

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



ORIGINAL

COMMISSIONERS: Edith Ramirez, Chairwoman
Julie Brill
Maureen K. Ohlhausen
Joshua D. Wright
Terrell McSweeney

In the Matter of

Sysco Corporation
a corporation,

USF Holding Corp.
a corporation,

and

US Foods, Inc.
a corporation.

PUBLIC

Docket No. 9364

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents jointly move to dismiss the complaint in the above-captioned matter. On June 29, 2015, Respondents informed Complaint Counsel that they are abandoning the proposed merger of USF Holding Corp. into Sysco Corporation. As set forth in the attached correspondence, Sysco Corporation and USF Holding Corp. have withdrawn their Hart-Scott-Rodino Notification and Report Forms filed for this proposed acquisition. The complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the complaint. A proposed order is attached.

Dated: June 29, 2015

Respectfully Submitted,

DEBORAH L. FEINSTEIN
Director
Federal Trade Commission
Bureau of Competition

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/s/ Stephen Weissman

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Counsel Supporting the Complaint

Dated: June 29, 2015

/s/ Richard G. Parker

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Dated: June 29, 2015

/s/ Joseph F. Tringali

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June 29, 2015

OUR FILE NUMBER
0848694-00001

VIA E-MAIL AND COURIER

Office of Operations
Premerger Notification Unit
Antitrust Division, Department of Justice
950 Pennsylvania Avenue, NW
Room 3335
Washington, DC 20530

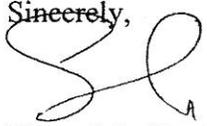
Premerger Notification Office
Federal Trade Commission
400 7th Street, SW
Room 5301
Washington, DC 20024
WRITER'S DIRECT DIAL
(202) 383-5336
WRITER'S E-MAIL ADDRESS
ehassi@omm.com

Re: **Withdrawal of Hart-Scott-Rodino Notification and Report Form for Sysco Corporation - Transaction No. 2014-0469**

Dear Sir or Madam:

Pursuant to 16 C.F.R. § 803.12(a), effective Monday, June 29, 2015, we are voluntarily withdrawing the Premerger Notification and Report Form filed on behalf of Sysco Corporation in connection with the proposed acquisition of all of the outstanding voting securities of USF Holding Corp. Sysco has no intent to refile.

Please contact me with any questions.

Sincerely,

Edward D. Hassi

cc: Russell Libby, Esq.
Damien G. Didden, Esq.
Joseph Tringali, Esq.

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[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel's and Respondents' Joint Motion to Dismiss Complaint. Having considered the motion, it is hereby

ORDERED, that the Joint Motion to Dismiss Complaint Dated June 29, 2015, is granted and the complaint is dismissed without prejudice.

By the Commission.

ISSUED: _____

Donald S. Clark
Secretary

CERTIFICATE OF SERVICE

I hereby certify that on June 29, 2015, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580

I further certify that I delivered via electronic mail a copy of the foregoing document to:

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-110
Washington, DC 20580

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CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties and the adjudicator.

June 29, 2015

By: s/ Thomas H. Brock