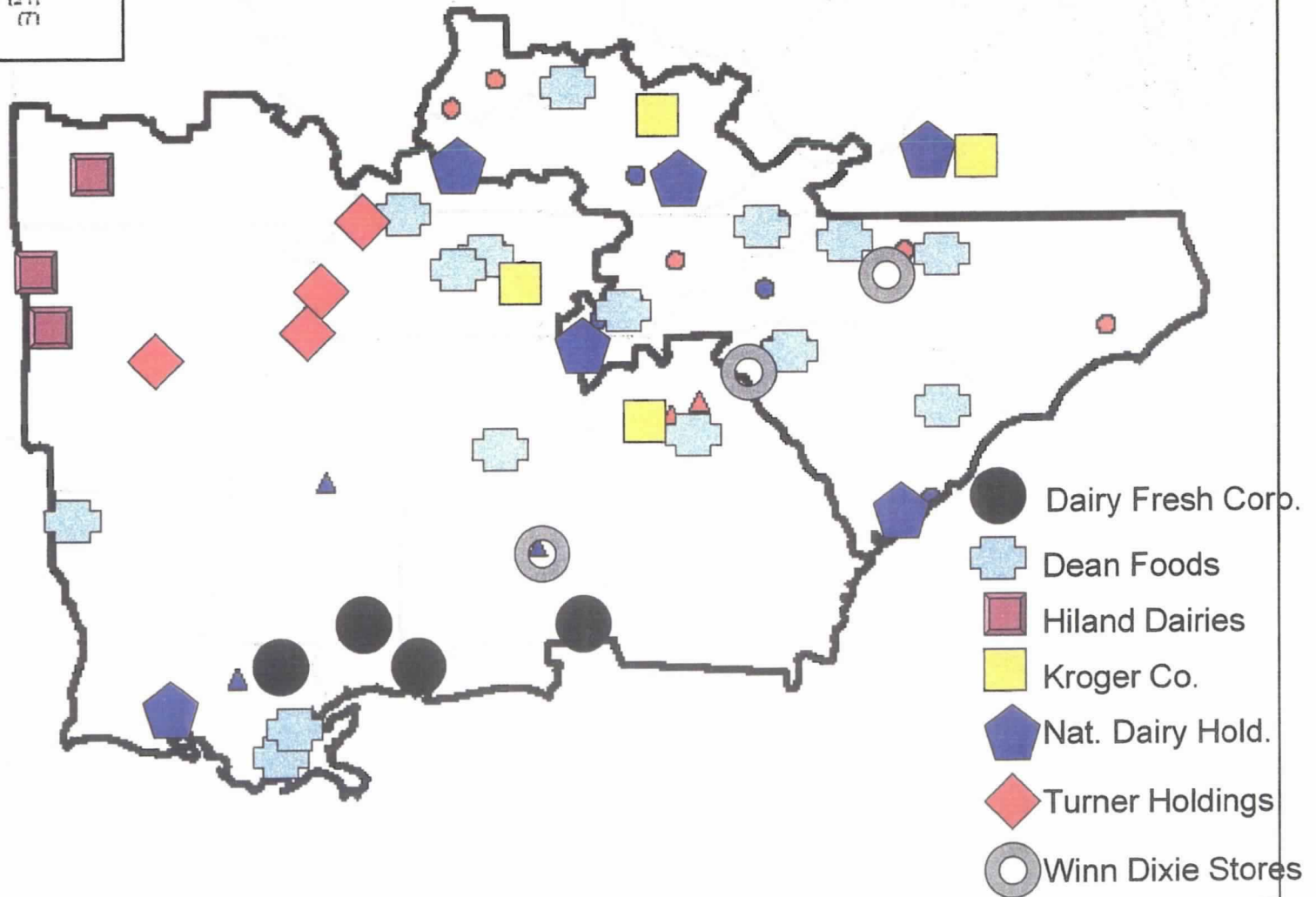
November 2003

**FO 5 Pool Distributing Plants
With Sales into FO 7**

- Class I Sales Into FO 7 (15)
- Only FO 5 Sales (9)

**FO 7 Pool Distributing Plants
With Sales into FO 5**

- ▲ Only FO 7 Class I Sales (21)
- ▲ Class I Sales Into FO 5 (7)



Federal Milk Marketing Order Areas

Item 12 SMA 115

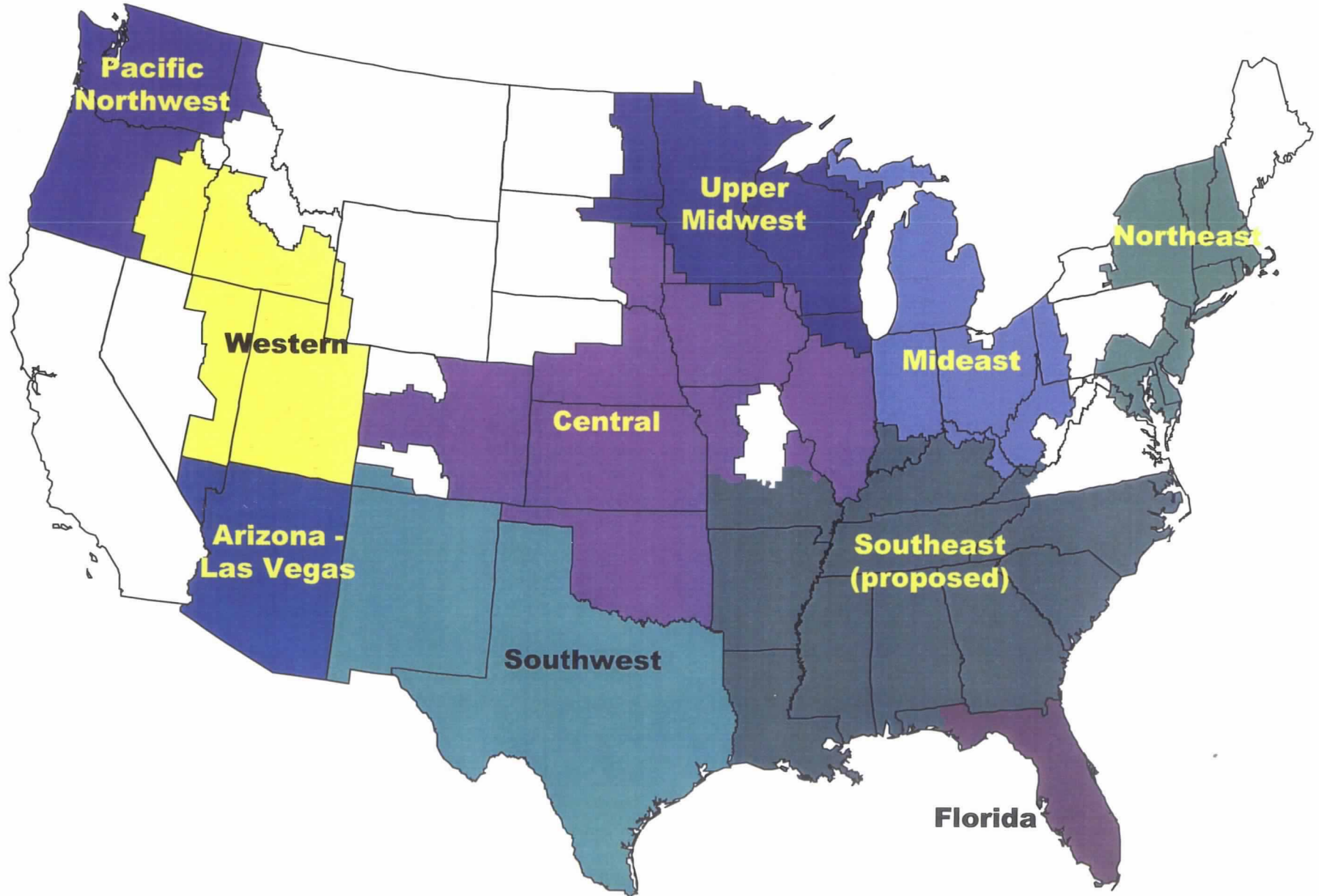


EXHIBIT __ ITEM 13 SMA130

Comparative Statistics, Federal Order Marketing Area

	Oct. 03 No. of Pool Distributing Plants	Oct. 03 No. of Pool Supply Plants	Oct. 03 Total No. of Pool Plants	Population Estimate - AMS / Dairy Prg. Website*	Marketing Area - Sq. Miles	East-West distance between farthest pool plants	North-South distance between farthest pool plants	Distance between farthest population points	No. of States in Marketing Area	Oct. 2003 Class I Producer Milk*	Oct. 2003 Total Producer Milk*	Oct. 2003 Total no. of Producers
F.O. 5	24	1	25	18.7	133,009					389.5	527.5	3,465
F.O. 7	28	3	31	28.8	318,189					400.4	594.5	4,213
F.O. 5 & 7	52	4	56	47.5	451,198	1,069 1/	689 2/	1,254 3/	14	789.9	1,122.0	7,678
F.O. 1	63	11	74	51.6	97,440	--	543 4/	662 5/	12	955.3	1,922.8	15,911
F.O. 30 *	30	54	84	19.6	175,336	490 6/	683 7/	887 8/	6	363.2	657.4	9,210
F.O. 32	34	12	46	22.6	409,271	1,200 9/	688 10/	1,357. 11/	10	419.0	781.6	6,624
F.O. 33	43	8	51	31.5	148,428	--	784 12/	984 13/	6	585.8	1,080.2	10,443
F.O. 126	21	4	25	23.2	388,357	730 14/	499 15/	1,232 16/	3	366.7	557.7	821
All Orders	285	98	383	231.7	2,181,028					4,048.0	7,122.0	52,322

* Millions

1/ New Bern, NC to Shreveport, LA

2/ Louisville, KY to New Orleans, LA

3/ Knott's Island, NC to Johnson's Bayou, LA

4/ St. Alban's, VT to Winchester, VA

5/ The Glen Coos, VT to Scotland, MD

6/ Norway, MI to Fargo, ND

7/ Thief River Falls, MN to Chicago, IL

8/ Saries, ND to Beecher, IL

9/ Olney, IL to Delta, CO

10/ Volga, SD to Norman, OK

11/ Bedrock, CO to Grant Park, IL

12/ Marquette, MI to Charleston, WV

13/ Copper Harbor, MI to Herndon, WV

14/ Tyler, TX to Albuquerque, NM

15/ Amarillo, TX to San Antonio, TX

16/ Pleasant View, CO to Brownsville, TX

EXHIBIT __ ITEM 14a SMA140

MSA's located within the proposed Southeast Federal Marketing Area
 Metropolitan Areas in Alphabetic Sort, 1990 and 2000 Population
 and Numeric and Percent Population Change: 1990 to 2000

MSA/ CMSA Code	Area Name	Census Population		Change, 1990 to 2000	
		April 1, 2000	April 1, 1990	Number	Percent
<u>Appalachian Federal Order No. 1005 Area:</u>					
0480	Asheville, NC MSA	225,965	191,774	34,191	17.8%
1440	Charleston--North Charleston, SC MSA	549,033	506,875	42,158	8.3%
1520	Charlotte--Gastonia--Rock Hill, NC--SC MSA	1,499,293	1,162,093	337,200	29.0%
1560	Chatanooga, TN--GA MSA	465,161	424,347	40,814	9.6%
1760	Columbia, SC MSA	536,691	453,331	83,360	18.4%
2440	Evansville--Henderson, IN--KY MSA	296,195	278,990	17,205	6.2%
2560	Fayetteville, NC MSA	302,963	274,566	28,397	10.3%
2655	Florence, SC MSA	125,761	114,344	11,417	10.0%
2980	Goldsboro, NC MSA	113,329	104,668	8,663	8.3%
3120	Greensboro--Winston-Salem--High Point, NC MSA	1,251,509	1,050,304	201,205	19.2%
3150	Greenville, NC MSA	133,798	107,924	25,874	24.0%
3160	Greenville--Spartanburg--Anderson, SC MSA	962,441	830,563	131,878	15.9%
3290	Hickory--Morganton--Lenoir, NC MSA	341,851	292,409	49,442	16.9%
3605	Jacksonville, NC MSA	150,355	149,838	517	0.3%
3660	Johnson City--Kingsport--Bristol, TN--VA MSA	480,091	436,047	44,044	10.1%
3840	Knoxville, TN MSA	687,249	585,960	101,289	17.3%
4280	Lexington, KY MSA	479,198	405,936	73,262	18.0%
4520	Louisville, KY--IN MSA	1,025,598	948,829	76,769	8.1%
5330	Myrtle Beach, SC MSA	196,629	144,053	52,576	36.5%
5990	Owensboro, KY MSA	91,545	87,189	4,356	5.0%
6640	Raleigh--Durham--Chapel Hill, NC MSA	1,187,941	855,545	332,396	38.9%
6895	Rocky Mount, NC MSA	143,026	133,235	9,791	7.3%
8140	Sumter, SC MSA	104,646	102,637	2,009	2.0%
9200	Wilmington, NC MSA	233,450	171,269	62,181	36.3%
Total Appalachian Area		11,583,718	9,812,724	1,770,994	18.0%

EXHIBIT __ ITEM 14b SMA140

MSA's located within the proposed Southeast Federal Marketing Area
Metropolitan Areas in Alphabetic Sort, 1990 and 2000 Population
and Numeric and Percent Population Change: 1990 to 2000

MSA/ CMSA Code	Area Name	Census Population		Change, 1990 to 2000	
		April 1, 2000	April 1, 1990	Number	Percent
Southeast Federal Order No. 1007 Area:					
0120	Albany, GA MSA	120,822	112,561	8,261	7.3%
0220	Alexandria, LA MSA	126,337	131,556	-5,219	-4.0%
0450	Anniston, AL MSA	112,249	116,034	-3,785	-3.3%
0500	Athens, GA MSA	153,444	128,262	27,182	21.5%
0520	Atlanta, GA MSA	4,112,198	2,959,950	1,152,248	38.9%
0580	Auburn--Opelika, AL MSA	115,092	87,146	27,946	32.1%
0600	Augusta--Aiken, GA--SC MSA	477,441	415,184	62,257	15.0%
0760	Baton Rouge, LA MSA	602,894	528,264	74,630	14.1%
0920	Biloxi--Gulfport--Pascagoula, MS MSA	363,988	312,368	51,620	16.5%
1000	Birmingham, AL MSA	921,106	840,140	80,966	9.6%
1660	Clarksville--Hopkinsville, TN--KY MSA	207,033	169,439	37,594	22.2%
1800	Columbus, GA--AL MSA	274,624	260,860	13,764	5.3%
2030	Decatur, AL MSA	145,867	131,556	14,311	10.9%
2180	Dothan, AL MSA	137,916	130,964	6,952	5.3%
2580	Fayetteville--Springdale--Rogers, AR MSA	311,121	210,908	100,213	47.5%
2650	Florence, AL MSA	142,950	131,327	11,623	8.9%
2720	Fort Smith, AR--OK MSA	207,290	175,911	31,379	17.8%
2880	Gadsden, AL MSA	103,459	99,840	3,619	3.6%
3285	Hattiesburg, MS MSA	111,674	98,738	12,936	13.1%
3350	Houma, LA MSA	194,477	182,842	11,635	6.4%
3440	Huntsville, AL MSA	342,376	293,047	49,329	16.8%
3560	Jackson, MS MSA	440,801	395,396	45,405	11.5%
3580	Jackson, TN MSA	107,377	90,801	16,576	18.3%
3700	Jonesboro, AR MSA	82,148	68,956	13,192	19.1%
3710	Joplin, MO MSA	157,322	134,910	22,412	16.6%
3880	Lafayette, LA MSA	385,647	344,953	40,694	11.8%
3960	Lake Charles, LA MSA	183,577	168,134	15,443	9.2%
4400	Little Rock--North Little Rock, AR MSA	583,845	513,117	70,728	13.8%
4680	Macon, GA MSA	322,549	290,909	31,640	10.9%
4920	Memphis, TN--AR--MS MSA	1,135,614	1,007,306	128,308	12.7%
5160	Mobile, AL MSA	540,258	476,923	63,335	13.3%
5200	Monroe, LA MSA	147,250	142,191	5,059	3.6%
5240	Montgomery, AL MSA	333,055	292,517	40,538	13.9%
5360	Nashville, TN MSA	1,231,311	985,026	246,285	25.0%
5560	New Orleans, LA MSA	1,337,726	1,285,270	52,456	4.1%
6080	Pensacola, FL MSA	412,153	344,406	67,747	19.7%
6240	Pine Bluff, AR MSA	84,278	85,487	-1,209	-1.4%
7520	Savannah, GA MSA	293,000	258,060	34,940	13.5%
7680	Shreveport--Bossier City, LA MSA	392,302	376,330	15,972	4.2%
7920	Springfield, MO MSA	325,721	264,346	61,375	23.2%
8360	Texarkana, TX--Texarkana, AR MSA	129,749	120,132	9,617	8.0%
8600	Tuscaloosa, AL MSA	164,875	150,522	14,353	9.5%
	Total Southeast Area	18,074,918	15,310,589	2,764,327	18.1%
	Combined Appalachian and Southeast Areas	29,658,634	25,123,313	4,535,321	18.1%

