

## REQUEST FOR ADDITIONAL INFORMATION AND DOCUMENTARY MATERIAL ISSUED TO [WEEBYEWE CORPORATION]

Unless otherwise indicated or modified by the Department of Justice, each specification of this Request requires a complete search of the Company. In the Department's experience, modifications to the Request may reduce the burden of searching for responsive documents and information in a way that is consistent with the Department's needs. The Company is encouraged to propose such modifications, but all modifications must be agreed to in writing by the Department.

Submit the information requested in Specification 1 promptly to facilitate discussions about any potential modifications to this Request including the scope of the Company's search.

### INFORMATION REQUESTED

#### *The Company & This Request*

1. Submit:
  - a. one copy of each organization chart and personnel directory 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;
  - b. for each Relevant Product sold, for each Relevant Area, a list that identifies the persons responsible for establishing the Company's policies, practices, and procedures, or for approving any exceptions thereto, including for (1) pricing (including list prices, discounts, or final/negotiated prices); (2) sales or marketing; (3) research and development; and [(4) manufacturing or output], and include a brief description of the role and responsibility of each person listed;
  - c. a list that identifies the persons responsible for (1) negotiating the Transaction; (2) analyzing the Transaction; (3) recommending that the Transaction be approved; (4) approving the Transaction; and (5) integration planning and implementation for the Transaction, and include a brief description of the role and responsibility of each person listed;
  - d. a list that identifies all the Company's agents, representatives, and advisors, including investment bankers, retained in relation to the Transaction or to the development, production, marketing, or sales of any Relevant Product; for each agent, representative or advisor, identify all Messaging Application accounts provided by the Company to each agent or advisor;
  - e. a list that identifies the persons most knowledgeable about the Company's electronic data systems and policies or practices regarding responsive electronically stored information, including each database or data set responsive to Specification 2;

- f. a description of each database or data set responsive to Specification 2, including: (1) its software platform; (2) its type (e.g., flat, relational, or enterprise); (3) the sources (e.g., other databases or individuals) used to populate the database; (4) a Data Dictionary and any other keys that decode or interpret the data; (5) for relational or enterprise databases, documents specifying the relationships among tables (e.g., an entity relationship diagram); (6) any query forms; (7) any regularly prepared reports produced from that database; (8) the entity within the Company that maintains and updates the data; and (9) the entity within the Company that is the primary user of the data;
  - g. for each Collaborative Work Environment maintained by the Company that contains responsive documents or information, a description of the environment, including a description of the environment's structure, and a list that identifies the persons who have access to the environment; and
  - h. for each Messaging Application maintained by the Company, a description of the application, its intended use, its use in practice, how messages are stored and can be recovered or produced, and the categories of employees able or authorized to use it.
2. Submit each database or data set relating to each Relevant Product used or maintained by the Company at any time after January 1, [Yr-3] that contains information relating to the Company's:
- a. products;
  - b. facilities;
  - c. shipments;
  - d. purchases;
  - e. bids, estimates, quotes, proposals, or responses to requests for information, submission, or proposal;
  - f. prices, costs, or margins;
  - g. discounts or rebates;
  - h. sales;
  - i. sales call reports or win/loss reports;
  - j. intellectual property;
  - k. research and development projects;
  - l. marketing, promotions, or advertising;

- m. customers or customer relationships; or
  - n. competitors.
3. Submit all minutes (including attachments) of meetings of the Company's Board of Directors or any committees thereof and all materials submitted to the Board or any committees thereof.
  4. Identify each current officer and director of the Company, and separately for each:
    - a. state the name of each entity within the Company that they serve;
    - b. state their original date and method of appointment;
    - c. state their duration or term of appointment;
    - d. describe their duties and responsibilities;
    - e. state whether, for any duration of time in the past five calendar years, they occupied an executive board position or officer position in the Company or [Beside];
    - f. state whether they hold, or for any duration of time in the past five calendar years have held, an officer, director, or advisor position in any other entity, and for any such positions, identify the position, the entity, and the dates they held the position; and
    - g. identify the officer or director's predecessor(s) during the past five calendar years and, for each predecessor identified, state the name of the entity that that predecessor currently serves and the predecessor's current role(s) in that entity, if any.

