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UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Maureen KNERS:

M. "Person" means any individual, partnership, corporation, business trust, limited liability company, limited liability partnership, joint stock company, trust, unincorporated association, joint venture or other entity or a governmental body.

II.

IT IS FURTHER ORDERED that until Respondent completes the divestiture required by Paragraph II.A. of the Decision and Order, Respondent shall operate the CP Business and CP Assets in the ordinary course of business consistent with past practices as of the date that Respondent announced the Acquisition, including but not limited to:

A. Respondent shall:

1. Maintain (i) the CP Business and CP Assets in substantially the same condition (except for normal wear and tear) existing at the time Respondent signed the Consent Agreement and (ii) relations and goodwill with suppliers, customers, landlords, creditors, agents, and other existing business relationships with the CP Business and CP Assets;
2. Staff the CP Business and CP Assets with sufficient employees to maintain the viability and competitiveness of the CP Business and CP Assets, including but not limited to, providing each CP Employee with reasonable financial incentives, if necessary, including continuation of all employee benefits and regularly scheduled raises and bonuses, to continue in his or her position pending divestiture of the CP Assets;
3. Provide the CP Business with sufficient financial and other resources to (i) operate the CP Business and CP Assets at least at the current rate of operation and staffing and to carry out, at their scheduled pace, business plans and all sales, promotional, and marketing activities in place prior to the Acquisition; (ii) perform all maintenance to, and replacements or remodeling of, the assets of the CP Business in the ordinary course of business and in accordance with past practice and current plans; (iii) carry on such capital projects, physical plant improvements, and business plans as set forth in the CP Business Plan (as amended) and the CP Business Plan (as amended) (collectively, the "CP Business Plans") (as of the date of the Acquisition) and the CP Business Plan (as amended) (collectively, the "CP Business Plans") (as of the date of the Acquisition).

5. Comply with Paragraphs II.C.I., II.D., II.E., and III. of the Decision and Order; and
6. Not take any affirmative action, or fail to take any action within Respondents' control, as a result of which the viability, competitiveness, or marketability of the CP Business or CP Assets would be diminished.

- B. The purpose of this Order to Maintain Assets is to (i) preserve the CP Business or CP Assets as a viable, competitive, and ongoing business until the divestiture required by the Decision and Order is achieved; (ii) prevent interim harm to competition pending the relevant divestiture and other relief; and (iii) help remedy any anticompetitive effects of the proposed Acquisition as alleged in the Commission's Complaint.

III.

IT IS FURTHER ORDERED that:

- A. At any time after Respondents sign the Consent Agreement, the Commission may appoint Duff & Phelps B.V. to serve as Monitor to assure that Respondents proactively comply with all of their obligations and perform all of their responsibilities as required by this Order to Maintain Assets and the Decision and Order (collectively "Orders") and the Divestiture Agreement.
- B. Respondents shall enter into an agreement with the Monitor, subject to the prior approval of the Commission, that (i) shall become effective no later than one (1) day after the date the Commission appoints the Monitor, and (ii) confers upon the Monitor all rights, powers, and authority necessary to permit the Monitor to perform his duties and responsibilities on the terms set forth in the Orders and in consultation with the Commission:
 1. The Monitor shall (i) monitor Respondents' compliance with the obligations set forth in the Orders and (ii) act in a fiduciary capacity for the benefit of the

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perform his or her duties and responsibilities pursuant to this Code of
Assetson the same terms and conditions as provided in this Paragraph

G. The Commission may on its own initiative or at the request of the Monitor issue such

VI.

Appendix A