Source: Table 2, Census 2000 PHC-T-3, Ranking Tables for Metropolitan Areas: 1990 and 2000
U.S. Census Bureau, Census 2000 Redistricting Data (p.l. 94-171) Summary File and 1990 Census.
Internet Release date: April 2, 2001

Item 15 SMA 141

Order 5 & 7 Marketing Areas, 15 Largest MSA's

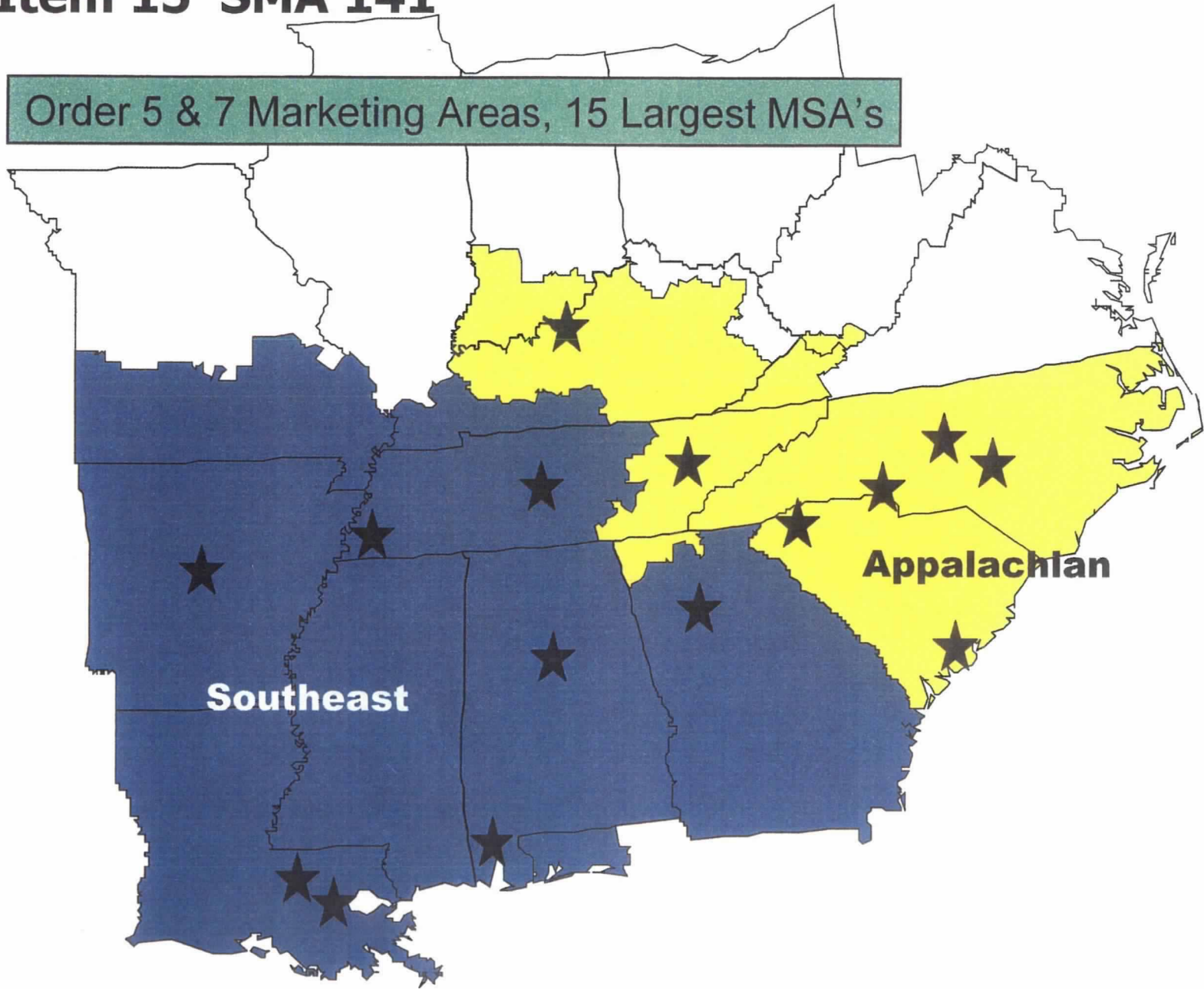


EXHIBIT __ ITEM 16 SMA150

Location of Producers Pooled, Appalachian Order 1005 and Southeast Order 1007

December 2003

State	Appalachian F.O. 1005			Southeast F.O. 1007			Combined F.O.	
	Total Producers	Within FO 1005	Within FO 1007	Total Producers	Within FO 1005	Within FO 1007	Total Producers	Total Within Area
Alabama	In Other		5	101		105		110
Arkansas	In Other			258		258		258
Delaware	In Other							0
Florida						In Ala	0	
Georgia	59	12	47	245	In TN	233	304	
Illinois	21			In Other				0
Indiana	291	186		In Other				186
Kansas	In Other			171				0
Kentucky	1,091	848	243	370	90	280	1,461	1,461
Louisiana				324		324	324	324
Maryland	7						7	0
Michigan	12						12	0
Mississippi	0			252		252	252	252
Missouri	5			1,180		1,075	1,185	1,075
Nebraska				In Other				0
New Mexico				In Other				0
New York	In Other							0
North Carolina	364	364					364	364
Ohio	115			In Other				0
Oklahoma	In Other			223				0
Pennsylvania	89			In Other				0
South Carolina	94	94		In Other	In TN			
South Dakota				In Other				0
Tennessee	392	359	33	389	41	362	781	795
Texas	In Other			322				0
Virginia	632	43		In Other				43
West Virginia	39						39	0
Wisconsin	In Other			In Other				0
Other	57			140			197	0
Total	3,268	1,906	328	3,975	131	2,889	7,243	5,254
Percent of Total		58.3%	10.0%		3.3%	72.7%		72.5%

Source: Data provided by Market Administrators.

EXHIBIT _ ITEM 17 SMA151

Location of Producer Milk Pooled, Appalachian Order 1005 and Southeast Order 1007

December 2003

State	Appalachian F.O. 1005			Southeast F.O. 1007			Combined F.O.	
	Total Volume	Within FO 1005	Within FO 1007	Total Volume	Within FO 1005	Within FO 1007	Total Volume	Total Within Area
Alabama	In Other		477,123	20,181,075		20,741,251		21,218,374
Arkansas	In Other			26,995,267		26,995,267		26,995,267
Delaware	In Other							0
Florida	0	965,594				In Ala	0	
Georgia	6,548,495		5,582,901	51,003,644	In TN	50,399,571	57,552,139	
Illinois	1,809,999			In Other				0
Indiana	92,694,494	18,441,892		In Other				18,441,892
Kansas	In Other			49,380,665				0
Kentucky	76,812,414	60,999,833	15,812,581	39,318,249	8,484,978	30,833,271	116,130,663	116,130,663
Louisiana	0			42,180,206		42,180,206	42,180,206	42,180,206
Maryland	7,715,707						7,715,707	0
Michigan	24,475,220						24,475,220	0
Mississippi	0			35,074,811		35,074,811	35,074,811	35,074,811
Missouri	358,619			104,780,239		96,401,102	105,138,858	96,401,102
Nebraska				In Other				0
New Mexico				In Other				0
New York	In Other							0
North Carolina	81,285,899	81,285,899					81,285,899	81,285,899
Ohio	20,900,471			In Other				0
Oklahoma	In Other			37,203,353				0
Pennsylvania	41,922,133			In Other				0
South Carolina	24,443,312	24,443,312		In Other	In TN			
South Dakota				In Other				0
Tennessee	48,011,491	44,577,947	3,433,544	48,703,920	4,814,818	44,784,402	96,715,411	97,610,711
Texas	In Other			85,497,508				0
Virginia	86,234,498	6,262,310		In Other				6,262,310
West Virginia	5,631,962						5,631,962	0
Wisconsin	In Other			In Other				0
Other	33,267,004			78,945,567			112,212,571	0
Total	552,111,718	236,976,787	25,306,149	620,264,504	13,299,796	347,409,881	1,172,376,222	622,992,613
Daily Ave. Per.Prod.	5,450	4,011	2,489	5,034	3,275	3,879	5,221	3,825
Percent of Total		42.92%	4.58%		2.14%	56.01%		53.14%

Source: Data provided by Market Administrators.

EXHIBIT __ ITEM 18 SMA122

*Delivery locations of Producer Milk Located in Other Marketing Areas Calendar Year 2003
 C=Central Order 32 M=Midwest Order 33 N=Northeast Order 1 S=Southwest Order 126

J F M A M J J A S O N D

Distributing Plant Locations

Order

Alabama

Birmingham	7	S	S	S	S	S	S	S	S	S	S	S	S
Cowarts	7	S	S	S	S	S	S	S	S	S	S	S	S
Huntsville	7	M	M	M	M	M,S	M						
Montgomery	7	S	S	S	S	S	S	S	S	S	S	S	S
Prichard	7			S	S	S	S	S	S	S	S	S	S

Arkansas

Fayetteville	7	C,S	C,S	C,S	C,S	C,S	C,S	C,S	C,S	C,S	C,S	C,S	C,S
Fort Smith	7	C,S		C			S	C,S	C,S	C,S	S		C,S
Little Rock	7	C						C	C	C	C	S	S

Georgia

Allanta	7	M,S	M	M,S	M,S	M,S	M,S	M,S	M,S	M,S	M,S	M,S	M,S,N
Braselton	7	S	M	M	M	M	M	M,S	M,S	M,S	M,S	M,S	M,S

Indiana

Evansville	8	M,C	M,C	M,C	M,C	M,C	M,C	M,C	M,C	M,C	M,C	M,C	M,C
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Kentucky

Fulton	7	C	C	C	C	C	C	M,C	M,C	M,C,S	M,C	M,C	M,C
Louisville	8	M	M	M	M	M	M	M	M	M,S	M,S	M,S	M
London	8	M	M	M	M	M	M	M			M	M,N	M
Madisonville	8	M							M	M	M	M	M
Murray	7							M	M	M	M	M	M,C
Somersat	8	M	M	M	M	M	M	M	M	M	M	M	M
Winchester	8	M	M	M	M	M	M	M	M	M	M	M	M

Louisiana

New Orleans	7								S	S	S		
Hammond	7								S	S			
Lafayette	7								S				
Shreveport	7	S	S				S		S	S	S	S	S

Mississippi

Hattiesburg	7						S		S	S	S	S	
Kosciusko	7	S	S				S		S	S	S		

Missouri

Springfield	7	C,S	C,S	C,S	C,S	C,S	C,S	C,S	M,C,S	M,C,S	C,S	C,S	C,S
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North Carolina

Asheville	8	N	N,M	N,M	N,M	N,M	N,M	N,M	N,M	N,M	N,M	N,M,S	N,M
High Point	8	N	N	N		N	N,M	N,M	N	N	N	N	N
New Bern	8	N	N	N		N	N	N	N	N	N	N	N
Wilkesboro	8	N,M		N,M				N,M	N,M	N,M	N,M	N,M	M
Winston Salem	8	N,M	N,M	M		M	M	N,M	N,M	N,M	N,M	N,M	N,M

South Carolina

Charleston	8	N		N	N	N	N	N	N	N	N	N	
Greenville	8	N	N	N,M	M	N	N,M	N,M	N,M	N,M	N	N	N
Florence	8	N	N	N		N	N	N	N,M	N	N	N	N
Spartanburg	8	N,M	N,M	N,M	M	N,M	N,M	N,M,S	N,M,S	N,M	N,M	N,M	

Tennessee

Athens	8	M	M	M	M	M	M	M	M,S	M	M	N	M
Chattanooga	8							N		M			
Covington	7		C	C				M	M				
Kingsport	8	N,M	M	M		M	M	N,M	M	N,M	M	M	M
Memphis	7							M	M				
Murfreesboro	7	M	M	M	M	M	M	M	M	M	M	M,S	M,S
Nashville	7	M	M	M	M	M	M	M	M	M	M	M,S	M,S,C

Virginia

Lynchburg	8	N,M	N	N	M	N,M	M	N,M	N,M	N,M	N,M	M	M
Roanoke	8	N				N,M	M	N,M	N,M	N,M	M	M	N,M

Source: SMA records.

