

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

WILHELM WILHELMSSEN,

**WILHELMSSEN MARITIME
SERVICES AS,**

RESOLUTE FUND II, L.P.,

DREW MARINE INTERMEDIATE II B.V.,

and

DREW MARINE GROUP INC.,

Defendants.

Case: 1:18-cv-00414 (A Deck)
Assigned To : Chutkan, Tanya S.
Assign. Date : 2/23/2018
Description: Antitrust

STIPULATION AND ORDER

WHEREAS, Plaintiff, the Federal Trade Commission (the "Commission"), filed its Complaint on February 23, 2018, seeking, among other relief, a temporary restraining order and preliminary injunction enjoining defendants Wilhelm Wilhelmsen and Wilhelmsen Maritime Services AS (collectively "Wilhelmsen") and Resolute Fund II, L.P. , Drew Marine Intermediate II B.V., and Drew Marine Group, Inc. (collectively "Drew") from consummating their proposed acquisition; and

WHEREAS, absent this Stipulation, Wilhelmsen and Drew would be free to consummate the proposed acquisition in the United States after 11:59 p.m., Eastern Standard Time, on February 26, 2018; and

WHEREAS, the parties have agreed that Defendants will not consummate the proposed acquisition until three business days after the Court rules on the Commission's motion for a preliminary injunction to enjoin the acquisition.

WHEREAS, the parties have agreed that a prompt hearing on the Commission's motion for a preliminary injunction is desirable and therefore have further agreed to request a hearing on that motion beginning in late May or early June 2018 depending on the Court's schedule.

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

1. Defendants Wilhelmsen and Drew shall not consummate any acquisition of any stock, assets, or other interest, of Defendant Drew until 11:59 pm Eastern Time on either (a) the third business day after the Court rules on Plaintiff's motion for a preliminary injunction, pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b) or (b) the day after dismissal of this action by the Commission, whichever occurs first.
2. In connection with the paragraph immediately above, Defendants shall take any and all necessary steps to prevent any of their officers, directors, domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, or joint ventures from making, directly or indirectly, any such acquisition, or otherwise effecting a merger or combination between Defendants.
3. This Stipulation and Order is without prejudice to any rights or defenses that any Defendant may have.
4. Any party may seek to amend this Stipulation and Order at any time upon proper notice.

ISSUED this 28rd day of February, 2018, at 2:00 a.m./(p.m)

SO ORDERED:

A handwritten signature in cursive script, appearing to read "Tanya A. [unclear]", is written over a horizontal line.

United States District Court Judge