

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of

Koninklijke Ahold N.V.,
a corporation;

and

Delhaize Group NV/SA,
a public limited company.

File No. 151-0175

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed merger between Respondents Koninklijke Ahold N.V. (“Ahold”) and Delhaize Group NV/SA (“Delhaize,” and together with Ahold, “Proposed Respondents”), and it now appearing that Proposed Respondents and Supervalu Inc. (“Supervalu”) are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief;

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, Supervalu, and counsel for the Commission that:

1. Proposed Respondent Koninklijke Ahold N.V. is a corporation organized, existing, and doing business under and by virtue of the laws of the Netherlands, with its office and principal place of business located at Provincialeweg 11, 1506 MA Zaandam, the Netherlands. Koninklijke Ahold N.V.’s principal U.S. subsidiary, Ahold U.S.A., Inc., is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Maryland, with its offices and principal place of business located at 1385 Hancock Street, Quincy, Massachusetts 02169.
2. Respondent Delhaize Group NV/SA is a public limited company (société anonyme/naamloze vennootschap) organized, existing, and doing business under and by virtue of the laws of Belgium, with its office and principal place of business located at Square Marie Curie 40, 1070 Brussels, Belgium, and its registered office at Ossenghemstraat 53, 1080, Brussels, Belgium. Delhaize Group NV/SA’s principal U.S. subsidiary, Delhaize America, LLC., is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of North

Carolina, with its offices and principal place of business at 2110 Executive Drive, Salisbury, North Carolina 28147.

3. Supervalu is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its offices and principal place of business located at 11840 Valley View Road, Eden Prairie, Minnesota 55344.
- 3A. Supervalu enters into this Consent Agreement solely for purposes of agreeing to the requirements of Paragraph VI (and related reporting requirements) of the attached Decision and Order.
4. Proposed Respondents admit all the jurisdictional facts set forth in the draft Complaint here attached.
5. Proposed Respondents and Supervalu waive:
 - a. any further procedural steps;
 - b. any requirement that the Commission's Order to Maintain Assets and Decision and Order, both attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Order to Maintain Assets or the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
6. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
7. Proposed Respondents shall submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than thirty (30) days after they execute this Consent Agreement. The reports shall be signed by the Proposed Respondents and shall set forth in detail the manner in which the Proposed Respondents have to date complied or have prepared to comply, are complying, and will comply with the Order to Maintain Assets and the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
8. In the above-described reports, Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with this Consent Agreement, the Order to Maintain Assets, and the Decision and Order. The reports shall be verified by a notarized signature or sworn statement, or self-verified in the manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission's Rules of Practice requires

that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondents shall file the original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division in electronic format.

9. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
10. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
11. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft Complaint here attached, (b) issue and serve its Order to Maintain Assets, and (c) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents and Supervalu, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
12. When final, the Decision and Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order and the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondents and Supervalu by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service (including, but not limited to, delivery to any of their respective Counsel or corporate representatives as identified on this Consent Agreement). Proposed Respondents and Supervalu waive any right they may have to any other manner of service. Proposed Respondents and Supervalu also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order (where Proposed Respondents or Supervalu are already in possession of copies of such Appendices), and agree that they are bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if it had been served with copies of the Appendices.

13. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
14. Proposed Respondents have read the draft Complaint and the Decision and Order contemplated hereby. By signing this Consent Agreement, Proposed Respondents represent and warrant that:
 - a. they can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments and transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers) and the Order to Maintain Assets;
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the attached Decision and Order and Order to Maintain Assets are parties to this Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding, the Decision and Order, and the Order to Maintain Assets; and
 - c. they shall interpret the Divestiture Agreements under the Decision and Order in a manner that is fully consistent with all of the relevant provisions, and the remedial purposes, of the Decision and Order.
15. Supervalu represents and warrants that it will comply with Paragraph VI of the Decision and Order and further represents and warrants that all parents, subsidiaries, affiliates, and successors necessary to effectuate its compliance with Paragraph VI of the Decision and Order are within the control of Supervalu.
16. Proposed Respondents understand that once the Decision and Order and the Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing how they have complied and are complying with the Decision and Order and the Order to Maintain Assets.
17. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and the Order to Maintain Assets after they become final.

KONINKLIJKE AHOLD N.V.

Dick Boer
President and Chief Executive Officer
Koninklijke Ahold N.V.

Dated: _____

Sara Y. Razi
Simpson Thacher & Bartlett LLP
Attorney for Koninklijke Ahold N.V.

Dated: _____

DELHAIZE GROUP NV/SA

Frans Muller
President and Chief Executive Officer
Delhaize Group NV/SA

Dated: _____

Julie A. North
Cravath, Swaine & Moore LLP
Attorney for Delhaize Group NV/SA

Dated: _____

SUPERVALU INC.

Karla Robertson
EVP, General Counsel & Corporate Secretary
Supervalu Inc.

Dated: _____

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Dated: _____