Submit the above information in electronic spreadsheet format as set forth in Appendix [A] to this Request.

5. Identify who will have the authority to choose future officers and directors of the Company, [Beside], or any new companies that will be created as a result of the Transaction. If known, identify any such future officers and directors and provide the same information requested in Specification [4] in electronic spreadsheet format as set forth in Appendix [A] to this Request.
6. Describe or submit documents sufficient to show the Company's policies relating to officers, directors, or employees serving as officers, directors, or advisors of other entities.
7. Submit all transcripts of the Company's quarterly and annual earnings calls, industry conferences, and any materials prepared for, relied upon, or provided therewith, and submit all of the Company's quarterly and annual earnings statements.

8. List, separately for each subpart below, each federal judicial district in which the Company:
  - a. has an agent to receive service of process (include each agent's name, current business and home addresses, and telephone numbers);
  - b. has an office or a facility; for each office or facility, list the address and identify the individual in charge (with his or her title), and 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; and
  - c. inhabits, is found, or transacts business, and is incorporated or licensed.

The Company may respond to this Specification by agreeing to personal jurisdiction and to accept service of process in all federal judicial districts.

9. Submit documents sufficient to show (and to the extent not reflected in such documents, describe) the Company's policies and practices relating to (a) the retention and destruction of documents, and the retention, storage, deletion, and archiving of electronically stored information, including e-mail, text messages, voice mails, or other communications, and (b) the use of personal electronic devices and Messaging Applications for work purposes.
10. Identify the persons 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 persons to whom the instructions were given. For each specification, identify the persons who assisted in the preparation of the response and identify, by name and corporate title or job description, the persons whose files were searched.

### ***Products & Facilities***

11. List each Relevant Product sold in any Relevant Area by the Company, and for each:
  - a. describe any identifying information such as brand name or catalog number, and end uses; and
  - b. identify the business unit of the Company that provides or has provided it.
12. List each facility the Company owns or operates that produces or has been used to produce any Relevant Product in any Relevant Area and state for each:
  - a. its address;
  - b. the date it began operation;
  - c. whether it was leased, acquired, or built by or for the Company;

- d. the current estimated replacement cost and time necessary to replace it;
  - e. the number of production lines of the facility;
  - f. 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 [nameplate or practical] capacity, the number of shifts normally used at the facility, and the feasibility of increasing capacity, including the costs and time required; and
  - g. if the facility was built within the last 10 years, the length of time and cost in dollars required to open the facility from initial plan to full production.
13. List each facility the Company is building or planning to build that could produce any Relevant Product in any Relevant Area within the next [X] years, and identify all such planned facilities for which the Company has begun the process to obtain zoning, environmental, or other government permits.

#### ***Customers & Sales***

14. For each Relevant Product sold in each Relevant Area, for each year of the last three calendar years, state, separately in units and dollars:
- a. the Company's sales;
  - b. that portion of the Company's sales that was of products purchased from sources outside the Company and later resold; and
  - c. **[OPTIONAL]** that portion of the Company's sales that was of products manufactured outside the United States.
15. For each Relevant Product sold in each Relevant Area, list, separately in units and dollars, each of the Company's 20 largest customers. For each customer listed, identify a contact person and state for each of the last three calendar years the total amount of sales to that customer, separately in units and dollars.

#### ***Competitors & Entry***

16. Identify the Company's competitors (including any person that has competed or has attempted to compete with the Company for the past ten years) for the provision of each Relevant Product in each Relevant Area, and for each such competitor, submit all documents relating to that competitor's efforts to compete in the provision of each Relevant Product, including:
- a. pricing;
  - b. sales;

- c. features or quality;
  - d. expansion or retrenchment plans;
  - e. plans to introduce a new Relevant Product;
  - f. plans to construct, modify, change the output of, or close any facility producing a Relevant Product;
  - g. plans to exit (or actual exit of) the provision of any Relevant Product in any Relevant Area;
  - h. market shares; and
  - i. relative strengths and weaknesses.
17. Identify each person that has plans to enter or expand output of, has entered or expanded output of, or has attempted to enter or expand output of the provision of any Relevant Product [in any Relevant Area] in the last 10 years, and for each such plan, entry, expansion, or attempt:
- a. describe the plan, entry, or attempt, including listing any Relevant Products sold by that person; and
  - b. describe the Company's estimate of costs and time to enter, steps necessary to enter, and any entry barriers (including any necessary regulatory approvals and the minimum viable scale required for entry).

