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Superior Court of California,
County of San Francisco

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18 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**

19 **COUNTY OF SAN FRANCISCO**

20 **THE PEOPLE OF THE STATE OF**
21 **CALIFORNIA,**
22 Plaintiff / Cross-Defendant,
23 **v.**
24 **AMAZON.COM, INC.,**
25 Defendant / Cross-Complainant

Case No. CGC-22-601826

**JOINT CASE MANAGEMENT
STATEMENT**

Date: January 18, 2024

Time: 9:00 AM

Dept.: 304

Judge: Hon. Ethan P. Schulman

Case Filed: September 15, 2022

Trial Date: August 10, 2026

1 **JOINT CASE MANAGEMENT STATEMENT**

2 Pursuant to the Order After October 25, 2023 Case Management Conference entered by the
3 Court on October 25, 2023, counsel for Plaintiff, The People of the State of California
4 (“The People”), and Defendant, Amazon.com, Inc. (“Amazon”) submit this Joint Case
5 Management Statement in the above-captioned action (“Action”). The Parties submit this Joint
6 Statement for the purpose of apprising the Court of the status of the litigation (Part I), the status of
7 discovery (Part II), the status of coordination (Part III), the compendium of pleadings from other
8 pending antitrust actions against Amazon (Part IV), and a proposed date for the next Case
9 Management Conference (Part V).

10 **I. STATUS OF LITIGATION**

11 The People filed the Complaint on September 15, 2022. On March 30, 2023, the Court
12 overruled Amazon’s demurrer to the Complaint.

13 On May 30, 2023, Amazon filed a Verified Answer to the Complaint and a Cross-Complaint
14 for Declaratory Relief. On October 5, 2023, the Court sustained The People’s demurrer as to the
15 first count of the Cross-Complaint and overruled the demurrer as to the remaining eight counts.
16 The People filed a Verified Answer to the Cross-Complaint on November 15, 2023.

17 On May 5, 2023, the Court adopted the pretrial schedule as proposed by the Parties,
18 including the following milestone dates:

- | | | |
|----|------------------|--------------------------------------|
| 19 | October 11, 2024 | Close of fact discovery |
| 20 | October 25, 2025 | Close of expert discovery |
| 21 | April 24, 2026 | Deadline to file dispositive motions |
| 22 | July 17, 2026 | Final pretrial conference |
| 23 | August 10, 2026 | Trial |

24 The Court has held four Case Management Conferences, the last of which was on October
25 25, 2023.

1 **II. STATUS OF DISCOVERY**

2 **A. Discovery Requested by The People**

3 *Document Requests* – The People have served six sets of requests for production of
4 documents on Amazon. Amazon represents that it has completed its targeted collection and
5 production of documents in response to The People’s first set of requests. Amazon further
6 represents that it has completed production of documents in response to sets two and three with the
7 exception of certain specific requests for which Amazon has agreed to production from identified
8 custodians and centralized repositories using search terms and/or machine learning technology
9 assisted review as negotiated by the Parties.

10 Amazon has commenced rolling production of data and documents responsive to the
11 remaining three sets of requests that are not part of its custodial collection and production. Amazon
12 represents that it will substantially complete production of such data and responsive documents by
13 February 16, 2024.

14 With respect to Amazon’s custodial collection and production, following the Case
15 Management Conference in October, on November 13, 2023 the Parties reached agreement on the
16 individual custodians whose documents Amazon will search for responsiveness to The People’s
17 outstanding document requests. The Parties have also agreed on the inclusion of certain identified
18 centralized repositories containing responsive information in the custodial collection and
19 production. Further, the Parties are in the process of finalizing the details of an agreed-to document
20 review and production protocol for use in the custodial collection and production, including a
21 combination of both identified search terms and technology assisted review (the “TAR Protocol”).
22 To the extent the Parties cannot reach agreement regarding the process and scope of Amazon’s
23 custodial document collection and review, the Parties may need to seek guidance from the Court,
24 including prompt scheduling of an Informal Discovery Conference.

25 *The People’s Statement regarding substantial completion deadline* – In the two days
26 leading up to this filing, Amazon has finally made at least certain commitments with respect to the
27 timing of discrete portions of its production in response to document requests served by The People.
28 However, Amazon has not yet agreed to a date by which it will substantially complete its document

1 productions, including custodial productions, and has not agreed to provide such date. While
2 Amazon has shared certain target dates for completing parts of its production, it still has not
3 committed to a substantial completion date for the full scope of documents responsive to request
4 The People served eight months ago. The People seek the Court's guidance on this issue at the
5 Case Management Conference, as the prompt completion of production in response to document
6 requests first served by The People in April and May of last year is critical to completing fact
7 discovery within the existing pretrial schedule.

8 The People expect to be in a position to commence depositions of Amazon witnesses whose
9 documents Amazon has yet to produce following substantial completion of Amazon's document
10 production in response to The People's outstanding document requests.

11 *Amazon's Statement regarding substantial completion* – Amazon has completed its
12 targeted collection and production of documents in response to The People's requests Sets One,
13 Two, Three, and Five. As noted above, Amazon commenced rolling production of data and
14 documents that it agreed to produce responsive to the remaining non-custodial requests and has
15 represented in will substantially complete production of such data and responsive documents in
16 February 2024.

17 Contrary to the AG's statement, with respect to the custodial documents the parties have
18 thus far agreed upon (encompassing 57 custodians and totaling approximately 2 million
19 documents), Amazon informed the AG on January 11, 2024 that to the extent the Parties can agree
20 upon the TAR Protocol by the January Case Management Conference, which Amazon believes is
21 achievable given that it accepted all of the AG's proposed edits on January 12, 2024 and is
22 evaluating the additional edits the AG proposed on the eve of this filing, Amazon can commit to
23 substantially completing review and production by April 15, 2024. The Parties are still discussing
24 the AG's request for the inclusion of documents previously reviewed in connection with the
25 investigation and deemed non-responsive, as well as an expansion of the timeframe for which
26 custodial documents would be reviewed and produced. As Amazon communicated to the AG on
27 January 11, 2024, once that discussion is concluded Amazon will evaluate whether any additional
28 documents can be included in the April 15, 2024 substantial completion deadline or whether the

1 added documents will be subject to a later deadline. Until such time as the Parties reach agreement
2 on the scope of any additional documents to be included in the custodial review, Amazon is unable
3 to provide a date for substantial completion as it pertains to that presently unknown volume of
4 additional documents.

5 With respect to documents from centralized repositories, the AG's initial search terms
6 returned more than 70 million documents and, as subsequently revised, returned approximately 21
7 million documents. Earlier this week the AG raised for consideration the possibility that Amazon
8 also use TAR in connection with the review of documents from the centralized repositories. Once
9 the Parties have been able to meet and confer on that issue and reached agreement on an appropriate
10 path forward, Amazon will provide the AG with an anticipated substantial completion deadline.

11 The aforementioned categories of documents represent the entirety of the documents
12 Amazon has thus far agreed to produce in response to requests served prior to October 2023.

13 **Written Discovery** – The People served their first sets of requests for admission, form
14 interrogatories, and special interrogatories on Amazon on October 23, 2023. The People served
15 their second set of form interrogatories on Amazon on November 6, 2023. Amazon served its
16 responses and objections on December 22, 2023. The People are evaluating Amazon's responses
17 and will meet and confer to resolve any alleged deficiencies in Amazon's responses. At present,
18 there is no impasse regarding any dispute ripe to bring before the Court.

19 **B. Discovery Requested by Amazon**

20 **Document Requests** – Amazon has served two sets of requests for production of documents
21 on The People. The People represent that they have completed production in response to the first
22 set. The People completed production of documents in response to Amazon's second set of
23 document requests on January 12, 2024.

24 **Written Discovery** – Amazon served its first set of form interrogatories on February 17,
25 2023. The People served their responses and objections on March 21, 2023. The People
26 subsequently served supplemental responses on April 17, 2023 and September 29, 2023.

