

**Exhibit A to
[Proposed] Scheduling Order**

JOINT STIPULATIONS REGARDING DISCOVERY

The parties, having conducted an initial discovery conference pursuant to Fed. R. Civ. P. 26(f) and Rule 16.1 of the Local Civil Rules, jointly stipulate as follows and propose the schedule attached hereto as Appendix 1.

1. **Service of Complaint.** Counsel for Defendants, acting on behalf of Defendants, have accepted service of the Complaint and have waived formal service of a summons.

2. **Discovery Conference.** The parties' prior consultations and submission of these Joint Stipulations fulfill the parties' duties under Fed. R. Civ. P. 26(f).

3. **Completion of Planned Transaction.** Defendants have agreed that they will not close, consummate, or otherwise complete the Planned Transaction until 12:01 a.m. Eastern Time on the seventh day following the entry of the judgment by the Court, and only if the Court enters an appealable order that does not prohibit consummation of the transaction. For purposes of this Order, "Planned Transaction" means Sabre Corporation's proposed acquisition of Farelogix, Inc. as set forth in the November 14, 2018 Agreement and Plan of Merger by and among Sabre GLBL Inc., Marlins Acquisition Corp., Farelogix, Inc., and Sandler Capital Partners V, L.P., as amended.

4. **Dispositive Motions.** Due to the compressed schedule before trial, the parties agree that no motions to dismiss and no motions for summary judgment will be filed in this action.

5. **Discovery of Confidential Information.** Discovery and production of confidential information will be governed by any Protective Order entered by the Court in this action. When sending discovery requests, notices, and subpoenas to non-parties, the parties must include copies of any Protective Orders then in effect, unless the non-party has previously

received a copy of the current Protective Order. The parties filed a Stipulated Protective Order on September 10, 2019, and propose that a separate order govern confidentiality at trial.

6. **Investigation Materials.**

(a) **Definitions.**

i. “Party” means the Antitrust Division of the United States Department of Justice, Sabre Corporation, Sabre GLOB Inc., Farelogix, Inc., and Sandler Capital Partners V, L.P.

ii. “Relevant Materials” means (A) documents; (B) data; (C) correspondence, including informal requests for information; (D) transcripts of testimony; (E) witness statements, including draft and final versions of declarations and affidavits, letters relating to draft and final versions of declarations and affidavits, and transcripts; and (F) Civil Investigative Demands.

iii. “Investigation Materials” means non-privileged Relevant Materials that were sent or received by any party (including its counsel) to or from any non-party (including its counsel) before this action was filed in the course of the parties’ respective inquiries into the likely competitive effects of the Planned Transaction. Relevant Materials sent or received solely by any party (including its counsel) to or from any potentially or actually retained expert are not “Investigation Materials” and are governed by the schedule for expert disclosures and Paragraph 20 below. Relevant Materials obtained by the United States during an investigation or litigation other than investigation of the Planned Transaction, and which are not anticipated to be used to support or undermine either any claim that the Planned Transaction would violate Section 7 of the Clayton Act or any defense to such a claim, are not “Investigation Materials,” and nothing in this Order requires their disclosure. Communications between the parties and any of the following entities are not “Investigation Materials” and nothing herein requires their disclosure: (A) foreign competition authorities (other than submissions, advocacy, or responses to requests

for information to such authorities); (B) state governmental entities; or (C) executive-branch agencies of the federal government.

(b) **Production.** Consistent with the schedule below, the parties will produce all Investigation Materials, regardless of whether the materials were collected or received informally or through compulsory process (such as a subpoena or Civil Investigative Demand) and regardless of whether a party collected or received the materials in hard-copy or electronic form, except that (i) the United States need not produce to Defendants the Investigation Materials that it received from any Defendant; and (ii) Defendants need not produce again to the United States the Investigation Materials that they have previously produced to the United States.

