

February 2014

**REQUEST FOR ADDITIONAL INFORMATION AND DOCUMENTARY
MATERIAL ISSUED TO WEEBYEWE CORPORATION**

Unless modified by agreement with the staff of the Department of Justice, each specification of this Request requires a complete search of “the company” as defined in Paragraph “A” of the Definitions and Instructions which appear after the following specifications. If the company believes that the required search or any other part of the Request can be narrowed in any way that is consistent with the Department’s need for documents and information, you are encouraged to discuss such questions and possible modifications with the Department representatives identified on the last page of this Request. All modifications to this Request must be agreed to in writing by those representatives. Please provide the response to specification 1 of this Request promptly, especially in relation to the company’s electronic data systems, to facilitate discussions about limiting the required search with the Department’s representatives before you begin your search.

SPECIFICATIONS

1. Submit:
 - (a) one copy of each organization chart and personnel directory in effect since January 1, [Yr-2] for the company as a whole and for each of the company’s facilities or divisions involved in any activity relating to any relevant product [service];
 - (b) a list of all agents and representatives of the company, such as attorneys, consultants, investment bankers, product distributors, and sales agents, retained by the company in any capacity relating to the Transaction or to the development, production, marketing, or sales of any relevant product (excluding those agents and representatives retained solely in connection with environmental, tax, human resources, pensions, benefits, ERISA, or OSHA issues); and
 - (c) a list of employees or agents most knowledgeable about the company’s electronic data systems and policies or practices regarding retention, storage, deletion, and archiving of electronic data, including e-mail. In the case of multiple systems with different capabilities or limitations, provide names of employees or agents knowledgeable about each system.
2. List each relevant product [service] manufactured or sold [provided] by the company, and for each:
 - (a) provide a description of the product [including identification information such as brand name or catalogue number, and end uses] [service]; and

- (b) state the division, subsidiary, or affiliate of the company that manufactures or sells [provides] or has manufactured or sold [provided] the product [service].

3. For each relevant product [service] listed in response to specification 2 above, and for each year from [**Yr-3**] to the present, state:

- (a) the company's sales to all customers in each relevant area, stated separately, in units and dollars;
- (b) **[optional]** that portion of the company's sales to customers in each relevant area, stated separately, in units and dollars, that were of products manufactured in the United States;
- (c) **[optional]** that portion of the company's sales to customers in each relevant area, stated separately, in units and dollars, that were of products manufactured outside the United States;
- (d) that portion of the company's sales to customers in each relevant area, stated separately, in units and dollars, that were of products purchased from sources outside the company and resold by the company rather than of products manufactured by the company;
- (e) the names and addresses of the company's 20 largest customers (20 persons who purchased the greatest unit and dollar amounts of each relevant product [service] from the company) in each relevant area; and
- (f) the name and address of each of the company's competitors in each relevant area in the manufacture or sale of each relevant product [or the provision of each relevant service].

4. State the location of each facility that manufactures or sells [including distribution centers, etc.], or has manufactured or sold, any relevant product [provides or has provided any relevant service] for the company, and for each such facility state:

- (a) whether the facility was leased, acquired, or built by or for the company, and, if not built by the company, the name of the person who built the facility for the company or from whom the facility was leased or acquired;
- (b) the date of the facility's opening or acquisition, the length of time and cost in dollars required to open the facility from initial plan to full production, and its current estimated replacement cost and time necessary to replace it; and

- (c) the current nameplate and practical capacity and the annual capacity utilization rate for production of each relevant product manufactured at the facility, specifying all other factors used to calculate capacity, the number of shifts normally used at the facility, and the feasibility of increasing capacity [by X% or more], including the costs and time required.

5. For each relevant product [service], submit (a) one copy of all current selling aids and promotional materials and (b) all documents discussing advertising plans and strategies.

