

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NORTH DAKOTA
WESTERN DIVISION**

FEDERAL TRADE COMMISSION

and

STATE OF NORTH DAKOTA,

Plaintiffs,

v.

No. 1:17-cv-00133-DLH-CSM

SANFORD HEALTH,

SANFORD BISMARCK,

and

MID DAKOTA CLINIC, P.C.,

Defendants.

STIPULATION FOR TEMPORARY RESTRAINING ORDER

WHEREAS, Plaintiff, the Federal Trade Commission (the “Commission”), along with the State of North Dakota (together with the Commission, “Plaintiffs”), filed a Complaint in this matter on June 22, 2017, seeking, among other relief, a temporary restraining order and preliminary injunction enjoining Defendants Sanford Health, Sanford Bismarck (together with Sanford Health, “Sanford”), and Mid Dakota Clinic, P.C. (“MDC,” and together with Sanford, “Defendants”) from consummating a proposed transaction pursuant to a Term Sheet dated August 22, 2016, whereby Sanford plans to purchase MDC’s assets (herein referred to as the “Transaction”); and

WHEREAS, absent this Stipulation, Defendants Sanford and MDC would be free to consummate the Transaction after 11:59 pm eastern time on June 26, 2017; and

WHEREAS, Plaintiffs and Defendants have agreed that Defendants will not consummate the Transaction, or otherwise effect a combination of Sanford and MDC, until after 11:59 pm eastern time on the fifth business day after the Court rules on Plaintiffs' anticipated motion for a preliminary injunction, pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), and Section 16 of the Clayton Act, 15 U.S.C. § 26;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AMONG THE PARTIES:

1. Sanford and MDC shall not consummate the Transaction, or otherwise effect a combination of Sanford and MDC, until after 11:59 pm eastern time on the fifth business day after the Court rules on Plaintiffs' motion for a preliminary injunction, pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), and Section 16 of the Clayton Act, 15 U.S.C. § 26; and
2. In connection with the immediately above paragraph, Sanford and MDC shall take any and all necessary steps to prevent any of their officers, directors, agents, divisions, subsidiaries, affiliates, partnerships, or joint ventures from consummating, directly or indirectly, any such affiliation, or otherwise effecting any combination between Sanford and MDC; and
3. In computing any period specified in this Stipulation, the day of the act, event, or default that triggers the period shall be excluded. The term "business day" as used in this Stipulation refers to any day that is not a Saturday, Sunday, or federal holiday.

4. Except as stipulated herein, the Defendants reserve all rights and defenses with respect to the proposed Transaction.

Dated: June 22, 2017

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 22nd day of June, 2017, I served the foregoing on the following counsel via electronic mail:

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