(c) **Privilege.** As authorized by Federal Rule of Evidence 502(d), the production of Investigation Materials does not constitute a waiver of any protection that would otherwise apply to any other attorney work product, confidential attorney-client communications, or materials subject to the deliberative-process or any other governmental privilege concerning the same subject matter as such Investigation Materials.

(d) **Confidentiality.** At all times before the Court enters a Protective Order, the parties must treat all Investigation Materials provided as required by paragraph 6 “Confidential Information,” as described in the filed Stipulated Pre-Trial Protective Order.

(e) **Internal Memoranda.** The parties agree that neither the Defendants nor the Antitrust Division must preserve or produce in discovery documents that were not directly or indirectly furnished to any non-party, such as internal memoranda, authored by Defendants’ outside counsel (or persons employed by or acting on behalf of such counsel) or by counsel for the United States (or persons employed by the United States Department of Justice). The parties will neither request, nor seek to compel, production of any interview notes, interview

memoranda, or a recitation of information contained in such notes or memoranda, as long as such material was not directly or indirectly furnished to any non-party, except for such material relied upon by a testifying expert and not produced in compliance with Paragraph 17.

7. **Initial Disclosures.** The parties have agreed to waive the exchange of initial disclosures under Federal Rule of Civil Procedure 26(a)(1).

8. **Timely Service of Discovery.** All discovery, including discovery served on non-parties, must be served in time to permit completion of responses by the close of fact discovery, except that Supplemental Discovery must be served in time to permit completion of responses by the close of Supplemental Discovery. For purposes of this Order, “Supplemental Discovery” means document and deposition discovery, including discovery served on non-parties, related to any person identified on a side’s final trial witness list who was not identified on that side’s preliminary trial witness list (including document and deposition discovery related to entities related to any such person). Depositions that are part of Supplemental Discovery must be noticed within 3 days of exchanging the final trial witness lists.

9. **Subpoenas.** A party may serve a subpoena of the type described in Federal Rule of Civil Procedure 45(a)(4) at any time after serving on the other parties a notice and a copy of the subpoena.

10. **Written Discovery on Parties.**

(a) **Document Requests.** Defendants (combined) may serve no more than 25 document requests on the United States. The United States may serve no more than 25 document requests on each Defendant Family (Sabre Corporation and Sabre GLOB Inc. representing one Defendant Family; and Farelogix Inc. and Sandler Capital Partners V, L.P. representing one Defendant Family). Within 7 business days of service of any document

requests, the parties must serve objections to the document requests, along with their proposed custodians to be searched. Within 2 business days of service of those objections, the parties will meet and confer to attempt to resolve the objections. Responsive productions (subject to any objections or custodian issues that have not been resolved) must be made on a rolling basis and must begin no later than 21 days after service of the request for production. The parties must make good-faith efforts to complete responsive productions no later than 28 days after service of the request for production. Notwithstanding any other part of this paragraph, in responding to requests for production of documents that are part of Supplemental Discovery, the parties must (i) serve any objections to such requests for production of documents within 3 business days after the requests are served; (ii) make responsive productions (subject to any objections or custodian issues that have not been resolved) on a rolling basis; (iii) make good-faith efforts to begin such productions no later than 7 days after the requests are served; and (iv) make good-faith efforts to complete such productions no later than 7 days after resolution of objections and custodian issues.

(b) **Document Productions.** The Defendants agree that all documents produced from their files during discovery shall be produced in the same format as documents produced from their files during Plaintiff's investigation of the Proposed Transaction.

(c) **Data Requests.** In response to any requests for data or data compilations, the parties will in good faith make employees who are knowledgeable about the content, storage, and production of data available for informal consultations during the meet-and-confer process. Throughout the meet-and-confer process, the parties will work in good faith to complete production of data or data compilations no later than 28 days after service of the requests for production.