6. Submit all documents discussing the company's or any other person's plans relating to any relevant product [service], including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; expansion or retrenchment plans; research and development efforts; plans to reduce costs, improve products [services], introduce new products [services], or otherwise become more competitive (*e.g.*, plans to close, consolidate or rationalize any facility identified in response to specification 4, or to discontinue the manufacture or sale of any product or product line [provision of any relevant service]); and presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, the company need only submit one copy of final year-end documents and cumulative year-to-date documents for the current year.

7. Submit all documents relating to competition in the manufacture or sale of each relevant product [provision of each relevant service], including, but not limited to, market studies, forecasts and surveys, and all other documents relating to:

- (a) the sales, market share or competitive position of the company or any of its competitors;
- (b) the relative strength or weakness of companies producing or selling each relevant product [providing each relevant service];
- (c) supply and demand conditions;
- (d) allegations by any person that any company that manufactures or sells any relevant product [provides any relevant service] is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits; and federal and state investigations; and
- (e) any actual or potential effect on the supply, demand, cost, or price of any relevant product [service] as a result of competition from any other possible substitute product [service].

8. Submit all documents created or received by the company that relate to the company's or any other person's transaction prices, price lists, pricing plans, pricing policies,

pricing forecasts, pricing strategies, pricing analyses, and pricing decisions relating to any relevant product [service].

9. Submit one copy – in electronic form if available, otherwise in hard copy – of each document, database, or data set used or maintained by the company at any time after January 1, [Yr-3], without regard to custodian, that constitutes, records, or discusses: (a) discount requests or approvals; (b) sales personnel call reports; (c) meeting competition requests or approvals; (d) win/loss reports; (e) prices, quotes, estimates, or bids submitted to any customer; (f) the results of any bid or quote submitted to any customer or prospective customer; and (g) customer relationship databases.

10. Identify each electronic or other database or data set used or maintained by the company at any time after January 1, [Yr-3], without regard to custodian, that contains information concerning the company's (a) products and product codes; (b) facilities; (c) production; (d) shipments; (e) sales; (f) prices; (g) margins; (h) costs, including but not limited to production costs, distribution costs, standard costs, expected costs, and opportunity costs; (i) patents or other intellectual property; (j) research or development projects; or (k) customers, to the extent such customer information is not provided in response to specification 9. For each such database, identify (i) the database type, *i.e.*, flat, relational, or enterprise; (ii) the size in both number of records and bytes of information; (iii) the fields, query forms, and reports available or maintained; and (iv) any software product or platform required to access the database.

11. Submit a useable copy of each database or data set identified in response to specification 10 and any software product or platform required to access the database or data set. For each database or data set identified in response to specification 10 that contains cost or margin information, submit one copy of each regularly produced (no more frequently than in four week periods) report generated using that database since January 1, [Yr-3], and any documentation that defines, describes or explains the calculation in any terms, measures, or aggregations appearing on the materials provided.

12. For all databases or data sets produced in response to the specifications 9, 10, and 11, describe in detail the relationship of the different tables in the database (e.g., an entity relationship diagram and all foreign keys) and submit documents sufficient to show the tables that are populated by the company, and the following items for each table: (a) the size of the table in both number of records and bytes of information; (b) the table name; (c) a general description of the information contained in the table; (d) a list of field names; (e) a definition for each field as it is used by the company, including the meanings of all codes that can appear as field values; (f) the format, including variable type and length, of each field; and (g) the primary key in a given table that defines a unique observation.

13. State the name and address of each person that has entered or attempted to enter into, or exited from, the manufacture or sale [provision] of each relevant product [any relevant service] in any relevant area from [Yr-10] to the present. For each such person, identify the

relevant product(s) it manufactures or sells or manufactured or sold [service(s) it provides or provided], the relevant area in which it sells or sold the product(s) [provides or provided the services], and the date of its entry into or exit from the market. For each entrant, state whether the entrant built a new facility, converted assets previously used for another purpose (identifying that purpose), or began using facilities that were already being used for the same purpose.