27 On September 21, 2023, Amazon served its first set of requests for admission, its first set
28 of special interrogatories, and its second set of form interrogatories on The People. The People

1 served their responses and objections on November 20, 2023. On December 22, 2023, Amazon
2 identified certain alleged deficiencies in The People’s responses. The People responded on January
3 5, 2024, and the Parties have scheduled a meet and confer for January 19, 2024. At present, there
4 is no impasse regarding any dispute ripe to bring before the Court.

5 **C. Discovery from Third Parties**

6 To date, the Parties have completed four (4) third-party depositions. While several
7 additional depositions were originally scheduled to occur following the October 2023 Case
8 Management Conference and prior to the January 2024 Case Management Conference, only one
9 was completed. The remaining depositions were continued at the request of the third-party
10 deponents to provide additional time for them to collect and produce responsive documents and
11 coordinate with potential depositions in the other pending actions, including the case recently filed
12 by the Federal Trade Commission.

13 While The People reserve all rights to identify additional third-party deponents based on
14 their continuing discovery efforts, including Amazon’s production of communications with
15 third-party sellers and vendors, The People have identified roughly twenty-five (25) additional
16 third-party depositions yet to be completed. At this time, Amazon has not identified or noticed the
17 depositions of any third parties beyond those noticed by The People.

18 **III. COORDINATION**

19 Notwithstanding extensive negotiations, including several lengthy conferences and the
20 exchange of multiple drafts, the Parties have not yet reached agreement on a proposed coordination
21 order governing discovery in the Action, including coordination with the action recently filed by
22 the Federal Trade Commission and other state attorneys general.

23 Amazon circulated comments regarding the proposed coordination order on January 3,
24 2024, and The People provided their response on January 4, 2024. Amazon provided its response
25 yesterday, January 11, 2024, and after the Parties met and conferred, they exchanged further drafts
26 earlier today, January 12, 2024.

27 A copy of the current draft coordination order is attached. The Parties’ competing proposals
28 for the remaining disputed paragraphs are highlighted in yellow.

1 **A. Amazon’s Position**

2 In this case and several others, at least seven sets of plaintiffs will be seeking deposition
3 testimony on overlapping topics from Amazon executives and non-party witnesses. Although
4 Amazon and Plaintiff have made progress over the past several months on a coordination protocol
5 to help manage common deposition discovery among these cases, the parties are at impasse as to
6 whether reasonable default time limits should apply to the depositions of Amazon witnesses. The
7 Court’s guidance on this significant issue would help parties conclude these negotiations.¹

8 A default deposition time limit is needed to effectuate meaningful coordination. Despite
9 having agreed to such limits in other similar complex cases, Plaintiff has insisted that there should
10 be no time limitation on its own questioning in this case, such that a “coordinated” deposition will
11 consist of an examination of unknown length by Plaintiff (presumably often longer than 7 hours),
12 followed by additional hours of questioning by counsel in the coordinated cases. While Plaintiff
13 signals that it expects the overwhelming majority of its depositions to only last a day (suggesting
14 the default limitations proposed by Amazon are eminently reasonable or, at the very least, a good
15 starting point), Plaintiff notably fails to offer any actual time limit to which it will agree to abide
16 by. Such lack of certainty would defeat the purpose of coordination because witnesses would
17 continue to face the prospect of extended and repetitive questioning by Plaintiffs across multiple
18 cases advancing overlapping theories and seeking discovery of the same facts. Additionally,
19 witnesses (including Amazon’s most senior executives, with tremendous demands on their time)
20 would need to set aside an unknown number of days for their testimony. Plaintiffs in the related
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23 ¹ Unlike other provisions of the coordination protocol, Amazon and Plaintiff have been in
24 agreement for some time that they are at an impasse with respect to the issue of default time
25 limits. Given that this is an important and discrete issue that could readily benefit from this
26 Court’s guidance now, Amazon believes it is appropriate to raise at this Case Management
27 Conference even while the Parties make progress on the other provisions. To the extent Plaintiff
28 seeks the Court’s guidance on provisions on which the Parties have not reached an impasse,
Amazon believes doing so would be unhelpful and premature given the Parties’ continued
negotiations, which included an exchange of redlines as recently as January 12, 2024, and a
telephonic meet and confer as recently as January 12, 2024 through which the parties reached
agreement on some formerly contested issues and are continuing to consider others.

1 federal litigations will be subject to limits on the length² and number of depositions.³ If depositions
2 in this action are not subject to any similar limitations, Amazon will lose much of the efficiency
3 benefits offered by coordination.

4 Reasonable time limitations on depositions in this matter will most appropriately balance
5 Plaintiff’s right to relevant testimony with the undisputed burden and expense such depositions
6 pose on Amazon and non-party witnesses alike. To this end, Amazon has proposed that depositions
7 of party witnesses generally be limited to no more than seven hours on the record and, if the
8 deposition is coordinated with other pending cases, the deposition be limited to no more than ten
9 hours on the record split among the interested plaintiffs and with no one party taking more than
10 seven hours. *See* Appendix A at ¶¶ 13, 14, 19, 34. While Amazon has made clear that it is willing
11 to consider and confer in good faith with Plaintiff as to whether individual circumstances warrant
12 additional deposition time for particular witnesses (an offer which aligns with Plaintiff’s stated
13 view that only a few such witnesses may warrant additional time beyond a day), there is no reason
14 why sophisticated and experienced counsel for Plaintiff cannot usually conduct a fair and fulsome
15 deposition of Amazon witnesses on the relevant issues in seven hours, including when other counsel
16 with similar claims may continue the examination for a further three hours (with all of the testimony
17 available for Plaintiff’s use to the extent it is otherwise admissible). That should be particularly
18 true in a case brought by Plaintiff after a multi-year investigation of Amazon during which it took
19 36 investigative hearings of Amazon witnesses—many of which already exceeded seven hours.⁴

20 ² Unless otherwise stipulated or ordered, depositions in federal cases are limited to “1 day
21 of 7 hours.” Fed. R. Civ. P. 30(d). Consistent with its proposal to Plaintiff in this case, Amazon
22 is also proposing ten-hour coordinated depositions for the related federal cases against Amazon in
the Western District of Washington.

23 ³ While Amazon has not yet proposed or conferred with Plaintiff on any specific cap on
24 the number of depositions, should the Parties’ expectations significantly differ, Amazon may also
seek the Court’s guidance on a reasonable number of depositions in this case at the appropriate
time.

25 ⁴ Amazon strongly disputes Plaintiff’s unsupported allegation about “run-out-the-clock”
26 strategies purportedly observed during early investigative hearings (“IH”) it conducted years ago,
and that were not subject to time constraints. Amazon witnesses and counsel behaved
27 appropriately during the investigative hearings and are committed to continuing to do so in any
depositions taken in this action regardless of whether any time limitations apply. In a recent meet
28 and confer, Plaintiff identified only a single example of an IH—the same example Plaintiff notes
below—that it considered to have been inefficient out of the 36 that it conducted. That same

1 Preferring to reserve rights to take depositions of Amazon witnesses of any length
2 necessary, Plaintiff has remained steadfast in its opposition to agreeing to any time limitations
3 ahead of any depositions. The only counterproposal Plaintiff has made on his front is an offer to
4 provide Amazon with some notice when it “anticipate[s]” depositions of Amazon witnesses would
5 exceed one day, but even that would not prevent Plaintiff from taking longer depositions for which
6 it provided no such notice. Any suggestion by Plaintiff that it has offered any enforceable time
7 limits for depositions is belied by the substance of its written proposals to date. Moreover, the non-
8 binding expectations Plaintiff has proposed, even if communicated to Amazon beforehand, offer
9 no certainty to witnesses’ crowded schedules and undermine Amazon’s ability to coordinate with
10 any federal cases where such default time limits do apply.