(d) **Interrogatories.** Interrogatories are limited to 5 (including discrete subparts) by the United States to each Defendant Family and to 5 (including discrete subparts) by Defendants collectively to the United States. The parties must serve any objections to interrogatories within 10 business days after the interrogatories are served. Within 3 business days of service of any objections, the parties must meet and confer to attempt to resolve the objections. The parties must make good-faith efforts to provide complete answers to interrogatories no later than 28 days after service of the interrogatories.

(e) **Requests for Admission.** Requests for admission are limited to 5 by the United States to each Defendant Family and to 5 by Defendants collectively to the United States. Requests for admission relating solely to the authentication or admissibility of documents, data, or other evidence (which are issues that the parties must attempt to resolve initially through negotiation) do not count against these limits. Unless otherwise agreed, the parties must respond in writing to requests for admission within 21 days after service.

11. **Discovery from Executive-Branch Agencies.** For all discovery requests served upon executive-branch agencies, all deadlines (other than deadlines related to meet and confers) shall be extended 8 business days beyond the deadlines that otherwise apply to discovery served upon a party.

12. **Written Discovery on Non-Parties.** The parties will in good faith cooperate with each other with regard to any discovery to non-parties in an effort to minimize the burden on non-parties. Each party must serve a copy of any discovery request to a non-party on the other side at the same time as the discovery request is served on the non-party. Every discovery request to a non-party shall include a cover letter requesting that (a) the non-party stamp each document with a production number and any applicable confidentiality designation prior to

producing it; (b) the non-party provide to the other side copies of all productions at the same time as they are produced to the requesting party; (c) the non-party provide to the other side copies of all written correspondence with any party memorializing modifications (including any extensions or postponements) to the non-party's required response to or compliance with any discovery request within 1 business day of the correspondence; (d) the non-party memorialize any oral agreement with any party modifying (including by extending or postponing) the non-party's required response to or compliance with any discovery request within 1 business day of reaching the agreement and provide the memorialization to the other side within 2 business days of the agreement. Each party shall also provide to the other side copies of all written correspondence with the non-party concerning the non-party's response to or compliance with the discovery request (including any extensions, postponements, or other modifications) within 1 business day of the correspondence. If a non-party fails to provide copies of productions and correspondence to the other side, the requesting party shall provide copies to the other party, in the format the productions were received, within 3 business days after receipt of such materials from the non-party. In addition, if a non-party produces documents or electronically stored information that are not Bates-stamped, the party receiving those materials must produce to the other parties a copy of such materials with Bates stamps within a timeframe appropriate to the volume and complexity of the materials received.

13. **Depositions.** The United States is limited to 40 depositions of fact witnesses, and the Defendants collectively are limited to 40 depositions of fact witnesses. The United States may take only one deposition of each Defendant Family under Federal Rule of Civil Procedure 30(b)(6). The following depositions do not count against the 40-deposition caps imposed above: (a) depositions of any persons identified on the opposing side's final trial witness lists but who

were not identified in the preliminary trial witness lists; (b) depositions of the parties' designated expert witnesses; (c) investigative depositions taken during the investigation of the Planned Transaction; and (d) depositions taken for the sole purpose of establishing the location, authenticity, or admissibility of documents produced by any party or non-party, provided that such depositions may be noticed only after the party taking the deposition has taken reasonable steps to establish location, authenticity, or admissibility through other means, and further provided that such depositions must be designated at the time that they are noticed as being taken for the sole purpose of establishing the location, authenticity, or admissibility of documents.

Parties will make a good-faith effort to make their employees available for deposition upon 7 business days' notice. The Parties will use reasonable best efforts to schedule the location and time of all Party depositions in a manner to reduce the burdens of travel to all Parties.