14. For each relevant product [service], (a) provide a list of possible new entrants into the manufacture or sale of the product [provision of the service] in each relevant area, and (b) submit all documents relating to requirements for entry into the manufacture or sale of the product [providing the relevant service] in each relevant area including, but not limited to, research and development, planning and design, production requirements, distribution systems, service requirements, patents, licenses, sales and marketing activities, and any necessary governmental and customer approvals, and the time necessary to meet each such requirement.

15. Submit all documents (except engineering and architectural plans and blueprints) discussing any plans of the company or any other person for the construction of new facilities, the closing of any existing facilities, or the expansion, conversion, or modification (if such modification has a planned or actual cost of more than \$xxxxxxx) of current facilities for the manufacture or sale of any relevant product [provision of any relevant service].

xx. **[Optional – to be used only when relevant to investigation]** Submit all documents relating to actual and potential imports into, or exports from, each relevant area of any relevant product, including, but not limited to, documents showing: the names of importers or exporters; the market share or position of such importers or exporters; the quality or quantity of products imported or exported in total or by any person; and any costs or barriers to imports or exports. Describe all quotas, tariffs, and transportation costs relating to imports into, or exports from, each relevant area of each relevant product.

yy. **[Optional – to be used only when relevant to investigation]** Identify, and state whether the company is a member of or subscribes to, all trade associations, information services, and other organizations relating to the production or sale of any relevant product [relating to any relevant service]. Submit one copy of all documents that discuss or describe production, shipments, sales, prices, competition, or entry conditions relating to the relevant product [service] submitted by the company or any other person to each such association, service, and organization or its agents. Submit one copy of all documents that discuss or describe production, shipments, sales, prices, competition, or entry conditions relating to the relevant product [service] received by the company or any other person from each such association, service, and organization or its agents.

zz. **[Optional – to be used only when relevant to investigation. Model Instruction N.1 (the refresh requirement) should be updated to include this specification when it is used]** Identify each non-U.S. competition or antitrust authority that the company has notified (or intends to notify) of the proposed transaction, and for each authority:

(a) State the date (or expected date) the authority was (or is expected to be) notified;

- (b) Provide copies of all filings (whether in draft or final form) and related documents submitted (or to be submitted) to the authority, including, but not limited to, notifications and appendices, remedies submitted to a reviewing authority or authorities for market testing, white papers, responses to requests for information, and competitive impact submissions;
- (c) State the date (or expected date) the authority completed (or will complete) its review; and
- (d) Submit a copy of any draft or final order, decision or other statement (whether public or nonpublic or final or interim), including a decision to enter a new stage of investigation (e.g., a 6(1)(c) decision by the European Commission), Statement of Objections, or request for additional information, issued by the authority in connection with its review.

16. Submit all documents relating to any plans of, interest in, or efforts undertaken by the company or any other person for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the manufacture or sale of any relevant product [any relevant service] other than the Transaction.

17. Submit all documents (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues) relating to the Transaction and provide:

- (a) a timetable for the Transaction, a description of all actions that must be taken prior to consummation of the Transaction, and any harm that will result if the Transaction is not consummated;
- (b) a description of (including the rationale for, and identification of all documents directly or indirectly used to prepare the company's response to this sub-part) all plans for changes in Weebyewe's and Beeside's operations, structure, policies, strategies, corporate goals, financing, business, officers, employees or any other area of corporate activity as a result of the Transaction;
- (c) a description of, and all documents relating to, each efficiency (including cost savings, new product introductions, and service or product improvements) that the company anticipates will result from the Transaction relating to any relevant product [service] or which is inextricably linked to any relevant product [service], including in the description: (i) the steps that the company anticipates taking to achieve the efficiency, the risks involved in achieving the efficiency, and the time and costs required to achieve it; (ii) a quantification of the efficiency and an explanation of how the quantification was calculated; (iii) an explanation

of how the Transaction would allow the company to achieve the efficiency; (iv) each alternative to the Transaction by which the company could achieve the efficiency and each reason why the company could not achieve the efficiency without the Transaction; and (v) the identity of each person (including the person's title and business address) employed or retained by the company with any responsibility for achieving, analyzing, or quantifying the efficiency described. For efficiencies that involve cost savings, state separately the one-time fixed cost savings, recurring fixed cost savings, and variable cost savings (in dollars per unit and dollars per year);

