Exhibit B

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

UNITED STATES OF AMERICA, *Plaintiff,* v. QUAD/GRAPHICS, INC., QLC MERGER SUB, INC., and LSC COMMUNICATIONS, INC. *Defendants*.	Civil Action No. 1:19-cv-04153 Hon. Charles R. Norgle

[PROPOSED] CASE MANAGEMENT ORDER

1. **Case Schedule**. Unless otherwise specified, days will be computed in accordance with Federal Rule of Civil Procedure 6(a). The Court hereby adopts the following schedule for discovery and a trial on the merits in this matter.

Event	Date
Fact discovery begins	Upon the filing of this proposed Order
Parties produce Investigation Materials	One business day following entry of a Protective Order in this action
Answers to Complaint due	Five business days after entry of this Order
Deadline for amendments to pleadings and for joining parties	Seven business days after Defendants file their Answers
Parties exchange preliminary trial witness lists	**July 22, 2019**
Parties exchange final trial witness lists	**August 5, 2019**
Close of fact discovery and Supplemental Discovery	**August 23, 2019**
Plaintiff serves its Rule 26(a)(2)(B) initial expert witness disclosures containing complete statements of all opinions the expert witness will express at trial, and the basis and reasons for those opinions.	**August 23, 2019**

Defendants serve their Rule 26(a)(2)(B) initial expert witness disclosures containing complete statements of all opinions the expert witness will express at trial, and the basis and reasons for those opinions.	**August 30, 2019**
Parties exchange trial exhibit lists and opening deposition designations	**September 4, 2019**
Plaintiff serves its draft proposed stipulations and uncontested facts, pursuant to LR 16.1(c)	**September 4, 2019**
Each Party informs each non-party of all documents produced by that non-party that are on the Party's exhibit list and all depositions of that non-party that have been designated by any Party for use at trial	**September 5, 2019**
Plaintiff serves Rule 26(a)(2)(D)(ii) expert witness disclosures as to matters intended solely to contradict or rebut evidence on the same subject matter identified by Defendants under Rule 26(a)(2)(B)	**September 6, 2019**
Parties meet and confer regarding proposed stipulations and uncontested facts, pursuant to LR 16.1	**September 9, 2019**
Defendants serve Rule 26(a)(2)(D)(ii) expert witness disclosures as to matters intended solely to contradict or rebut evidence on the same subject matter identified by Plaintiff under Rule 26(a)(2)(B)	**September 11, 2019**
Parties exchange their objections to the other side's trial exhibits and opening deposition designations and serve their deposition counter-designations	**September 11, 2019**
Non-parties provide notice of whether they object to public disclosure at trial of their documents and/or depositions, explain the basis for any such objection, and propose redactions where possible	**September 13, 2019**
All motions *in limine* to be filed	**September 13, 2019**
Parties exchange their objections to the other side's deposition counter-designations and serve their counter-counter-designations	**September 17, 2019**
Parties and non-parties meet and confer regarding confidentiality of non-parties' documents on trial	**September 18, 2019**

exhibit lists and non-party depositions to be used at trial	
Parties meet and confer regarding admissibility of all trial exhibits and deposition designations	**September 19, 2019**
Parties meet and confer to resolve disputes regarding confidentiality of Party documents on trial exhibit lists	**September 19, 2019**
Close of expert discovery	**September 19, 2019**
Parties submit proposed joint pretrial order, pursuant to LR 16.1	**September 20, 2019**
Oppositions to motions *in limine* to be filed	**September 20, 2019**
Replies in support of motions *in limine* to be filed	**September 24, 2019**
Joint submission to be filed regarding any remaining disputes as to admissibility of trial exhibits and deposition designations	**September 24, 2019**
Joint submission to be filed regarding any remaining disputes as to confidentiality of Party documents on trial exhibit lists	**September 24, 2019**
Joint submissions to be filed regarding any remaining disputes as to confidentiality of non-parties' documents on trial exhibit lists and non-party depositions to be used at trial	**September 24, 2019**
Pretrial briefs to be filed	**September 24, 2019**
Final pretrial conference	**September 26, 2019**, or at the Court's earliest convenience thereafter
Parties submit final lists of trial exhibits to the Court	**September 26, 2019**
Parties submit written direct testimony to the Court	**September 26, 2019**
Parties file proposed findings of fact and conclusions of law, with citations by paragraph number to relevant written direct testimony	**September 30, 2019**
First day of trial	**October 1, 2019**, or at the Court's earliest convenience thereafter, with the trial expected to last 6 days
Post-trial briefs to be filed	One week after trial concludes

2. **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.