If a party serves on a non-party a subpoena for the production of documents or electronically stored information and a subpoena commanding attendance at a deposition, the party serving those subpoenas must schedule the deposition for a date at least 7 calendar days after the return date for the document subpoena, and if the party serving those subpoenas agrees to extend the date of production for the document subpoena in a way that would result in fewer than 7 calendar days between the extended production date and the date scheduled for that non-party's deposition, the date scheduled for the deposition must be postponed to be at least 7 calendar days following the extended production date, unless all other parties consent to fewer than 7 calendar days. If a third party that has complied with a document subpoena produces additional documents within 7 calendar days of the noticed deposition date, the deposition shall

occur as scheduled unless a Party in good faith immediately notifies the other Parties that it is unable to prepare adequately for the deposition, given the additional document production.

Depositions of fact witnesses are limited to no more than one (7-hour) day unless otherwise stipulated. During non-party depositions, the non-noticing side will receive at least two hours of examination time. If a non-party deposition is noticed by both sides, then time will be divided equally between the sides, and the deposition of the non-party will count as one deposition for both sides. Any time allotted to one side not used by that side in a non-party deposition may not be used by the other side, unless the side that does not use all of its allotted time agrees to allow the other side to use the remaining time. Notwithstanding any other provisions in this paragraph, if the United States notices the deposition of a non-party (including an employee of a non-party) to or with which a Defendant has made an offer, commitment, or agreement (including an agreement to divest or license assets) after the filing of the Complaint in an attempt to address the United States' concerns about the Planned Transaction, then the United States will receive 6 hours of examination time for the deposition and Defendants, as the non-noticing side, will be entitled to 2 hours of examination time for the deposition.

Any party may further depose any person whose deposition was taken pursuant to a Civil Investigative Demand, and the fact that such person's deposition was taken pursuant to a Civil Investigative Demand may not be used as a basis for any party to object to that person's deposition during the above-captioned action pending in this Court.

14. **Privilege Logs.** The parties agree that the following privileged or otherwise protected communications may be excluded from privilege logs: (1) documents or communications sent solely between outside counsel for the Defendants (or persons employed by or acting on behalf of such counsel); (2) documents or communications sent solely between

counsel for the United States (or persons employed or acting on behalf of the United States Department of Justice); (3) documents that were not directly or indirectly furnished to any non-party, such as internal memoranda, and that were authored by the parties' outside counsel (or persons employed by or acting on behalf of such counsel) or by persons employed by the United States Department of Justice; (4) documents or communications sent solely between outside counsel for either Defendant (or persons employed by or acting on behalf of such counsel) and employees or agents for that Defendant; (5) documents or communications sent solely between counsel for the United States (or persons employed by or acting on behalf of the United States Department of Justice) and counsel for any executive-branch agency of the federal government where an attorney-client or common-interest privilege exists; (6) privileged draft contracts; (7) draft regulatory filings; and (8) non-responsive, privileged documents attached to responsive documents. When non-responsive, privileged documents that are attached to responsive documents are withheld from production, however, the parties will insert a placeholder to indicate a document has been withheld from that family the Bates number of the placeholder will be listed in the party's privilege log as a non-responsive document.

Privilege logs must be accompanied by a separate index containing an alphabetical list (by last name) of each name on the privilege log, identifying titles, company affiliations, the members of any group or email list on the log (e.g., the Board of Directors), and any name variations used in the privilege log for the same individual. Attorneys must be identified with a designation ESQ in a separate column along with the identity of the party represented by that attorney.

15. **Inadvertent Production of Privileged or Work-Product Documents or Information.** As authorized by Federal Rule of Evidence 502(d), the production of a document

or information subject to a claim of attorney-client privilege, work-product immunity, or any other privilege or immunity under relevant federal case law and rules does not waive any claim of privilege, work product, or any other ground for withholding production to which the party producing the documents or information otherwise would be entitled, provided that (a) the production was inadvertent; (b) the party producing the documents or information used reasonable efforts to prevent the disclosure of documents or information protected by the attorney-client privilege, work-product immunity, or any other privilege or immunity; and (c) the party producing the documents or information promptly took reasonable steps to rectify the error, including following Federal Rule of Civil Procedure 26(b)(5)(B).