Submit all documents from the last 10 years relating to the plans to enter or expand by any person, or for any actual or attempted entry or expansion by any person, into any Relevant Product.

18. **[OPTIONAL]** Submit all documents relating to the minimum viable scale; the minimum and optimum plant size, production line size, capacity utilization rate, and production volume; requirements for multi-area, multi-plant, multi-product, or vertically integrated operations; and other factors required to attain any available cost savings, economies of scale or scope, or other efficiencies necessary to compete profitably in the provision of each Relevant Product in each Relevant Area.
19. **[OPTIONAL]** Describe all quotas, tariffs, and transportation costs relating to imports into, or exports from, each Relevant Area for each Relevant Product.
20. **[OPTIONAL]** Submit all documents relating to actual and potential imports into, or exports from, each Relevant Area for each Relevant Product.

### ***Marketing & Competition***

21. \* Submit all documents relating to any actual or potential changes in the supply, demand, cost, price, or output of any Relevant Product as a result of competition.
22. \* Submit, for each Relevant Product, all documents relating to the Company's:
  - a. prices, terms of sale, pricing plans, pricing strategies, or profitability;
  - b. business plans or short-term or long-term strategies or objectives;
  - c. advertising, marketing, and promotional plans, including selling aids;
  - d. annual budgets, financial projections, and forecasts;
  - e. expansion or retrenchment plans;
  - f. research and development efforts;
  - g. plans to reduce costs, improve products, introduce new products, or otherwise become more competitive; and
  - h. plans to construct or to change the use or output of any facility.
23. Describe how the Company prices each Relevant Product in each Relevant Area, including all factors considered, the extent to which prices are set through individualized negotiations, and the type of discounts offered by the Company.
24. List by title and submit copies of all market studies, forecasts, surveys, and regularly produced reports relating to output levels, pricing, sales, or marketing of each Relevant Product in any Relevant Area.
25. Submit, for each Relevant Product, all documents relating to:
  - a. discount requests or approvals (including rebates and other promotions);
  - b. sales call reports;
  - c. meeting competition requests or approvals;
  - d. win/loss reports;
  - e. prices, quotes, estimates, or bids submitted to any customer; and
  - f. the results of any price, quote, estimate, or bid submitted to any customer or prospective customer.
26. \* Submit all documents relating to any allegation that the Company, its employees, or any of its current or potential competitors is behaving, or has behaved, in an anticompetitive

manner, including customer and competitor complaints; threatened, pending, or completed lawsuits; or federal or state investigations.

27. [OPTIONAL] List all employees, officers, or directors who have discussed prices, terms of sale, production or sales volumes, or the quality and feature sets of any Relevant Product sold in any Relevant Area with any employee, officer, director, or agent of any other company that competes with the Company to provide any Relevant Product; identify the persons with whom they discussed these topics; and submit all documents relating to these discussions.

### ***The Transaction & Its Potential Efficiencies***

28. Describe the reasons for the Transaction and the costs to complete it; all plans for any change in the Company's or [Beeside]'s business as a result of the Transaction, the rationales for any such changes, and the costs to achieve them; and all risks associated with the Transaction.
29. Describe the timetable for the Transaction and submit documents sufficient to show:
- a. all actions that must be taken before its completion, including each domestic or foreign regulatory, competition, or antitrust authority that the Company has notified (or expects to notify) of the Transaction;
  - b. the timing for each such action, including for each authority notified, the dates (or expected dates) the authority was (or is expected to be) notified and did or will complete its review;
  - c. any harm that would result if the Transaction is delayed or not completed; and
  - d. any terms or conditions of the Transaction that are not reflected in the merger or sale agreement between the parties.
30. \* Submit all documents relating to the Transaction, including:
- a. documents relating to all statements or actions by any person in support of or in opposition to the Transaction, or otherwise expressing any view about the Transaction or its likely effects;
  - b. documents submitted or to be submitted (whether in draft or final form) to any domestic or foreign regulatory, competition, or antitrust authority in connection with its review of the Transaction, including notifications and appendices, actual or potential remedies submitted to a reviewing authority, white papers, responses to requests for information, and competitive impact submissions;
  - c. draft or final orders, decisions, or other statements or formal objections (whether public or nonpublic, final or interim) by any domestic or foreign regulatory, competition, or antitrust authority in connection with its review of the



