

James H. Weingarten, DC Bar # 985070  
Charles Dickinson, DC Bar # 997153  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, DC 20580  
Tel: (202) 326-2381  
*jweingarten@ftc.gov; cdickinson@ftc.gov*

Attorneys for Plaintiff Federal Trade Commission

**UNITED STATES DISTRICT COURT**  
**DISTRICT OF OREGON**  
**PORTLAND DIVISION**

FEDERAL TRADE COMMISSION,  
STATE OF ARIZONA,  
STATE OF CALIFORNIA,  
DISTRICT OF COLUMBIA,  
STATE OF ILLINOIS,  
STATE OF MARYLAND,  
STATE OF NEVADA,  
STATE OF NEW MEXICO,  
STATE OF OREGON, and  
STATE OF WYOMING,

Plaintiffs,

v.

THE KROGER COMPANY and  
ALBERTSONS COMPANIES, INC.,

Defendants.

Case No.: 3:24-cv-00347

**PLAINTIFF FEDERAL TRADE  
COMMISSION'S UNOPPOSED  
MOTION FOR ENTRY OF  
STIPULATED TEMPORARY  
RESTRAINING ORDER**

Plaintiff Federal Trade Commission respectfully moves the Court for entry of the stipulated temporary restraining order that is attached to this Motion as Exhibit A. Defendants do not oppose

this Motion.

Plaintiff Federal Trade Commission has brought a claim in this action pursuant to Federal Trade Commission Act § 13(b), 15 U.S.C. § 53(b), seeking to preliminarily enjoin Defendants The Kroger Company and Albertsons Companies, Inc. from consummating their agreement for Kroger to acquire Albertsons (the “Proposed Transaction”). Specifically, the Federal Trade Commission is requesting a § 13(b) preliminary injunction to preserve the status quo during the pendency of the Commission’s administrative adjudication of whether the Proposed Transaction violates the antitrust laws. Plaintiff States Arizona, California, Illinois, Maryland, Nevada, New Mexico, Oregon, and Wyoming and the District of Columbia, by and through their respective Attorneys General, also seek injunctive relief pursuant to Clayton Act § 16, 15 U.S.C. § 26.

Plaintiff Federal Trade Commission and Defendants Kroger and Albertsons agreed that, in the event that Plaintiff Federal Trade Commission filed an enforcement action seeking to enjoin Defendants’ Proposed Transaction, the parties would file a joint stipulation with the Court for entry of a temporary restraining order preventing Defendants from consummating the Proposed Transaction until after 11:59 p.m. Eastern Time on the fifth business day after this Court rules on the requested preliminary injunction or a date the Court may set, whichever is later. The stipulated temporary restraining order is attached here as Exhibit A.

Absent entry of the stipulated temporary restraining order, Defendants would be free to consummate the Proposed Transaction after 11:59 p.m. Eastern Time on February 28, 2024.

On February 26, 2024, Plaintiff Federal Trade Commission filed an enforcement action seeking to enjoin Defendants’ Proposed Transaction. Plaintiff, therefore, respectfully requests that the Court enter the stipulated temporary restraining order on or before 5:00 p.m. Eastern Time on

February 28, 2024.

Dated: February 26, 2024

Respectfully submitted,

/s/ James H. Weingarten  
James H. Weingarten (DC Bar # 985070)  
Chief Trial Counsel  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, D.C. 20580  
Telephone: (202) 326-3570  
Email: jweingarten@ftc.gov

*Counsel for Plaintiff Federal Trade  
Commission*

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on February 26, 2024, I electronically filed a true and correct copy of the foregoing document using the United States District Court for the District of Oregon's CM/ECF System.