- (d) **[Optional]** a description of all statements or actions by any person (identifying the person by name, title, and business address) in support of, in opposition to, or otherwise expressing opinions about the Transaction or its effects; and
- (e) a description of any other terms or conditions of the Transaction that are not reflected in the merger agreement between the parties or other documents supplied in response to this Request.

18. Submit documents sufficient to show and, to the extent not reflected in such documents, describe in detail the company's policies and practices relating to the retention and destruction of documents, and all policies or practices relating to the retention, storage, deletion, and archiving of electronic data, including e-mail.

19. List:

- (a) each federal judicial district (*e.g.*, District of Columbia, Southern District of New York) within the United States in which the company has an agent to receive service of process as well as each such agent's name, current business and home addresses, and telephone numbers;
- (b) each federal judicial district within the United States in which the company is incorporated or licensed to do business or currently is doing business; and
- (c) each federal judicial district within the United States in which the company has an office or a facility, and, for each such office or facility, list the address and the individual in charge (with his or her title). If the office or facility is in the District of Columbia, indicate whether the office or facility's sole purpose is to contact federal governmental agencies.

Alternatively, the company may respond to this specification by stating that it agrees to accept service of process, and to subject itself to personal jurisdiction, in any federal judicial district.

20. Identify the person(s) responsible for preparing the response to this Request and submit a copy of all instructions prepared by the company relating to the steps taken to respond to this Request. Where oral instructions were given, identify the person who gave the instructions and describe the content of the instructions and the person(s) to whom the instructions were given. For each specification, identify the individual(s) who assisted in the preparation of the response, with a listing of the persons (identified by name and corporate title or job description) whose files were searched by each.

DEFINITIONS AND INSTRUCTIONS

For the purposes of this Request, the following definitions and instructions apply:

A. The terms “you,” “the company,” or “Weebyewe” mean Weebyewe Ltd., plc, its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (25 percent or more) or total ownership or control between the company and any other person.

B. The term “Beeside” means Beeside Corporation, Inc., its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (25 percent or more) or total ownership or control between Beeside and any other person.

C. The term “discussing” when used to refer to documents means analyzing, constituting, summarizing, reporting on, considering, recommending, setting forth, or describing a subject. Documents that contain reports, studies, forecasts, analyses, plans, proposals, evaluations, recommendations, directives, procedures, policies, or guidelines regarding a subject should be treated as documents that discuss the subject. However, documents that merely mention or refer to a subject without further elaboration should not be treated as documents that discuss that subject.

D. The term “documents” means all written, recorded, and graphic materials and all electronic data of every kind in the possession, custody, or control of the company. The term “documents” includes electronic correspondence, drafts of documents, metadata, embedded, hidden and other bibliographic or historical data describing or relating to documents created, revised, or distributed on computer systems, and all duplicates of documents (whether or not

identical) in the files of or in the files maintained on behalf of all directors, officers, managers, or other supervisory employees, duplicates of documents in all other files that are not identical duplicates of the originals, and duplicates of documents the originals of which are not in the possession, custody, or control of the company. The term “documents” includes spreadsheets, as well as underlying cell formulae and other codes. The term “documents” also includes electronic mail messages and other documents and data stored in, or accessible through, computer or other information retrieval systems, such as personal computers, portable computers, workstations, minicomputers, personal data assistants, archival voice storage systems, group and collaborative tools, electronic messaging devices, portable or removable storage media, mainframes, servers, backup disks and tapes, archive disks and tapes, and other forms of online or offline storage, whether on or off company premises. Unless otherwise specified, the term “documents” excludes bills of lading, invoices in non-electronic form, purchase orders, customs declarations, and other similar documents of a purely transactional nature and also excludes architectural plans and engineering blueprints.

