

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of

Northrop Grumman Corporation,
a corporation;

and

Orbital ATK, Inc.,
a corporation.

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File No.

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”) has initiated an investigation of the proposed acquisition by Northrop Grumman Corporation, (“Northrop”) of the voting securities of Orbital ATK, Inc., (“Orbital”), collectively “Proposed Respondents.” The

4. Proposed Respondents waive:
 - a. any further procedural steps;
 - b.

Commission accepts this Consent Agreement, the Commission will place it, together with the Draft Complaint, the proposed Decision and Order, an

13. Proposed Respondents have read the Draft Complaint and the proposed Decision and Order. Each of Proposed Respondents agrees to comply with its respective obligations under the proposed Decision and Order to the extent within each such party's control from the date they sign this Consent Agreement. Proposed Respondents understand that once the Commission has issued the Decision and Order, they will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, have prepared to comply, are complying, and will comply with the Decision and Order. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. 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.