16. **Presumptions of Authenticity.** Documents produced by parties and non-parties from their own files will be presumed to be authentic within the meaning of Federal Rule of Evidence 901. Any good-faith objection to a document's authenticity must be provided with the exchange of other objections to intended trial exhibits. If the opposing side serves a specific good-faith written objection to the document's authenticity, the presumption of authenticity will no longer apply to that document and the parties will promptly meet and confer to attempt to resolve any objection. Any objections that are not resolved through this means or the discovery process will be resolved by the Court.

17. **Expert Witness Disclosures and Depositions.** Expert disclosures, including each side's expert reports, must comply with the requirements of Federal Rule of Civil Procedure 26(a)(2) and 26(a)(4), except as modified by this paragraph.

(a) Neither side must preserve or disclose for purposes of complying with Rule 26(a)(2), including in expert deposition testimony, the following documents or materials:

i. any form of oral or written communications, correspondence, or work product not relied upon by the expert in forming any opinions in his or her final report shared between any party's counsel and its expert(s) or between any agent or employee of party's counsel and the party's expert(s), between testifying and non-testifying experts, between non-testifying experts, or between testifying experts;

ii. any form of oral or written communications, correspondence, or work product not relied upon by the expert in forming any opinions in his or her final report shared between experts and any persons assisting the expert;

iii. the expert's notes, except for notes of interviews participated in or conducted by the expert of any person who has participated or currently participates in the same industry as any party (whether as an employee of a party, a party's supplier, a party's customer, a party's competitor, or as any other participant in a party's industry), if the expert relied on such notes in forming any opinions in his or her final report;

iv. drafts of expert reports, affidavits, or declarations; and

v. data formulations, data runs, data analyses, or any database-related operations not relied upon by the expert in forming any opinions in his or her final report.

(b) The parties agree that the following materials will be disclosed at the same time that each expert report is served:

i. all final reports;

ii. a list by bates number of all documents relied upon by the testifying expert(s) in forming any opinions in his or her final reports;

iii. copies of any materials relied upon by the expert not previously produced that are not readily available publicly;

iv. a list of all publications authored by the expert in the previous ten (10) years and copies of all publications authored by the expert in the previous ten (10) years that are not readily available publicly;

v. a list of all other cases in which, during the previous four (4) years, the expert testified at trial or by deposition, including tribunal and case number; and

vi. for all calculations appearing in the final reports, all data and programs underlying the calculation (including all programs and codes necessary to replicate the calculations from the initial (“raw”) data files and the intermediate working-data files that are generated from the raw data files and used in performing the calculations appearing in the final report) and a written explanation of why any observations in the raw data were either excluded from the calculations or modified when used in the calculations.

Each expert will be deposed for only one (7-hour) day, with all 7 hours reserved for the side noticing the expert’s deposition. Depositions of each side’s experts will be conducted only after disclosure of all expert reports and all of the materials identified in paragraph 17(b) for all of that side’s experts.

18. **Witness Lists.** The United States is limited to 25 persons on its preliminary trial witness list, and the Defendants collectively are limited to 25 persons on their preliminary trial witness list. The preliminary trial witness lists must provide the name, employer, address, and telephone number of each witness.

The United States is limited to 20 persons (including experts) on its final trial witness list, and the Defendants collectively are limited to 20 persons (including experts) on their final trial witness list. Each side’s final trial witness list may identify no more than 5 witnesses that were not identified on that side’s preliminary trial witness list. If any new witnesses are added to a

