

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of

File No. 1510175

Koninklijke Ahold N.V. ,
a corporation;

File

and

Delhaize Group NV/SA
a public limited company

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 Respondent 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 Respondent and 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. Ko

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 4(d) 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 shall 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.

KONINKLIJKE AHOLD N.V.	FEDERAL TRADE COMMISSION
<p>Dick Boer President and Chief Executive Officer Koninklijke Ahold N.V.</p> <p>Dated: _____</p>	<p>Jill Frumin Paul Frangie Matt McDonald Neal Perlman Nancy Park Josh Smith Attorneys</p>
<p>Sara Y. Razi Simpson Thacher & Bartlett LLP Attorney for Koninklijke Ahold N.V.</p> <p>Dated: _____</p>	<p>Bureau of Competition</p> <p>Sophia Wallach Honors Paralegal Bureau of Competition</p>
<p>DELHAIZE GROUP NV/SA</p>	<p>Approved: _____</p>
<p>Frans Muller President and Chief Executive Officer Delhaize Group NV/SA</p> <p>Dated: _____</p>	<p>Alexis Gilman Assistant Director Mergers IV Bureau of Competition</p>
<p>Julie A. North Cravath, Swaine & Moore LLP Attorney for Delhaize Group NV/SA</p> <p>Dated: _____</p>	<p>Mark Seidman Deputy Assistant Director, Mergers IV Bureau of Competition</p>
<p>SUPERVALU INC.</p>	<p>Deborah L. Feinstein Director Bureau of Competition</p>
<p>Karla Robertson EVP, General Counsel & Corporate Secretary Supervalu Inc.</p> <p>Dated: _____</p>	

Christopher J. MacAvoy
Baker Botts L.L.P.
Attorney for Supervalu Inc.

Dated: _____