3. **Discovery Conference**. The Parties' prior consultations and submission of this Order relieve the Parties of their duty under Federal Rule of Civil Procedure 26(f).

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

6. **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.

7. **Investigation Materials and Similar Post-Complaint Materials**.

(a) **Definitions**. For purposes of this Order, the following definitions apply:

(i) "Party" means the Antitrust Division of the U.S. Department of Justice, defendant Quad/Graphics, Inc., defendant QLC Merger Sub, Inc., or defendant LSC Communications, Inc.

(ii) "Planned Transaction" means the Agreement and Plan of Merger by and among Quad/Graphics, Inc., QLC Merger Sub Inc., and LSC Communications, Inc., dated October 30, 2018.

(iii) "Relevant Materials" means (A) documents; (B) data; (C) correspondence; (D) transcripts of testimony (including any exhibits used during testimony); and (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.

(iv) "Investigation Materials" means Relevant Materials that (A) were sent or received by counsel for any Party to or from any non-party (including its counsel) before this action was filed; and (B) either (1) relate in any way to any review, assessment, or investigation of the Planned Transaction; or (2) could be used in any way 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. Relevant Materials sent or received solely by counsel for any Party to or from any potentially or actually retained expert are not "Investigation Materials" and must be disclosed in accordance with the schedule for expert disclosures and Paragraph 18. Relevant Materials sent or received solely by counsel for any Party to or from any outside vendor retained for the limited purpose of making copies of documents or organizing, processing, or reviewing documents are not "Investigation Materials" and nothing in this Order requires their disclosure. Relevant Materials obtained by the United States during an investigation or litigation other than the 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 counsel for the United States and any of the following entities are not "Investigation Materials" and nothing in this Order requires their

disclosure: (X) foreign competition authorities; (Y) state governmental entities; or (Z) executive-branch agencies of the federal government.

(v) "Similar Post-Complaint Materials" means Relevant Materials that (A) were sent or received by counsel for any Party to or from any non-party (including its counsel) after this action was filed; and (B) either (1) relate in any way to any review, assessment, or investigation of the Planned Transaction; or (2) could be used in any way 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. Relevant Materials sent or received solely by counsel for any Party to or from any potentially or actually retained expert are not "Similar Post-Complaint Materials" and must be disclosed in accordance with the schedule for expert disclosures and Paragraph 18. Relevant Materials sent or received solely by counsel for any Party to or from any outside vendor retained for the limited purpose of making copies of documents or organizing, processing, or reviewing documents are not "Similar Post-Complaint Materials" and nothing in this Order requires their disclosure. 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 "Similar Post-Complaint Materials," and nothing in this Order requires their disclosure. Communications between counsel for the United States and any of the following entities are not "Similar Post-Complaint Materials" and nothing in this Order requires their disclosure: (X) foreign competition authorities; (Y) state governmental entities; or (Z) executive-branch agencies of the federal government.

(b) **Production**. Consistent with the schedule above, 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. The Parties will not withhold the production of Investigation Materials or of Similar Post-Complaint Materials, on the basis that such Investigation Materials or such Similar Post-Complaint Materials are claimed to be attorney work product, confidential attorney-client communications, or materials subject to the deliberative-process or any other governmental privilege.

(c) **Privilege**. As authorized by Federal Rule of Evidence 502(d), the production of Investigation Materials or Similar Post-Complaint 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 or Similar Post-Complaint 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 8(b) as "Confidential Information," as described in the filed Proposed Protective Order.

(e) **Internal Memoranda**. The Parties agree that neither the Defendants nor the United States 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, except for such material relied upon by a testifying expert and not produced in compliance with Paragraph 18.