Item 19 SMA 153

Southern Marketing Agency, Inc.
Primary Sources of Supplemental Supplies

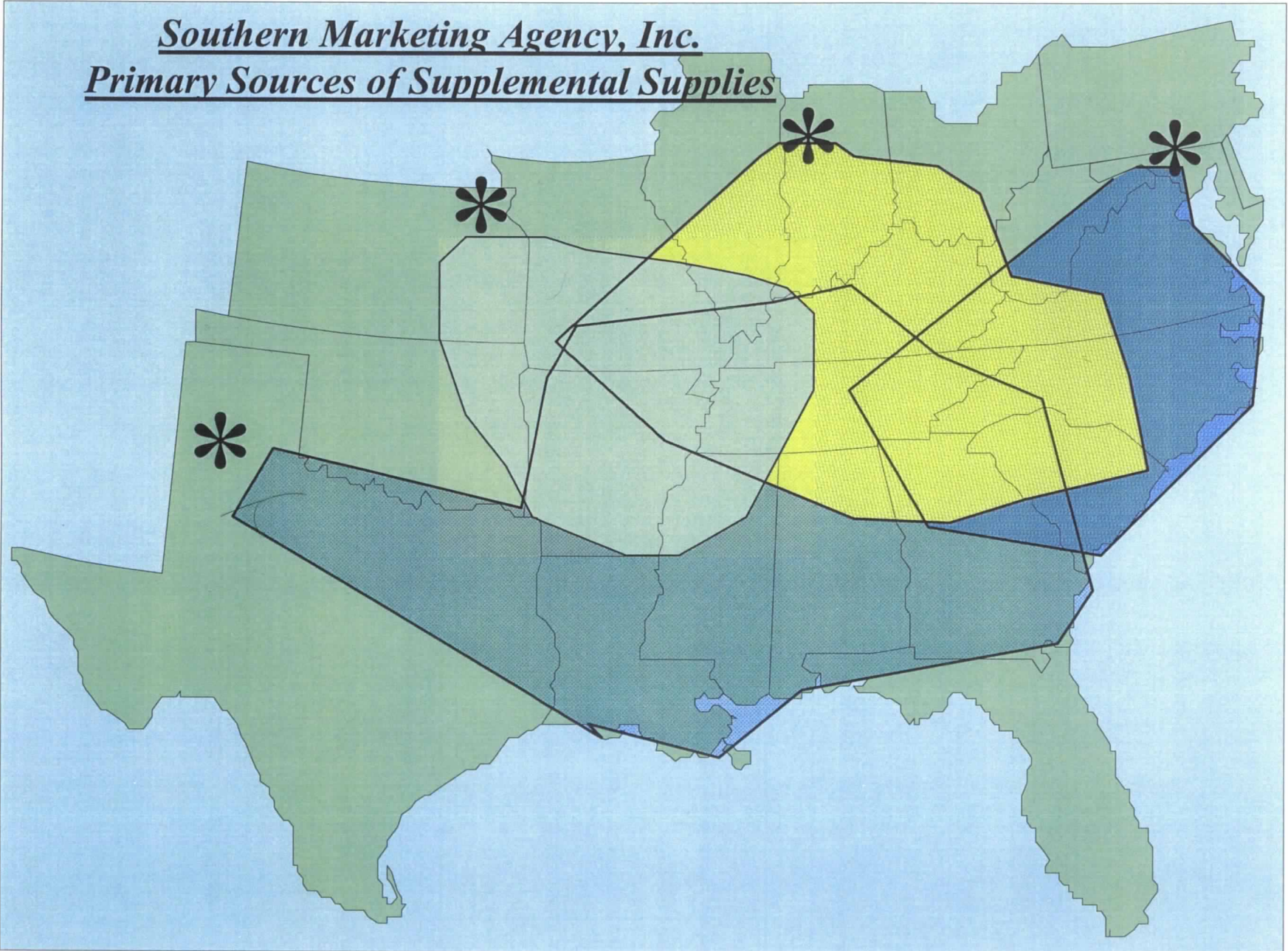


EXHIBIT __ ITEM 20 SMA154

States And Producer Milk Deliveries to Orders 5 & 7

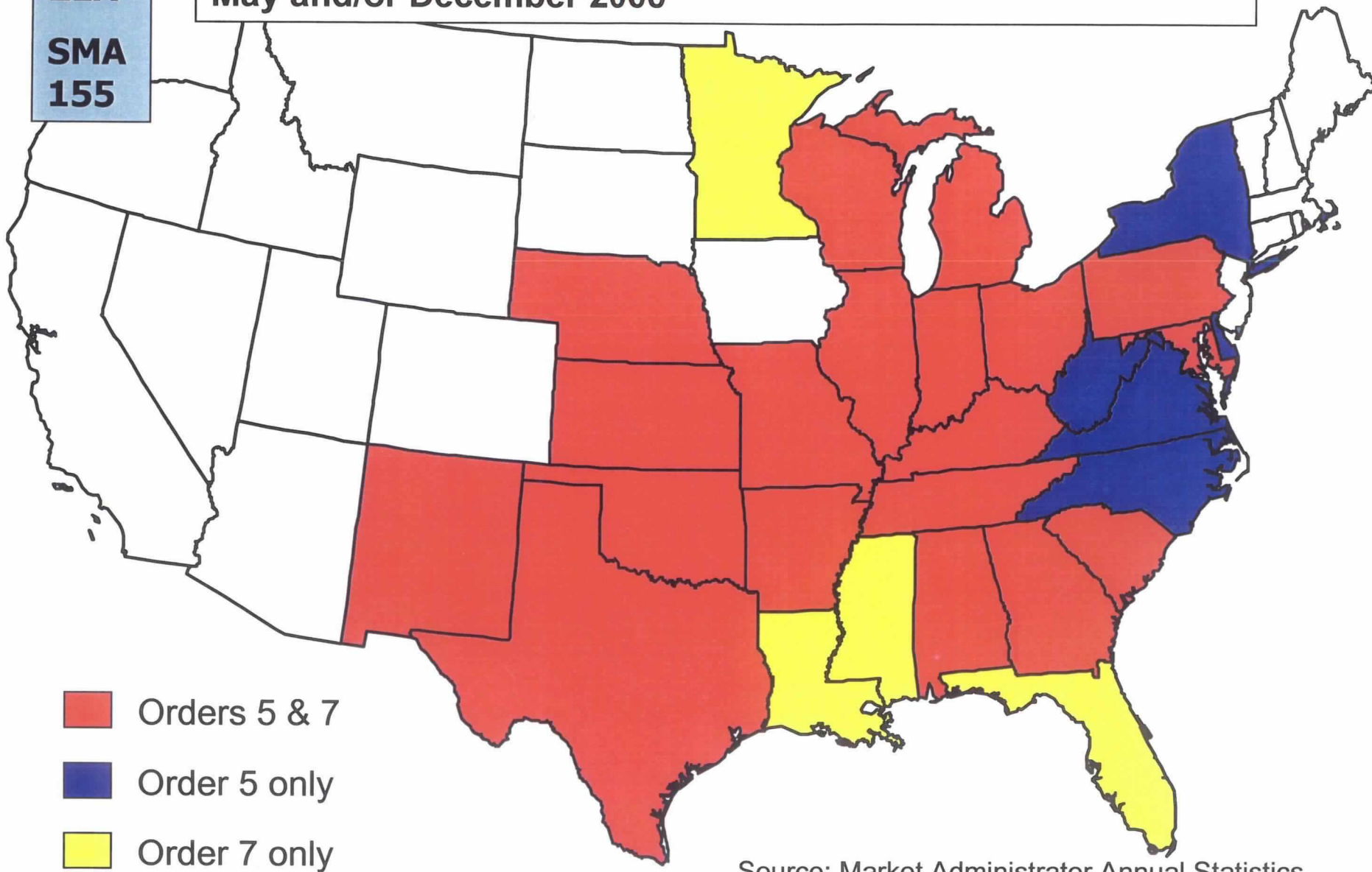
State	Dec. 2000		Dec. 2000		May 2001		Dec. 2001		May 2002		Dec. 2002		May 2003		Dec. 2003	
	F.O. 5	F.O. 7	F.O. 5	F.O. 7	F.O. 5	F.O. 7	F.O. 5	F.O. 7	F.O. 5	F.O. 7	F.O. 5	F.O. 7	F.O. 5	F.O. 7	F.O. 5	F.O. 7
Alabama	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Arkansas		X	X	X		X		X		X		X		X		X
Delaware	X		X		X		X		X		X				X	
Florida		X		X	X	X	X	X	X	X	X		X			X
Georgia	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Iowa						X		X								
Illinois	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Indiana	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Kansas		X	X	X		X		X		X		X		X		X
Kentucky	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Louisiana		X		X		X		X		X		X		X		X
Maryland	X		X	X	X	X	X	X	X	X	X	X	X	X	X	X
Michigan	X		X	X	X		X	X		X	X	X		X	X	X
Minnesota				X		X			X							
Mississippi		X		X		X		X		X		X		X		X
Missouri		X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Nebraska		X	X			X		X		X		X		X		X
New Mexico		X	X	X		X		X		X		X		X		X
New York	X				X				X		X					
North Carolina	X		X		X	X	X		X		X		X		X	
Ohio	X		X	X	X		X	X	X	X	X	X		X	X	X
Oklahoma		X	X	X		X		X		X		X		X		X
Pennsylvania	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
South Carolina	X		X	X	X	X	X	X	X	X	X	X	X	X	X	X
South Dakota																X
Tennessee	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Texas	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Virginia	X		X		X		X		X		X		X		X	X
West Virginia	X		X		X		X		X		X		X		X	
Wisconsin			X	X	X	X	X	X	X	X	X	X	X	X	X	X

Source Market Administrator Annual Statistics, F.O. 5 & F.O. 7 2000 - 2003

**Item
21A**

**SMA
155**

**States Delivering Producer Milk to Federal Orders 5 and/or 7,
May and/or December 2000**

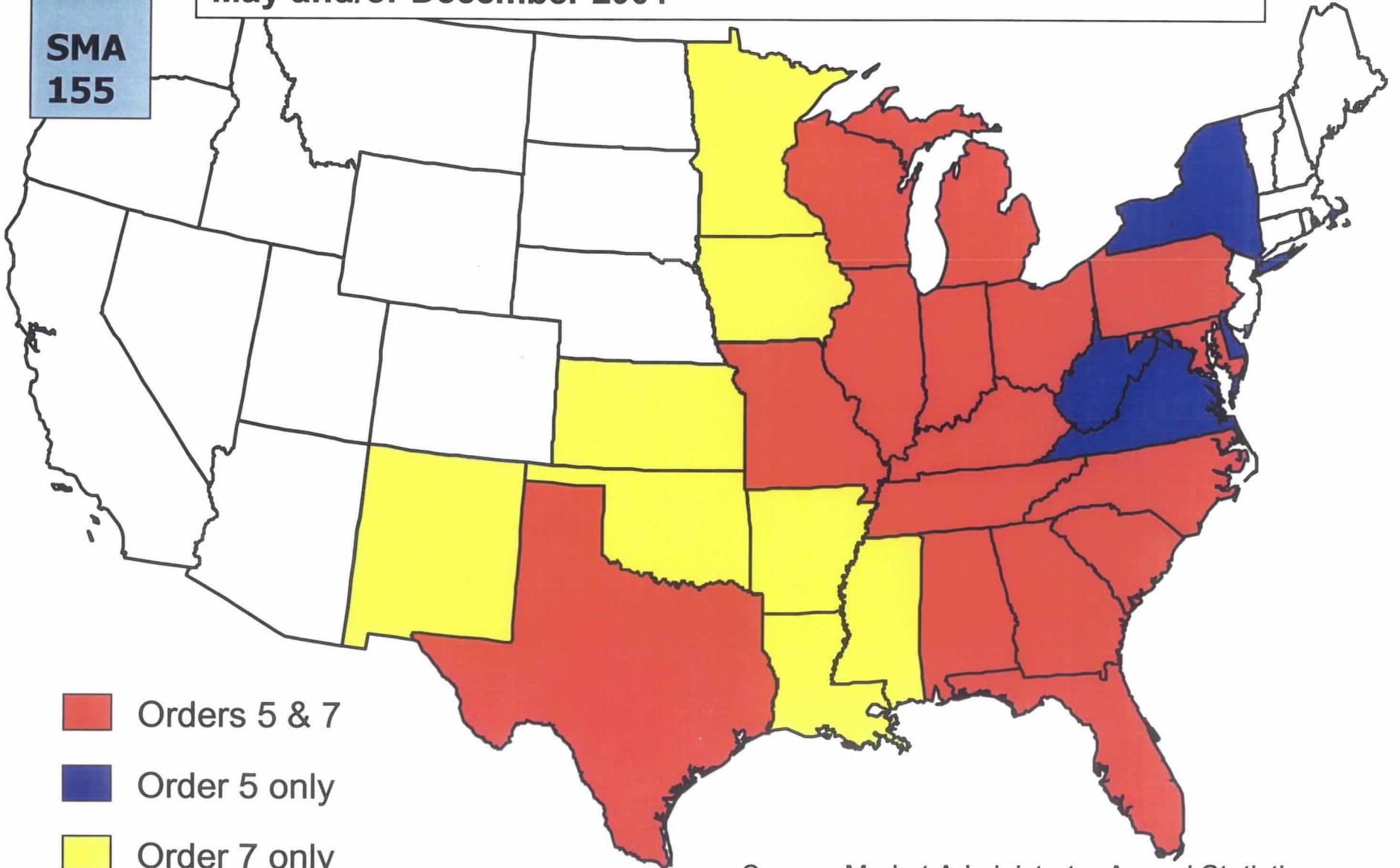


Source: Market Administrator Annual Statistics
Federal Orders 5 and 7, 2000

Item
21B

SMA
155

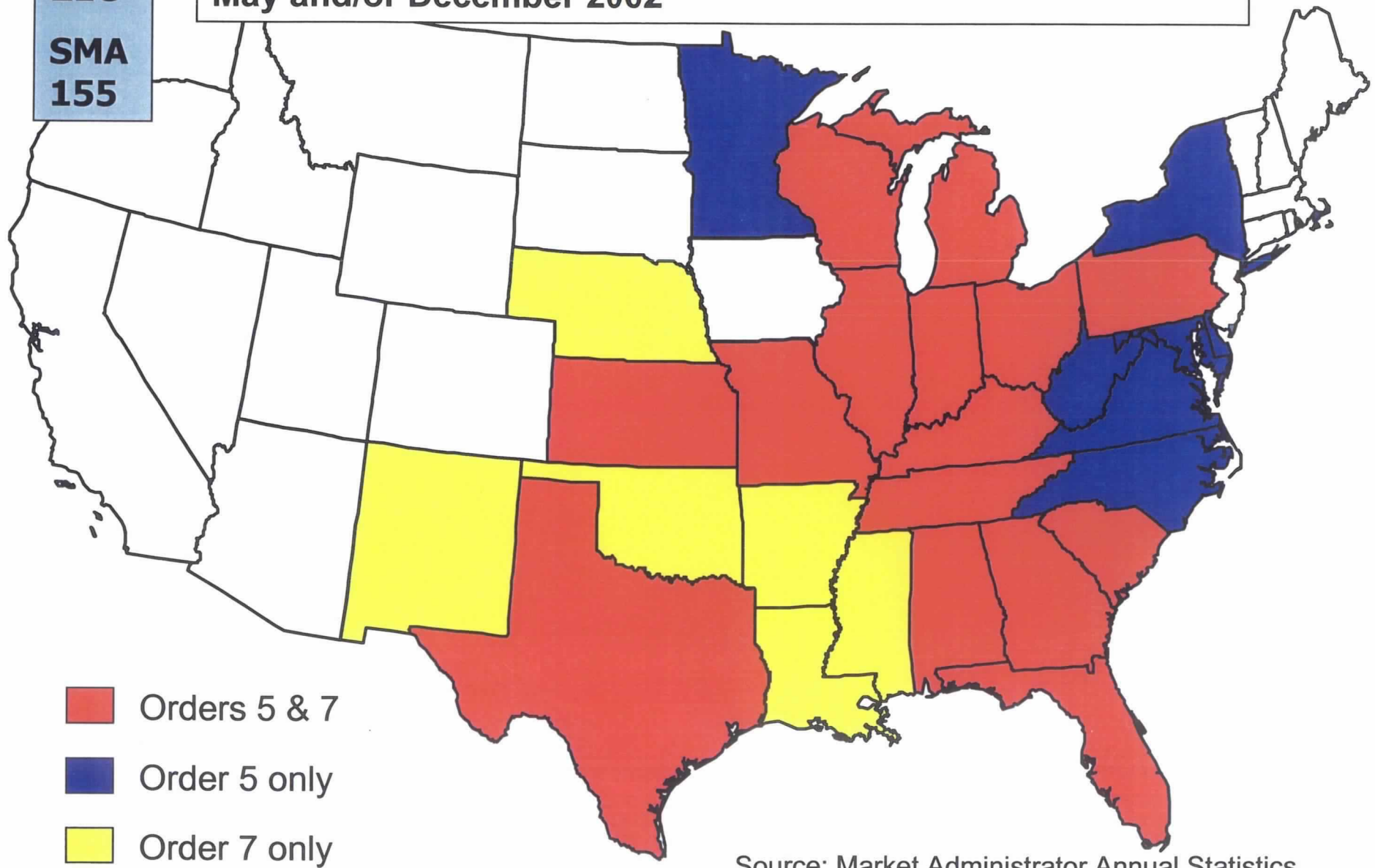
States Delivering Producer Milk to Federal Orders 5 and/or 7,
May and/or December 2001