11 Plaintiff justifies its insistence on no time limitations by pointing to Code of Civil Procedure
12 § 2025.290(b)(3), which exempts complex-designated cases from California’s default seven-hour
13 limit on deposition testimony. That rule, however, neither precludes nor discourages courts in
14 appropriate cases and circumstances from imposing reasonable time limitations on depositions “in
15 order to protect any party, deponent, or other natural person or organization from unwarranted
16 annoyance, embarrassment, oppression, undue burden, or expense.” Cal. Code. Civ. Proc. §
17 2025.290(c); *see also Certainteed Corp. v. Superior Court*, 222 Cal.App.4th 1053, 1061 (2014)
18 (analyzing Section 2025.290’s time limitations and recognizing “the trial court’s authority in each
19 particular case to manage discovery in the interests of justice”). Indeed, parties in California
20 regularly negotiate and agree to such limits on deposition testimony in complex cases whether
21 coordinated or not.⁵ Most notably, Plaintiff has previously agreed to the same seven-hour time

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24 witness was subsequently interviewed by the FTC, which had no trouble completing its
25 examination in a single day.

26 ⁵ *See* Case Management Order No. 7 Deposition Protocol, *JUUL Labs Product Cases*,
27 JCCP No. 5052 (L.A. Super. Ct. Jun. 16, 2020) (setting limits on deposition time for both lead
28 counsel and counsel in coordinated actions and recognizing that “[n]ot every witness will require
an examination that lasts as long as the presumptive time limits”); Dunne on Depositions in
California § 2:17 (2023) (“Both plaintiffs and defendants would benefit from a stipulation
limiting not only the number of depositions each side may take, but the length of time permitted
for either a single deposition or for all depositions combined.”).

1 limitation Amazon has proposed here in another recent complex-designated antitrust case before
2 this Court where discovery was being coordinated with a related federal action.⁶ Plaintiff cannot
3 offer any defensible justification why such limitations—or any limitations for that matter—should
4 not also apply here. Absent some reasonable limitations on depositions, coordination would not
5 reduce the burdens of multiple and overlapping depositions because Amazon witnesses would still
6 be subject to depositions of an indeterminant length taken by Plaintiff at its sole discretion. For
7 this reason, Amazon seeks this Court’s guidance to resolve the Parties’ impasse on time limitations.
8 While Plaintiff contends some provisions relating to potential FTC coordination would benefit from
9 this Court’s guidance, Plaintiff concedes below that “the Parties have not yet reached an impasse”
10 on that issue, and accordingly, Amazon does not believe it appropriate to address them at this time.
11 Should the Court find it helpful, Amazon is prepared to seek an informal discovery conference
12 (IDC) on the time limitations issue at a subsequent date after the January 18, 2024 Case
13 Management Conference and in compliance with the Court’s IDC procedures.

14 **B. The People’s Position**

15 The People do not believe there is presently any impasse, and The People do not agree that
16 the Parties should present issues arising from the ongoing negotiations regarding the proposed
17 coordination order for the Court to review in piecemeal fashion. Indeed, during the meet and confer
18 earlier today, The People asked Amazon to agree to a further meet and confer including at least the
19 FTC to address all of the outstanding issues, including deposition time limits. Amazon indicated
20 that it would consider that request, but could not agree at this time (and would not agree to defer
21 raising any issues regarding the coordination order until such time as the Parties could meet and
22 confer with the FTC). Further, Amazon’s statement does not accurately reflect The People’s
23 position, and as such demonstrates that further negotiations may be appropriate. That said, the
24 Parties have been negotiating over the proposed coordination order since at least August 2023, and
25 given the commencement of third-party depositions and the approaching close of fact discovery
26 this Fall, The People believe that if any order to be entered is to have a positive impact on

27 ⁶ Stipulation and Order on Discovery Matters, *The People of the State of California v.*
28 *Vitol Inc., et al.*, Case No. CGC-20-584456 (Dec. 16, 2021) (“Depositions will generally be capped at seven hours per witness.”).

1 coordination, it must be entered in the near term. Accordingly, the Court’s guidance may well be
2 instructive, and The People’s positions regarding all of the principal outstanding issues are
3 articulated below.

4 ***Deposition Time Limits (Paragraphs 13, 14, 19, 34)***

5 Amazon has not established any need to depart from the Code of Civil Procedure by
6 imposing strict time limits on depositions. *First*, this is a complex case, and the California Code of
7 Civil Procedure expressly eschews strict time limits for depositions in complex cases. This action
8 is precisely the type of case that the legislature’s carve out covers—it relates to Amazon’s first-party
9 and marketplace retail services, it covers years of anticompetitive conduct, and it involves millions
10 of pages of documents. Further, Amazon has not come forward with any facts to justify such a
11 limit.⁷

12 *Second*, the overwhelming majority of investigative hearings conducted during the
13 pre-filing investigation were concluded in a single day without any strict time limits. For those few
14 hearings where The People reasonably expected more than a single day would be necessary, The
15 People notified in advance, two days were scheduled, and there were no major disputes. This is
16 the same process The People have proposed here, and Amazon has not, and cannot, come forward
17 with facts demonstrating why this same process will not work now. Indeed, the Parties have
18 completed several third-party depositions without any time limits, and there have not been any
19 issues.

20 *Third*, Amazon’s suggestion that limits are necessary to protect against potential abuse
21 relating to other pending cases is unfounded. There is no allegation that The People have, nor facts
22 supporting any allegation that The People might in the future, misuse the discovery process in this
23 case. Further, while the federal rules do include default limits, the plaintiffs in those other cases
24 have sought relief from those limits given the scope and complexity of the allegations against

25 ⁷ Amazon’s argument that this office has agreed to strict deposition time limits in another
26 unrelated matter does not alter the analysis here. Indeed, following Amazon’s logic, the
27 California Department of Justice would be bound by strict seven-hour time limits in all future
28 complex actions because it agreed to such limits in an earlier, unrelated case. There is no support
for such an argument. The need for time limits must be evaluated based on the specific facts and
circumstances in each individual case, and Amazon has not come forward with compelling facts
to support the imposition of strict time limits.

1 Amazon. Amazon speculates that plaintiffs in the other cases could use the absence of time limits
2 under the California Code of Civil Procedure governing this action as an “end run” around the
3 default time limits to which they are subject under the federal rules, but provides no basis for this
4 speculation. Regardless, the solution to any such tactics, were they to materialize, would be for
5 Amazon to seek relief from the federal courts presiding over those actions—not to preemptively
6 and wholesale replace the flexibility provided under the governing California statute with default
7 rules applicable in the federal courts. Finally, Amazon itself has stood in the way of more effective
8 coordination by impeding the flow of communications between The People and plaintiffs in the
9 other pending actions. For example, Amazon has not agreed to free sharing of relevant information
10 among The People and other plaintiffs that would be critical to efficient coordination. Amazon has
11 also sought discovery regarding communications among The People and the various plaintiffs,
12 which threatens disputes over work-product and/or other confidential information that might be
13 shared to facilitate coordination.

14 Finally, during the early investigative hearings, The People observed Amazon witnesses
15 employing what appeared to be “run-out-the-clock” strategies, including, for example, taking long
16 periods of time, sometimes as long as ten minutes or more, to read a single document only to testify
17 that the witness had never seen the document before. Only after it became clear that The People
18 would not succumb to such tactics did Amazon’s witnesses abandon these strategies. There is not
19 a current issue with, or claim of, abusively long depositions. Absent a problem to solve, The People
20 are extremely concerned that such tactics will reemerge if a strict hour limit is imposed. Again,
21 The People’s proposal recognizes that many, if not most, depositions could be concluded in a single
22 day. And, if Amazon believes depositions are unreasonably long or harassing – a claim that has
23 not been made to date – it may raise such issues promptly with the Court.

24 In sum, there is no present issue regarding alleged abuse of deposition examination, the
25 issue of deposition time limits has not been finally resolved in the other pending actions, and any
26 future issue that may develop can be addressed promptly if, and when, it may arise.

