

**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

Hon. Charles R. Norgle, Sr.

**DEFENDANTS' JOINT MOTION FOR
ENTRY OF PROPOSED SCHEDULING ORDER**

Quad/Graphics, Inc. (“Quad”), QLC Merger Sub, Inc. (“QLC”), and LSC Communications, Inc. (“LSC,” and together with Quad and QLC, “Defendants”) respectfully submit this joint motion for entry of Defendants’ Proposed Scheduling Order. Defendants have conferred with Plaintiff (the “Division”) to develop a proposed schedule that would allow the Court to reach a decision on the merits of the Division’s claim before the October 30, 2019 Expiration Date specified in the Merger Agreement between Quad and LSC. Despite their best efforts, involving exchanges of drafts and several telephonic meet and confer sessions (the most recent on July 5), the two sides have been unable to reach an agreement.

Defendants respectfully request that the Court enter Defendants’ Proposed Scheduling Order, which contemplates a bench trial lasting six to ten days on the merits of the Division’s request to permanently enjoin Quad’s acquisition of LSC, and utilizes various mechanisms to streamline the case. The trial would begin on or about **October 1, 2019**, or as soon thereafter as possible given the Court’s calendar. Defendants’ reasons for bringing this Motion are set forth in the accompanying Memorandum of Points and Authorities (“Defendants’ Memorandum”). Defendants’ Proposed Scheduling Order is attached to Defendants’ Memorandum as **Exhibit A**.

Pursuant to the Court's case procedure practice, Exhibit A is being submitted in Word format to the Court's proposed order inbox contemporaneously with the filing of this Motion.

Dated: July 9, 2019

Respectfully submitted,

By: /s/ James T. McKeown

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Respectfully submitted,

By: /s/ Bruce R. Braun

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CERTIFICATE OF SERVICE

Caroline A. Wong, an attorney, hereby certifies that on July 9, 2019, she caused the foregoing Defendants' Joint Motion for Entry of Proposed Scheduling Order to be electronically filed using the CM/ECF system, which will send notice of this filing to all counsel of record.

/s/ Caroline A. Wong
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