Transaction, including any decision to enter a new phase of investigation or request additional information; and

- d. communications between the Company and any agency or representative of the U.S. government other than the Antitrust Division, or between the Company and any agent or representative of any federal, state, or local government agency.
31. **[OPTIONAL]** \* For each undocumented communication relating to the Transaction made between the Company and any agency or representative of the U.S. government, except the Antitrust Division, [or between the Company and any agent or representative of any state or local government agency]:
- a. state the date and time of the communication;
  - b. if the communication occurred in person, state the location(s) where the communication occurred;
  - c. describe the subject matter and substance of the communication, including each product, program, and project mentioned in the communication; and
  - d. identify all participants in and witnesses to the communication and each participant's or witness's employer.
32. \* Describe any benefits that the Company anticipates will result from the Transaction (including all costs savings, economies, new products, product improvements, or other efficiencies or synergies) relating to any Relevant Product in any Relevant Area or which are inextricably linked to any Relevant Product in any Relevant Area, including:
- a. all steps the Company expects to take in achieving each benefit, the risks involved in achieving each benefit, and the time and costs required to achieve each benefit;
  - b. a quantification of each benefit and of the costs to achieve each benefit, an explanation of how the quantification was calculated, the source and identity of all assumptions and inputs to the calculation of the quantification, and separate quantifications of the one-time fixed cost savings, recurring fixed cost savings, and variable costs savings (in dollars per unit and dollars per year) of each benefit;
  - c. how the Transaction would allow the Company to achieve each benefit, each alternative to the Transaction by which the Company could achieve each benefit, and why the Company could not achieve each benefit without the Transaction;
  - d. how each benefit would accrue to consumers or customers; and
  - e. the identity of each person (including title and contact information) employed or retained by the Company with any responsibility for achieving, analyzing, or quantifying each benefit.

Submit all documents relating to any benefit, risk, quantification, timing, cost, or alternative identified or described in response to this Specification or any other efficiency or synergy that will or is expected to arise from the Transaction.

33. **[OPTIONAL]** Submit all documents relating to any plans by the Company or any other person, other than plans for the Transaction, for any acquisition, sale, investment, joint venture, or merger involving the provision of any Relevant Product that were:
- a. reviewed or prepared by or for any officer, director, shareholder, or debtholder of the Company, or reviewed by or prepared for any management, executive, or board committee of the Company; or
  - b. submitted to any domestic or foreign regulatory, competition, or antitrust authority.

Only one copy of documents responsive to subpart (b) must be submitted.

***Trade Associations* [OPTIONAL]**

34. List each trade association, information service, or other organization relating to the provision of any Relevant Product of which the Company is a member, in which the Company participates, or to which the Company subscribes, and identify any representative of the Company that represents the Company in that association, service, or organization.
35. Submit one copy of all documents or data relating to production, shipments, sales, prices, competition, or entry conditions of any Relevant Product that the Company or any other person has submitted to or received (including via subscription) from any trade association, information service, or other organization, or any agent of any such association, service, or organization.

***Products of Discovery* [OPTIONAL]**

36. Submit all products of discovery the Company or its agents produced or received by any means of discovery, regardless of date, in the suit captioned **[full case name]**.
37. Submit all pleadings, filings, motions, transcripts, rulings, and orders from any proceeding or hearing in the suit captioned **[full case name]**.