Source: Market Administrator Annual Statistics
Federal Orders 5 and 7, 2001

**Item
21C
SMA
155**

**States Delivering Producer Milk to Federal Orders 5 and/or 7,
May and/or December 2002**

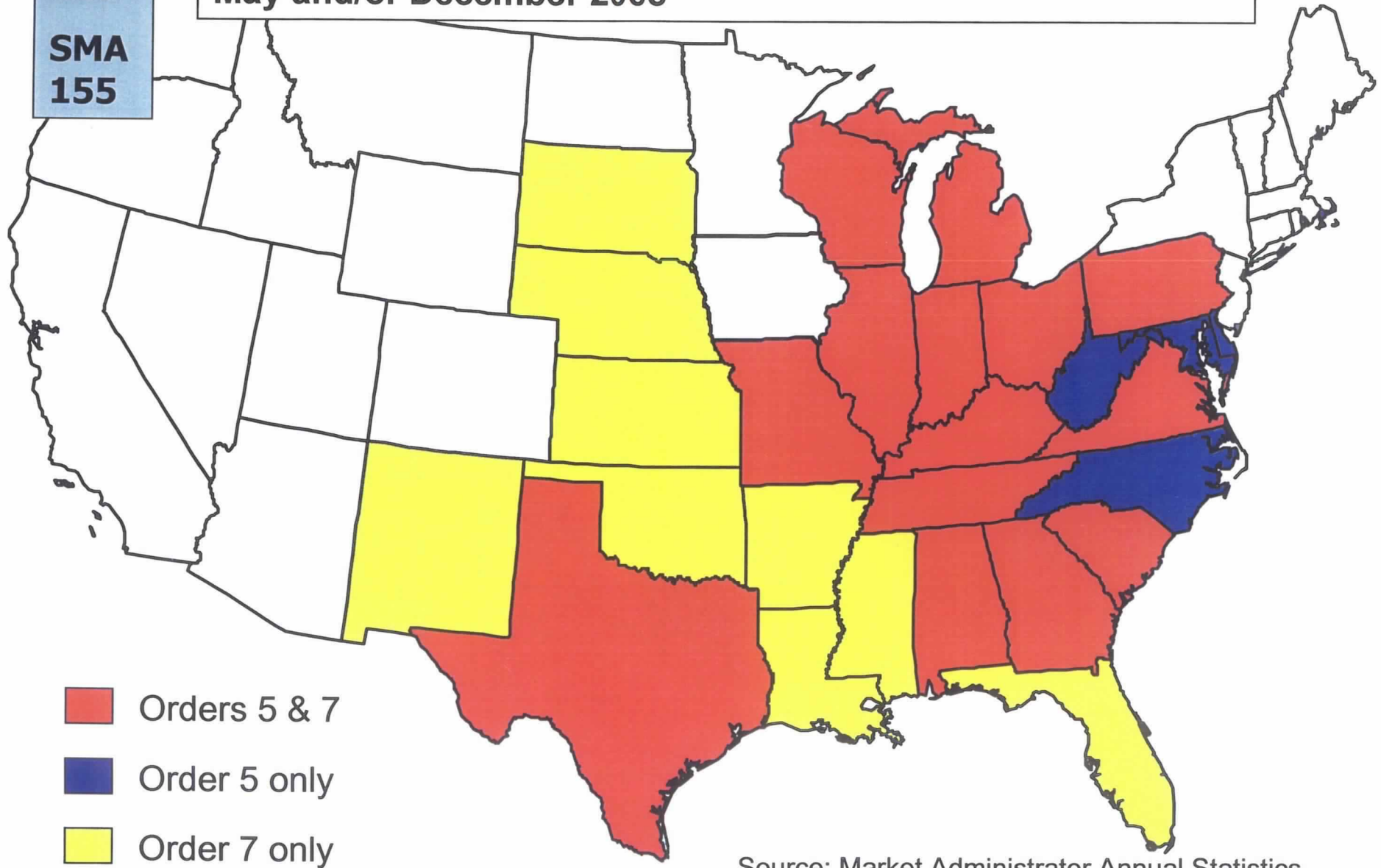





Source: Market Administrator Annual Statistics
Federal Orders 5 and 7, 2002

**Item
21D**

**SMA
155**

**States Delivering Producer Milk to Federal Orders 5 and/or 7,
May and/or December 2003**



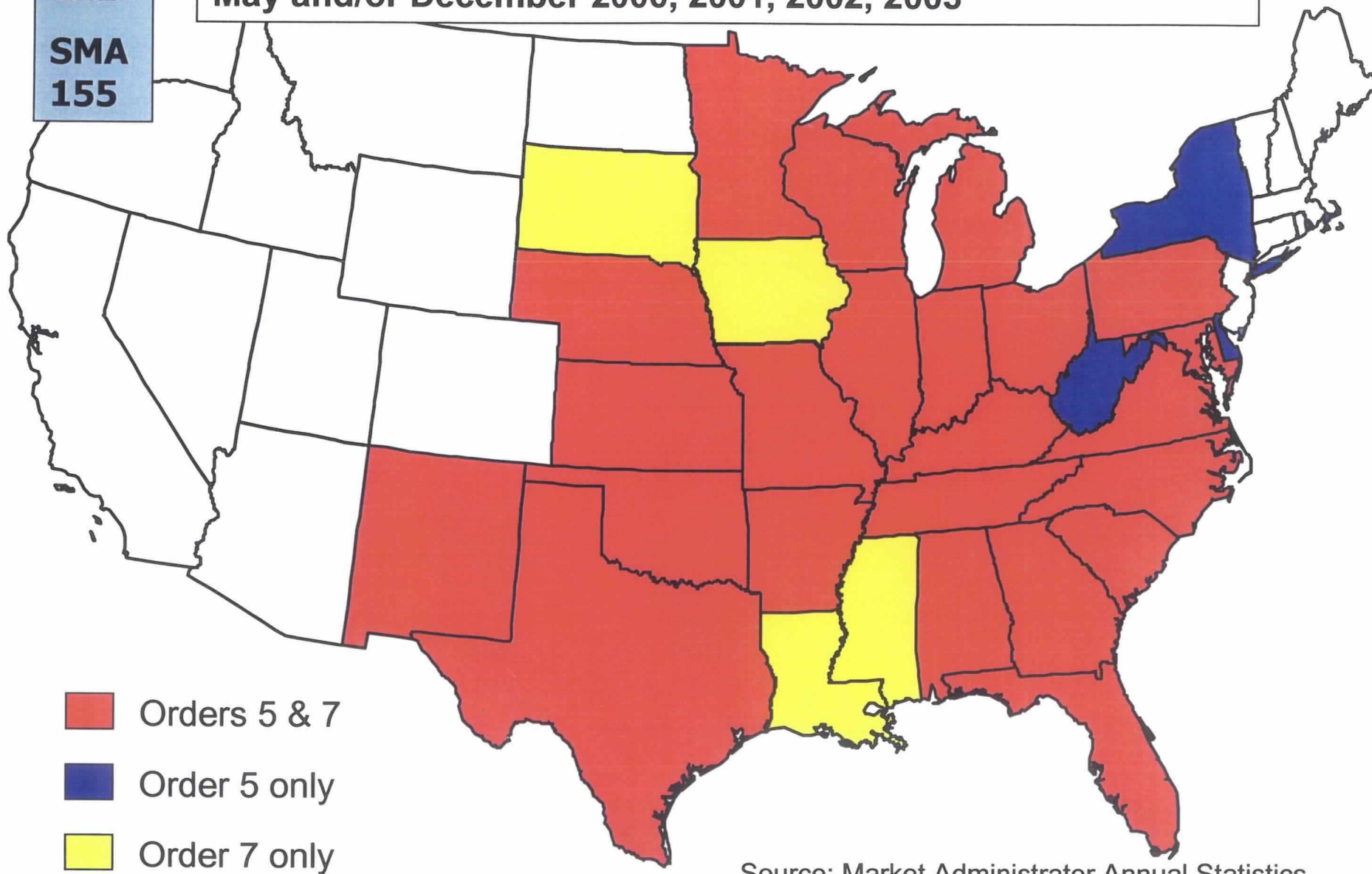
-  Orders 5 & 7
-  Order 5 only
-  Order 7 only

Source: Market Administrator Annual Statistics
Federal Orders 5 and 7, 2003

**Item
21E**

**SMA
155**

**States Delivering Producer Milk to Federal Orders 5 and/or 7,
May and/or December 2000, 2001, 2002, 2003**



Source: Market Administrator Annual Statistics
Federal Orders 5 and 7, 2000-2003

EXHIBIT __ ITEM 22 SMA170**Utilization of Producer Milk - 2003****Appalachian F.O. 1005, Southeast F.O. 1007, and Combined F.O. 1007**

Item	Appalachian Federal Order 1005	Southeast Federal Order 1007	Combined Federal Order 1007
Class I Pounds	4,442,873,429	4,629,028,057	9,071,901,486
Class I Percent	70.36	65.47	67.77
Class II Pounds	910,021,691	705,159,666	1,615,181,357
Class II Percent	14.41	9.97	12.07
Class III Pounds	448,973,206	1,257,676,679	1,706,649,885
Class III Percent	7.11	17.79	12.75
Class IV Pounds	512,847,112	479,079,836	991,926,948
Class IV Percent	8.12	6.78	7.41
Total Producer Milk Pounds	6,314,715,438	7,070,944,238	13,385,659,676

Source: Appalachian F.O. 1005 and Southeast F.O.1007 stistical summary reports.

Item 23 SMA 175

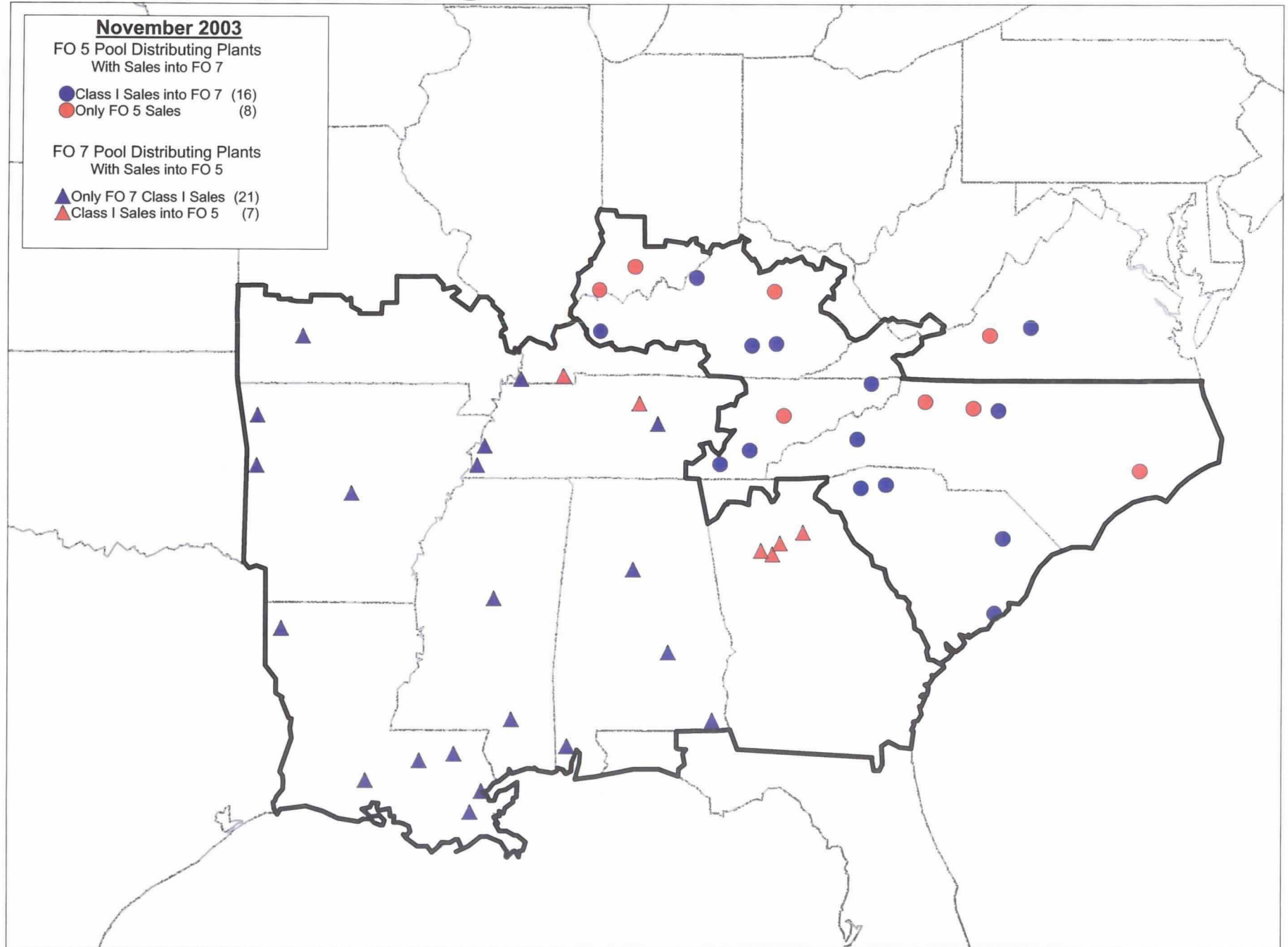


EXHIBIT __ ITEM 24 (A) SMA180

Class I Packaged Milk Disposition by Pool Plants
Southeast Federal Order No. 1007 and Appalachian Federal Order No. 1005

Month	Southeast Federal Order 1007 Pool Plants					Appalachian Federal Order 1005 Pool Plants					Combined Southeast FO #7 Area		
	Total	In- Area	Percent	Sales to 1005	Percent	Total	In-Area	Percent	Sales to 1007	Percent	Total	In-Area	Percent
2000													
Jan	427,426,645	367,749,469	86.0%	7,118,553	1.7%	385,087,171	300,932,147	78.1%	41,685,650	10.8%	812,513,816	717,485,819	88.3%
Feb	392,162,336	336,765,561	85.9%	6,529,857	1.7%	336,518,372	262,957,377	78.1%	36,718,625	10.9%	728,680,708	642,971,420	88.2%
Mar	424,838,016	363,998,825	85.7%	7,300,837	1.7%	373,053,165	292,884,402	78.5%	39,655,584	10.6%	797,891,181	703,839,648	88.2%
Apr	387,807,368	332,205,152	85.7%	6,750,907	1.7%	337,826,635	259,970,840	77.0%	39,125,483	11.6%	725,634,003	638,052,382	87.9%
May	408,847,068	350,791,713	85.8%	6,931,546	1.7%	355,212,159	279,655,554	78.7%	40,852,112	11.5%	764,059,227	678,230,925	88.8%
Jun	379,927,289	326,495,101	85.9%	6,949,803	1.8%	337,724,929	264,855,992	78.4%	38,959,741	11.5%	717,652,218	637,260,637	88.8%
Jul	378,312,976	322,422,109	85.2%	7,653,334	2.0%	337,523,306	264,981,855	78.5%	39,540,594	11.7%	715,836,282	634,597,892	88.7%
Aug	414,181,335	356,406,735	86.1%	8,421,418	2.0%	370,238,721	292,493,748	79.0%	43,129,906	11.6%	784,420,056	700,451,807	89.3%
Sep	416,941,356	357,891,563	85.8%	8,234,091	2.0%	359,932,463	278,456,931	77.4%	41,264,394	11.5%	776,873,819	685,646,979	88.3%
Oct	414,962,449	354,119,331	85.3%	9,155,906	2.2%	357,931,456	277,671,171	77.6%	41,176,802	11.5%	772,893,905	682,123,210	88.3%
Nov	415,349,611	353,701,027	85.2%	9,811,574	2.4%	360,359,272	278,182,218	77.2%	42,353,824	11.8%	775,708,883	684,048,643	88.2%
Dec	413,274,848	352,665,018	85.3%	9,687,858	2.3%	366,509,288	281,244,292	76.7%	42,866,167	11.7%	779,784,136	686,463,335	88.0%
Total	4,874,031,297	4,175,011,604	85.7%	94,545,684	1.9%	4,277,916,937	3,334,286,527	77.9%	487,328,882	11.4%	9,151,948,234	8,091,172,697	88.4%
2001													
Jan	423,281,944	363,456,289	85.9%	9,700,386	2.3%	368,283,095	283,903,766	77.1%	43,246,111	11.7%	791,565,039	700,306,552	88.5%
Feb	375,441,152	319,150,530	85.0%	8,537,778	2.3%	327,982,365	249,747,512	76.1%	39,171,860	11.9%	703,423,517	616,607,680	87.7%
Mar	404,913,052	360,940,076	89.1%	9,362,091	2.3%	372,413,911	283,941,385	76.2%	44,099,219	11.8%	777,326,963	698,342,771	89.8%
Apr	394,360,554	331,617,028	84.1%	9,174,818	2.3%	334,331,552	254,770,113	76.2%	38,996,707	11.7%	728,692,106	634,558,666	87.1%
May	395,495,183	342,217,448	86.5%	9,463,232	2.4%	351,243,482	264,926,121	75.4%	43,547,046	12.4%	746,738,665	660,153,847	88.4%
Jun	350,327,552	326,676,575	93.2%	7,985,977	2.3%	335,635,024	253,967,615	75.7%	41,048,838	12.2%	685,962,576	629,679,005	91.8%
Jul	377,039,382	319,615,786	84.8%	8,352,837	2.2%	336,727,325	253,828,254	75.4%	42,322,193	12.6%	713,766,707	624,119,070	87.4%
Aug	412,562,381	355,223,849	86.1%	9,313,321	2.3%	375,097,582	283,023,450	75.5%	46,633,246	12.4%	787,659,963	694,193,866	88.1%
Sep	390,706,835	328,335,662	84.0%	11,358,952	2.9%	351,918,762	259,763,784	73.8%	43,554,114	12.4%	742,625,597	643,012,512	86.6%
Oct	416,951,988	357,938,637	85.8%	9,770,544	2.3%	378,198,044	279,369,769	73.9%	47,132,863	12.5%	795,150,032	694,211,813	87.3%
Nov	403,759,478	342,719,900	84.9%	9,113,407	2.3%	372,597,391	276,191,495	74.1%	46,508,035	12.5%	776,356,869	674,532,837	86.9%
Dec	393,758,882	333,893,055	84.8%	11,559,683	2.9%	357,126,100	259,398,138	72.6%	44,157,050	12.4%	750,884,982	649,007,926	86.4%
Total	4,738,598,383	4,081,784,835	86.1%	113,893,026	2.4%	4,261,554,633	3,202,831,402	75.2%	520,417,282	12.2%	9,000,153,016	7,918,726,545	88.0%

