

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND**

UNITED STATES OF AMERICA,

Plaintiff,

v.

BOOZ ALLEN HAMILTON HOLDING
CORPORATION, *et al.*,

Defendants.

Case No. 1:22-cv-01603-CCB

**[PROPOSED] PRELIMINARY
INJUNCTION ORDER**

This matter comes before the Court on the United States' Motion for a Preliminary Injunction.

Upon consideration of Plaintiff's pleadings, memoranda, declarations, and other exhibits filed in support of said motion, any responses filed, and hearings held, the Court finds as follows:

(1) In the absence of preliminary relief, the United States, its agencies, and the public interest in vigorous competition will be immediately and irreparably harmed because: Booz Allen and EverWatch are expected to be the only two bidders for the National Security Agency's OPTIMAL DECISION contract; the Defendants' Merger Agreement substantially reduced their incentives to compete against each other for the contract; the 2-to-1 merger would eliminate all competition for the contract and necessarily result in Booz Allen holding the awarded contract; and as long as the Defendants are moving forward with the proposed merger they have reduced incentives to prepare competitive proposals.

(2) If adequate relief is not granted, Plaintiff, its agencies, and the public interest will be irreparably injured because the United States will be deprived of its ability to obtain effective relief should the acquisition ultimately be found to violate the Clayton and Sherman Acts.

(3) Entry of a preliminary injunction is in the public interest and is appropriate and necessary to restore the Defendants' incentives to compete until this Court's final disposition of the case;

(4) Defendants will not be substantially injured by the relief afforded by this Order and the balance of the equities favors Plaintiff; and

(5) Plaintiff has made a sufficient showing of a likelihood of success on the merits of its complaint to warrant the relief afforded by this Order.

NOW THEREFORE IT IS ORDERED that Plaintiff's Motion for a Preliminary Injunction be, and hereby is GRANTED in its entirety; and

IT IS FURTHER ORDERED that Defendant Booz Allen Hamilton Holding Corp. and any parent, affiliate, subsidiary, or division thereof are hereby enjoined and restrained, pursuant to the Sherman Act, 15 U.S.C. § 4, and Federal Rule of Civil Procedure 65, from acquiring any stock, assets, or other interest, directly or indirectly, in Defendants EC Holdings LLC or EverWatch Corp., pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants take any and all necessary steps to prevent any of their domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, and joint ventures from completing such acquisition, and from taking any steps or actions in furtherance thereof, pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED Defendants' Merger Agreement is abrogated pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants are enjoined from taking any future legal action for breach of the Merger Agreement, if the events giving rise to such cause of action

occurred during the time period in which the Merger Agreement is abrogated under this Order;
and

IT IS FURTHER ORDERED that Defendants are enjoined from accepting or acting upon any offer to collude, including any proposed agreement not to bid, or from renewing, discussing, or exchanging information about any such offer or proposal, including, without limitation, Defendant Booz Allen's June 10, 2022 proposal that "both companies no bid OD";
and

IT IS FURTHER ORDERED that Defendants are enjoined from communicating, directly or indirectly, regarding OPTIMAL DECISION pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants immediately shut down access to the data room associated with the proposed merger, pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants immediately sequester all confidential information received directly or indirectly from one another and preserve all notes relating to such information for discovery in this case, but shall do so in a sequestered manner so that the employees or officials involved in bidding may not access them; and

IT IS FURTHER ORDERED that Defendants immediately cease any and all preparations for integration or integration planning, pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants are enjoined from making any formal notification of the proposed merger to any subcontractors, suppliers, vendors, and customers, pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants are enjoined from negotiating or making any offers of employment in connection with the proposed merger, pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants are enjoined from transferring any funds in connection with the merger, including preparation of an escrow account, pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants are enjoined from taking any steps to obtain financing for the proposed merger, pending resolution following a full trial on the merits; and

IT IS FURTHER ORDERED that Defendants are enjoined from enforcing the Merger Agreement or taking any actions to satisfy the closing conditions of the Merger Agreement, pending resolution following a full trial on the merits.

SO ORDERED, this ____ day of _____, 2022.

UNITED STATES DISTRICT JUDGE