***Failing Firm/Bankruptcy Sale* [OPTIONAL]**

38. Describe:
- a. if applicable, the reasons why the Company, or any division thereof, considers itself to be “failing” as the term is used in Section 11 of the Department of Justice & Federal Trade Commission’s *Horizontal Merger Guidelines*,

- b. any considerations by the Company at any time to cease provision of any Relevant Product in any Relevant Area, including the persons involved and each step taken as a result of those considerations;
  - c. each actual, proposed, possible, or suggested plan by the Company for the closing or sale of any of its facilities, including any computation of valuations; and
  - d. the process the Company undertook to find a buyer.
39. Identify each person the Company or any of its agents has contacted in an attempt to sell any facilities or other assets used to provide any Relevant Product.
40. State whether the Company believes that the Company's current share of the market for any Relevant Product (based upon sales or installed base) accurately reflects the Company's current or future competitive position in the market for that product, and, if not, describe the Company's reasons for that belief, and submit all documents relied on in support of that belief.
41. Submit all documents relating to:
- a. any actual or potential bankruptcy proceedings involving the Company and relating to any plan to cease provision of any Relevant Product in any Relevant Area;
  - b. reports to or prepared by the Company relating to periodic financial statements, aging of receivables and payables, and cash flow relating to claims of a failing firm, plans to cease provision of any Relevant Product, or bankruptcy or insolvency of the Company;
  - c. each actual, proposed, possible, or suggested plan by the Company for the closing or sale of any of its facilities, including any computation of valuations of the Company;
  - d. contacts the Company has made in an attempt to sell any facilities or other assets used to provide any Relevant Product, including any bids or offers the Company has received to purchase any of the facilities or other assets used to provide any Relevant Product; and
  - e. the process the Company undertook to find a potential buyer.

***Transportation Costs [OPTIONAL]***

42. For each Relevant Product sold in any Relevant Area, describe:
- a. the cost of transporting each Relevant Product by (1) rail; (2) truck; and (3) any other method, including multi-modal forms of transportation;
  - b. the extent to which the cost varies with distance of shipment;

- c. the extent to which the Company assumes the transportation costs of each Relevant Product;
- d. the significance of transportation costs to the Company's ability to compete for sales of each Relevant Product; and
- e. the transportation costs per unit of shipments made to any customer in any Relevant Area since January 1, 20[\*\*] by any method of delivery.

Submit all documents relating to studies, surveys or analyses of the transportation costs for each Relevant Product.

**Bids[OPTIONAL]**

43. Describe each bid (including any estimate, quote, proposal, or response to any request for information, submission, or proposal) the Company has drafted or submitted or considered drafting or submitting since [YR – 3] to supply any Relevant Product in any Relevant Area, and for each such bid list:
- a. the potential customer and that customer's contact information;
  - b. the date the bid was submitted;
  - c. each Relevant Product for which the bid was submitted;
  - d. the request for bid;
  - e. the total amount, in units and in dollars, of the Company's bid;
  - f. any additional terms in the bid relating to price or quantity (e.g., incentives; discounts, rebates, pre-bates, cash awards; the products covered; the geography covered);
  - g. if the Company declined to bid, an explanation for that decision, including each Relevant Product for which the Company considered bidding;
  - h. the incumbent provider, if any, of any Relevant Product at the time of the request for bid;
  - i. the ranking of any bids received, which person or persons were selected as finalists for each bid and which were awarded all or part of the business, the date of the award of the bid, the price and terms of the winning bid or bids, and any Relevant Products included in the award of the bid;
  - j. whether the potential customer requested any rebids, and if so, the identities of each person that rebid, and the terms (including those described in subparts (e) and (f) of this Specification) and date of such person's rebid; and

- k. whether any bids were rejected for failing to meet the purchaser's technical, product support, or other specifications, and a description of each such rejection.

Submit all documents relating to the bids described in response to this Specification, including all proposed, draft, or submitted contracts.