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1 **FTC Coordination (Paragraphs 29-31)**

2 The People’s proposals regarding coordination with the FTC Action would facilitate
3 efficient coordination to the fullest extent possible with the minimum disruptions in the current
4 schedule. While The People agree that the Parties have not yet reached an impasse, and have
5 proposed that all issues regarding the coordination order should be addressed after entry of a pretrial
6 schedule in the FTC Action after the February 8, 2024 initial status conference in that case, The
7 People nonetheless believe that the Parties would similarly benefit from the Court’s guidance on
8 these competing paragraphs of the draft coordination order.

9 **IV. ADDITIONAL UPDATE REGARDING ZULILY**

10 *Amazon’s Statement*

11 In June and July 2023, both Parties issued document subpoenas to the online retailer Zulily, and
12 Plaintiff has noticed a deposition of a former Zulily employee. Amazon engaged in several conferrals with
13 Zulily’s outside counsel over the scope of its collection and production in response to Amazon’s subpoena,
14 but to date it has not received a substantial production of documents responsive to the subpoena. On
15 December 27, 2023, Zulily announced that it was closing down and that it had already “transferred all its
16 assets and business in trust” (which Amazon understands includes control over its books, records, and ESI)
17 to a newly-formed California company for the purpose of distributing assets to Zulily’s creditors and shutting
18 down the business.⁸ As late as January 12, 2024 (the date this statement was due to be filed), in a
19 telephonic meet and confer, counsel for Zulily refused Amazon’s direct request to confirm that it
20 still intended to make a custodial search or otherwise comply with the outstanding requests made
21 in Amazon’s subpoena. Although Amazon is not presently seeking an IDC or moving the Court for relief,
22 it is informing the Court of these developments in the belief that Amazon may soon require judicial

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⁸ See <https://apnews.com/article/zulily-ecommerce-online-bankruptcy-retailer-2afdbb77665226ea1c9060c806502db4>

1 assistance to ensure compliance with its subpoena before responsive records become permanently
2 inaccessible.

3 ***The People's Statement***

4 In June and July 2023, the Parties issued document subpoenas to online retailer Zulily, and
5 The People noticed the deposition of a former Zulily employee. Zulily produced transactional
6 data and documents in response to those subpoenas in July and September, respectively.

7 On December 11, 2023, Zulily filed a complaint against Amazon in the U.S. District Court for the
8 Western District of Washington for violations of the federal Sherman Act, largely mirroring The People's
9 allegations against Amazon. Thereafter, on December 27, 2023, Zulily announced that it had entered into
10 an Assignment for the Benefit of Creditors transferring all its assets and business in trust to Zulily ABC,
11 LLC to "complete an orderly wind-down of the business to maximize the recovery for the companies'
12 creditors as a third-party beneficiary" (which Amazon understands to include control over its books, records,
13 and ESI).⁹ The People understand that Amazon has continued to engage with Zulily following this
14 announcement. The People are not aware of any current disputes ripe to present to the Court and further
15 understand that Amazon has not advised Zulily of any issues that Amazon intends to raise with the Court at
16 the Case Management Conference.

17 **V. COMPENDIUM OF PLEADINGS FROM OTHER PROCEEDINGS**

18 As requested by the Court, the Parties have prepared an updated joint compendium of
19 pleadings from other antitrust cases currently pending against Amazon. A copy of the index of the
20 updated compendium is attached as Appendix B (for ease of reference, updates are highlighted in
21 yellow). The Parties will provide an updated electronic version of the compendium via file transfer
22 contemporaneous with the filing of this joint case management statement.

23 **VI. SCHEDULE FOR NEXT CASE MANAGEMENT CONFERENCE**

24 The Parties propose that the Court set the next Case Management Conference for April 17,
25 2024, or as soon thereafter as reasonably practicable.

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28 ⁹ <https://www.usatoday.com/story/money/retail/2023/12/27/zulily-out-of-business/72036684007/>

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DATED: January 12, 2024

By: /s/ Stephen R. Smerek
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The People of the State of California*

Respectfully Submitted,

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APPENDIX A
CURRENT DRAFT COORDINATION ORDER

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19 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
20 **COUNTY OF SAN FRANCISCO**

22 **THE PEOPLE OF THE STATE OF**
CALIFORNIA,
23 Plaintiff / Cross-Defendant,
24 v.
25 **AMAZON.COM, INC.,**
26 Defendant / Cross-Complainant.

CASE NO. CGC-22-601826

STIPULATED COORDINATION
PROTOCOL AND [PROPOSED] ORDER

Dept.: 304
Judge: Hon. Ethan P. Schulman

Case Filed: September 15, 2022
Trial Date: August 10, 2026

1 Plaintiff The People of the State of California (“The People”) and Defendant Amazon.com, Inc.
2 (“Amazon”) have agreed and stipulated to certain issues regarding the coordination of deposition
3 discovery in the above-referenced action (“Action”), and hereby jointly submit this Stipulated
4 Coordination Protocol and Proposed Order (“Coordination Order”) for approval and entry by the Court.

5 **I. DEFINITIONS**

6 1. The following definitions shall apply for the purposes of this Order:

7 a. Amazon Witness: Any person who is (i) a current employee or officer of
8 Amazon, or (ii) a former employee or officer of Amazon who is represented by Counsel for
9 Amazon. Upon receipt of a deposition notice from The People for a former employee or officer
10 of Amazon, Counsel for Amazon shall have fourteen (14) calendar days to notify The People in
11 writing if the former employee or officer is represented by Counsel for Amazon. If Counsel for
12 Amazon does not provide notice that it represents a former employee or officer within fourteen
13 (14) calendar days, the deposition shall be governed by the provisions of Section V covering
14 Non-Party witnesses, unless otherwise agreed to by the Parties.

15 b. Counsel for Amazon: Counsel of record for Amazon.com, Inc. in this Action.

16 c. FTC Action: *Federal Trade Commission, et al. v. Amazon.com, Inc.*, No. 2:23-cv-
17 01495-JHC (W.D. Wa.).

18 d. Non-Party: Any natural person, partnership, corporation, association, or other
19 legal entity not named as a Party.

20 e. Other Pending Actions: *Frame-Wilson et al. v. Amazon.com Inc.*, No. 2:20-cv-
21 00424-JHC (W.D. Wa.); *De Coster et al. v. Amazon.com, Inc.*, No. 2:21-cv-00693-JHC (W.D.
22 Wa.); *Brown et al. v. Amazon.com, Inc.*, No. 22-cv-00965-JHC (W.D. Wa.); *Mbadiwe et al. v.*
23 *Amazon.com, Inc.*, No. 1:22-cv-09542 (S.D.N.Y.); *Hopper et al. v. Amazon.com, Inc.*, 2:23-cv-
24 01523-JHC (W.D. Wa.); and any other civil action involving substantially similar claims to the
25 extent identified and agreed by the Parties in writing.

26 f. Other Plaintiffs’ Attorneys: Counsel of record for plaintiffs in the Other Pending
27 Actions and the FTC Action as identified in the preceding subparagraph c and e.

1 g. Party or Parties: Any entity named a plaintiff or defendant in this Action.

2 **II. GENERAL PROVISIONS**

3 2. This Coordination Order applies to the Parties in the Action, and provides protocols
4 applicable to conducting deposition discovery in this Action. Nothing in this Coordination Order shall
5 preclude or otherwise restrict Amazon from engaging in further or different coordination efforts in the
6 Other Pending Actions or in any other action, but no such efforts by Amazon shall modify this
7 Coordination Order, be binding on The People, or otherwise have any effect on the present Action.

8 3. This Coordination Order shall be effective only upon agreement of the Parties and
9 approval of the Court.

