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18 **UNITED STATES DISTRICT COURT**
 19 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**
 20 **SAN FRANCISCO DIVISION**

21 UNITED STATES OF AMERICA,
 22 Plaintiff,
 23 v.
 24 VA PARTNERS I, LLC, et al.,
 25 Defendants.
 26

Civil Action No.: 16-cv-01672 (WHA)

**STIPULATION & [PROPOSED]
ORDER**

1 It is stipulated by and between the undersigned parties, by their respective attorneys, that:

2 (1) The parties consent that the Court may file and enter a Final Judgment in the form
3 attached to this Stipulation, on the Court’s own motion or on the motion of any party at any time
4 after compliance with the requirements of the Antitrust Procedure and Penalties Act (“APPA”)
5 (15 U.S.C. § 16), and without further notice to any party or other proceedings, if the United
6 States has not withdrawn its consent, which it may do so at any time before the entry of
7 judgment by serving notice of its withdrawal on Defendants VA Partners I, LLC, ValueAct
8 Capital Master Fund, L.P., and ValueAct Co-Invest International, L.P. (collectively
9 “Defendants”) and filing that notice with the Court;

10 (2) This Court has jurisdiction over the subject matter of this action. The Defendants
11 consent solely for the purpose of this action and the entry of the proposed Final Judgment that
12 this Court has jurisdiction over each of the parties hereto and that venue of this action is proper
13 in the United States District Court for the Northern District of California;

14 (3) Defendants agree to arrange, at their expense, publication of the newspaper notice
15 required by the APPA, which shall be drafted by the United States as prescribed by the APPA.
16 The publication shall be arranged no later than five (5) business days after Defendants’ receipt
17 from the United States of the text of the notice and the identity of the newspaper within which
18 the publication shall be made. Defendants shall promptly send to the United States (1)
19 confirmation that publication of the newspaper notice has been arranged, and (2) the certification
20 of the publication prepared by the newspaper within which the notice was published;

21 (4) Defendants shall abide by and comply with the provisions of the proposed Final
22 Judgment pending entry of the Final Judgment by the Court, or until expiration of time for all
23 appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the
24 date of the signing of the Stipulation by the parties, comply with all the terms and provisions of
25 the proposed Final Judgment as though they were in full force and effect as an Order of the
26 Court;

27 (5) This Stipulation shall apply with equal force and effect to any amended proposed
28 Final Judgment agreed upon in writing by the parties and submitted to the Court;

1 (6) In the event the United States withdraws its consent or if the proposed Final
2 Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any
3 Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise
4 ordered continued compliance with the terms and provisions of the proposed Final Judgment,
5 then the parties are released from all further obligations under this Stipulation, and the making of
6 this Stipulation and the submission of the proposed Final Judgment shall be without prejudice to
7 any party in this or any other proceeding; and

8 (7) The entry of the Final Judgment in accordance with this Stipulation settles,
9 discharges, and releases any and all claims of Plaintiff, the United States, including claims for
10 civil penalties and equitable relief pursuant to Section 7A of the Clayton Act, 15 U.S.C. § 18a,
11 against Defendants for failure to comply with Section 7A of the Clayton Act in connection with:
12 (1) the acquisitions of voting securities of Halliburton Co. in 2014 and 2015 by Defendant
13 ValueAct Capital Master Fund, L.P.; (2) the acquisitions of voting securities of Halliburton in
14 2015 by Defendant ValueAct Co-Invest International, L.P.; and (3) the acquisitions of voting
15 securities of Baker Hughes Incorporated in 2014 and 2015 by Defendant ValueAct Capital
16 Master Fund, L.P.

17
18 Dated this 12th day of July 2016.

Respectfully submitted,

19
20 FOR PLAINTIFF UNITED STATES
21 OF AMERICA

FOR DEFENDANTS VA PARTNERS I,
22 LLC, VALUEACT CAPITAL MASTER
23 FUND, L.P., AND VALUEACT CO-
24 INVEST INTERNATIONAL, L.P.

23 /s/ Kathleen S. O'Neill
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ATTESTATION

I, Kathleen S. O'Neill, am the ECF User whose identification and password are being used to file the **STIPULATION AND [PROPOSED] ORDER**. In compliance with Civil Local Rule 5-1(i)(3), I hereby attest that Andrew Z. Michaelson has concurred in this filing.

Date: July 12, 2016

By: /s/ Kathleen S. O'Neill
Kathleen S. O'Neill