

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FEDERAL TRADE COMMISSION, *et al.*,

Plaintiffs,

v.

**STAPLES, INC. and
OFFICE DEPOT, INC.,**

Defendants.

Civil Action No. _____-cv-_____

[Proposed] Preliminary Injunction Order

Upon consideration of the motion of Plaintiff Federal Trade Commission (the “Commission”) for a preliminary injunction, and having considered the pleadings, memoranda, declarations, exhibits, and other evidence presented by the Commission and by Defendants Staples, Inc. (“Staples”) and Office Depot, Inc. (“Office Depot”), the Court finds as follows:

1. This Court has jurisdiction over the subject matter of this case and over the parties;
2. Venue and service of process are proper;
3. The Commission has pending an administrative proceeding in which it is evaluating the legality of the proposed merger of Staples and Office Depot;
4. In the absence of preliminary relief, Staples and Office Depot will be able to consummate the proposed merger before the completion of the administrative proceeding now pending before the Commission;

5. The Commission has made a sufficient showing of the likelihood of success on the merits of its complaint to warrant preliminarily enjoining the merger between Staples and Office Depot;
6. Defendants will not be substantially injured if the merger between Staples and Office Depot is enjoined pending the completion of the administrative proceeding now pending before the Commission;
7. If preliminary relief is not granted and Defendants consummate the transaction, Plaintiff and the public will be injured because the consummation of the transaction will deprive the Commission of its ability to order relief that fully restores competition should the acquisition be found to violate Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, and Section 7 of the Clayton Act, 15 U.S.C. § 18; and
8. Entry of a preliminary injunction is in the public interest and necessary to maintain the status quo pending the completion of the administrative proceeding.

NOW, THEREFORE, IT IS

ORDERED, that the Commission's motion for a preliminary injunction enjoining the merger between Staples and Office Depot is granted; and it is further

ORDERED, that Defendants Staples and Office Depot are hereby enjoined and restrained, pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), from consummating the proposed merger, or otherwise effecting a combination of Defendants Staples and Office Depot until the completion of the administrative proceedings evaluating the proposed merger now pending before the Commission; and it is further

ORDERED, the Defendants shall take any and all necessary steps to prevent any of their officers, directors, domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, or joint ventures from consummating, directly or indirectly, any such merger, or otherwise effecting any combination between Staples and Office Depot; and it is further

ORDERED, that Defendants are directed to maintain the status quo until either (1) the completion of all legal proceedings by the Commission challenging the transaction, including all appeals, or (2) further order of the Court, including upon the request of the Commission, before completion of such legal proceedings; and it is further

ORDERED, that this Court shall retain jurisdiction of this matter for all purposes and for the full duration of this Order, as provided in the previous paragraph.

ISSUED this _____ day of _____, 2016.

SO ORDERED:

United States District Court Judge

NAMES OF PERSONS TO BE SERVED

Tara Reinhart
(D.C. Bar 462106)
Chief Trial Counsel
Federal Trade Commission
Bureau of Competition
400 Seventh Street, N.W.
Washington, D.C. 20024

Counsel for Plaintiff Federal Trade Commission

Bennett Rushkoff
Chief, Public Advocacy Section
441 4th Street, N.W., Suite 600 South
Washington, D.C. 20001
202-727-5173
bennett.rushkoff@dc.gov

Catherine Jackson
Assistant Attorney General
441 4th Street, N.W., Suite 600 South
Washington, DC 20001
202-442-9864
catherine.jackson@dc.gov

Counsel for Plaintiff District of Columbia

Tracy W. Wertz
Chief Deputy Attorney General
Commonwealth of Pennsylvania
Pennsylvania Office of Attorney General
Antitrust Section
14th Floor, Strawberry Square
Harrisburg, PA 17120
717-787-4530
twertz@attorneygeneral.gov

Counsel for Plaintiff Commonwealth of Pennsylvania

Jeffrey Perry
Weil, Gotshal & Manges LLP
1300 Eye Street, N.W., Suite 900
Washington, D.C. 20005
202-682-7105
jeffrey.perry@weil.com
Counsel for Defendant Staples, Inc.

Matthew Reilly
Simpson Thacher & Bartlett LLP
900 G Street, N.W.
Washington, D.C. 20001
202-636-5566
matt.reilly@stblaw.com

Counsel for Defendant Office Depot, Inc.