10 4. Either Party may seek to later modify this Coordination Order for good cause. Prior to
11 doing so, the Parties shall meet and confer in good faith to reach agreement as to the appropriate scope
12 of any modifications. For the avoidance of doubt, this Coordination Order may be amended only by
13 subsequent written stipulation among the Parties and a corresponding approval by the Court; however, if
14 the Parties jointly agree, they may agree to modify the time periods for providing notice set forth herein
15 without modification of this Coordination Order or the Court's approval.

16 5. Unless otherwise agreed to and ordered by this Coordination Order, discovery in this
17 Action shall be governed by the applicable provisions of the California Rules of Court, the California
18 Code of Civil Procedure, and the California Evidence Code, and any other applicable provisions that
19 would apply to govern discovery in the absence of this Coordination Order.

20 6. Both Parties reserve all rights to formally object (by motion or otherwise) to any
21 deposition or deposition examination on any grounds and seek appropriate relief from the Court as
22 warranted.

23 **III. DEPOSITIONS OF AMAZON WITNESSES IN THIS ACTION**

24 7. To the extent The People seek the deposition of an Amazon Witness in the Action, The
25 People shall issue a deposition notice for the Amazon Witness to Counsel for Amazon, for a date not
26 sooner than sixty (60) calendar days from the date the notice is served. Counsel for Amazon may
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1 provide the deposition notice to the Other Plaintiffs' Attorneys in order to coordinate examination of the
2 Amazon Witness in connection with the Other Pending Actions.

3 8. Counsel for Amazon shall use best efforts to confirm The People's proposed date or, to
4 the extent the witness or counsel is unavailable, provide one or more alternative dates for the deposition
5 within fourteen (14) calendar days of receiving The People's deposition notice. If alternative dates are
6 provided, Counsel for Amazon shall use best efforts to provide at least one alternative date within
7 fourteen (14) calendar days of The People's initial proposed date. The Parties shall thereafter meet and
8 confer on a reasonable and appropriate date, time, and location for the noticed deposition. For the
9 avoidance of doubt, each Party may notice, take, defend, or otherwise participate in any such deposition
10 either in person, or remotely, in their sole discretion notwithstanding how any other Party or Non-Party
11 elects to notice, take, defend, or otherwise participate in such deposition.

12 9. If Counsel for Amazon has not previously provided notice of the proposed deposition
13 date of an Amazon Witness as provided in Paragraph 7, once a date is confirmed for the deposition of an
14 Amazon Witness as detailed above, Counsel for Amazon shall provide notice to the Other Plaintiffs'
15 Attorneys to coordinate examination of the Amazon Witness in connection with the Other Pending
16 Actions.

17 10. Notwithstanding anything in this Coordination Order, The People shall retain all rights to
18 depose any Amazon Witness by providing the notice required by statute if the sixty (60) day notice
19 period contemplated herein would require the deposition of an Amazon Witness to take place after the
20 close of fact discovery in this Action. If the Amazon Witness is not reasonably available on the date
21 noticed, Amazon shall promptly notify The People, and the Parties shall meet and confer within five (5)
22 calendar days thereof regarding a reasonable and appropriate date, time, and location for the noticed
23 deposition, which may be conducted after the close of fact discovery in the event the Amazon Witness
24 cannot reasonably be made available on an earlier agreed-date.

25 11. Notwithstanding anything in this Coordination Order, Amazon shall retain all rights to
26 object (by motion or otherwise) to the taking of a particular Amazon Witness's deposition or to the
27 timing or scope of such a deposition in this Action or in the Other Pending Actions.

1 12. The Parties agree that the Other Plaintiffs’ Attorneys (or their designees as appropriate)
2 who have expressed an intent to participate in any deposition of an Amazon Witness in this Action shall
3 be entitled to attend and participate on behalf of their client(s) in the Other Pending Actions. Any
4 participating Other Plaintiffs’ Attorney shall agree to be bound by the Protective Order entered in this
5 Action, and nothing in this Coordination Order shall give any Other Plaintiffs’ Attorney the right to
6 access any information or material that they would not have the right to access under the governing
7 Protective Order in this Action. Such Other Plaintiffs’ Attorneys may ask questions and raise objections
8 at the depositions to the extent permitted under applicable rules. To the extent such Other Plaintiffs’
9 Attorneys attend and participate in the deposition, Counsel for Amazon in the Other Pending Actions
10 may also attend and participate as appropriate.

11 **13. [DISPUTED PARAGRAPH – AMAZON]**

12 ***The People’s Proposal***

13 Examination of Amazon Witnesses by The People shall be governed by California Code of Civil
14 Procedure 2025.2090. The People shall advise Amazon at the time a deposition is noticed if the
15 deposition examination is anticipated to extend beyond one day. For the avoidance of doubt, The People
16 expressly reserve all rights to examine Amazon Witnesses consistent with Civil Procedure 2025.2090,
17 and Amazon reserves all rights to object to the deposition of any Amazon Witness.

18 ***Amazon’s Proposal***

19 The Parties agree that depositions of Amazon Witnesses by The People in this Action shall
20 generally be limited to one day of no more than seven (7) hours on the record. In the event one or more
21 Other Plaintiffs’ Attorneys in the FTC Action or the Other Pending Actions elect to participate in the
22 deposition of an Amazon Witness, then the examination will be limited to no more than ten (10) hours,
23 with no more than seven (7) hours on the record per day.

24 **14. [DISPUTED PARAGRAPH – AMAZON]**

25 ***The People’s Proposal***

26 In the event one or more Other Plaintiffs’ Attorneys in the Other Pending Actions elect to
27 participate in the deposition of an Amazon Witness, any such Other Plaintiffs’ Attorneys shall be
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1 entitled to whatever additional testimony is agreed to between Counsel for Amazon and such Other
2 Plaintiffs' Attorneys and/or permitted under the rules applicable to, and relevant orders entered in, such
3 Other Pending Actions. Any examination of an Amazon Witness by Other Plaintiffs' Attorneys shall be
4 conducted after examination by The People and before any examination by Counsel for Amazon, and
5 The People shall retain all rights to further examine the Amazon Witness after any examination by Other
6 Plaintiffs' Attorneys and/or Counsel for Amazon in the same deposition. For the avoidance of doubt,
7 any testimony by an Amazon Witness will be deposition testimony given in this Action whether the
8 examination was conducted by The People or Other Plaintiffs' Attorneys pursuant to this Paragraph.
9 For the further avoidance of doubt, both Parties reserve all rights to object to the admissibility or use of
10 such testimony pursuant to the applicable provisions of the California Rules of Court, the California
11 Code of Civil Procedure, the California Evidence Code, and any other applicable law.

12 ***Amazon's Proposal***

13 The People shall confer with the Other Plaintiffs' Attorneys who elect to participate to decide
14 how the total examination time shall be split among The People and the Other Plaintiffs' Attorneys
15 provided that no more than seven (7) hours of examination time is to be allocated to The People in this
16 Action or the respective plaintiffs in any of the Other Pending Actions. The People shall notify Counsel
17 for Amazon how such time is to be allocated at least seven (7) calendar days prior to the start of the
18 deposition. To the extent The People participate in any deposition of an Amazon Witness that is taken
19 in or coordinated with any of the Other Pending Actions or the FTC Action (whether noticed in this
20 Action or any Other Pending Action or the FTC Action), The People's examination will be limited to
21 seven (7) hours. For the avoidance of doubt, any testimony by an Amazon Witness will be deposition
22 testimony given in this Action whether the examination was conducted by The People or Other
23 Plaintiffs' Attorneys pursuant to this Paragraph. For the further avoidance of doubt, both Parties reserve
24 all rights to object to the admissibility or use of such testimony pursuant to the applicable provisions of
25 the California Rules of Court, the California Code of Civil Procedure, the California Evidence Code, and
26 any other applicable law. Any examination of an Amazon Witness by Other Plaintiffs' Attorneys shall
27 be conducted after examination by The People and before any examination by Counsel for Amazon, and
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1 provided The People have not exhausted the time limitations specified in this Paragraph, The People
2 shall retain all rights to further examine the Amazon Witness after any examination by Other Plaintiffs'
3 Attorneys and/or Counsel for Amazon in the same deposition.