8. **Timely Service of Fact Discovery and Supplemental 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 (in the case of trial witnesses not affiliated with the Parties, including document and deposition discovery related to entities related to any such person). Depositions that are part of Supplemental Discovery must be noticed within 7 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**. Requests for production are limited to 15 (including discrete subparts) by Plaintiff to the Defendants collectively and 15 (including discrete subparts) by Defendants collectively to Plaintiff. The Parties must serve any objections to requests for productions of documents within 7 business days after the requests are served. Within 3 business days of service of any objections, the Parties must meet and confer to attempt to resolve any objections and to agree on custodians to be searched. 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 15 days after service of the request for production. The Parties must make good-faith efforts to complete responsive productions no later than 21 days after service of the request for production, and responsive productions must be completed no later than 14 days after resolution of objections and custodian issues; provided, however, that a *de minimis* volume of documents (which shall be less than 5% of the total number of documents in the responsive production) withheld in good faith for privilege review or redaction may be produced within an additional 7 days, and that privilege logs may be produced within a further 5 days. 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; and (iii) complete such productions no later than 7 days after resolution of objections and custodian issues.

(b) **Data Requests**. In response to any requests for data or data compilations, the Parties will meet and confer in good faith regarding the requests and will make employees knowledgeable about the content, storage, and production of data available for informal consultations during the meet-and-confer process. The Parties must serve any objections to requests for data or data compilations within 7 days after the requests are served. Within 3 business days of service of any objections, the Parties must meet and confer to attempt to resolve any objections. Throughout the meet-and-confer process, the Parties will work in good faith to complete production of data or data compilations no later than 14 days after service of the requests for production or within 7 days of the resolution of any objections.

(c) **Interrogatories**. Interrogatories are limited to 5 (including discrete subparts) by the United States to each Defendant and to 5 (including discrete subparts) by Defendants collectively to the United States. Interrogatories may only be used to identify the names of witnesses who may have information about matters at issue in the case or the existence of documents relevant to the case. The Parties must serve any objections to interrogatories within 7 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 14 days after service of the interrogatories.

(d) **Requests for Admission**. Requests for admission are limited to 10 by the United States to each Defendant and to 10 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 admissions within 14 days after service.

11. **Written Discovery 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. Each party requesting the discovery 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 modifications) within 24 hours of the correspondence. If a non-party fails to provide copies of productions 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.

12. **Depositions**. The United States is limited to 10 depositions of fact witness, and the Defendants collectively are limited to 10 depositions of fact witnesses. The following depositions do not count against the 10-deposition caps imposed by the preceding sentence: (a) depositions of any persons identified on a side's final trial witness list who were not identified on that side's preliminary trial witness list; (b) depositions of the Parties' designated

expert witnesses; (c) depositions taken in response to Civil Investigative Demands prior to the filing of the Complaint in this action; 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 all reasonable attempts to make witnesses available for deposition upon 7 business days' notice.

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 business days after the return date for the document subpoena. 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 3 business days between the extended production date and the date scheduled for that non-party's deposition, the originally noticing Party may postpone the date scheduled for the deposition for up to 3 business days following the extended production date.

Depositions of fact witnesses are limited to no more than one (7-hour) day each unless otherwise stipulated, except that all depositions of officers or other employees of Defendants whose depositions were taken during the Investigation are limited to a maximum of 4 hours of examination each. During each non-party deposition, 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 will count as one of the ten depositions for each side. 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.

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. To the extent admissible under Federal Rule of Civil Procedure 32 and the Federal Rules of Evidence, depositions taken pursuant to Civil Investigative Demands may be used at trial in the same manner as depositions taken pursuant to the Federal Rules of Civil Procedure, provided that counsel for at least one of the Defendants was present at the deposition taken pursuant to a Civil Investigative Demand.

13. **Discovery from Executive-Branch Agencies**. Defendants may not seek discovery from any executive-branch agency of the federal government (including any employee of any such agency) other than the United States Postal Service.

14. **Evidence from a Foreign Country**. Before either side may offer documentary or testimonial evidence from an entity or person located in a foreign country, the other side must be afforded an opportunity by the entity or person (or both, when applicable) to obtain documentary and deposition discovery. This paragraph does not apply to documents produced to the United States during its investigation of the Planned Transaction before the Complaint was filed.

