



**UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of	)	
	)	
GRACO INC.,	)	Docket No. 9350
a corporation	)	
	)	
ILLINOIS TOOL WORKS INC.,	)	PUBLIC
a corporation, and	)	
	)	
ITW FINISHING LLC,	)	
a limited liability company.	)	

**JOINT MOTION TO WITHDRAW MATTER FROM ADJUDICATION**

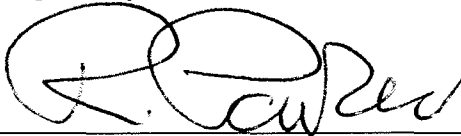
Pursuant to Rule 3.25(c) of the Commission's Rules of Practice, Complaint Counsel and Counsel for the Respondents jointly move to withdraw this matter from adjudication to allow the Commission to consider an executed proposed consent agreement, which accompanies this motion, and which is subject to Commission approval. Counsel represent that in their views the agreement is appropriate to settle the issues in this proceeding and it conforms to the requirements of Rule 2.32 of the Commission's Rules of Practice.

Respectfully submitted,

Respectfully submitted,

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Phillip L. Broyles  
Assistant Director  
Peter Richman  
Deputy Assistant Director

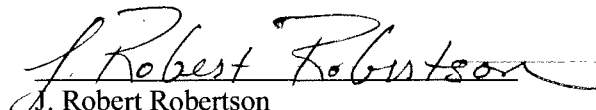


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Richard G. Parker  
O'Melveny & Myers LLP

Counsel for Graco Inc.

Complaint Counsel  
Bureau of Competition  
Federal Trade Commission  
Washington, D.C. 20580



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J. Robert Robertson  
Hogan Lovells US LLP

Counsel for Illinois Tool Works Inc. and  
ITW Finishing LLC

APPROVED

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Richard A. Feinstein  
Director

DATED: March 7, 2012

**UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION**

**COMMISSIONERS:**      **Jon Leibowitz, Chairman**  
                                 **J. Thomas Rosch**  
                                 **Edith Ramirez**  
                                 **Julie Brill**

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<b>In the Matter of</b>	)	
	)	
<b>GRACO INC.,</b>	)	<b>Docket No. 9350</b>
<b>a corporation,</b>	)	
	)	<b>PUBLIC</b>
<b>ILLINOIS TOOL WORKS INC.,</b>	)	
<b>a corporation, and</b>	)	
	)	
<b>ITW FINISHING LLC,</b>	)	
<b>a limited liability company.</b>	)	

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**[PROPOSED]**  
**ORDER WITHDRAWING MATTER FROM ADJUDICATION FOR THE  
PURPOSE OF CONSIDERING A PROPOSED CONSENT AGREEMENT**

Complaint Counsel and Counsel for the Respondents having filed a joint motion to withdraw this matter from adjudication to enable the Commission to consider a proposed Consent Agreement; and

Complaint Counsel and Counsel for the Respondents having submitted a proposed Consent Agreement containing a proposed Decision and Order, executed by the Respondents and by Complaint Counsel and approved by the Director of the Bureau of Competition which, if accepted by the Commission, would resolve this matter in its entirety;

**IT IS ORDERED**, pursuant to Rule 3.25(c) of the Commission Rules of Practice, 16 C.F.R. § 3.25(c), that this matter in its entirety be, and it hereby is, withdrawn from adjudication and that all proceedings before the Administrative Law Judge are hereby stayed during that time as the Commission evaluates the proposed Consent Agreement, pursuant to Rule 3.25(f), 16 C.F.R. § 3.25(f); and

**IT IS FURTHER ORDERED**, pursuant to Rule 3.25(b) of the Commission Rules of Practice, 16 C.F.R. § 3.25(b), that the proposed Consent Agreement shall not be placed on the public record unless and until it is accepted by the Commission.

By the Commission.

Donald S. Clark  
Secretary

Issued: DATE

**Attachment**  
**Redacted from Public Version**

**CERTIFICATE OF SERVICE**

I hereby certify that I caused to be delivered by the FTC E-Filing System a true and correct copy of the foregoing Joint Motion to Withdraw Matter from Adjudication, upon:

Donald S. Clark  
Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, NW, H-135  
Washington, DC 20580

I hereby certify that I delivered via electronic mail a copy of the foregoing upon:

The Honorable D. Michael Chappell  
Chief Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Avenue, NW, H-106  
Washington, DC 20580

I also certify that I delivered via electronic mail a copy of the foregoing upon:

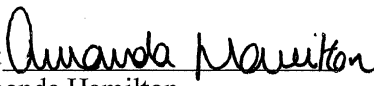
Richard G. Parker  
O'Melveny & Myers LLP  
1625 Eye Street, NW  
Washington, DC 20006  
(202) 383-5380  
[RParker@omm.com](mailto:RParker@omm.com)

J. Robert Robertson  
Hogan Lovells US LLP  
Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004  
(202) 637-5774  
[Robby.Robertson@hoganlovells.com](mailto:Robby.Robertson@hoganlovells.com)

John H. Hinderaker  
Faegre & Benson LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402  
(612) 766-8430  
[John.Hinderaker@FaegreBD.com](mailto:John.Hinderaker@FaegreBD.com)

Logan M. Breed  
Hogan Lovells US LLP  
Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004  
(202) 637-6407  
[Logan.Breed@hoganlovells.com](mailto:Logan.Breed@hoganlovells.com)

Dated: March 13, 2012

By:   
Amanda Hamilton  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
(202) 326-2050  
[ahamilton1@ftc.gov](mailto:ahamilton1@ftc.gov)