FILED
JUN 10 2008
NANCY MAYER WHITTINGTON, CLERK
U.S. DISTRICT COURT

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION,

Petitioner,

v.

TAKE-TWO INTERACTIVE SOFTWARE, INC.,

Respondent.

Misc. No. 08 mc 360

ORDER TO SHOW CAUSE WHY RESPONDENT SHOULD NOT COMPLY WITH FEDERAL TRADE COMMISSION'S SUBPOENA *DUCES TECUM* AND CIVIL INVESTIGATIVE DEMAND

Pursuant to the authority conferred by Sections 9, 16, and 20 of the Federal Trade Commission Act ("FTC Act"), 15 U.S.C. §§ 49, 56, 57b-1, and 28 U.S.C. § 1367, petitioner, the Federal Trade Commission, has invoked the aid of this Court, pursuant to Fed. R. Civ. P. 81(a)(5), for an order requiring the respondent, Take-Two Interactive Software, Inc. ("Take-Two"), to produce responses to written interrogatories and a sworn verification in compliance with both an administrative Subpoena *duces tecum* and Civil Investigative Demand ("CID") issued by the Commission on April 21, 2008, in aid of an investigation of the possible violations of Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5(a) of the FTC Act ("FTCA"), 15 U.S.C. § 45(a), through the proposed acquisition of Take-Two by Entertainment Arts, Inc. ("EA").

The Court has considered the Commission's Petition for an Order enforcing its Subpoena and CID and the papers filed in support thereof and it appears to the Court that petitioner has shown good cause for the entry of this Order.

It is, therefore, ORDERED that Take-Two appear at 4:00 ___ a.m. (p.m.) on the 24th day of June, 2008, in Courtroom No. ___, United States Courthouse, Washington, DC, and show cause, if any there be, why this Court should not grant said petition and enter an order directing Take-Two to comply with the Commission's Subpoena and CID that were directed to Take-Two. Unless the Court determines otherwise, notwithstanding the filing or pending of any procedural or other motions, all issues raised by the petition and supporting papers, and any opposition to the petition will be considered at the hearing on the petition, and the allegations of said petition shall be deemed admitted unless controverted by a specific factual showing.

IT IS FURTHER ORDERED that, if Take-Two intends to file pleadings, affidavits, exhibits, motions or other papers in opposition to said petition or to the entry of the Order requested herein, such papers must be filed and delivered to the Commission's counsel by 1:00 a.m. (p.m.) on June, 16, 2008. To the extent that Take-Two any opposition filed with this Court by Take-Two asserts any factual or legal objections to the Subpoena or CID, Take-Two must provide an explanation of why it failed to assert such objections in a timely filed petition to quash or limit the Subpoena or CID as required by 16 C.F.R. § 2.7(d) and why any affidavits, exhibits, motions or other papers submitted to this Court in objection to the Subpoena or CID were not previously submitted to the Commission. Any reply by the Commission shall be filed with the Court and received by respondent by 1:00 ~~a.m.~~ (p.m.) on June, 20, 2008. All papers filed with the Court pursuant to this paragraph shall also be served on opposing counsel electronically via email.

IT IS FURTHER ORDERED, pursuant to Fed. R. Civ. P. 81(a)(5), that this is a summary proceeding and that no party shall be entitled to discovery without further order of the Court upon a specific showing of need; and the dates for a hearing and the filing of papers established

by this Order shall not be altered without prior order of the Court upon good cause shown; and

IT IS FURTHER ORDERED, pursuant to Fed. R. Civ. P. 81(a)(5), that a certified copy of this Order and copies of said Petition and the Memorandum of Points and Authorities in support thereof and all other papers filed herein, shall be served forthwith upon Take-Two or its counsel by the Commission by personal service, by certified or registered mail return receipt requested, or by overnight express delivery service.

SO ORDERED:

United States District Judge

Dated: June 9, 2008, Washington, DC