15. . **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 by the United States Department of Justice); (3) documents or communications sent solely between counsel for the United States (or persons employed by the United States Department of Justice) and counsel for any state (or persons employed by any the office of the attorney general of any state); (4) documents or communications sent solely between outside counsel for either Defendant and inside counsel for that Defendant; (5) documents or communications sent solely between counsel for the United States (or persons employed by the United States Department of Justice) and counsel for any executive-branch agency of the federal government; (6) privileged documents relating solely to the preparation of responses to any Second Request or Civil Investigative Demand; (7) privileged draft contracts; (8) draft regulatory filings; and (9) documents that were not directly or indirectly furnished to any non-Party, such as internal memoranda, sent solely between a Defendant and its outside counsel (or persons employed by or acting on behalf of such counsel) or between the United States and its counsel (or persons employed by the United States Department of Justice). When non-responsive, privileged documents that are attached to responsive documents are withheld from production, the Parties will insert a placeholder (which may take the form of redacted full pages) to indicate a document has been withheld from that family and that document must be logged in the Party's privilege log.

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.

16. **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).

17. **Presumptions of Authenticity**. Documents and data 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.

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

(a) Neither side must preserve or disclose, including in expert deposition testimony, the following documents or information:

(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:

(A) the expert and any persons assisting the expert;

(B) any Party's counsel and its expert(s), or between any agent or employee of Party's counsel and the Party's expert(s);

(C) testifying and non-testifying experts;

(D) non-testifying experts; or

(E) testifying experts;

(ii) 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 upon such notes in forming any opinions in his or her final report;

(iii) drafts of expert reports, affidavits, or declarations;

(iv) 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; and

(v) any form of oral or written communications, correspondence or work product between a party or its counsel and a potential expert who was not retained.

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

(i) 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;

(ii) copies of all materials relied upon by the expert in forming any opinions in his or her report that were not previously produced and that are not readily available publicly;

(iii) a list of all publications authored by the expert in the previous 10 years;

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

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

(vi) for all calculations appearing in the final report(s), all data and programs underlying the calculations, including all programs and codes necessary to replicate the calculations from the initial ("raw") data files, and including the intermediate working-data files that are generated

from the raw data files and used in performing the calculations appearing in the 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.

19. **Discovery Disputes**. To the extent that any discovery disputes may arise prior to trial, the Parties shall attempt in good faith to resolve those disputes without assistance from the Court and in a timely manner that permits the completion of discovery by the deadlines set forth herein. To the extent the Parties are unable to resolve such disputes, such disputes will be resolved by the Court. The Court may refer any discovery disputes to the magistrate judge for resolution. The Parties shall file any objections to the magistrate judge's order within 7 days after the order is issued.

20. **Witness Lists**. The United States is limited to 15 persons on its preliminary trial witness list, and the Defendants collectively are limited to 15 persons on their preliminary trial witness list. The preliminary trial witness lists must provide the address, telephone number, and email address of each witness.

The United States is limited to 10 persons on its final trial witness list, and the Defendants collectively are limited to 10 persons 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, a deposition by the other side of such witness will not count against that other side's total depositions. The final trial witness lists

must comply with Federal Rule of Civil Procedure 26(a)(3)(A)(i)–(ii) and must include a brief summary of the subjects about which any expert witnesses will testify.

In preparing preliminary trial witness lists 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 offer into evidence at trial any portion of a person's deposition testimony unless that person was identified on that Party's final trial witness list. No Party may call a person to testify as a live witness at trial (other than solely for impeachment) unless that person was identified on that Party's final trial witness list.

21. **Trial Procedures.** The Parties will meet and confer in good-faith regarding procedures to govern issues concerning the number of exhibits, the timing and manner of the exchange of exhibit lists and deposition designations, including counter-designations and objections to the admissibility of any such exhibits and designations, exchange of demonstratives to be used at the trial and objections to those demonstratives, and to address the treatment of confidential information at the trial, including confidential information produced by non-parties and notice to those non-parties whose confidential information might be used at the trial. After meeting and conferring on these issues, the Parties will, by the dates indicated in the above schedule, either jointly submit a proposed trial procedures order addressing these and any other issues the Parties consider appropriate for the Court's consideration, or, if they fail to reach agreement on all of the issues to be addressed by the order, the Parties will submit separate proposed orders with a short memorandum briefly explaining the differences between the competing orders and the basis for their position. The Court will address any unresolved issues.