4 **IV. DEPOSITIONS OF AMAZON WITNESSES IN THE OTHER PENDING ACTIONS**

5 15. In the event Amazon receives a notice or subpoena for the deposition of an Amazon
6 Witness in any Other Pending Actions, Counsel for Amazon shall notify The People of such notice or
7 subpoena and provide The People a copy thereof.

8 16. If Amazon provides notice of a deposition of an Amazon Witness as outlined in the
9 preceding Paragraph within seven (7) calendar days of receiving such deposition notice, and at least
10 sixty (60) calendar days before the date of the deposition, The People shall have ten (10) calendar days
11 to notify Counsel for Amazon in writing whether The People also intend to notice such Amazon Witness
12 for deposition in the present Action and whether The People are able to proceed with such deposition the
13 business day before or after the date noticed for the deposition in the Other Pending Action and serve a
14 deposition notice for that date. For the avoidance of doubt, each Party may notice, take, defend, or
15 otherwise participate in any such deposition either in person, or remotely, in their sole discretion
16 notwithstanding how any other Party or Non-Party elects to notice, take, defend, or otherwise participate
17 in such deposition. To the extent The People are unavailable to proceed with the deposition of the
18 Amazon Witness in this Action as outlined in this Paragraph, or to the extent The People require
19 reasonable additional time to prepare, the Parties will use best efforts to coordinate with each other and
20 the appropriate Other Plaintiffs' Attorneys in the Other Pending Actions to identify mutually-agreeable
21 dates for the deposition taking into consideration the status of discovery and operative case schedules in
22 the Action and the relevant Other Pending Actions. For the further avoidance of doubt, if Amazon does
23 not provide notice of the deposition of an Amazon Witness in an Other Pending Action within the
24 timeframes required by this Paragraph, any later notice provided by Amazon shall have no effect on The
25 People's rights with respect to the deposition of that Amazon Witness in this Action. The People may,
26 in their sole discretion, proceed to depose in a coordinated fashion any Amazon Witness first noticed in
27 any Other Pending Actions in the event Amazon does not provide notice in compliance with this
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1 Paragraph; however, for the avoidance of doubt, nothing in this Coordination Order permits any Party to
2 take more than one deposition of any individual witness without agreement of the Parties or leave of
3 Court.

4 **17.** To the extent The People decline to participate in the deposition of an Amazon Witness
5 in any Other Pending Actions which occurs on a date more than sixty (60) calendar days after Amazon
6 provides written confirmation that it has substantially completed its document production in response to
7 The People's requests for production of documents through and including Set Six, and for which
8 Amazon has provided notice to The People in accordance with Paragraph 15, The People may not seek
9 the deposition of that same Amazon Witness in this Action without Amazon's consent or leave of the
10 Court.

11 **18.** Notwithstanding anything in this Coordination Order, Amazon shall retain all rights to
12 object (by motion or otherwise) to the taking of a particular Amazon Witness's deposition or to the
13 timing or scope of such a deposition in this Action or in the Other Pending Actions.

14 **19. [DISPUTED PARAGRAPH – AMAZON]**

15 ***The People's Proposal***

16 This Coordination Order does not modify or affect any time limits on depositions under the
17 applicable discovery rules and orders governing the Other Pending Actions. Examination of Amazon
18 Witnesses by The People shall be governed by California Code of Civil Procedure 2025.290. The
19 People shall advise Amazon at the time a deposition is noticed if the deposition examination is
20 anticipated to extend beyond one day. For the avoidance of doubt, The People expressly reserve all
21 rights to examine Amazon Witnesses consistent with Civil Procedure 2025.2090, and Amazon reserves
22 all rights to object to the deposition of any Amazon Witness. For the further avoidance of doubt, any
23 testimony by an Amazon Witness will be deposition testimony given in this Action whether the
24 examination was conducted by The People or Other Plaintiffs' Attorneys pursuant to this Paragraph.
25 For the further avoidance of doubt, both Parties reserve all rights to object to the admissibility of such
26 testimony pursuant to the applicable provisions of the California Rules of Court, the California Code of
27 Civil Procedure, the California Evidence Code, and any other applicable law. For the further avoidance

1 of doubt, The People shall retain all rights to further examine the Amazon Witness after any
2 examination by Private Plaintiffs' Attorneys and/or Counsel for Amazon.

3 ***Amazon's Proposal***

4 This Coordination Order does not modify or affect any time limits on depositions under the
5 applicable discovery rules and orders governing the Other Pending Actions. Examination of Amazon
6 Witnesses by The People shall be governed by the time limitations specified in Paragraphs 13 and 14.
7 For the avoidance of doubt, any testimony by an Amazon Witness will be deposition testimony given in
8 this Action whether the examination was conducted by The People or Other Plaintiffs' Attorneys
9 pursuant to this Paragraph. For the further avoidance of doubt, both Parties reserve all rights to object to
10 the admissibility of such testimony pursuant to the applicable provisions of the California Rules of
11 Court, the California Code of Civil Procedure, the California Evidence Code, and any other applicable
12 law. For the further avoidance of doubt, and provided The People have not exhausted the applicable
13 time limitations for their examination, The People shall retain all rights to further examine the Amazon
14 Witness after any examination by Private Plaintiffs' Attorneys and/or Counsel for Amazon.

15 **V. NON-PARTY WITNESS DEPOSITION COORDINATION**

16 20. The Parties agree that a Party seeking the deposition of a Non-Party witness will issue
17 and send to the other Party a deposition notice with a proposed date for the deposition, which absent
18 mutual agreement or leave of Court for good cause, shall not be set for a date any earlier than sixty (60)
19 calendar days from the date the Party serves the deposition notice. For the avoidance of doubt, under
20 this Paragraph, a Party may serve a deposition notice without first obtaining or issuing a subpoena to
21 compel attendance of the Non-Party witness at the deposition.

22 21. The Party receiving the deposition notice shall, within fourteen (14) calendar days, advise
23 the Party seeking the deposition as to whether it intends to participate and either (i) confirm the
24 proposed date, or (ii) use best efforts to propose reasonable alternative dates within fourteen (14)
25 calendar days of the originally noticed date.

26 22. If the Party receiving the deposition notice wishes to seek documents to prepare for or
27 participate in the deposition of the Non-Party, the Party receiving the deposition notice shall also, within
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1 fourteen (14) calendar days, either (i) serve any subpoena for production of such documents on the Non-
2 Party; or (ii) in the event a subpoena must be domesticated for service in a foreign jurisdiction, provide
3 notice of a forthcoming subpoena to the original noticing Party and the Non-Party, including a copy of
4 said subpoena, and use best efforts to promptly domesticate and serve such subpoena. The Party serving
5 such a document subpoena on a Non-Party shall use its best efforts to enforce the subpoena, so as not
6 unreasonably delay the taking of the Non-Party deposition noticed by the other Party.

7 23. If the Party receiving the deposition notice fails to comply with the timing requirements
8 set forth in Paragraph 21, it shall waive all rights to move to continue or reopen the deposition of the
9 Non-Party, or seek any other relief, based on production of responsive documents after the deposition.

10 24. Notwithstanding any agreed date and to minimize, to the extent possible, the burden on
11 and inconvenience to Non-Parties, the Parties further agree to work in good faith to make any mutually
12 agreeable modifications to the date(s) for each deposition, including to coordinate, to the extent
13 reasonably possible, with the Other Plaintiffs' Attorneys for their respective depositions of the same
14 Non-Party in the Other Pending Actions and to account for the availability of the Non-Party, the
15 availability of counsel for the Parties and Non-Parties, any burden and inconvenience to the Non-Party,
16 and the needs of the Parties to seek documents from each other or the Non-Party and/or its affiliated
17 entities in advance of the deposition if a subpoena for production of documents is timely served or
18 noticed pursuant to Paragraph 21.