E. The terms “and” and “or” have both conjunctive and disjunctive meanings.

F. The term “person” includes the company and means any natural person, corporate entity, partnership, association, joint venture, government entity, or trust.

G. The term “plans” means tentative and preliminary proposals, recommendations, or considerations, whether or not finalized or authorized, as well as those that have been adopted.

H. The term “relating to” means in whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying, or stating.

I. The term “relevant area” means, and information shall be provided separately for, (a) the United States and (b) worldwide [or regional or local market(s)].

J. The term “relevant product [service]” as used herein means, and information shall be provided separately for, each [name or list of product(s) or service(s) at issue].

K. The term “sales” means net sales, *i.e.*, total sales after deducting discounts, returns, allowances, and excise taxes. “Sales” includes sales of the relevant product whether manufactured by the company itself or purchased from sources outside the company and resold by the company in the same manufactured form as purchased.

L. The term “Transaction” means [description of the transaction that is the subject of this Request].

M. All references to year refer to calendar year. Unless otherwise specified, each specification that calls for documents requires the company to submit all responsive documents that were created, altered, or received by the company after the date that is two (2) years prior to the date of the issuance of this Request. Where information, rather than documents, is requested,

provide it separately for each year. Where yearly data is not yet available, provide data for the calendar year to date. If calendar year information is not available, supply the company's fiscal year data indicating the twelve-month period covered, and provide the company's best estimate of calendar year data.

N. Unless otherwise specified, this Request requires the production of all responsive documents and data in the possession, custody, or control of the company on the date that this Request was issued and, in certain circumstances detailed below, is deemed continuing in nature.

- (1) If the company's compliance with this Request is completed within ninety (90) calendar days of the date of the issuance of this Request, only specification 17 of this Request shall be deemed continuing in nature. Specification 17 requires the production of all documents produced or obtained by the company up to thirty (30) calendar days prior to the date of the company's full compliance with this Request, except for documents that must be translated into English, for which the date is forty-five (45) calendar days prior to the date of the company's full compliance with this Request.
- (2) If the company's compliance with this Request is completed more than ninety (90) calendar days after the date of the issuance of this Request, the entire Request shall be deemed continuing in nature so as to require production of all responsive documents produced or obtained by the company up to thirty (30) calendar days prior to the date of the company's full compliance with this Request, except for documents that must be translated into English, for which the date is forty-five (45) calendar days prior to the date of the company's full compliance with this Request.

O. The response to this Request shall be submitted in the following manner:

- (1) Documents produced shall be complete and, unless privileged, unredacted, submitted as found in the company's files (*e.g.*, documents that in their original condition were stapled, clipped, or otherwise fastened together, or maintained in separate file folders, shall be produced in such form). Documents submitted shall be produced in the order in which they appear in the company's files and shall not be shuffled or otherwise rearranged.
- (2) The company may submit electronic copies (with color copies where necessary to interpret the document) in lieu of original hard-copy documents.
- (3) Those documents written in a language other than English must be translated into English; submit the foreign language document, with the English translation attached thereto.