final trial witness list that were not on that side's preliminary trial witness list, document discovery may be had with respect to such person, even if out of time, and a deposition by the other side of such witness will not count against that other side's total depositions and may be conducted out of time. The final trial witness lists must comply with Federal Rule of Civil Procedure 26(a)(3)(A)(i)–(ii), must include the name, employer, address, and telephone number of each witness, and must include a brief summary of the subjects about which any expert witnesses will testify. In preparing preliminary and final trial witness lists, the parties must make good-faith attempts to identify the witnesses (including expert witnesses) whom they expect that they may present as live witnesses at trial (other than solely for impeachment). No party may call a person to testify as a live witness at trial (other than solely for impeachment) unless (a) that person was identified on that party's final trial witness list; (b) all parties agree that that party may call that person to testify; or (c) that party demonstrates good cause for allowing it to call that person to testify, despite that party's failure to identify that person sooner. Witnesses whose testimony will be offered into evidence at trial through designated portions of their deposition testimony need not be identified on preliminary or final trial witness lists, and those witnesses do not count against the limits on the numbers of persons who may be identified on those lists.

19. **Trial Exhibits and Demonstrative Exhibits.** Consistent with the schedule in this Order, or any subsequent scheduling Order, the parties will meet and confer about the maximum number of exhibits permitted on each side's trial exhibit list and jointly propose limits to the Court. Any summary exhibit that will be offered into evidence at trial by a party under Federal Rule of Evidence 1006 must be included on that party's final trial exhibits list.

Demonstrative exhibits that will not be offered into evidence at trial do not count against the maximum number of exhibits permitted on each side's trial exhibit list, and they do not need

to be included on the final trial exhibits lists. Unless otherwise agreed or ordered, the parties must serve demonstrative exhibits on counsel identified in paragraph 22 at least 24 hours before any such exhibit may be introduced (or otherwise used) at trial, except that demonstrative exhibits to be introduced (or otherwise used) in connection with the Plaintiff's rebuttal witnesses may be served fewer than 24 hours before such exhibits may be introduced (or otherwise used) if such rebuttal testimony begins fewer than 48 hours after Defendants rest their case. The following types of demonstrative exhibits need not be pre-disclosed to the opposing party: (i) demonstrative exhibits used during opening statements or closing arguments; (ii) demonstrative exhibits used by experts that were disclosed in the experts' report, if the exhibit has not been materially changed; (iii) demonstrative exhibits used in cross examination of any witness or in direct examination of a hostile witness; (iv) demonstrative exhibits used at any hearing other than trial; and (v) demonstrative exhibits created in Court during a witness's examination. Demonstrative exhibits representing data must rely only on data that has been produced to the opposing party by the close of fact discovery or is readily available publicly.

20. **Service of Pleadings and Discovery on Other Parties.** Service of all pleadings, discovery requests (including subpoenas for testimony or documents under Federal Rule of Civil Procedure 45), expert disclosures, and delivery of all correspondence in this matter must be made by ECF or email, except when the volume of attachments requires overnight delivery of the attachments or personal delivery, to the following individuals designated by each party:

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For purposes of calculating discovery response times under the Federal Rules of Civil Procedure, electronic delivery at the time the email was received will be treated in the same manner as hand delivery at that time. However, for any service other than service of court filings, email service that is delivered after 5:00 p.m. Eastern Time will be treated as if it was served the following business day.

21. **Nationwide Service of Trial Subpoenas.** To assist the parties in planning discovery, and in view of the geographic dispersion of potential witnesses in this action outside this District, the parties are permitted, under 15 U.S.C. § 23, to issue trial subpoenas that may run into any other federal district requiring witnesses to attend this Court. The availability of nationwide service of process, however, does not make a witness who is otherwise “unavailable” for purposes of Federal Rule of Civil Procedure 32 and Federal Rule of Evidence 804 available under those rules or otherwise affect the admissibility at trial of a deposition of a witness.

22. **Adjustments to the Case Schedule or to the Joint Stipulations Regarding Discovery.** The parties must submit any request for adjustment to the scheduling order to the Court for approval. Proposed modifications to the parties' Joint Stipulations Regarding Discovery may be made by mutual agreement of the parties, provided any such modifications would have no effect on the case scheduling order or trial date.

Dated: September 16, 2019

So Stipulated.

By Counsel for the Plaintiff United States:

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