I FURTHER CERTIFY that I served the foregoing document on the following counsel via electronic mail:

Michael B. Bernstein  
Arnold & Porter Kaye Scholer LLP  
601 Massachusetts Ave, NW  
Washington, DC 20001-3743  
Telephone: (202) 942-5227  
Email: michael.b.bernstein@arnoldporter.com

*Counsel for Defendant The Kroger Company*

Ted Hassi  
Debevoise & Plimpton LLP  
801 Pennsylvania Avenue, NW  
Washington, DC 20004  
Telephone: (202) 383-8135  
Email: thassi@debevoise.com

George L. Paul  
White & Case LLP  
701 13th Street, NW  
Washington, DC 20005  
Telephone: (202) 626-3656  
Email: gpaul@whitecase.com

*Counsel for Defendant Albertsons Companies, Inc.*

Robert A. Bernheim  
Jayme L. Weber  
Vinny Venkat  
Connor Nolan

Arizona Office of the Attorney General

2005 N. Central Avenue  
Phoenix, AZ 85004  
Telephone: (602) 542-5025  
Email: Robert.Bernheim@azag.gov  
Jayme.Weber@azag.gov  
Vinny.Venkat@azag.gov  
Connor.Nolan@azag.gov

*Counsel for Plaintiff State of Arizona*

Nicole Gordon  
Shira Hoffman

California Department of Justice  
455 Golden Gate Ave., Suite 11000  
San Francisco, CA 94102  
Telephone: (415) 510-3458  
Email: Nicole.Gordon@doj.ca.gov  
Shira.Hoffman@doj.ca.gov

*Counsel for Plaintiff State of California*

Adam Gitlin  
Amanda Hamilton  
C. William Margrabe

Office of the Attorney General for the District of Columbia  
400 6th Street, N.W, 10th Floor  
Washington, D.C. 20001  
Telephone: (202) 727-3400  
Email: Amanda.Hamilton@dc.gov  
Will.Margrabe@dc.gov

*Counsel for Plaintiff District of Columbia*

Brian M. Yost  
Paul J. Harper  
Alice Riechers

Office of the Illinois Attorney General  
115 S. LaSalle St.  
Chicago, IL 60603  
Telephone: (872) 276-3598  
Email: Brian.Yost@ilag.gov  
Paul.Harper@ilag.gov

Alice.Riechers@ilag.gov

*Counsel for Plaintiff State of Illinois*

Schonette J. Walker  
Gary Honick  
Byron Warren

Office of the Attorney General  
200 St. Paul Place, 19th Floor  
Baltimore, MD 21202  
Telephone: (410) 576-6470  
Email: swalker@oag.state.md.us  
ghonick@oag.state.md.us  
bwarren@oag.state.md.us

*Counsel for Plaintiff State of Maryland*

Lucas J. Tucker  
Samantha B. Feeley

Office of the Nevada Attorney General  
100 N. Carson St.  
Carson City, Nevada 89701  
Telephone: (775) 684-1100  
Email: ltucker@ag.nv.gov  
sfeeley@ag.nv.gov

*Counsel for Plaintiff State of Nevada*

Julie Ann Meade  
Jeff Dan Herrera

New Mexico Department of Justice  
408 Galisteo St.  
Santa Fe, NM 87504  
Telephone: (505) 717-3500  
Email: jmeade@nmag.gov  
jherrera@nmag.gov

*Counsel for Plaintiff State of New Mexico*

Cheryl F. Hiemstra  
Tim D. Nord  
Chris Kayser

Tania Manners

Oregon Department of Justice  
100 SW Market Street  
Portland, OR 97201  
Telephone: (503) 934-4400  
Email: Cheryl.Hiemstra@doj.state.or.us  
Tim.D.Nord@doj.state.or.us  
cjkayser@lvklaw.com  
tmanners@lvklaw.com

*Counsel for Plaintiff State of Oregon*

William Young

Office of the Wyoming Attorney General  
109 State Capitol  
Cheyenne, WY 82002  
Telephone: (307) 777-7847  
Email: William.Young@wyo.gov

*Counsel for Plaintiff State of Wyoming*

/s/ James H. Weingarten

James H. Weingarten (DC Bar # 985070)  
Chief Trial Counsel  
Federal Trade Commission  
Bureau of Competition  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
Telephone: (202) 326-3570  
Email: jweingarten@ftc.gov

*Counsel for Plaintiff Federal Trade  
Commission*