

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION, et al.,

Plaintiffs,

v.

SYSCO CORPORATION,

And

USF HOLDING CORP.,

and

US FOODS, INC.,

Defendants.

Civil Action No. 15-cv-00256 (APM)

STIPULATION AND ~~PROPOSED~~ ORDER

WHEREAS, Plaintiff, the Federal Trade Commission (the "Commission"), filed its Complaint on February 19, 2015, seeking, among other relief, a temporary restraining order and preliminary injunction enjoining Defendants Sysco Corporation ("Sysco") and USF Holding Corp. ("US Foods") from merging; and

WHEREAS, absent this Stipulation, Defendants would be free to consummate the proposed merger after 11:59 p.m. on March 2, 2015; and

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

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

1. Defendants shall not consummate the proposed merger, or otherwise effect a combination of Defendants until three calendar days after the Court rules on the Commission's motion for a preliminary injunction, pursuant to Section 13(b) of the Federal Trade Commission Act.
2. 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 consummating, directly or indirectly, any such merger, or otherwise effecting any combination between Defendants Sysco and US Foods.
3. This Stipulation and Order is without prejudice to any rights or defenses that any Defendants may have.
4. Any Party may seek to amend this Stipulation and Order at any time upon proper notice.

Dated: February 24, 2015

Respectfully submitted,

By: /s/ Stephen Weissman

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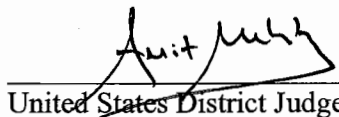
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*Counsel for Defendants USF Holding Corp.
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ISSUED this 27th day of February, 2015, at 12³⁰ a.m. (p.m.)

ORDERED:


United States District Judge