## DEFINITIONS

The following definitions apply for the purposes of this Request:

1. The terms "**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% or more) or total ownership or control between the Company and any other person.
2. 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% or more) or total ownership or control between [Beeside] and any other person.
3. The term "**Collaborative Work Environment**" means a platform used to create, edit, review, approve, store, organize, share, and access documents and information by and among authorized users, potentially in diverse locations and with different devices. Even when based on a common technology platform, Collaborative Work Environments are often configured as separate and closed environments, each one of which is open to a select group of users with layered access control rules (reader vs. author vs. editor). Collaborative Work Environments include Microsoft SharePoint sites, eRooms, document management systems (e.g., iManage), intranets, web content management systems ("CMS") (e.g., Drupal), wikis, and blogs.
4. The term "**Data Dictionary**" means documentation of the organization and structure of the databases or data sets that is sufficient to allow their reasonable use by the Department, including, for each table of information: (a) the name of the table; (b) a general description of the information contained; (c) the size in both number of records and megabytes; (d) a list of fields; (e) the format, including variable type and length, of each field; (f) a definition for each field as it used by the Company, including the meanings of all codes that can appear as field values; (g) the fields that are primary keys for the purpose of identifying a unique observation; (h) the fields that are foreign keys for the purpose of joining tables; and (i) an indication of which fields are populated.
5. The term "**documents**" means all written, printed, or electronically stored information ("ESI") of any kind in the possession, custody, or control of the Company, including information stored on social media accounts like Twitter or Facebook, chats, instant messages, text messages, other Messaging Applications, and documents contained in

Collaborative Work Environments and other document databases. "Documents" includes metadata, formulas, and other embedded, hidden, and bibliographic or historical data describing or relating to any document. Unless otherwise specified, "documents" excludes bills of lading, invoices in non-electronic form, purchase orders, customs declarations, and other similar documents of a purely transactional nature; architectural plans and engineering blueprints; and documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues.

6. The terms "**identify**" or "**identifies**" mean to state:
  - a. in the case of a person other than a natural person: name, principal address, and telephone number;
  - b. in the case of a natural person other than a former employee of the Company: name, employer, business address, business telephone number, business email, and title or position; and
  - c. in the case of a former employee of the Company: name, current address, telephone number and email address, and the date that the employment with the Company ended.
7. The term "**Messaging Application**" refers to any electronic method used by the Company and its employees to communicate with each other or entities outside the Company for business purposes. "Messaging Application" include platforms for email, chats, instant messages, text messages, and other methods of group and individual communication (e.g., Microsoft Teams, Slack). "Messaging Application" may overlap with "Collaborative Work Environment."
8. The term "**person**" includes the Company and means any natural person, corporate entity, partnership, association, joint venture, government entity, or trust.
9. The term "**plans**" includes proposals, recommendations, or considerations, whether finalized or adopted.
10. The term "**Relevant Area**" means, *and submit information separately for*, (a) the United States and (b) worldwide [**or regional or local markets**].
11. The term "**Relevant Product**" means, *and submit information separately for*, each [**list products or services**].
12. 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.
13. The terms "**Sensitive Personally Identifiable Information**" or "**Sensitive PII**" mean information or data that would identify an individual, including a person's Social Security Number; or a person's name, address, or phone number in combination with one

or more of their (a) date of birth; (b) driver's license number or other state identification number, or a foreign country equivalent; (c) passport number; (d) financial account number; or (e) credit or debit card number.

14. The terms "**Sensitive Health Information**" or "**SHI**" mean information or data about an individual's health, including medical records and other individually identifiable health information, whether on paper, in electronic form, or communicated orally. SHI relates to the past, present, or future physical or mental health or condition of an individual, the provision of health care to an individual, or the past, present, or future payment for the provision of health care to an individual.
15. The term "**Transaction**" means [description of the proposed transaction].

#### [OPTIONAL DEFINITIONS]

16. The term "**agreement**" means any understanding, formal or informal, written or unwritten.
17. The term "**documents sufficient to show**" means documents sufficient to provide the Department with a true and correct disclosure of the factual matter requested.
18. The term "**Senior Management**" means any Company officer or employee above the level of vice president or general manager, and board members, and [specify additional titles].
19. The term "**sunk costs**" means the acquisition costs of tangible and intangible assets necessary to provide or sell the Relevant Product that cannot be recovered through the sale or redeployment of these assets for other uses.