19 25. Notwithstanding anything in this Coordination Order, the Parties shall retain all rights to
20 depose any Non-Party witness by providing the notice required by statute if the sixty (60) day notice
21 period contemplated herein would require the deposition of a Non-Party witness to take place after the
22 close of fact discovery in this Action. If the Non-Party witness is not reasonably available on the date
23 noticed, the noticing Party shall promptly notify all Parties, and the Parties shall meet and confer within
24 five (5) calendar days thereof regarding a reasonable and appropriate date, time, and location for the
25 noticed deposition, which may be conducted after the close of fact discovery in the event the Non-Party
26 witness cannot reasonably be made available on an earlier agreed-date.

1 26. Notwithstanding anything in this Coordination Order, apart from the failure to timely
2 serve or notice a subpoena for production of documents as outlined in Paragraph 21, the Parties retain all
3 rights to formally object (by motion or otherwise) to the taking of any Non-Party’s deposition or to the
4 timing or scope of any such deposition in this Action. For the avoidance of doubt, provided a Party
5 complies with the timing requirements set forth in Paragraph 21 regarding service or providing notice of
6 a subpoena for documents, the Party retains all rights to formally object (by motion or otherwise) to the
7 taking of any Non-Party’s deposition or to the timing or scope of any such deposition in this Action.

8 27. This Coordination Order does not impose, modify, or waive any discovery obligation,
9 objection, or applicable privilege the Parties may have with respect to the production of documents
10 relating to any Non-Parties except as expressly provided herein. The Parties do not waive any
11 objections to and shall retain all rights to formally object (by motion or otherwise) to any Non-Party
12 discovery in the Action except as expressly provided herein.

13 **VI. COORDINATION WITH FTC ACTION**

14 28. Any Party who notices a deposition of any witness in this Action including any Amazon
15 Witness, or serves a subpoena for production of documents or testimony from any Non-Party in this
16 Action, shall provide written notice of same, including a copy of the deposition notice and/or subpoena,
17 within seven (7) calendar days, to counsel of record for the plaintiffs in the FTC Action including the
18 Federal Trade Commission (“FTC”) and State Attorneys General (“State AGs”). Furthermore, Amazon
19 shall, within seven (7) calendar days of serving or receiving a deposition notice for the deposition of any
20 witness in the FTC Action, and/or subpoena for production of documents from any Non-Party in the
21 FTC Action, provide written notice of same to The People.

22 **29. [DISPUTED PARAGRAPH – THE PEOPLE]**

23 ***The People’s Proposal***

24 To facilitate coordination and minimize the burden on Non-Party witnesses and to the extent The
25 People have served a formal discovery request for such documents, Amazon will produce all documents
26 received from any Non-Party witness in response to a subpoena for production of documents in the FTC
27 Action to The People within ten (10) calendar days of receipt of such production from a Non-Party,
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1 absent objection to such reproduction from the Non-Party. If a Non-Party objects to such reproduction,
2 Amazon will advise The People in writing of such objection and, should the Non-Party withdraw its
3 objection, Amazon will reproduce such production within ten (10) calendar days of written notice of
4 same.

5 ***Amazon's Proposal***

6 To facilitate coordination and minimize the burden on third-party witnesses and to the extent The
7 People have served a formal discovery request for such documents, Amazon will produce, subject to its
8 objections and responses to such a request, all documents received from any Non-Party witness in
9 response to a subpoena for production of documents in the FTC Action to The People within ten (10)
10 calendar days of receipt of such production, absent an objection to such reproduction from the Non-
11 Party. For the avoidance of doubt, Amazon will only continue to make such productions, including any
12 supplemental productions, until January 1, 2025.

13 **30. [DISPUTED PARAGRAPH – THE PEOPLE]**

14 ***The People's Proposal***

15 To further facilitate coordination of depositions, the Parties agree that (a) The People may share
16 materials designated as Confidential or Highly Confidential – Attorneys' Eyes Only by Amazon with the
17 FTC and/or State AGs and (b) the FTC and/or State AGs may share materials designated as Confidential
18 or Highly Confidential – Attorneys' Eyes Only (or any other confidentiality designation under the
19 protective order to be entered in the FTC Action) by Amazon with The People. Further, Amazon may
20 not to seek disclosure of communications in furtherance of such coordination efforts between The
21 People and the FTC or any other named plaintiffs in the FTC Action or other Pending Actions.

22 ***Amazon's Proposal***

23 To further facilitate coordination, the Parties agree that, for the sole and limited purpose of
24 preparing for and coordinating on the testimony to be sought in connection with a coordinated
25 deposition of an Amazon Witness as contemplated by this Coordination Order, The People may share
26 materials designated as Confidential or Highly Confidential – Attorneys' Eyes Only by Amazon with the
27 FTC and/or State AGs.

1 **31. [DISPUTED PARAGRAPH – THE PEOPLE]**

2 ***The People’s Proposal***

3 If after receiving notice of a deposition or subpoena in this Action or the FTC Action as outlined
4 in Paragraph 28, The People, the FTC and/or State AGs indicate that they may seek documents or
5 testimony from such witness or Non-Party in connection with this Action or the FTC Action, the Parties
6 shall meet and confer with the FTC and/or State AGs to schedule the deposition of any such witness for
7 dates and times mutually agreeable to the Parties and the FTC and/or State AGs. If no date prior to the
8 close of fact discovery in this Action can be agreed upon, the Parties may agree to conduct such
9 coordinated deposition after the close of fact discovery and before the close of expert discovery in this
10 Action. For the avoidance of doubt, any deposition conducted after the close of fact discovery under
11 this Paragraph will not otherwise impact the close of fact discovery. For the further avoidance of doubt,
12 any facts or testimony developed after the close of fact discovery may be relied upon by experts and
13 used for any and all purposes in the Action, including in expert reports and opinions, in dispositive
14 motions, and at trial.

15 ***Amazon’s Proposal***

16 If after receiving notice of a deposition or subpoena in this Action or the FTC Action as outlined
17 in Paragraph 28, The People, the FTC and/or State AGs indicate that they may seek documents or
18 testimony from such witness or Non-Party in connection with this Action or the FTC Action, the Parties
19 shall meet and confer with the FTC and/or State AGs to schedule the deposition of any such witness for
20 dates and times mutually agreeable to the Parties and the FTC and/or State AGs. If no date prior to the
21 close of fact discovery in this Action can be agreed upon, the Parties may agree to conduct such
22 coordinated deposition after the close of fact discovery and before January 1, 2025. For the avoidance
23 of doubt, to the extent the Parties agree to conduct such a coordinated deposition after the close of fact
24 discovery and before January 1, 2025, any such deposition will not otherwise impact the close of fact
25 discovery. For the further avoidance of doubt, any facts or testimony developed after the close of fact
26 discovery in connection with such a coordinated deposition may be relied upon by experts and used for
27 any and all otherwise permissible purposes in the Action, including in expert reports and opinions, in

1 dispositive motions, and at trial. Nothing in this Coordination Order shall disturb or modify any of the
2 requirements or disclosure obligations for expert discovery in this Action as set out in the March 28,
3 2023 Stipulated Expert Protocol and Order.

4 32. To the extent The People decline to participate in the deposition of an Amazon Witness
5 in the FTC Action which occurs on a date more than sixty (60) calendar days after Amazon provides
6 written confirmation that it has substantially completed its document production in response to The
7 People's requests for production of documents through and including Set Six, and for which Amazon
8 has provided notice to The People in accordance with Paragraph 28, The People may not seek the
9 deposition of that same Amazon Witness in this Action without Amazon's consent or leave of the Court.

10 33. Notwithstanding anything in this Coordination Order, Amazon shall retain all rights to
11 object (by motion or otherwise) to the taking of a particular Amazon Witness's deposition or to the
12 timing or scope of such a deposition in this Action, the Other Pending Actions, or the FTC Action.

