UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION, Plaintiff, v. ARDAGH GROUP, S.A., COMPAGNIE DE SAINT-GOBAIN, and SAINT-GOBAIN CONTAINERS, INC., Defendants.	Case No. 13-CV-1021 (BJR)

STIPULATION AND ORDER

WHEREAS, plaintiff, the Federal Trade Commission (the "Commission"), filed the above-captioned action on July 2, 2013 and moved for, among other relief, a preliminary injunction (the "Pending Motion") enjoining Defendant Ardagh Group, S.A. from acquiring Defendant Saint-Gobain Containers, Inc. from Defendant Compagnie de Saint-Gobain (collectively, "Defendants," and, together with the Commission, the "Parties");

WHEREAS, on July 2, 2013, Defendants entered into a stipulation with the Commission agreeing that Defendants would not consummate the contemplated acquisition of Saint-Gobain Containers, Inc. (the "Proposed Transaction") until two business days after the Court's ruling on the Pending Motion;

WHEREAS, the hearing on the Pending Motion was scheduled to begin on October 17, 2013;

WHEREAS, the above-captioned action was stayed on October 1, 2013 for the duration of the federal government shutdown that began that day;

WHEREAS, upon resolution of the federal government shutdown, the hearing on the Pending Motion was rescheduled to begin on November 25, 2013;

WHEREAS, the merits trial in the related action, *In the Matter of Ardagh*, Docket No. 9356 (the "Administrative Action"), is scheduled to begin in front of an Administrative Law Judge (the "ALJ") on December 19, 2013, less than one month after the hearing on the Pending Motion is scheduled to commence; and

WHEREAS, on October 31, 2013, the Parties participated in a settlement conference in the Administrative Action in front of the ALJ and wish to continue their efforts to resolve the dispute;

NOW, THEREFORE, SUBJECT TO THE APPROVAL OF THE COURT, IT IS HEREBY STIPULATED AND AGREED:

1. Defendant Ardagh Group, S.A. shall not consummate any acquisition of any stock, assets, or other interest in Defendant Saint-Gobain Containers, Inc. until the earlier of: (i) the first business day after the Commission accepts for public comment an agreement containing a consent order in the Administrative Action, or (ii) the completion of the Administrative Action, including all appeals.

2. Defendants shall take any and all necessary steps to prevent any of their domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, or joint ventures from consummating any such sale or acquisition, except as provided in paragraph 1 hereto.

3. This action is stayed pending further order of the Court.

4. This Stipulation and Order is without prejudice to any rights or defenses that any Defendant may have.

5. The stay set forth in this Stipulation and Order does not apply to the Administrative Action, which will remain scheduled to commence on December 19, 2013.

6. Any Party may move to amend this Stipulation and Order or seek any other relief at any time upon proper notice *provided, however*, that, unless all other parties agree otherwise, any hearing on the Pending Motion shall not take place sooner than 30 days after a motion to amend and dissolve the stay is granted.

Dated: New York, New York
November 7, 2013

SHEARMAN & STERLING LLP

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FEDERAL TRADE COMMISSION

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Counsel for Plaintiff

SO ORDERED this 8th day of November, 2013

HON. BARBARA ROTHSTEIN
United States District Judge