EXHIBIT __ ITEM 24 (B) SMA180

Class I Packaged Milk Disposition by Pool Plants
Southeast Federal Order No. 1007 and Appalachian Federal Order No. 1005

Month	Southeast Federal Order 1007 Pool Plants					Appalachian Federal Order 1005 Pool Plants					Combined Southeast FO #7 Area		
	Total	In- Area	Percent	Sales to 1005	Percent	Total	In-Area	Percent	Sales to 1007	Percent	Total	In-Area	Percent
2002													
Jan	424,141,144	359,279,471	84.7%	8,640,130	2.0%	389,187,038	287,048,583	73.8%	47,556,008	12.2%	813,328,182	702,524,192	86.4%
Feb	374,530,546	317,317,341	84.7%	8,351,313	2.2%	338,994,745	248,531,061	73.3%	41,293,528	12.2%	713,525,291	615,493,243	86.3%
Mar	422,284,680	345,804,762	81.9%	7,575,312	1.8%	366,945,650	267,163,269	72.8%	45,709,901	12.5%	789,230,330	666,253,244	84.4%
Apr	387,846,190	337,309,328	87.0%	7,095,010	1.8%	356,608,257	259,735,358	72.8%	44,402,573	12.5%	744,454,447	648,542,269	87.1%
May	400,952,782	338,897,033	84.5%	6,795,941	1.7%	368,043,585	268,245,236	72.9%	46,283,098	12.6%	768,996,367	660,221,308	85.9%
Jun	380,457,589	300,273,280	78.9%	6,661,338	1.8%	327,055,806	238,642,890	73.0%	38,958,384	11.9%	707,513,395	584,535,892	82.6%
Jul	374,111,697	322,099,720	86.1%	8,098,067	2.2%	355,760,767	261,533,607	73.5%	42,970,873	12.1%	729,872,464	634,702,267	87.0%
Aug	415,456,783	354,858,684	85.4%	7,347,932	1.8%	381,425,134	280,773,622	73.6%	47,332,595	12.4%	796,881,917	690,312,833	86.6%
Sep	391,406,118	336,651,701	86.0%	6,914,091	1.8%	354,867,600	261,759,355	73.8%	42,718,862	12.0%	746,273,718	648,044,009	86.8%
Oct	418,541,932	356,983,944	85.3%	8,578,323	2.0%	378,081,257	276,194,265	73.1%	45,843,964	12.1%	796,623,189	687,600,496	86.3%
Nov	405,342,359	347,313,139	85.7%	7,062,619	1.7%	368,893,769	268,873,650	72.9%	44,217,168	12.0%	774,236,128	667,466,576	86.2%
Dec	396,927,331	338,895,370	85.4%	6,697,588	1.7%	368,693,404	268,051,160	72.7%	44,211,108	12.0%	765,620,735	657,855,216	85.9%
Total	4,791,999,151	4,055,683,773	84.6%	89,817,664	1.9%	4,354,557,012	3,186,552,046	73.2%	531,498,062	12.2%	9,146,556,163	7,863,551,545	86.0%
2003													
Jan	424,798,278	366,268,326	86.2%	7,799,904	1.8%	396,200,979	292,194,346	73.7%	46,708,064	11.8%	820,999,257	712,970,640	86.8%
Feb	375,732,519	323,943,416	86.2%	6,776,591	1.8%	344,248,485	248,520,727	72.2%	42,364,899	12.3%	719,981,004	621,605,633	86.3%
Mar	397,152,236	342,727,660	86.3%	7,400,038	1.9%	364,209,515	264,672,282	72.7%	44,447,850	12.2%	761,361,751	659,247,830	86.6%
Apr	388,200,611	333,927,045	86.0%	6,827,804	1.8%	353,505,918	258,463,047	73.1%	42,539,224	12.0%	741,706,529	641,757,120	86.5%
May	393,637,562	339,023,337	86.1%	7,242,682	1.8%	364,747,825	267,820,421	73.4%	45,094,461	12.4%	758,385,387	659,180,901	86.9%
Jun	352,593,409	300,366,980	85.2%	7,309,010	2.1%	333,314,878	243,859,124	73.2%	41,819,512	12.5%	685,908,287	593,354,626	86.5%
Jul	362,584,795	306,846,679	84.6%	7,829,022	2.2%	355,388,010	262,084,443	73.7%	43,895,956	12.4%	717,972,805	620,656,100	86.4%
Aug	384,793,755	327,354,887	85.1%	7,913,921	2.1%	373,331,143	276,153,445	74.0%	46,965,781	12.6%	758,124,898	658,388,034	86.8%
Sep	386,024,697	327,279,907	84.8%	7,744,416	2.0%	373,370,363	278,177,126	74.5%	46,680,015	12.5%	759,395,060	659,881,464	86.9%
Oct	400,137,833	338,726,382	84.7%	7,996,791	2.0%	382,935,890	285,283,959	74.5%	48,868,914	12.8%	783,073,723	680,876,046	86.9%
Nov	379,404,723	321,969,865	84.9%	7,777,358	2.0%	348,953,100	258,690,906	74.1%	44,742,624	12.8%	728,357,823	633,180,753	86.9%
Dec	397,990,882	338,053,859	84.9%	8,082,143	2.0%	375,360,232	276,123,860	73.6%	47,319,571	12.6%	773,351,114	669,579,433	86.6%
Total	4,643,051,300	3,966,488,343	85.4%	90,699,680	2.0%	4,365,566,338	3,212,043,686	73.6%	541,446,871	12.4%	9,008,617,638	7,810,678,580	86.7%

Source: Market Administrator Published Statistics and the Atlanta Market Administrators Office

EXHIBIT __ ITEM 25 (A) SMA190

Class I Packaged Milk Disposition in the Marketing Areas
Southeast Federal Order No. 1007 and Appalachian Federal Order No. 1005

Month	In-Area Sales FO #7 Area			FO #5 Sales Into FO #7 Area		In-Area Sales FO #5 Area			FO #7 Sales Into FO #5 Area		Combined Southeast FO #7 Area		
	Total In-Area	By Pool Plants	Percent	Pounds	Percent	Total In-Area	By Pool Plants	Percent	Pounds	Percent	Total In-Area	By Pool Plants	Percent
2000													
Jan	423,161,042	367,749,469	86.9%	41,685,650	9.9%	319,581,105	300,932,147	94.2%	7,118,553	2.2%	742,742,147	717,485,819	96.6%
Feb	392,944,658	336,765,561	85.7%	36,718,625	9.3%	280,740,592	262,957,377	93.7%	6,529,857	2.3%	673,685,250	642,971,420	95.4%
Mar	429,553,501	363,998,825	84.7%	39,655,584	9.2%	312,479,534	292,884,402	93.7%	7,300,837	2.3%	742,033,035	703,839,648	94.9%
Apr	394,645,844	332,205,152	84.2%	39,125,483	9.9%	277,860,970	259,970,840	93.6%	6,750,907	2.4%	672,506,814	638,052,382	94.9%
May	415,960,616	350,781,713	84.3%	40,852,112	9.8%	298,770,779	278,655,554	93.6%	6,931,546	2.3%	714,731,395	678,230,925	94.9%
Jun	388,765,778	326,495,101	84.0%	38,959,741	10.0%	282,564,901	264,855,992	93.7%	6,949,803	2.5%	671,330,679	637,260,637	94.9%
Jul	386,012,847	322,422,109	83.5%	39,640,594	10.2%	284,615,106	264,981,855	93.1%	7,653,334	2.7%	670,627,953	634,597,892	94.6%
Aug	423,798,416	356,406,735	84.1%	43,129,906	10.2%	313,783,281	292,493,748	93.2%	8,421,418	2.7%	737,582,697	700,451,807	95.0%
Sep	422,939,606	357,691,563	84.6%	41,264,394	9.8%	299,347,784	278,456,931	93.0%	8,234,091	2.8%	722,287,390	685,646,979	94.9%
Oct	419,218,049	354,119,331	84.5%	41,176,802	9.8%	299,913,569	277,671,171	92.6%	9,155,906	3.1%	719,131,618	682,123,210	94.9%
Nov	420,134,237	353,701,027	84.2%	42,353,824	10.1%	301,085,832	278,182,218	92.4%	9,811,574	3.3%	721,220,069	684,048,643	94.8%
Dec	421,377,670	352,665,018	83.7%	42,866,167	10.2%	303,209,385	281,244,292	92.8%	9,687,858	3.2%	724,587,055	686,463,335	94.7%
Total	4,938,513,264	4,175,011,604	84.5%	487,328,882	9.9%	3,673,852,838	3,334,286,527	93.3%	94,545,684	2.6%	8,512,366,102	8,091,172,697	95.1%
2001													
Jan	432,076,644	363,456,289	84.1%	43,246,111	10.0%	307,031,064	283,903,766	92.5%	9,700,386	3.2%	739,107,708	700,306,552	94.8%
Feb	383,678,354	319,150,530	83.2%	39,171,860	10.2%	269,808,164	249,747,512	92.6%	8,537,778	3.2%	653,486,518	616,607,680	94.4%
Mar	435,389,042	360,940,076	82.9%	44,099,219	10.1%	306,975,536	283,941,385	92.5%	9,362,091	3.0%	742,364,578	698,342,771	94.1%
Apr	395,761,980	331,617,028	83.8%	38,996,707	9.9%	276,666,487	254,770,113	92.1%	9,174,818	3.3%	672,328,467	634,558,666	94.4%
May	415,313,094	342,217,448	82.4%	43,547,046	10.5%	287,602,698	264,926,121	92.1%	9,463,232	3.3%	702,815,782	660,153,847	93.9%
Jun	394,194,570	328,678,576	82.9%	41,048,838	10.4%	273,634,808	253,967,615	92.8%	7,985,977	2.9%	667,829,378	629,679,005	94.3%
Jul	389,233,904	319,615,786	82.1%	42,322,193	10.9%	274,419,782	253,828,254	92.5%	8,352,837	3.0%	663,653,686	624,119,070	94.0%
Aug	430,842,644	355,223,849	82.4%	46,633,246	10.8%	305,905,087	283,023,450	92.5%	9,313,321	3.0%	736,747,731	694,193,866	94.2%
Sep	395,532,164	328,335,662	83.0%	43,554,114	11.0%	283,334,123	259,763,784	91.7%	11,358,952	4.0%	678,866,287	643,012,512	94.7%
Oct	431,629,504	357,938,637	82.9%	47,132,863	10.9%	301,725,871	279,369,769	92.6%	9,770,544	3.2%	733,355,375	694,211,813	94.7%
Nov	414,341,055	342,719,900	82.7%	46,508,035	11.2%	297,689,211	276,191,495	92.8%	9,113,407	3.1%	712,030,269	674,532,837	94.7%
Dec	404,309,649	333,893,055	82.6%	44,157,050	10.9%	282,497,379	259,398,138	91.8%	11,559,683	4.1%	686,807,028	649,007,926	94.5%
Total	4,922,302,607	4,081,784,835	82.9%	520,417,282	10.6%	3,467,090,210	3,202,831,402	92.4%	113,693,026	3.3%	8,389,392,817	7,918,726,545	94.4%

EXHIBIT __ ITEM 25 (B) SMA190

Class I Packaged Milk Disposition in the Marketing Areas
Southeast Federal Order No. 1007 and Appalachian Federal Order No. 1005

Month	In-Area Sales FO #7 Area			FO #5 Sales Into FO #7 Area		In-Area Sales FO #5 Area			FO #7 Sales Into FO #5 Area		Combined Southeast FO #7 Area		
	Total In-Area	By Pool Plants	Percent	Pounds	Percent	Total In-Area	By Pool Plants	Percent	Pounds	Percent	Total In-Area	By Pool Plants	Percent
2002													
Jan	433,890,538	359,279,471	82.8%	47,556,008	11.0%	308,574,087	287,048,583	93.0%	8,640,130	2.8%	742,464,625	702,524,192	94.6%
Feb	372,872,863	317,317,341	85.1%	41,293,528	11.1%	267,823,837	248,531,061	92.8%	8,351,313	3.1%	640,696,700	615,493,243	96.1%
Mar	416,806,776	345,804,762	83.0%	45,709,901	11.0%	290,010,063	267,163,269	92.1%	7,575,312	2.6%	706,816,839	666,253,244	94.3%
Apr	407,460,863	337,309,328	82.8%	44,402,573	10.9%	280,800,316	259,735,358	92.5%	7,095,010	2.5%	688,261,179	648,542,269	94.2%
May	411,519,599	338,897,033	82.4%	46,283,098	11.2%	286,188,524	268,245,236	93.1%	6,795,941	2.4%	699,708,123	660,221,308	94.4%
Jun	365,902,645	300,273,280	82.1%	38,958,384	10.6%	257,864,062	238,642,890	92.5%	6,661,338	2.6%	623,766,707	584,535,892	93.7%
Jul	391,252,370	322,099,720	82.3%	42,970,873	11.0%	286,360,036	261,533,607	91.3%	8,098,067	2.8%	677,612,406	634,702,267	93.7%
Aug	428,381,111	354,858,684	82.8%	47,332,595	11.0%	302,972,337	280,773,622	92.7%	7,347,932	2.4%	731,353,448	690,312,833	94.4%
Sep	404,627,925	336,651,701	83.2%	42,718,862	10.6%	282,272,034	261,759,355	92.7%	6,914,091	2.4%	686,899,959	648,044,009	94.3%
Oct	431,097,368	356,983,944	82.8%	45,843,964	10.6%	298,979,168	276,184,265	92.4%	8,578,323	2.9%	730,076,556	687,600,496	94.2%
Nov	417,128,302	347,313,139	83.3%	44,217,168	10.8%	289,975,187	268,873,650	92.7%	7,062,619	2.4%	707,103,489	667,466,576	94.4%
Dec	409,459,315	338,895,370	82.8%	44,211,108	10.8%	287,898,150	268,051,150	93.1%	6,697,588	2.3%	697,357,465	657,855,216	94.3%
Total	4,890,399,675	4,055,683,773	82.9%	531,498,062	10.9%	3,441,717,821	3,186,552,046	92.6%	89,817,664	2.6%	8,332,117,496	7,863,551,545	94.4%
2003													
Jan	439,209,855	366,268,326	83.4%	46,708,064	10.6%	313,589,827	292,194,346	93.2%	7,799,904	2.5%	752,799,682	712,970,640	94.7%
Feb	389,431,118	323,943,416	83.2%	42,364,899	10.9%	267,684,435	248,520,727	92.8%	6,776,591	2.5%	657,116,553	621,605,633	94.6%
Mar	412,123,700	342,727,660	83.2%	44,447,850	10.8%	285,344,194	264,672,282	92.8%	7,400,038	2.6%	697,467,894	659,247,830	94.5%
Apr	401,472,317	333,927,045	83.2%	42,539,224	10.6%	277,891,087	258,463,047	93.0%	6,827,804	2.5%	679,363,404	641,757,120	94.5%
May	408,888,106	339,023,337	82.9%	45,094,461	11.0%	290,051,498	267,820,421	92.3%	7,242,682	2.5%	698,939,604	659,180,901	94.3%
Jun	366,921,631	300,366,980	81.9%	41,819,512	11.4%	264,154,298	243,859,124	92.3%	7,309,010	2.8%	631,075,929	593,354,626	94.0%
Jul	375,908,546	306,846,679	81.6%	43,895,956	11.7%	282,404,311	262,084,443	92.8%	7,829,022	2.8%	658,312,857	620,656,100	94.3%
Aug	400,860,218	327,354,887	81.7%	46,966,781	11.7%	298,839,377	276,153,445	92.4%	7,913,921	2.6%	699,699,695	658,388,034	94.1%
Sep	400,124,975	327,279,907	81.8%	46,680,015	11.7%	300,238,627	278,177,126	92.7%	7,744,416	2.6%	700,363,602	659,881,464	94.2%
Oct	414,194,869	338,726,382	81.8%	48,868,914	11.8%	307,494,123	285,283,959	92.8%	7,996,791	2.6%	721,688,992	680,876,046	94.3%
Nov	391,927,211	321,969,865	82.2%	44,742,624	11.4%	280,074,726	258,690,906	92.4%	7,777,358	2.8%	672,001,937	633,180,753	94.2%
Dec	412,786,700	338,053,859	81.9%	47,319,571	11.5%	298,706,423	276,123,860	92.4%	8,082,143	2.7%	711,493,123	669,579,433	94.1%
Total	4,813,849,246	3,966,488,343	82.4%	541,446,871	11.2%	3,466,472,926	3,212,043,686	92.7%	90,699,680	2.6%	8,280,322,172	7,810,678,580	94.3%

