

EXHIBIT 10

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

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ALICE H. ALLEN, et al.,)
)
Plaintiffs,)
)
v.)
)
DAIRY FARMERS OF AMERICA, INC.,)
DAIRY MARKETING SERVICES, LLC,)
and DEAN FOODS COMPANY,)
)
Defendants.)
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Civil Action No. 5:09-CV-00230

DECLARATION OF DAVID E. "SKIP" HARDIE

I, David E. "Skip" Hardie, make the following declaration based upon personal knowledge of the matters set forth here.

1. I recently received the mailed notice about the proposed settlement in this case between the Plaintiffs and Dean Foods. I am providing this declaration not to be used in argument for or against the Settlement, but rather because of my concerns about what happens when the case moves forward against the defendants who remain in this case: Dairy Marketing Services (DMS) and Dairy Farmers of America, Inc. (DFA).

2. As part of a multigenerational farm business that my father started in 1951, and that I continue today, I have the belief that a group of people working together will accomplish more than those working separately. I am a member of Cayuga Marketing Group LLC, a local organization made up of a group of like-minded individual farmers with similar goals and business philosophies that work together to find a market for their milk, and I am a member

Dairylea Cooperative Inc. Through my membership in Dairylea, our farm markets our milk within Dairy Marketing Services (DMS).

3. My farm is located in Lansing, N.Y., just North of Ithaca, N.Y., and at this time we are milking approximately 1100 cows. I have seen many farms drop out of business over the years, but I have maintained and improved my farm, and have increased my herd size from 16 cows to our current 1100. I have two partners in the business.

4. I have been a member of Dairylea for many years now. Through Cayuga Marketing's involvement with Dairylea, I accepted a seat on the Dairylea Board of Directors on January 1, 2011. The members of Cayuga, which I represent in the Dairylea Board room, are strong supporters of Dairylea and believe it's important to have a strong Northeast cooperative to represent the beliefs of all dairy farmers in our region. I take my job on the Dairylea Board of Directors very seriously.

5. The members of Cayuga are also strong, sophisticated and active supporters of their own interests as farmers. The members of Cayuga tend to be very large farms, with an average of approximately 1,400 cows apiece. Cayuga was originally formed by a group of like-minded farmers—who were then independent, shipping to Farmland Dairy—seeking a way to pool their milk together and collectively bargain for more advantageous prices. Dairylea offered those farmers the best deal for their milk at that time, and they decided to join the cooperative as a group. I was already a member of Dairylea, and joined Cayuga soon after. Although the members of Cayuga now have been associated with Dairylea for nearly two decades, that is not because of complacency or a lack of alternatives. Rather, it is because Dairylea has treated us well, has given us a voice in the operation of the cooperative, and has listened to our ideas for change and innovation. My fellow Cayuga members and I feel strongly that the work Dairylea

and DMS have done to strengthen the bargaining power for farmers in the Northeast, has been essential, and has worked to the benefit of all farmers.

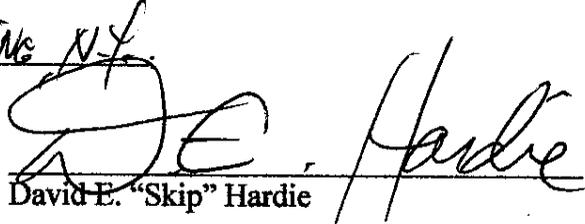
6. As Cayuga's representative on the Board of Dairyalea, I consider myself to be a conduit between the farmer owners of Cayuga Marketing Group and Dairyalea. It is my job to offer the thoughts, ideas and issues to the Dairyalea Board and take the Dairyalea thoughts, ideas and issues to the farmers of Cayuga Marketing Group. Dairyalea is an important part of who we are as Cayuga Marketing. I am in communication with the farmers I represent about how the cooperative is doing, and I provide feedback to management at the meetings about how I and the members I represent view their performance. Like any good marriage, there is often a give and take, and occasional disagreements. But Dairyalea's overall commitment to working with us and improving conditions not only for Cayuga, but for all Dairyalea members and DMS farmers, is evident and has kept us from taking our milk elsewhere. Indeed, our contract with Dairyalea gives us the right to take a large portion of our milk to a purchaser of our choosing if in doing so we can find a more attractive price. Although we have only had this contract for a short period of time, we have not invoked that option as we have yet to find someone offering a better market than Dairyalea and DMS have.

7. It seems odd to me that anyone would think that DMS is limiting competition or stymieing innovation. DMS is essential – it is an extension of the spirit of working together for the betterment of all farmers. Under DMS, the opportunity exists to increase premiums paid to farmers because of the collective bargaining power represented by both farmers within their cooperative membership and that of farmers marketing their milk independently. For that reason, I am concerned that the lawsuit could have lasting negative consequences on members of DMS and its cooperative partners resulting in changes to the way DMS does business.

8. I have reviewed the lawsuit filed by the Plaintiffs. We should be thankful we live in a society that gives us the opportunity to voice our grievances, but there are better ways to bring about change within a cooperative than to file a lawsuit. To the extent that there are things that my cooperative or DMS does that I do not agree with, it has been my experience to bring this to the attention of the Board and management. This is a better way to bring about a change in policy or direction rather than hiring lawyers, going to court, and involving the cooperative in an expensive and lengthy lawsuit.

9. I understand that these Plaintiffs and their lawyers are seeking to represent a class of dairy farmers that includes all of the farmers in DMS, as well as all of the Northeast farmers that are not part of DMS. I do not understand how they believe they can have all of those farmers' best interests in hand when they are suing DMS and DFA, seeking to have them pay money to ourselves and other farmers. The farmers *are* the cooperative. I am an owner of DMS, the same as any other member of Dairylea, DFA or St. Alban's. I know that my interests are not represented in a lawsuit that seeks to have our own coop pay *our* money to someone else.

10. I represent farmers not only within one organization (Cayuga Marketing Group) but within one organization that sees a benefit to work within another organization (Dairylea Cooperative) that again sees the benefit to work within yet another organizational framework (Dairy Marketing Services) to the benefit of all farms in the Northeast. I have the belief that a group of people working together can accomplish more than individually. This lawsuit threatens the accomplishments we've made by working together, harming me and the farmers I represent. I declare under penalty of perjury that the foregoing is true and correct and that this Declaration was executed on July, 1, 2011, in CANTON, NY.


David E. "Skip" Hardie