

EXHIBIT 8

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

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

I, Robert Grove, make the following declaration based upon personal knowledge of the matters set forth here.

1. The purpose of my comments are to ensure that my voice is heard in connection with the lawsuit filed against my cooperative, Dairy Farmers of America (DFA), and it's marketing affiliate, Dairy Marketing Services (DMS).

2. My family has been in farming since the early 1900s. I started out in a partnership with my father-in-law on his farm in 1960. In 1970, I bought our current farm and increased our herd size. I have a long history of cooperative membership. I was a member of Maryland Milk Producers, then Dairymen Inc., Mid-Am and now DFA. I began serving on the board of Dairymen Inc. in 1985 and have been serving on the board of my coop ever since.

3. My farm is located in Greencastle, Pennsylvania, which is located in Franklin County, and at this time, I am milking 96 cows. When we first purchased our farm, we had approximately 80 head, and over the last 30-40 years we have grown the herd size to be 110 head

at its maximum. We have never used the rbST hormone on our farm, but today we earn a premium for producing rbST-free raw milk.

4. I chose to join a cooperative to be a part of something. By being a part of a cooperative, our farm is not selling to an outfit that is only in business for themselves. We are a part of something that we own and that can work to market our milk for us. We don't have to worry about negotiating the best prices for our individual farm because as part of DFA, and its affiliate DMS, I believe we are able to achieve a better return than we would if we were forced to battle processors on our own. I believe that dairy farmers do better when they work together rather than when they allow processors to leverage farmer against farmer so those processors can pay lower prices for the milk they buy. I also feel some sense of security that with DFA behind me, I won't ever be left without a market for my milk.

5. I chose DFA over other coops that operate in my area (which include Maryland-Virginia, Land O'Lakes and Mt. Joy) because I am most comfortable with how it works and how it chooses to market my milk. For example, I like the fact that DFA has processing plants, including balancing plants. It is common sense that dairy farmers should invest in plants that can help them balance their milk supplies; provide a secure home for their milk; and if managed well, can enhance the returns that we farmer owners earn for our milk.

6. I have been involved in coop governance for more than 25 years. I currently serve on the DFA Northeast Area Council. I have been elected to that position by my fellow dairy farmers who have reelected me for two year terms at a time. Being a board member is serious. I consider it an important part of my job to keep up-to-date on the issues that matter to those dairy farmers who elected me and to help keep those members informed about issues and events that affect them and their farms.

7. I think the marketing arrangement DFA has with DMS, which is an organization that enables several cooperatives and a number of independent farmers to work together to market their milk, is a good thing because it furthers the goal of farmers working together. I believe DMS is and has been helpful to me, as a DFA owner, and my dairy farm because it allows dairy farmers to work together to market our milk in a less costly way by achieving efficiencies in marketing milk which has resulted in reduced hauling costs, reduced administrative costs, and more. Through DMS, there are hundreds of loads of milk each day that are picked up from farms and placed in the marketplace regardless of plant or farm issues, transportation hurdles or weather constraints, all to the benefit of the entire industry.

8. I have reviewed generally the Complaint filed by the plaintiffs in this case, and I understand that, after the plaintiffs' settlement with Dean Foods, this case will go forward against DFA and DMS as the only defendants. These plaintiff farmers are suing organizations that are owned by and run by other dairy farmers, and their allegations attack the policies and strategies that DMS and DFA, and the dairy farmers who market their milk through DMS, have followed for years. But the plaintiffs don't just want to sue for themselves; they want to represent all of the farmers in Order 1. I have a problem with that.

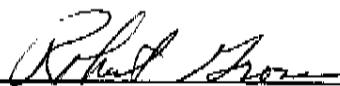
9. From what I can see, only one of the plaintiff farms (the Haar's farm) has any connection to DFA or DMS. I'm not very familiar with class action lawsuits, but it is hard for me to understand how a single dairy farm that belongs to DFA can stand as a representative for all of the DFA members in Order 1; all of the other dairy farmers who belong to Dairylea and St. Albans (which, along with DFA, co-own DMS); and all of the other dairy farmers who market through DMS. I find this especially hard to understand when it is clear that these plaintiffs,

including the DFA member, are not at all supportive of DFA or DMS and, in fact, want to make serious changes to how they operate.

10. Part of the reason I market my milk through DFA and DMS is because I *like* the fact that I'm not selling to an outfit that is only in business for themselves. I like being a part of an organization that owns plants and operates them in such a way that I can realize a cost savings and earn more money. If, as the plaintiffs apparently want, DFA and DMS were prevented from entering into certain supply agreements, and or were required to sell off some number of processing and/or balancing plants in the Northeast, that would take away some of the very security I seek from my cooperative membership in DFA. In addition, I understand that the plaintiffs are seeking hundreds of millions of dollars in damages, and the only defendants left in the case to pay those damages are DMS and DFA, which money would have to come, in one form or another, from dairy farmers like me and those I represent as a Board member.

11. If some farmers wants to pursue a strategy of suing DFA and DMS to change the way DFA and DMS do business and forcing the farmers that own those entities to pay them money damages, then I guess they can do so, but I don't see how those farmer could pursue that strategy and at the same time say that they are representing the interests of all of the farmers in Order 1 who belong to DFA, or own DMS, or market their milk through DMS. Those farmers certainly don't represent my interests.

I declare under penalty of perjury that the foregoing is true and correct and that this Declaration was executed on June 29, 2011, in Greencastle, Pennsylvania.



Robert Grove