Source: Market Administrator Published Statistics and the Atlanta Market Administrators Office

EXHIBIT __ ITEM 26 SMA200

Nonpool Plants located within the Appalachian Order 1005 - September 2003

Plant Name	City	State	Status	Product Mix
BEL- Kaukauna	Leitchfield	KY	Nonpool Manufacturing	Specialty Cheese
Bluegrass Dairy & Food	Springfield	KY	Nonpool Manufacturing	Powder
Gethsemani Farms	Trappist	KY	Nonpool Manufacturing	American Cheese
Graham Cheese	Elnora	IN	Nonpool Manufacturing	American Cheese
Sweetwater Valley Farms	Philadelphia	TN	Nonpool Manufacturing	American Cheese
Alamance Foods	Burlington	NC	Nonpool Manufacturing	Ice Cream
Coastal Dairy	Wilson	NC	Nonpool Manufacturing	Ice Cream
Ashe County Cheese	West Jefferson	NC	Nonpool Manufacturing	American Cheese
Mooreville Ice Cream	Mooreville	NC	Nonpool Manufacturing	Ice Cream
Pet Ice Cream	Hickory	NC	Nonpool Manufacturing	Ice Cream
Spring Ridge Dairy	Otto	NC	Exempt Distributing	Processing
Mapleview	Hillsborough	NC	Producer Handler	Processing
Jackson	Dunn	NC	Exempt Distributing	Processing
North Carolina State Univ.	Raleigh	NC	Exempt Distributing	Processing
Goodberry Creamery	Raleigh	NC	Nonpool Manufacturing	Ice Cream
Poppies International	Battleboro	NC	Commercial Food	Commercial Food
Nestle Foods	Gaffney	SC	Commercial Food	Commercial Food
Flav-O-Rich	Bristol	VA	Nonpool Manufacturing	Culture Products

Source: Appalachian Market Administrator

EXHIBIT __ ITEM 27 SMA205

Nonpool Plants located within the Southeast Order 1007 - January 2004

Plant Name	City	State	Status	Product Mix
Blue Bell Creamery	Sylacauga	AL	Unregulated Supply	Ice Cream & Mix
Bluegrass Dairy & Foods	Glasgow	KY	Unregulated Supply	Ice Cream & Mix
California Natural Foods	Savannah	GA	Partially Regulated	Miscellaneous
Chicary Farm	Mt. Hermon	LA	Unregulated Supply	Hard Cheese
College of the Ozarks	Point Lookout	MO	Exempt-University	Packaged Milk
Dairy Farmers of America, Inc.	Springfield	MO	Unregulated Supply	Butter Miscellaneous
Dairy Farmers of America, Inc.	Monett	MO	Unregulated Supply	Bulk Milk Hard Cheese
Dairy Fresh Ice Cream	Greensboro	AL	Unregulated Supply	Ice Cream & Mix
Eskimo Pie	Russellville	AR	Unregulated Supply	Ice Cream & Mix
Etowah Maid	Canton	GA	Exempt	Packaged Milk
Hosanna Hills Farm, LLC	Eureka Springs	AR	Exempt	Packaged Milk
Humphreys	Hot Springs	AR	Exempt	Sour Cream & Dips
Jasper Products, LLC	Joplin	MO	Partially Regulated	Flavored Milk
Kraft	Bentonville	AR	Unregulated Supply	Hard Cheese
Kraft	Springfield	MO	Unregulated Supply	Cheese-Other
Level Valley Creamery	Antioch	TN	Unregulated Supply	Butter
Louisiana Tech University	Ruston	LA	Exempt-University	Cottage Cheese
LSU Dairy Science	Baton Rouge	LA	Exempt-University	Ice Cream & Mix
Mattingly Cheese	Austin	KY	Unregulated Supply	Cheese-American
Mauthes Dairy, LLC	Folsom	LA	Unregulated Supply	Cream Cheese
Mayfield Ice Cream	Birmingham	AL	Unregulated Supply	Ice Cream & Mix
Memory Lane Dairy	Fordland	MO	Exempt	Packaged Milk
Milk Products of Alabama, LLC	Decatur	AL	Partially Regulated	Cream Heavy
Milnot	Seneca	MO	Unregulated Supply	Packaged-Whole/UnSweetend Condense
Mississippi State University	Starkville	MS	Exempt-University	Hard Cheese
Rock Springs Dairy	Wildersville	TN	Exempt	Packaged Milk
Smith Creamery, LLC	Mt. Hermon	LA	Exempt	Packaged Milk
Southeastern Cheese	Uniontown	AL	Unregulated Supply	Hard Cheese
Sugar Creek Foods	Russelville	AR	Unregulated Supply	Ice Cream & Mix
Sweet Grass Dairy	Thomasville	GA	Unregulated Supply	Hard Cheese
Wright Dairy, LLC	Alexandria	AL	Exempt	Packaged Milk
Yarnell	Searcy	AR	Unregulated Supply	Ice Cream & Mix

Source: Southeast Market Administrator.

EXHIBIT __ ITEM 28 SMA210

Southern Marketing Agency, Inc.

Number of Producers and Producer Milk Deliveries, Appalachian 1005 and Southeast 1007

December 2003

Cooperataive Association	Appalachian F.O. 1005		Southeast F.O. 1007		Combined F.O.'s	
	Producers	Volume	Producers	Volume	Producers	Volume
SMA Cooperatives:						
Arkansas Dairy Cooperative Assn., Inc.	0	0	113	13,588,480	113	13,588,480
Dairy Farmers of America, Inc.	1,678	230,702,392	2,525	343,039,201	4,203	573,741,593
Dairymen's Marketing Cooperative, Inc.	37	12,602,341	55	6,603,823	92	19,206,164
Lone Star Milk Producers, Inc.	38	16,453,108	152	44,846,043	190	61,299,151
MD & VA Milk Producers Coop. Assn., Inc.	480	84,334,939	164	24,145,654	644	108,480,593
Total SMA	2,233	344,092,780	3,009	432,223,201	5,242	776,315,981
Other Cooperatives:						
Continental Dairy Products, Inc.						
Cooperatiave Milk Producers Assn., Inc.						
Dairylea Cooperative						
Foremost Farms, USA						
Land-O'Lakes, Inc.						
National Farmers Organization						
Southeast Graded Milk Producers Assn.						
Southeast Milk, Inc.						
Other Producers:						
Total Federal Order	3,268	552,111,718	3,981	620,264,504	7,249	1,172,376,222
Percent SMA	68.3%	62.3%	75.6%	69.7%	72.3%	66.2%

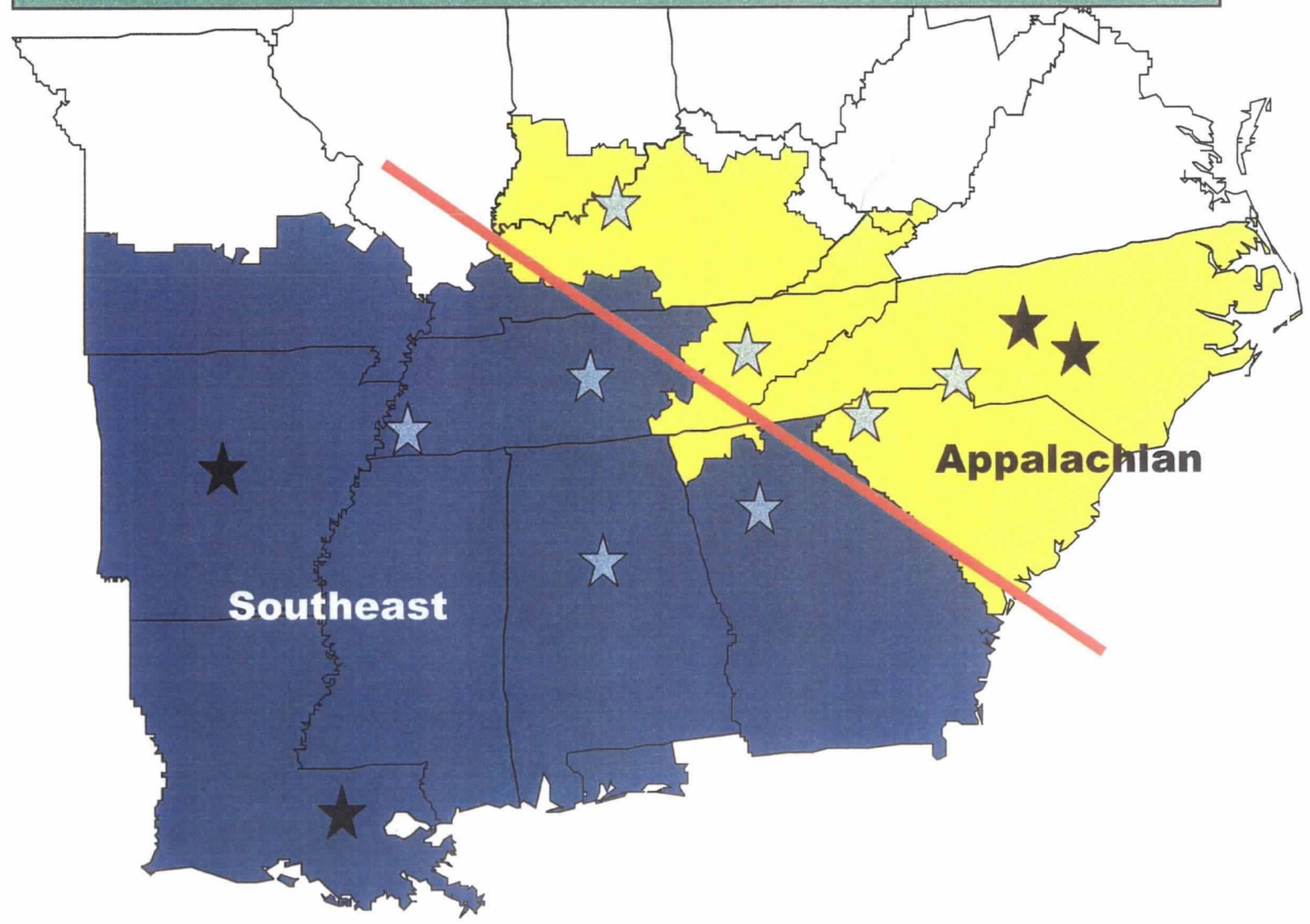
EXHIBIT __ ITEM 29 SMA220

**Distance of Major Population Centers, Federal Orders 5 & 7
to Nearby Plants Located in the Adjacent Marketing Area**

Federal Order 5 - Largest 6 MSA's				
MSA	City with Nearest Federal Order 7 Distributing Plant	Miles to Nearest City	City with 2nd Nearest Federal Order 7 Distributing Plant	Miles to 2nd Nearest City
Charlotte / Gastonia / Rock Hill (NC, SC)	Braselton, GA	170	Atlanta, GA	215
Greensboro / Winston Salem / High Point (NC)	Braselton, GA	258	Atlanta, GA	303
Raleigh / Durham / Chapel Hill (NC)	Braselton, GA	311	Atlanta, GA	356
Louisville (KY & IN)	Nashville, TN	173	Murfreesboro, TN	208
Greenville / Spartanburg (SC)	Braselton, GA	95	Atlanta, GA	140
Knoxville (TN)	Nashville, TN	177	Atlanta, GA	215
Federal Order 7 - Largest 6 MSA's				
MSA	City with Nearest Federal Order 5 Distributing Plant	Miles to Nearest City	City with 2nd Nearest Federal Order 5 Distributing Plant	Miles to 2nd Nearest City
Atlanta (GA)	Chattanooga, TN	112	Greenville, SC	140
New Orleans / Baton Rouge (LA)	Chattanooga, TN	477	Madisonville, KY	581
Nashville (TN)	Chattanooga, TN	127	Athens, TN	162
Memphis (TN, AR)	Madisonville, KY	226	Evansville, IN	266
Birmingham (AL)	Chattanooga, TN	139	Athens, TN	195
Little Rock (AR)	Madisonville, KY	363	Evansville, IN	449