- (4) Unless otherwise requested by a Department representative, electronic documents (*e.g.*, e-mail) and data shall be produced in electronic form only. Electronic documents and data shall be produced in a format that allows the Department to access and use them, together with instructions and all other materials necessary to use or interpret the data, including record layouts and data dictionaries. For data submitted electronically, submit a description of the data's source. For documents and data submitted electronically, each electronic media device must be labeled so as to identify the contents of that media device. For electronic media containing electronic documents, the label must state which custodian's documents are contained on the device and the document control numbers of those documents.
- (5) Mark each page of each document submitted – whether in hard-copy or electronic format – with corporate identification and consecutive document control numbers. Place all documents produced in hard-copy format in file folders. Mark each file folder with the company's corporate identification, the name of the person whose documents are in the folder and how the original file was labeled. Mark original documents with the designation "Original" and produce a list of all documents so designated. If the company submits hard copies of electronic documents that have been printed from a common electronic source, such as a central e-mail or document server or a backup disk, such documents must be submitted in file folders that are marked with (a) a description of the enclosed documents' electronic source (*e.g.*, "Documents from Backup Tape No. 3 for E-mail Server XYZ, 3/1/06 - 3/31/06"); and (b) the name of each natural person whose electronic documents are contained in that file folder.
- (6) In lieu of searching backup tapes or other media that are not reasonably accessible, but that may contain information responsive to this Request, the company may elect to identify and preserve for the duration of the Department's investigation a select subset of such backup and other media, such subset to be approved in writing by Department representatives. In the event that Department representatives determine in their sole discretion that a search of the select subset of backup tapes is necessary, they shall so inform the company, which will be required to conduct a review of the subset and produce any responsive information contained therein.
- (7) Hard-copy documents shall be submitted in sturdy boxes not larger than 1.5 cubic feet. Number each box and mark each box with corporate identification and the name(s) of the person(s) whose files are contained in that box.

- (8) Provide a master list showing: (a) the name of each person from whom responsive documents are submitted; and (b) the corresponding consecutive document control number(s) used to identify that person's documents. If the master list exists in electronic form, provide the master list both as a printed hard copy and in electronic form (provided the master list can be produced in a format that allows the Department to use it). The Department representatives will provide a sample master list upon request.
- (9) If you produce original documents they must be marked as described above in paragraph 5 of this Instruction. At the conclusion of the investigation, all documents produced in response to this Request that are not marked "Original" will be disposed of by the Division. The documents will be returned to you only if you specifically request their return at the time the documents are produced (unless the Division determines that they should be retained for a law enforcement purpose or pursuant to the Federal Records Act).

P. Before you prepare documents or information for production in electronic form (for example, before you attempt to copy, for your response to this Request, documents or information from an electronically stored source onto a disk or other electronic storage medium), you must contact a Department representative to arrange a meeting or conference call with the company's personnel who are familiar with the electronic files in which the documents or information are stored, to explain to Department representatives the manner in which the documents or information are stored, and the types of information that are available on the electronic source. Department representatives must approve the format and production method for electronic data in advance of the submission by the company of its response to this Request. Electronic productions shall be scanned for and free of viruses. The Division will return any infected media for replacement, which may affect the timing of the Company's compliance with this Request.

Q. If the company or its agent uses or intends to use software or technology to identify or eliminate potentially responsive documents and information produced in response to this Request, including but not limited to search terms, predictive coding, near-deduplication, deduplication, and email threading, the company must provide a detailed description of the method(s) used to conduct all or any part of the search. If search terms will be used, in whole or in part, to identify documents and information that are responsive to this Request, provide the following: (1) a list of the proposed search terms; (2) a word dictionary or tally list of all the terms that appear in the collection and the frequency with which the terms appear in the collection (both the total number of appearances and the number of documents in which each word appears); (3) a glossary of industry and company terminology (including any code words related to the Transaction); (4) a description of the search methodology (including the planned use of stem searches and combination (or Boolean) searches); and (5) a description of the applications that will be used to execute the search. The Department strongly recommends that the company provide these items prior to conducting its collection of potentially responsive information and consult with the Department to avoid omissions that would cause the company's

response to be deemed deficient.

R. Any documents that are withheld in whole or in part from production based on a claim of privilege shall be assigned document control numbers (with unique consecutive numbers for each page of each document); for purposes of this instruction, each attachment to a document shall be treated as a separate document and separately logged, if withheld, and cross referenced, if produced. The company shall also provide a statement of the claim of privilege and all facts relied upon in support of the decision to withhold each document, in the form of a log that conforms with the requirements set forth below. The company is encouraged to propose categorical limitations to exclude certain classes of privileged documents from its log.

