

In the Matter of )  
 )  
AB Acquisition, LLC , ) Docket No.  
a limited liability company. )  
 )  
\_\_\_\_\_ )

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by AB Acquisition, LLC (hereinafter, “Proposed Respondent”) of United Supermarkets L.L.C., and it now appearing that Proposed Respondent is willing to enter into this

4. Because there may be interim competitive ~~harm~~, 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.
5. Proposed Respondent shall submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than thirty (30) days after it executes this Consent Agreement. The report shall be signed by the Proposed Respondent and shall set forth in detail the manner in which the Proposed Respondent has to date complied or has prepared to comply, is complying, and will comply with the Order to Maintain Assets and the Decision and Order. Such report 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.
6. In the above-described report, Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondent is in compliance with this Consent Agreement, the Order to Maintain Assets and the Decision and Order. The report 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 Respondent 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~~. The copy provided to the Compliance Division may be provided in electronic format.
7. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. ~~If the~~ Consent Agreement is accepted by the Commission, it, together with the draft of 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 ~~or after~~ may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondent, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and issue and serve its Decision and Order, in disposition of the proceeding.
8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent 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.
9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and ~~serve~~ 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 Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

10. 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 Respondent 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 Proposed Respondent's Counsel as identified in this Consent Agreement). Proposed Respondent waives any right it may have to any other manner of service. Proposed Respondent also waives any right it may otherwise have to service of any Appendices incorporated by reference into the Decision and Order (where Proposed Respondent is already in possession of copies of such Appendices), and agrees that it is bound to comply with and will comply with the Decision and Order and the Order to Maintain

13. Proposed Respondent understands that once the Decision and Order and the Order to Maintain Assets have been issued, it will be required to file one or more compliance reports showing how it has complied and is complying with the Decision and Order and the Order to Maintain Assets.
14. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets from the date it signs this Consent Agreement. Proposed Respondent further understands that it 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.

AB ACQUISITION, LLC

FEDERAL TRADE COMMISSION

\_\_\_\_\_  
Robert G. Miller  
Chief Executive Officer  
AB Acquisition, LLC

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Jeremy Morrison  
Chester Choi  
Attorneys

Stephanie Greco  
Law Clerk  
Bureau of Competition

Dated: \_\_\_\_\_

APPROVED:

\_\_\_\_\_  
Michael E. Swartz, Esq.  
Schulte Roth & Zabel LLP  
Attorney for AB Acquisition, LLC

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Jeffrey H. Perry  
Assistant Director  
Bureau of Competition

Dated: \_\_\_\_\_

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Alexis J. Gilman  
Deputy Assistant Director  
Bureau of Competition

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Deborah L. Feinstein  
Director  
Bureau of Competition

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Norman Armstrong, Jr.  
Deputy Director  
Bureau of Competition