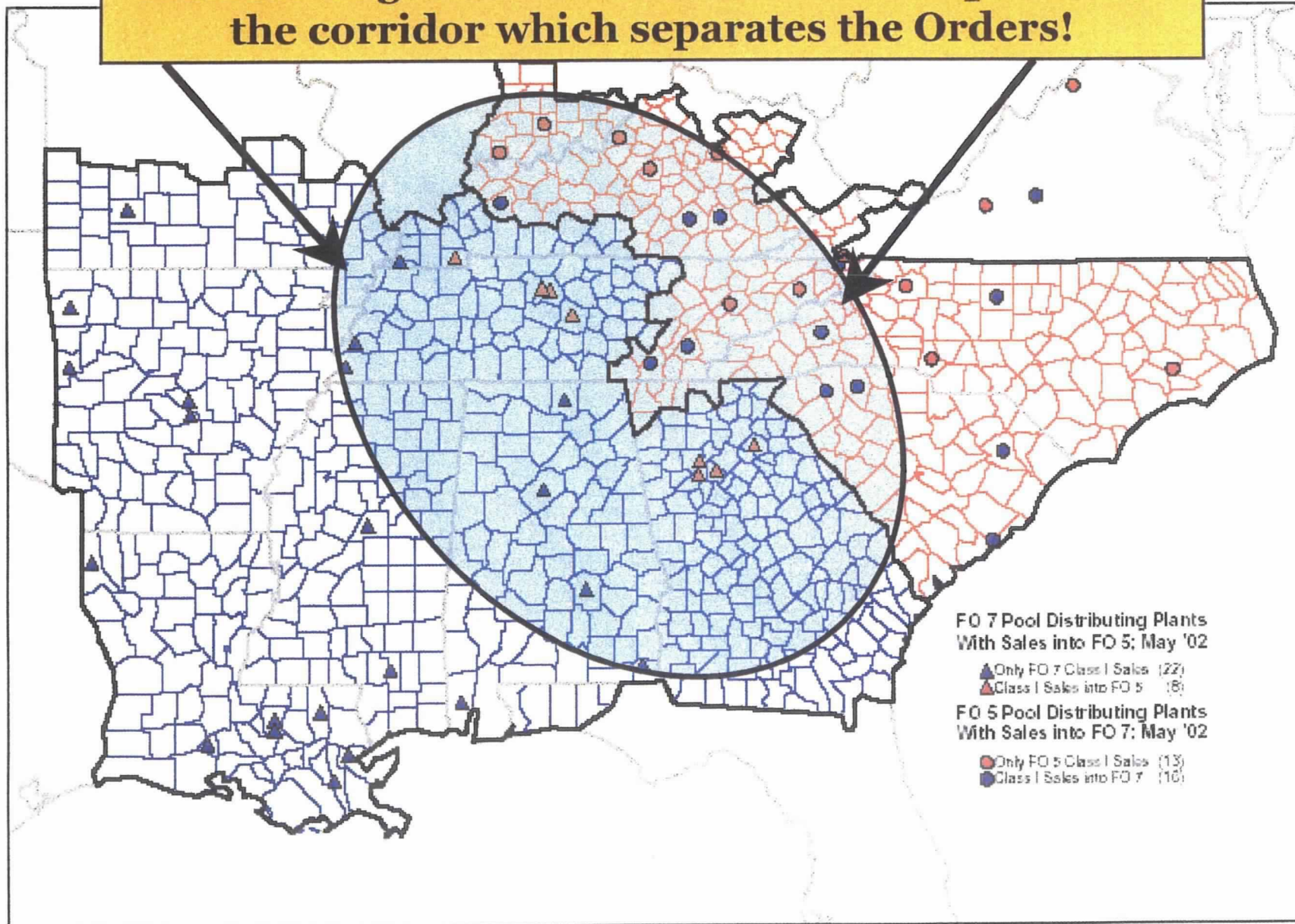
Item 30 SMA 230

Order 5 & 7 Marketing Areas, 12 Largest Population Centers



Item 31 SMA 235

Corridor of greatest fluid milk sales competition is the corridor which separates the Orders!



Item 32 SMA 236

Class I Distribution on Routes in the Marketing Area Pool and Nonpool Plants, Selected Orders Million Lbs., November 2003

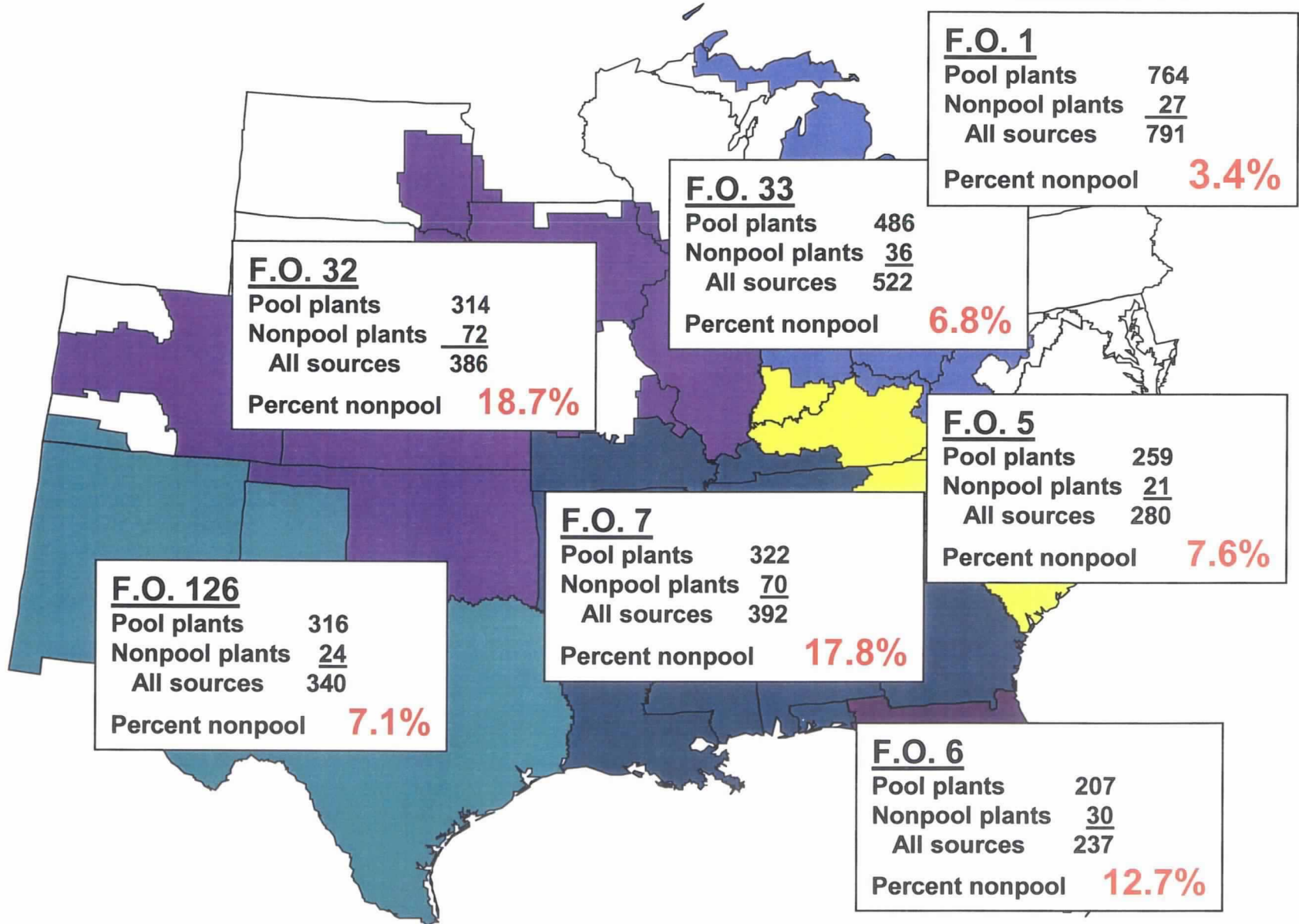


EXHIBIT __ ITEM 33 SMA250

Utilization of Producer Milk, Appalachian and Southeast Federal Orders, 2000, 2001, 2002, and 2003

	Class I		Class II		Class III		Class IV		Total Producer Milk Pounds
	Pounds	Percent	Pounds	Percent	Pounds	Percent	Pounds	Percent	
Appalachian 1005									
2000	4,343,320,546	68.7%	888,723,163	14.1%	405,578,833	6.4%	680,185,206	10.8%	6,317,807,748
2001	4,352,497,567	65.2%	979,593,429	14.7%	632,314,822	9.5%	708,898,880	10.6%	6,673,304,698
2002	4,448,853,775	66.3%	954,472,130	14.2%	543,135,037	8.1%	759,943,334	11.3%	6,706,404,276
2003	4,442,873,429	70.4%	910,021,691	14.4%	448,973,206	7.1%	512,847,112	8.1%	6,314,715,438
Southeast 1007									
2000	4,867,106,537	65.0%	801,339,031	10.7%	1,221,749,835	16.3%	596,963,904	8.0%	7,487,159,307
2001	4,767,328,927	60.1%	796,135,721	10.0%	1,637,754,205	20.7%	725,360,987	9.2%	7,926,579,840
2002	4,805,195,587	61.8%	891,097,267	11.5%	1,448,553,667	18.6%	624,486,890	8.0%	7,769,333,411
2003	4,629,028,057	65.5%	705,159,666	10.0%	1,257,676,679	17.8%	479,079,836	6.8%	7,070,944,238
Combined F.O.									
2000	9,210,427,083	66.7%	1,690,062,194	12.2%	1,627,328,668	11.8%	1,277,149,110	9.3%	13,804,967,055
2001	9,119,826,494	62.5%	1,775,729,150	12.2%	2,270,069,027	15.5%	1,434,259,867	9.8%	14,599,884,538
2002	9,254,049,362	63.9%	1,845,569,397	12.7%	1,991,688,704	13.8%	1,384,430,224	9.6%	14,475,737,687
2003	9,071,901,486	67.8%	1,615,181,357	12.1%	1,706,649,885	12.7%	991,926,948	7.4%	13,385,659,676

Source: Market Administrator Annual Statistics.

EXHIBIT __ ITEM 35 SMA260

Class I Utilization and Producer Blend Price Comparisons
Appalachian F.O. No. 5 and Southeast F.O. No. 7

Month	Class I Utilization Percentage			Producer Blend Price		
	F.O. No. 5	F.O. No. 7	Difference	F.O. No. 5	F.O. No. 7	Difference
2000						
January	76.26	62.64	13.62	\$13.32	\$12.82	\$0.50
February	69.88	63.09	6.79	13.13	12.74	0.39
March	64.05	62.44	1.61	13.15	12.93	0.32
April	60.22	57.09	3.13	13.23	12.88	0.35
May	62.27	61.33	0.94	13.68	13.40	0.28
June	62.29	64.26	-1.97	14.01	13.78	0.23
July	69.29	65.58	3.71	14.46	14.23	0.23
August	75.36	73.32	2.04	14.40	14.15	0.25
September	76.31	71.94	4.37	14.41	14.16	0.25
October	72.68	66.37	6.31	14.27	13.89	0.38
November	74.50	68.55	5.95	14.76	14.14	0.62
December	66.34	66.33	0.01	14.83	14.51	0.32
2001						
January	68.19	64.74	3.45	15.00	14.73	0.27
February	64.73	61.23	3.50	14.48	14.15	0.33
March	61.56	60.68	0.88	15.16	14.92	0.24
April	55.18	55.73	-0.55	15.84	15.57	0.27
May	58.01	57.55	0.46	16.77	16.54	0.23
June	56.22	60.27	-4.05	17.33	17.28	0.05
July	56.06	63.82	2.24	17.61	17.54	0.07
August	74.80	68.63	6.17	18.01	17.87	0.14
September	68.96	64.55	4.41	18.17	18.09	0.08
October	73.38	66.19	7.19	16.73	16.70	0.03
November	72.52	63.91	8.61	16.76	16.20	0.56
December	65.47	57.25	8.22	14.16	13.95	0.21
2002						
January	68.00	57.99	10.01	14.41	14.13	0.28
February	65.71	56.63	9.08	14.04	13.75	0.29
March	59.11	53.02	6.09	13.60	13.34	0.26
April	60.14	54.79	5.35	13.43	13.23	0.20
May	61.88	53.37	8.51	13.09	12.89	0.20
June	57.26	54.08	3.18	12.83	12.69	0.14
July	69.57	62.60	6.97	12.88	12.55	0.33
August	72.52	67.28	5.24	12.87	12.63	0.24
September	71.22	65.60	5.62	12.76	12.56	0.20
October	75.85	69.68	6.17	12.91	12.81	0.10
November	71.63	67.58	4.05	13.06	12.84	0.22
December	67.20	64.98	2.22	12.96	12.76	0.20
2003						
January	71.39	64.29	7.10	12.94	12.68	0.26
February	71.40	65.22	6.18	12.52	12.32	0.20
March	64.97	62.49	2.48	12.07	11.91	0.16
April	65.89	60.38	5.51	12.04	11.81	0.23
May	66.40	62.38	4.02	12.11	11.99	0.12
June	62.33	61.57	0.76	12.04	11.98	0.06
July	77.05	66.33	10.72	12.49	12.47	0.02
August	78.22	79.17	-0.95	13.52	13.54	-0.02
September	77.60	72.08	5.52	15.57	15.65	-0.08
October	73.91	67.35	6.56	16.09	16.07	0.02
November	68.90	63.57	5.33	15.76	15.72	0.04
December	69.19	64.66	4.53	15.48	15.33	0.15
Simple Average	67.96	63.43	4.53	\$14.274	\$14.057	\$0.217

Source: Monthly Market Administrators Calculation of Uniform Prices

EXHIBIT __ ITEM 36 SMA265

**Southern Marketing Agency, Inc.
Total Pooled Milk, All Sources
April 2002 through December 2003**

	Apr-02	1,038,328,208
May		1,046,015,283
Jun		933,013,006
Jul		893,144,303
Aug		882,529,849
Sep		843,805,868
Oct		887,947,085
Nov		879,405,824
Dec		947,642,737
	Jan-03	979,767,381
Feb		909,422,361
Mar		1,034,744,543
Apr		1,004,697,146
May		1,013,194,186
Jun		929,947,235
Jul		897,223,926
Aug		890,923,165
Sep		905,800,690
Oct		942,319,300
Nov		931,978,643
Dec		981,326,635
Total 2003		11,421,345,211.00

EXHIBIT __ ITEM 37 SMA280

Appalachian & Southeast Federal Milk Marketing Orders Combined
 Transportation Credit Fund Activity - Hypothetical