- (1) For each document identified on the company's privilege log, state:
 - a. the document's control numbers;
 - b. all authors of the document;
 - c. all addressees of the document;
 - d. all recipients of the document or of any copies of the document, to the extent not included among the document's addressees;
 - e. the date of the document;
 - f. a description of the subject matter of the document;
 - g. the nature or type of the privilege that the company is asserting for the document (*e.g.*, "attorney-client privilege");
 - h. the specification(s) of this Request to which the document is responsive;
 - i. the document control number(s) of any attachments to the document, regardless of whether any privilege is being asserted for such attachment(s); and
 - j. whether the document has been produced in redacted form.
- (2) The company's privilege log shall also conform with all of the following requirements:
 - a. Provide a separate legend containing the full name, title(s), and employer or company affiliation of each author, addressee, and recipient identified on the company's privilege log.

- b. All attorneys acting in a legal capacity with respect to the withheld document or communication, and only such attorneys, shall be identified with the designation ESQ on the privilege log (it is essential to have a space before and after the ESQ).
- c. The description of the subject matter of each document shall describe the nature of the document in a manner that, though not revealing information that is itself privileged, provides sufficiently detailed information to enable the Department to assess the applicability of the privilege claimed.
- d. For each document withheld under a claim that it constitutes or contains attorney work product, also state whether the company asserts that the document was prepared in anticipation of litigation or for trial and, if so, identify the anticipated litigation or trial upon which the assertion is based.
- e. Produce all nonprivileged portions of any responsive document (including nonprivileged or redactable attachments) for which a claim of privilege is asserted, except where the only nonprivileged information in the document has already been produced. Note where any redactions in the document have been made.
- f. The privilege log shall be produced in both hard-copy and electronic form, the electronic form of which shall be both searchable and sortable.
- g. Documents sent solely between counsel for the company, including in-house counsel acting solely in a legal capacity, and documents authored by the company's outside counsel that were not directly or indirectly furnished to any third party, such as internal law firm memoranda, may be omitted from the privilege log. However, any attachments to such documents must be included on the privilege log (if a privilege is applicable to such materials), unless such attachments are addressed and sent solely to counsel.

S. If the company is unable to answer any question fully, supply such information as is available. Explain why such answer is incomplete, the efforts made by the company to obtain the information, and the source from which the complete answer may be obtained. If books and records that provide accurate answers are not available, enter best estimates and describe how the estimates were derived, including the sources or bases of such estimates. Estimated data should be followed by the notation "est." If there is no reasonable way for the company to make an estimate, provide an explanation.

T. If documents responsive to a particular specification no longer exist for reasons other than the ordinary course of business or the implementation of the company's document retention policy, state the circumstances under which they were lost or destroyed, describe the documents to the fullest extent possible, state the specification(s) to which they are responsive, and identify persons having knowledge of the content of such documents.

U. In order for the company's response to this Request to be complete, the attached certification form must be executed by the official supervising compliance with this Request, notarized, and submitted along with the responsive materials.

Any questions you have relating to the scope or meaning of anything in this Request or suggestions for possible modifications thereto should be directed to (appropriate staff) at (telephone number). The response to the Request shall be addressed to the attention of Ms. (**staff person**) and delivered between 8:30 a.m. and 5:00 p.m. on any business day to (address). If you wish to submit your response by United States mail, please call one of the staff listed above for mailing instructions.

CERTIFICATION

As required by § 803.6 of the implementing rules for the Hart-Scott-Rodino Antitrust Improvements Act of 1976, this response to the Request for Additional Information and Documentary Material, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Department of Justice. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required information, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

Where copies rather than original documents have been submitted, the copies are true, correct, and complete. If the Department uses such copies in any court or administrative proceeding, the company will not object based on the Department not offering the original document.

TYPE OR PRINT NAME AND TITLE

(Signature)

Subscribed and sworn to before me at the City of _____, State of _____,
this _____ day of _____, 20__.

(Notary Public)

My Commission Expires: _____