

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

**In the Matter of**

**US Foods Holding Corp.,  
a corporation.**

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**AGREEMENT CONTAINING CONSENT ORDERS**

The Federal Trade Commission (“Commission”) has initiated an investigation of the proposed acquisition by Respondent US Foods Holding Corp. (“US Foods”) of certain subsidiaries Respondent Services Group of America, Inc. (“SGA”) (“Draft Complaint”). The Bureau of Consumer Protection (“Bureau”) has issued this Agreement Containing Consent Orders (“Agreement”) to protect the assets and providing for other relief to the Respondent through a proposed Decision and Order (“Decision”) attached, to present to the Commission.

**IT IS HEREBY AGREED** by





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. By signing this Consent Agreement, Proposed Respondents represent and warrant that:

- a. they can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order and the Order to Maintain Assets, including, among other things, 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
- b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order and the Order to Maintain Assets are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement, the Decision and Order, and the Order to Maintain Assets, or will be after the acquisition.

15. Proposed Respondents have read the Draft Complaint, the proposed Decision and Order, and the Order to Maintain Assets. 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 understand that once the Commission has issued the Decision and Order and the Order to Maintain Assets, 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 and the Order to Maintain Assets. 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 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 and of the Order to Maintain Assets.

**US Foods Holding Corp.**

\_\_\_\_\_  
By: Pietro Satriano  
Chief Executive Officer  
US Foods Holding Corp.

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

\_\_\_\_\_  
Christine A. Varney  
Cravath, Swaine & Moore LLP  
Counsel for US Foods Holding Corp.

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

**Services Group of America, Inc.**

\_\_\_\_\_  
By: Peter K. Smith  
President and Chief Executive Officer  
Services Group of America, Inc.  
Dated: \_\_\_\_\_

**Food Services of America, Inc.**

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By: Douglas J. Minert  
President and Chief Executive Officer  
Food Services of America, Inc.  
Dated: \_\_\_\_\_

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Ronan P. Harty  
Davis Polk & Wardwell LLP  
Counsel for Services Group of America, Inc.  
and Food Services of America, Inc.

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

**FEDERAL TRADE COMMISSION**

\_\_\_\_\_  
By: Sophia Vandergrift  
Attorney  
Bureau of Competition

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Melissa Hill  
Deputy Assistant Director  
Bureau of Competition

\_\_\_\_\_  
Kevin Hahm  
Assistant Director  
Bureau of Competition

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Ian R. Conner  
Deputy Director  
Bureau of Competition

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D. Bruce Hoffman  
Director  
Bureau of Competition

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