#### INSTRUCTIONS

##### *Timing*

1. All references to year refer to calendar year. Unless otherwise specified, this Request calls for documents, data, and other information created, altered, or received by the Company within two years of the date on which this Request was issued. For interrogatory responses, submit a separate response for each year or year-to-date unless otherwise specified. If calendar-year data are not available, supply the Company's fiscal-year data indicating the twelve-month period covered, and submit the Company's best estimate of calendar-year data.
2. Unless otherwise specified, this Request requires the production of all responsive documents, data, and other information in the possession, custody, or control of the Company on the date that this Request was issued.
  - a. If the Company complies fully with this Request within 90 days of issuance, then only specifications marked with an asterisk (i.e., \*) are continuing in nature. If the

Company complies fully with this Request more than 90 days after it was issued, then all of the specifications in this Request are continuing in nature.

- b. Specifications that are continuing in nature require production of documents, data, and information created or obtained by the Company up to 30 calendar days before the Company complies fully with this Request, except for materials that require translation into English. Materials that must be translated into English, as described in Instruction 6 below, must be produced if they are created, altered, or received by the Company up to 45 calendar days before the Company complies fully.

### ***Production Format***

3. Department representatives must approve the format and production method of any documents, data, or other information before the Company makes an electronic production in response to this Request. Before preparing its production, the Company must contact the Department to explain what materials are available and how they are stored. This discussion must include Company personnel who are familiar with its electronically stored information and databases/data sets.
4. Before using software or technology (including search terms, predictive coding, de-duplication, or similar technologies) to identify or eliminate documents, data, or information potentially responsive to this Request, the Company must submit a written description of the method(s) used to conduct any part of its search. In addition, for any process that relies on search terms to identify or eliminate documents, the Company must submit: (a) a list of proposed terms; (b) a tally of all the terms that appear in the collection and the frequency of each term; (c) a list of stop words and operators for the platform being used; and (d) a glossary of industry and company terminology. For any process that instead relies on predictive coding to identify or eliminate documents, you must include (a) confirmation that subject-matter experts will be reviewing the seed set and training rounds; (b) recall, precision, and confidence-level statistics (or an equivalent); and (c) a validation process that allows for Department review of statistically-significant samples of documents categorized as non-responsive documents by the algorithm.
5. If the Department agrees to narrow the scope of this Request to a limited group of custodians, a search of each custodian's files must include files of their predecessors; files maintained by their assistants or under their control; and common or shared databases or data sources maintained by the Company that are accessible by each custodian, their predecessors, or assistants.
6. Submit responses to this Request in a reasonably usable format as required by the Department in the letter sent in connection with the investigation of the Transaction. Documents must be complete and unredacted, except for privilege and for any Sensitive PII or SHI redacted pursuant to Instruction 7. Documents must be submitted as found and ordered in the Company's files and must not be shuffled or otherwise rearranged. Documents written in a language other than English must be translated into English, and



the foreign-language document must be submitted with the English translation. The Company is encouraged to submit copies of hard-copy documents electronically (with color hard copies where necessary to interpret the document) in lieu of producing original hard-copy documents. Unless otherwise agreed to by the Department, produce electronic documents in electronic form only. Electronic productions must be free of viruses. The Department will return any infected media for replacement, which may delay the Company's date of compliance with this Request.

7. Do not produce any Sensitive PII or SHI before discussing the information with Department representatives. If any document responsive to a particular specification contains Sensitive PII or SHI that is not responsive to that specification, redact the unresponsive Sensitive PII or SHI before producing the document. To avoid any confusion about the reason for the redaction, produce an electronic, searchable, and sortable list of such redacted documents by document control number.
8. Provide a master list in sortable and searchable electronic form showing: each custodian's name and the corresponding consecutive document control number(s) used to identify that custodian's documents. Department representatives will provide a sample master list upon request.
9. **[OPTIONAL – If the production from the prior CID is identified and available to the team]** If the Company previously produced a document responsive to this Request to the Department pursuant to Civil Investigative Demand Number [], it is not required to produce that document again; however, for any such documents, the Company must submit the document control numbers.
10. Data called for by this Request must be submitted electronically in a reasonably useable compilation that will allow the Department to access the information it contains. Producing a database or data set in its entirety often does not satisfy this requirement. For the Department to be able to access and interpret data, the Company must respond to Specification 1(f) including, for each database, a Data Dictionary that includes, for each table in the database:
  - a. the name of the table;
  - b. a general description of the information contained;
  - c. the size in both number of records and megabytes;
  - d. a list of fields;
  - e. the format, including variable type and length, of each field;
  - f. a definition for each field as it is used by the Company, including the meanings of all codes that can appear as field values;
  - g. the fields that are primary keys for the purpose of identifying a unique observation;

- h. the fields that are foreign keys for the purpose of joining tables; and
- i. an indication of which fields are populated.