13 **34. [DISPUTED PARAGRAPH – AMAZON]**

14 ***The People's Proposal***

15 This Coordination Order does not modify or affect any time limits on depositions under the
16 applicable discovery rules and orders governing the FTC Action. Examination of Amazon Witnesses by
17 The People shall be governed by California Code of Civil Procedure 2025.290. The People shall advise
18 Amazon at least fourteen (14) days before the deposition of any Amazon Witness if The People's
19 deposition examination is anticipated to extend beyond a single day. For the avoidance of doubt, The
20 People expressly reserve all rights to examine Amazon Witnesses consistent with Civil Procedure
21 2025.2090, and Amazon reserves all rights to object to the deposition of any Amazon Witness. For the
22 further avoidance of doubt, any testimony by an Amazon Witness will be deposition testimony given in
23 this Action whether the examination was conducted by The People or counsel of record in the FTC
24 Action pursuant to this Coordination Order. For the further avoidance of doubt, both Parties reserve all
25 rights to object to the admissibility of such testimony pursuant to the applicable provisions of the
26 California Rules of Court, the California Code of Civil Procedure, the California Evidence Code, and

1 any other applicable law. For the further avoidance of doubt, The People shall retain all rights to further
2 examine the Amazon Witness after any examination by counsel of record in the FTC Action.

3 ***Amazon Proposal***

4 This Coordination Order does not modify or affect any time limits on depositions under the
5 applicable discovery rules and orders governing the FTC Action. Examination of Amazon Witnesses by
6 The People shall be governed by the time limitations specified in Paragraphs 13 and 14. For the
7 avoidance of doubt, any testimony by an Amazon Witness will be deposition testimony given in this
8 Action whether the examination was conducted by The People or counsel of record in the FTC Action
9 pursuant to this Coordination Order. For the further avoidance of doubt, both Parties reserve all rights to
10 object to the admissibility of such testimony pursuant to the applicable provisions of the California
11 Rules of Court, the California Code of Civil Procedure, the California Evidence Code, and any other
12 applicable law. For the further avoidance of doubt, provided The People have not exhausted the
13 applicable time limitations for their examinations, The People shall retain all rights to further examine
14 the Amazon Witness after any examination by counsel of record in the FTC Action.

15 35. To the extent the Parties, the FTC, and State AGs later agree to additional or different
16 procedures for the coordination of discovery between this Action and the FTC Action, the Parties agree
17 to work in good faith to make any necessary modifications or clarifications to this Coordination Order in
18 accordance with the procedure specified in Paragraph 4.

19 IT IS SO STIPULATED, THROUGH COUNSEL OF RECORD

20 DATED: January __, 2024

Respectfully Submitted,

21 By: /s/ *DRAFT*
Stephen R. Smerek

By: /s/ *DRAFT*
[Counsel for Amazon]

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17 *Attorneys for Defendant and Cross-Claimant,*
18 *Amazon.com, Inc.*

19 **[PROPOSED] ORDER**

20 Pursuant to the above stipulation, IT IS SO ORDERED

21 **DATED:** _____

22 _____
23 Hon. Ethan P. Schulman
24 Judge of the Superior Court

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APPENDIX B
COMPENDIUM OF SELECTED FILINGS

1 **Frame-Wilson et al. v. Amazon.com, Inc.,**
2 No. 2:20-cv-00424-JHC (W.D.Wash.)
3 Hon. John H. Chun

Docket	Date	Description of Pleading
15	Aug. 3, 2020	First Amended Class Action Complaint
48	Mar. 11, 2022	Order on Amazon's Mot. to Dismiss First Am. Compl.
55	Apr. 11, 2022	Second Amended Class Action Complaint
69	Aug. 29, 2022	Joint Status Report and Discovery Plan
94	Mar. 24, 2023	Order on Amazon's Mot. to Dismiss Second Am. Compl.
103	Apr. 13, 2023	Stipulated Motion re Class Cert. Briefing Schedule
122	May 24, 2023	Amazon's Second Correct Answer to Second Am. Compl.
123	May 26, 2023	Order Granting Stipulated Motion re Discovery
124	Jun. 27, 2023	Order Granting Mot. to Compel Production of Geographic Data
Current Docket Sheet as of January 9, 2024 also included.		

12 **De Coster, et al. v. Amazon.com, Inc.**
13 No. 2:21-cv-00693-JHC (W.D. Wash)
14 Hon. John H. Chun

Docket	Date	Description of Pleading
20	Jul. 21, 2021	Consolidated Amended Complaint
59	Jan. 24, 2023	Order Granting in Part and Denying in Part Mot. to Dismiss
68	Mar. 24, 2023	Amazon's Answer to Consolidated Am. Compl.
88	May 18, 2023	Joint Status Report and Discovery Plan
90	May 18, 2023	Order Granting Stipulated Motion re Discovery
98	Sept. 6, 2023	Order re Stipulated Motion re Class Cert. Briefing Schedule
Current Docket Sheet as of January 9, 2024 also included.		

21 **District of Columbia v. Amazon.com, Inc..**
22 No. 2021-CA-001775B (D.C. Super.)
23 Hon. Hiram Puig-Lugo

Date	Description of Pleading
Sept. 10, 2021	First Amended Complaint
Mar. 18, 2022	Transcript of Argument on Amazon's Motion to Dismiss
Aug. 1, 2022	Order Denying Plaintiff's Motion for Reconsideration
Current Docket Sheet as of January 9, 2024 also included.	

1 ***District of Columbia v. Amazon.com, Inc.***

2 No. 22-cv-0657 (D.C. Ct. App.)

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Date	Description of Pleading
Current Docket Sheet as of January 9, 2024 also included.	

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5 ***Brown, et al. v. Amazon.com, Inc.***

6 No. 2:21-cv-00965-JHC (W.D. Wash)

Hon. John H. Chun

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Docket	Date	Description of Pleading
1	Jul. 21, 2021	Class Action Complaint
41	Sept. 7, 2023	Order re Amazon's Motion to Dismiss
50	Oct. 16, 2023	Joint Status Report and Discovery Plan
Current Docket Sheet as of January 9, 2024 also included.		

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12 ***Hogan v. Amazon.com, Inc.,***

No. 2:21-cv-00996-JHC (W.D.Wash.)

Hon. John H. Chun

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Docket	Date	Description of Pleading
23	Feb. 2, 2022	Consolidated Amended Class Action Complaint
41	Apr. 20, 2023	Order Granting Amazon's Motion to Dismiss
44	Jun. 26, 2023	Second Amended Class Action Complaint
Current Docket Sheet as of January 9, 2024 also included.		

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19 ***Mbadiwe, et al. v. Amazon.com, Inc.***

No. 2:22-cv-09542 (S.D.N.Y.)

Hon. Vernon S. Broderick

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Docket	Date	Description of Pleading
24	Jan. 20, 2023	First Amended Class Action Complaint
Current Docket Sheet as of January 9, 2024 also included.		

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1 **Federal Trade Commission, et al., v. Amazon.com, Inc.,**
2 No. 2:23-cv-01495-JHC (W.D.Wash.)
3 Hon. John H. Chun

Docket	Date	Description of Pleading
114	Nov. 2, 2023	Complaint [Public Redacted Version]
135	Dec. 15, 2023	Joint Status Report
Current Docket Sheet as of January 9, 2024 also included.		

7 **Hopper v. Amazon.com, Inc., et al.,**
8 No. 2:23-cv-01523-JHC (W.D.Wash.)
9 Hon. John H. Chun

Docket	Date	Description of Pleading
7	Oct. 20, 2023	Amended Complaint
Current Docket Sheet as of January 9, 2024 also included.		

12 **Zulily, LLC v. Amazon.com, Inc.,**
13 No. 2:23-cv-01900-JHC (W.D.Wash.)
14 Hon. John H. Chun

Docket	Date	Description of Pleading
1	Dec. 11, 2023	Complaint
Current Docket Sheet as of January 10, 2024 also included		