

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

UNITED STATES OF AMERICA,

Plaintiff,

v.

QUAD/GRAPHICS, INC., *et al.*,

Defendants.

Case No. 1:19-cv-04153

MOTION TO SET EVIDENTIARY HEARING DATES

Defendants Quad/Graphics, Inc. (“Quad”), QLC Merger Sub, Inc. (“QLC”), and LSC Communications, Inc. (“LSC,” and together with Quad and QLC, “Movants”) respectfully submit this motion to set a date for an evidentiary hearing on Plaintiff’s (the “Division’s”) request to enjoin Quad’s proposed acquisition of LSC, which the Division has been investigating for nearly eight months. Movants request an evidentiary hearing that will entail five days of live testimony and argument,¹ to begin on or about September 18, 2019. Such an expedited schedule is necessary because Quad’s proposed acquisition of LSC must be completed on or before October 30, 2019, the Expiration Date, under the terms of Movants’ Merger Agreement. Movants have conferred with the Division in advance of filing this Motion, but cannot agree on a timetable that would permit the case to be heard before the Expiration Date specified in the Merger Agreement. As a result, Movants are asking to secure a block of time on the Court’s busy calendar with the

¹ Although the Division has previously indicated that it would proceed with a motion for preliminary injunctive relief, the Division has recently proposed that Movants consent to forgo a preliminary injunction hearing and agree not to close the transaction until after a decision is rendered by the Court following a full trial on the merits. Movants have not agreed to waive their right to a preliminary injunction hearing, but are prepared to proceed directly to a full trial in September 2019 in order to procure an adjudication on the merits prior to the Expiration Date if the Court would prefer to set an expedited schedule for trial.

expectation that, once that has happened, they and the Division can negotiate the interim deadlines required to be ready for an evidentiary hearing in 12 weeks.

Therefore, Movants respectfully request that the Court (a) enter an order setting dates in September 2019 for an evidentiary hearing on the Division's request for injunctive relief; (b) in the alternative, if the Court's docket does not permit an evidentiary hearing on this schedule, refer the evidentiary hearing to the Magistrate Judge pursuant to 28 U.S.C. § 636(b)(1), Local Rule 72.1, and Fed. R. Civ. P. 72; and (c) if convenient for the Court, schedule a full status conference on July 1, July 2, or July 3, 2019 during which time the parties can present these issues.² The reasons for granting this Motion are set forth in the accompanying Memorandum of Points and Authorities.

Respectfully submitted,

By: /s/ James T. McKeown

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² If the Court schedules a full status conference for either July 1, July 2, or July 3, 2019, the parties will no longer need a hearing on the Motion on June 28, 2019 at 9:30 a.m., the date and time set forth on Movants' Notice of Motion pursuant to Local Rule 78.1.

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