It is likely that only a subset or compilation of the contents of any particular database or data set will need to be produced. After providing the information above, counsel and knowledgeable personnel from the Company should discuss with Department representatives what constitutes a sufficient production from the database or data set in a reasonably useable format.

- 11. The Company must continue to preserve documents and data contained in disaster recovery systems or backup media that may contain information responsive to this Request even if the Company contends that the system or media or the information contained on the media is not reasonably accessible. The Department retains sole discretion to determine whether a search of any backup tapes or media is necessary to respond fully to this Request. If you have any questions, please contact the Department representative identified below to discuss your obligation to preserve backup media.
- 12. Produce all non-privileged portions of any responsive document (including non-privileged or redacted attachments) for which a privilege claim is asserted. Each document withheld in whole or in part from production based on a claim of privilege must be assigned a unique privilege identification number and separate fields representing the beginning and ending document control numbers and logged as follows:
  - a. Each log entry must contain, in separate fields: privilege identification number; beginning and ending document control numbers; parent document control numbers; attachments document control numbers; family range; number of pages; all authors; all addressees; all blind copy recipients; all other recipients; date of the document; an indication of whether it is redacted; the basis for the privilege claim (e.g., attorney-client privilege), including the anticipated litigation for any work-product claim and the underlying privilege claim if subject to a joint-defense or common-interest agreement; and a description of the document's subject matter sufficiently detailed to enable the Department to assess the privilege claim and the facts relied upon to support that claim.
  - b. Include a separate legend 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 for the same individual.
  - c. On the log and the legend, list all attorneys acting in a legal capacity with the designation ESQ after their name (include a space before and after the "ESQ").
  - d. Produce the log and legend in electronic form that is both searchable and sortable. Upon request, the Company must submit a hard copy of the log and legend.
  - e. Department representatives will provide an exemplar and template for the log and legend upon request.

- f. Any document created by the Company's in-house counsel or the Company's outside counsel that has not been distributed outside the Company's in-house counsel's office or the Company's outside counsel's law firm does not have to be logged. But if the document was distributed to any attorney who does not work exclusively in the Company's in-house counsel's office or who has any business responsibilities, it must be logged. Unlogged documents are subject to any preservation obligations the Company or counsel may have.
13. If the Company is unable to answer a question fully, it must supply all available information; explain why such answer is incomplete; describe the efforts made by the Company to obtain the information; and list the sources from which the complete answer may be obtained. If the information that allows for accurate answers is not available, submit best estimates and describe how the estimates were derived. Estimated data should be followed by the notation "est." If there is no reasonable way for the Company to estimate, provide an explanation.
14. If documents, data, or other information responsive to a particular specification no longer exists for reasons other than the Company's document retention policy, describe the circumstances under which it was lost or destroyed, describe the information lost, list the specifications to which it was responsive, and identify the persons with knowledge of such documents, data, or other information.
15. To complete this Request, the Company must submit the attached certification form, executed by the official supervising compliance with this Request, and notarized.

Direct any questions the Company has relating to the scope or meaning of anything in this Request or suggestions for possible modifications thereto to **[staff members]** at **[telephone numbers]**. The response to this Request must 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 450 Fifth Street, NW, Suite **[\*\*\*]**, Washington, DC 20001. If the Company wishes to submit its response by U.S. mail, please call **[\*\*\* staff person\*\*\*]** 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.

**Option 1:**

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on \_\_\_\_\_

_____ Type or print name and title	_____ Signature
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**Option 2, notarized signature:**

_____ Type or print name and title	_____ Signature
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Subscribed and sworn to before me at the City of \_\_\_\_\_, State of \_\_\_\_\_,

this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
(Notary Public)

My Commission Expires: \_\_\_\_\_

