

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

)
FEDERAL TRADE COMMISSION,)
COMMONWEALTH OF PENNSYLVANIA,)
AND THE DISTRICT OF)
COLUMBIA,)
)
Plaintiffs,)
) Civil Action No.15-2115 (EGS)
v.)
)
STAPLES, INC. and)
OFFICE DEPOT, INC.)
)
)
Defendants.)
)

ORDER

This matter comes before the Court on the Federal Trade Commission, the Commonwealth of Pennsylvania, and the District of Columbia's (collectively "Plaintiffs") motion to enjoin the proposed merger of Defendant Staples, Inc. ("Staples") with Defendant Office Depot, Inc. ("Office Depot") (collectively "Defendants"), under Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b). After considering the extensive record and the parties' legal arguments, the Court finds that Plaintiffs have met their burden of showing that there is a reasonable probability that the proposed merger will substantially impair competition in the sale and distribution of consumable office supplies to large Business-to-Business

customers. Plaintiffs have also carried their burden of showing that a preliminary injunction of Defendants' proposed merger is in the public interest and that the equities weigh in favor of injunctive relief. The Court's reasoning is set forth in a Memorandum Opinion, which will be published under seal to the parties on Wednesday, May 11, 2016.¹

Accordingly it is hereby **ORDERED** that:

1. Plaintiffs' motion for a preliminary injunction enjoining the merger between Staples and Office Depot is **GRANTED**;
2. Staples and Office Depot are hereby enjoined and restrained, under Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), from completing the proposed merger, or otherwise effecting a combination of Staples and Office Depot until the completion of the administrative proceedings evaluating the proposed transaction now pending before the FTC;
3. 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 effectuate any combination between Defendant Staples and Defendant Office Depot;

¹ Because the Memorandum Opinion contains competitively sensitive information of Defendants and third parties, the Court will issue the Memorandum Opinion under seal to allow the parties to propose redactions. The parties shall meet and confer and present to the Court proposed redactions to the Memorandum Opinion no later than 12:00 p.m. Monday, May 16, 2016. After considering the proposed redactions, the Court will issue a public version of the Memorandum Opinion.

4. Defendants are directed to maintain the status quo until (1) the completion of all legal proceedings by the FTC challenging the transaction, including all appeals, or (2) further order of the COURT, including upon the request of the FTC, before completion of such legal proceedings;
5. 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.

SO ORDERED.

Signed: **Emmet G. Sullivan**
United States District Judge
May 10, 2016