22. **Demonstrative Exhibits**. The Parties must serve demonstrative exhibits on all counsel of record at least 24 hours before any such exhibit may be introduced (or otherwise used) at trial, except that (a) demonstrative exhibits to be introduced (or otherwise used) in connection with the rebuttal testimony of an expert witness for Plaintiff 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 and such rebuttal demonstrative exhibit was first created after hearing testimony by one of Defendants' experts; and (b) the following types of demonstrative exhibits need not be pre-disclosed to the opposing Party: (i) slides used during opening statements or closing arguments; (ii) demonstrative exhibits used by experts that were disclosed in the experts' report; (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 at trial; and (v) demonstrative exhibits created in court during the 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 publicly available.

23. **Written Direct Testimony.** The Parties must submit written direct testimony of all final trial witnesses whose written testimony they can reasonably obtain, with the exception of hostile witnesses, in the form of written declarations and/or deposition designations.

24. **Trial Length**. The Parties anticipate trial in this case will take approximately 36 hours. Each side will have (a) one hour for an opening statement, (b) two hours for closing arguments, and (c) 15 hours for witness examination. Time limits for each side reflect the

time that side will use, including on Plaintiff's rebuttal, for (a) the examination of witnesses called by that party, and (b) the cross-examination of witnesses called by the opposing party.

25. **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 use of a secured electronic file transfer, overnight delivery of the attachments, or personal delivery, to the following individuals designated by each Party:

For Plaintiff United States of America:

William H. Jones (bill.jones2@usdoj.gov)
Craig Minerva (craig.minerva@usdoj.gov)
Lisa Scanlon (lisa.scanlon@usdoj.gov)
Meagan K. Bellshaw (meagan.bellshaw@usdoj.gov)
United State Department of Justice
450 Fifth Street, N.W., Suite 4000
Washington, DC 20530
Tel: (202) 598-2307

For Defendant Quad/Graphics, Inc. and QLC Merger Sub, Inc.:

James T. McKeown (jmckeown@foley.com)
Andrew J. Wronski (awronski@foley.com)
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, WI 53202
Tel: (414) 297-5530

Benjamin R. Dryden (bdryden@foley.com)
Jesse L. Beringer (jberinger@foley.com)
Foley & Lardner LLP
Washington Harbour
3000 K Street N.W.
Suite 600
Washington, D.C. 20007

Joanne Molinaro (jmolinaro@foley.com)
Foley & Lardner LLP
321 North Clark Street
Suite 2800
Chicago, IL 60654

For Defendant LSC Communications, Inc.:

Steven L. Holley (holleys@sullcrom.com)
Adam S. Paris (parisa@sullcrom.com)
Bradley P. Smith (smithbr@sullcrom.com)
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
Tel: (212) 558-4737

Samantha F. Hynes (hyness@sullcrom.com)
Sullivan & Cromwell LLP
1700 New York Avenue, N.W.
Suite 700
Washington, DC 20006
Tel: (202) 956-7500

Bruce R. Braun (bbraun@sidley.com)
Scott D. Stein (sstein@sidley.com)
Caroline A. Wong (caroline.wong@sidley.com)
Sidley Austin LLP
1 South Dearborn Street
Chicago, IL, 60603
Tel: (312) 853-7000

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 6:00 p.m. Eastern Time will be treated as if it was served the following calendar day.

26. **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.

27. **Modification of Scheduling and Case Management Order**. Modifications of the rights and responsibilities of the Parties under this Order may be made by mutual agreement of the Parties, provided any such modification has no effect on the schedule for pretrial filings or trial dates. Otherwise, any Party may seek modification of this Order for good cause.

SO ORDERED:

_____
CHARLES R. NORGLE
United States District Judge

Dated: July __, 2019