UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

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

(CONTESTED) MOTION FOR ATTORNEYS' FEES AND COSTS UNDER SECTION 16 OF THE CLAYTON ACT

NOW COMES Plaintiffs, Commonwealth of Pennsylvania ("Pennsylvania") and the District of Columbia (collectively "Moving Plaintiffs"), pursuant to Rules 7 and 54 of the Federal Rules of Civil Procedure, Rules 54.1(a) and 54.2 of the Local Rules of the United States District Courts for the District of Columbia and Section 16 of the Clayton Act, 15 U.S.C. § 26, and petitions this Court to award the Moving Plaintiffs attorneys' fees, disbursements, other related fees and litigation costs as authorized by Section 16 of the Clayton Act, 15 U.S.C. § 26.

1. Defendant Staples, Inc. ("Staples"), prior to the commencement of this action, was poised to acquire Defendant Office Depot ("Office Depot"). This acquisition would have had the likely effect of substantially lessening competition for consumable office supplies to

large Business-to-Business consumers nationwide, and would have affected such consumers located within the Commonwealth of Pennsylvania and the District of Columbia.[1]

2. The Moving Plaintiffs, Pennsylvania and the District of Columbia, brought this action in conjunction with the Federal Trade Commission ("FTC") to preliminarily enjoin the acquisition in order to prevent the likely anticompetitive effects arising from the acquisition and to preserve the status quo pending an administrative hearing on the proposed acquisition before the FTC for the benefit of their citizens and to vindicate their general economy.

3. The Moving Plaintiffs were involved in significant aspects of the litigation from prior to the filing of the Complaint to the preliminary injunction hearing before this Court, including depositions, discovery responses, investigative hearings, document production and review.

4. Following a year-long investigation, which culminated in a multi-week hearing on the merits of issuing a preliminary injunction, the Defendants stated on multiple occasions that they would abandon the transaction if a preliminary injunction was granted.

5. This Court entered an Order granting the preliminary injunction in this action on May 10, 2016.

6. The petitioning Plaintiffs have therefore "substantially prevailed" within the meaning of Section 16 of the Clayton Act, 15 U.S.C. § 26, and are entitled to an award of attorneys' fees and litigation costs.

A schedule of attorneys' fees requested, verified bills of costs, a copy of the costs and the affidavits of attorneys and staff whose time was used in calculating the attorneys' fees requested

[1] The Commonwealth of Pennsylvania is the headquarters location for 18 Fortune 500 companies, as of mid-2015, and 48 Fortune 1000 companies. The District of Columbia hosts two Fortune 500 companies and six Fortune 1000 companies.

are submitted herewith for both Pennsylvania and the District of Columbia as Exhibits A and B respectively. A Memorandum of Law in support of this motion has also been submitted.

WHEREFORE, the Moving Plaintiffs request this Court to award Plaintiffs attorneys' fees and related fees in the amount of $137,555.30 to the Commonwealth of Pennsylvania and $33,547.32 to the District of Columbia and litigation costs in connection with this action in the amount of $4,997.82 to the Commonwealth of Pennsylvania.

Dated: May 24, 2016

Respectfully submitted,

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By: */s/ Norman W. Marden*

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