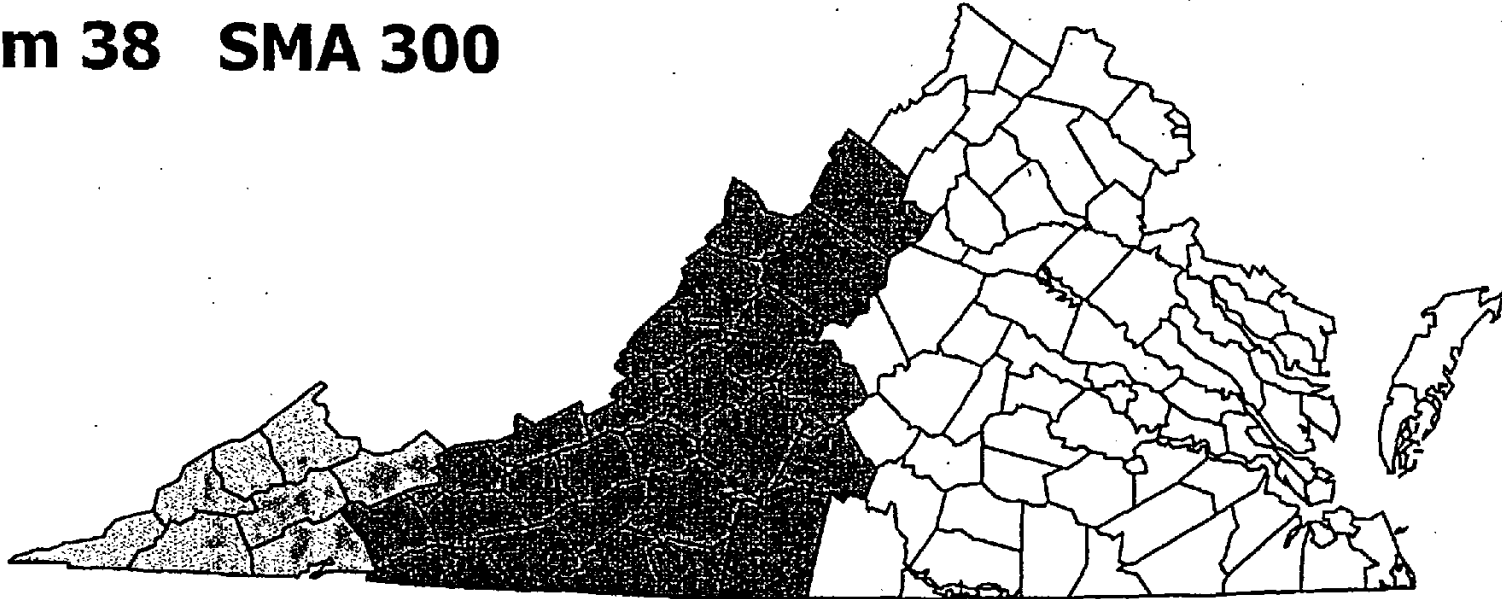
	Beginning Balance F.O. 5	Actual FO 5 Ass'mnt. Net of Adjustments Est. Ass'mnt. @ \$0.065 In Waived Months Net of Actual Adjustments	F.O. 5 Est. Ass'mnt. Increase \$0.065 to 0.070	Actual TCF Credits Paid F.O. 5	F.O. 7 TCF Shortage Per MA "FO 7 Bulletin"	Ending Balance
Jan-00	\$ 310,924	\$ 212,520	\$ 16,348	\$ -		\$ 539,792
Feb	\$ 539,792	\$ 224,889	\$ 17,299	\$ -		\$ 781,979
Mar	\$ 781,979	\$ 235,477	\$ 18,114	\$ -		\$ 1,035,570
Apr	\$ 1,035,570	\$ 225,083	\$ 17,314	\$ -		\$ 1,277,967
May	\$ 1,277,967	\$ 240,662	\$ 18,512	\$ -		\$ 1,537,141
Jun	\$ 1,537,141	\$ 230,761	\$ 17,751	\$ -		\$ 1,785,653
Jul	\$ 1,785,653	\$ 243,995	\$ 18,769	\$ (303,962)		\$ 1,744,455
Aug	\$ 1,744,455	\$ 301,677	\$ 23,206	\$ (485,034)		\$ 1,584,304
Sep	\$ 1,584,304	\$ 182,726	\$ 14,056	\$ (383,777)		\$ 1,397,309
Oct	\$ 1,397,309	\$ 230,253	\$ 17,712	\$ (286,186)		\$ 1,359,087
Nov	\$ 1,359,087	\$ 245,581	\$ 18,891	\$ (262,838)		\$ 1,360,721
Dec	\$ 1,360,721	\$ 246,924	\$ 18,994	\$ (178,036)		\$ 1,448,604
Jan-01	\$ 1,448,604	\$ 248,971	\$ 19,152	\$ -		\$ 1,716,727
Feb	\$ 1,716,727	\$ 220,075	\$ 16,929	\$ -		\$ 1,953,730
Mar	\$ 1,953,730	\$ 254,160	\$ 19,551	\$ -		\$ 2,227,441
Apr	\$ 2,227,441	\$ 228,676	\$ 17,590	\$ (305)		\$ 2,473,402
May	\$ 2,473,402	\$ 243,454	\$ 18,727	\$ -		\$ 2,735,583
Jun	\$ 2,735,583	\$ 226,302	\$ 17,408	\$ -		\$ 2,979,293
Jul	\$ 2,979,293	\$ 230,859	\$ 17,758	\$ (217,187)		\$ 3,010,723
Aug	\$ 3,010,723	\$ 311,364	\$ 23,951	\$ (507,107)		\$ 2,838,932
Sep	\$ 2,838,932	\$ 212,923	\$ 16,379	\$ (410,106)		\$ 2,658,127
Oct	\$ 2,658,127	\$ 255,411	\$ 19,647	\$ (379,600)	\$ (520,924)	\$ 2,032,661
Nov	\$ 2,032,661	\$ 244,648	\$ 18,819	\$ (293,002)	\$ (352,119)	\$ 1,651,007
Dec	\$ 1,651,007	\$ 220,772	\$ 16,982	\$ (144,567)	\$ (223,021)	\$ 1,521,173
Jan-02	\$ 1,521,173	\$ 262,564	\$ 20,197	\$ -		\$ 1,803,935
Feb	\$ 1,803,935	\$ 230,092	\$ 17,699	\$ -		\$ 2,051,726
Mar	\$ 2,051,726	\$ 246,832	\$ 18,987	\$ -		\$ 2,317,545
Apr	\$ 2,317,545	\$ 216,125	\$ 16,625	\$ -		\$ 2,550,295
May	\$ 2,550,295	\$ 249,001	\$ 19,154	\$ -		\$ 2,818,450
Jun	\$ 2,818,450	\$ 216,146	\$ 16,627	\$ -		\$ 3,051,223
Jul	\$ 3,051,223	\$ 272,506	\$ 20,962	\$ (249,209)		\$ 3,095,480
Aug	\$ 3,095,480	\$ 222,776	\$ 17,137	\$ (481,322)		\$ 2,854,071
Sep	\$ 2,854,071	\$ 237,910	\$ 18,301	\$ (446,582)		\$ 2,663,700
Oct	\$ 2,663,700	\$ 273,305	\$ 21,023	\$ (511,344)	\$ (214,609)	\$ 2,232,075
Nov	\$ 2,232,075	\$ 230,583	\$ 17,737	\$ (424,698)	\$ (474,935)	\$ 1,580,762
Dec	\$ 1,580,762	\$ 272,821	\$ 20,986	\$ (346,448)	\$ (388,749)	\$ 1,139,373
Jan-03	\$ 1,139,373	\$ 242,604	\$ 18,662	\$ (87)		\$ 1,400,553
Feb	\$ 1,400,553	\$ 230,175	\$ 17,706	\$ -		\$ 1,648,433
Mar	\$ 1,648,433	\$ 241,405	\$ 18,570	\$ -		\$ 1,908,408
Apr	\$ 1,908,408	\$ 220,717	\$ 16,978	\$ -		\$ 2,146,103
May	\$ 2,146,103	\$ 240,495	\$ 18,500	\$ -		\$ 2,405,098
Jun	\$ 2,405,098	\$ 224,550	\$ 17,273	\$ -		\$ 2,646,922
Jul	\$ 2,646,922	\$ 292,324	\$ 22,486	\$ (466,616)		\$ 2,495,116
Aug	\$ 2,495,116	\$ 200,593	\$ 15,430	\$ (795,643)		\$ 1,915,496
Sep	\$ 1,915,496	\$ 314,498	\$ 24,192	\$ (999,752)	\$ (858,268)	\$ 396,166
Oct	\$ 396,166	\$ 253,182	\$ 19,475	\$ (898,001)	\$ (742,692)	\$ (971,869)
Nov	\$ (971,869)	\$ 227,250	\$ 17,481	\$ (546,861)	\$ (799,200)	\$ (2,073,200)
Dec	\$ (2,073,200)	\$ 248,313	\$ 19,101	\$ (405,649)	\$ (878,508)	\$ (2,889,942)

Source: SMA Calculations

**Proposal To Expand Proposed Southeast Marketing Area
Into Additional Virginia Counties**

Counties and Cities Included in Proposed Expanded Area

Item 38 SMA 300



Current Appalachian Order (proposed Southeast Order) Counties



Proposed additional Southeast Order Counties, and Independent Cities located therein:

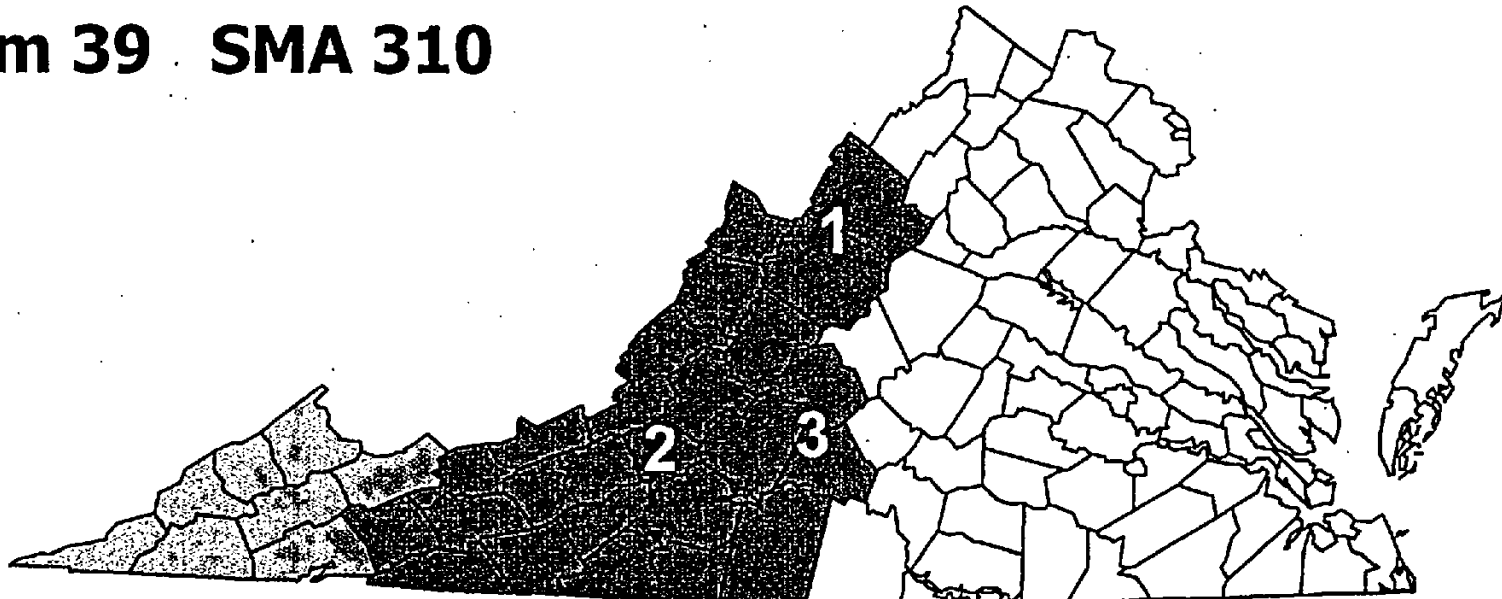
Counties: Alleghany, Amherst, Augusta, Bath, Bedford, Bland, Botetourt, Campbell, Carroll, Craig, Floyd, Franklin, Giles, Grayson, Henry, Highland, Montgomery, Patrick, Pittsylvania, Pulaski, Roanoke, Rockbridge, Rockingham, Smyth, Wythe

Independent Cities: Bedford, Buena Vista, Clifton Forge, Covington, Danville, Galax, Harrisonburg, Lexington, Lynchburg, Martinsville, Radford, Roanoke, Salem, Staunton

**Proposal To Expand Proposed Southeast Marketing Area
Into Additional Virginia Counties**

Fluid Milk Distributing Plants Located in the Proposed Expanded Area

Item 39 SMA 310



Current Appalachian Order (proposed Southeast Order) Counties



Proposed additional Southeast Order Counties, and Independent Cities located therein

Fluid Milk Distributing Plants located in the proposed expanded area:

1. Morningstar Foods, Mt. Crawford, VA
2. Valley Rich Dairy, Roanoke, VA
3. Westover Dairy, Lynchburg, VA

EXHIBIT __ ITEM 40 SMA281

**Comparison of Transportation Credit Fund Payments FO 1005 vs FO 1007
When Order 7 Prorates TCF Payments and Order 5 Does Not**

Assumptions: Milk transported from Sulphur Springs TX to Atlanta GA

50,000 pound load

70% Class I destination

	To Atlanta No Proration	To Atlanta With Proration	To Greenville No Proration
miles	718	718	856
less FO mile adjustment	(85)	(85)	(85)
	633	633	771
times F.O. rate	\$ 0.0035	\$ 0.0035	\$ 0.0035
	\$2.2155	\$2.2155	\$2.6985
less CI Differential adjustment	\$ (0.1000)	\$ (0.1000)	\$ (0.1000)
	\$2.1155	\$2.1155	\$2.5985
times Class I milk on load	<u>35,000</u>	<u>35,000</u>	<u>35,000</u>
gross Transportation Credit	\$740.43	\$740.43	\$909.48
times proration percentage	<u>100.00%</u>	<u>50.00%</u>	<u>100.00%</u>
net Transportation Credit	\$740.43	\$370.21	\$909.48
	\$660.00	\$703.00	\$960.00
TCF payout per mile	\$1.0312	\$0.5156	\$1.0625

Transportation credit for taking milk to Greenville exceeds transportation credit available at Atlanta by \$539.27.

The extra distance from Atlanta to Greenville is 138 miles, which yields a marginal transportation credit payout on the extra 138 miles of \$3.908 per mile.

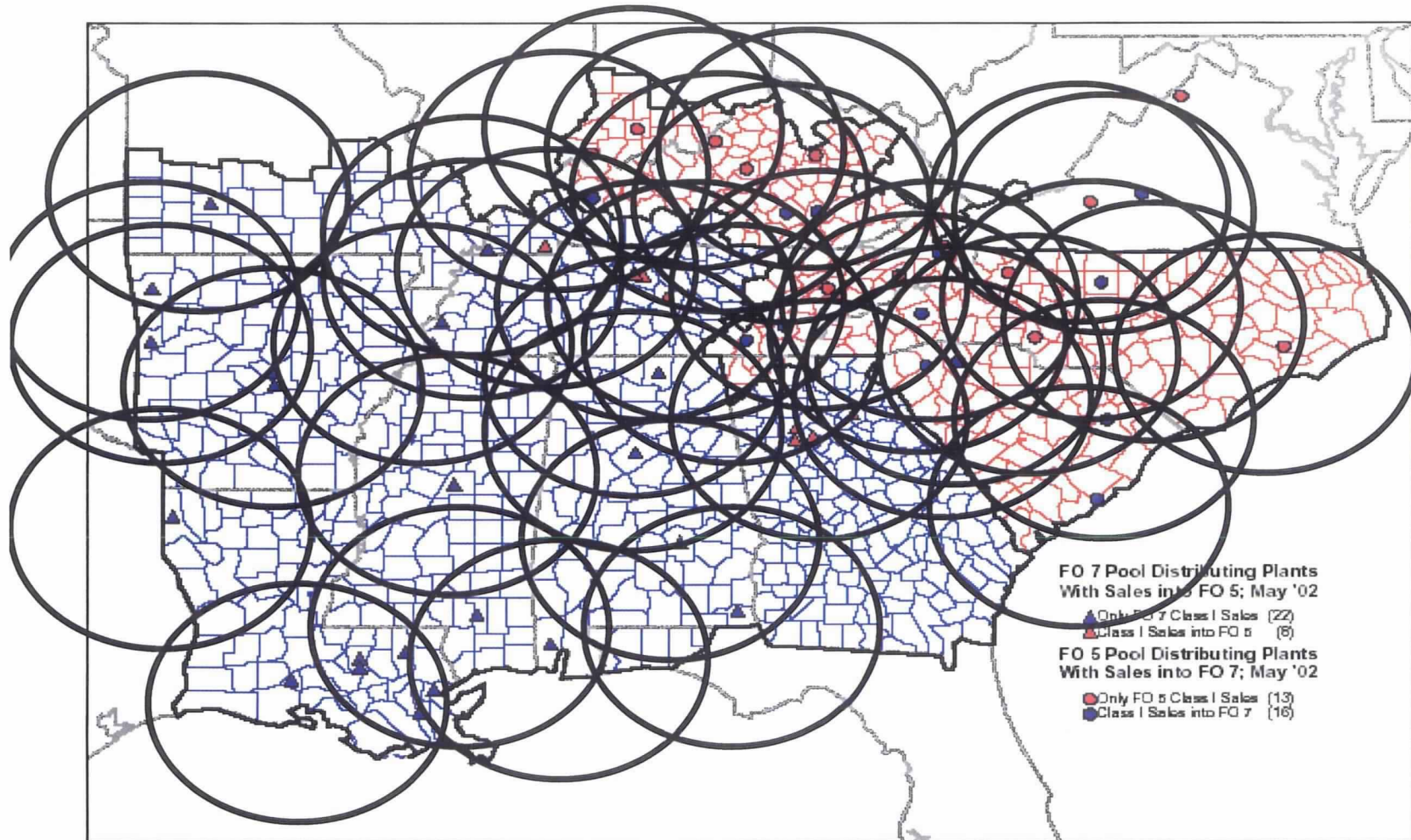
The cost of hauling is generally quoted at \$1.80 to \$1.95 per loaded mile.

Milk will be moved to Greenville, SC instead of Atlanta, even though the milk must pass through Atlanta on its way to Greenville.

Source: SMA Calculations

Item 41 SMA 290

Overlapping Distribution Patterns



www.watercommission.com/fo5fo7