

1 Peter K. Huston (CA Bar No. 150058)  
2 United States Department of Justice, Antitrust Division  
3 450 Golden Gate Avenue  
4 San Francisco, CA 94102  
5 Telephone: (415) 436-6660  
6 Facsimile: (415) 436-6687  
7 E-mail: peter.huston@usdoj.gov

8 Michael D. Bonanno (DC Bar No. 998208)  
9 United States Department of Justice, Antitrust Division  
10 450 Fifth Street, NW, Suite 7100  
11 Washington, DC 20530  
12 Telephone: (202) 532-4791  
13 Facsimile: (202) 616-8544  
14 E-mail: michael.bonanno@usdoj.gov

15 Attorneys for Plaintiff United States of America

16 **UNITED STATES DISTRICT COURT**  
17 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**  
18 **SAN FRANCISCO DIVISION**

19 UNITED STATES OF AMERICA,

20 *Plaintiff,*

21 v.

22 BAZAARVOICE, INC.

23 *Defendant.*

24 Case No. 13-cv-00133 WHO

25 **STIPULATION AND**  
26 **[PROPOSED] ORDER**

27 Judge: Hon. William H. Orrick  
28 Hearing Date: April 25, 2014  
Time: 9 a.m.

29 **STIPULATION AND [PROPOSED] ORDER**

30 It is hereby stipulated and agreed by and between the undersigned parties, subject to  
31 approval and entry by the Court, that:

- 32 1. The parties stipulate that a Final Judgment in the form attached hereto as Exhibit A  
33 may be filed with and entered by the Court, upon the motion of any party or upon the  
34 Court's own motion, at any time after compliance with the requirements of the  
35 Antitrust Procedures and Penalties Act (15 U.S.C. § 16), and without further notice to  
36 any party or other proceedings, provided that the United States has not withdrawn its  
37 consent, which it may do at any time before the entry of the proposed Final Judgment

1 by serving notice thereof on Defendant and by filing that notice with the Court.

2 Defendant agrees to arrange, at its expense, publication as quickly as possible of the  
3 newspaper notice required by the APPA, which shall be drafted by the United States  
4 in its sole discretion. The publication shall be arranged no later than three (3)  
5 business days after Defendants' receipt from the United States of the text of the notice  
6 and the identity of the newspaper within which the publication shall be made.

7 Defendants shall promptly send to the United States (1) confirmation that publication  
8 of the newspaper notice has been arranged, and (2) the certification of the publication  
9 prepared by the newspaper within which the notice was published. The United States  
10 has submitted a short memorandum summarizing the procedures regarding the  
11 Court's entry of the proposed Final Judgment, which is attached as Exhibit B. This  
12 Judgment would settle this case pursuant to the Antitrust Procedures and Penalties  
13 Act, 15 U.S.C. § 16(b)-(h) (the "APPA"), which applies to civil antitrust cases  
14 brought and settled by the United States.

- 15 2. Defendant shall abide by and comply with the provisions of the Second Amended  
16 Proposed Final Judgment, pending the Judgment's entry by the Court, or until  
17 expiration of time for all appeals of any Court ruling declining entry of the Second  
18 Amended Proposed Final Judgment, and shall, from the date of the signing of this  
19 Stipulation by the parties, comply with all the terms and provisions of the Second  
20 Amended Proposed Final Judgment. The United States shall have the full rights and  
21 enforcement powers in the proposed Final Judgment, as though the same were in full  
22 force and effect as the Final order of the Court.
- 23 3. Notwithstanding any prior Orders of the Court, Defendant may divest the Divestiture  
24 Assets to Acquirer in a manner consistent with the terms of the Second Amended  
25 Proposed Final Judgment, after the Court has signed this Stipulation and Order.
- 26 4. This Stipulation and Order shall apply with equal force and effect to any amended  
27 proposed Final Judgment agreed upon in writing by the parties and submitted to the  
28 Court.

- 1 5. In the event (1) the United States has withdrawn its consent, or (2) the proposed Final  
2 Judgment is not entered pursuant to this Stipulation and Order, the time has expired  
3 for all appeals of any Court ruling declining entry of the proposed Final Judgment,  
4 and the Court has not otherwise ordered continued compliance with the terms and  
5 provisions of the proposed Final Judgment, then the parties are released from all  
6 further obligations under this Stipulation, and the making of this Stipulation shall be  
7 without prejudice to any party in this or any other proceeding.
- 8 6. Defendant represents that the divestiture ordered in the Second Amended Proposed  
9 Final Judgment can and will be made, and that Defendant will later raise no claim of  
10 mistake, hardship or difficulty of compliance as grounds for asking the Court to  
11 modify any of the provisions contained therein.
- 12 7. Defendant shall not appeal the Court's finding of liability in this matter to this or any  
13 other court.
- 14 8. Defendant shall pay the United States its costs for this litigation, in the amount of  
15 \$222,073.36.
- 16 9. From April 17, 2014, until the date of the sale of the Divestiture Assets pursuant to  
17 the proposed Final Judgment, Defendant is prohibited from: (1) transferring any  
18 customer currently using the PowerReviews enterprise ratings and reviews platform  
19 to a Bazaarvoice ratings and reviews platform (except for those customers who have  
20 previously signed an agreement to transfer and have begun the process of  
21 transferring); and (2) signing any agreement or reaching any understanding with any  
22 customer currently using the PowerReviews enterprise ratings and reviews platform  
23 pursuant to which Bazaarvoice would use a Bazaarvoice ratings and reviews platform  
24 to provide services to that customer.
- 25 10. Defendant shall establish an incentive program designed to encourage current  
26 customers of the PowerReviews enterprise ratings and reviews platform to continue  
27 using the PowerReviews enterprise ratings and reviews platform. The incentive  
28 program must be reasonably calculated to maintain the PowerReviews customer base

1 to be sold as part of the Divestiture Assets, as determined by the United States in its  
2 sole discretion.

3  
4  
5 Dated: April 24, 2014

6  
7 Respectfully submitted,

8  
9 FOR PLAINTIFF  
UNITED STATES OF AMERICA

FOR DEFENDANT  
BAZAARVOICE, INC.

10 /s/ Michael D. Bonanno  
11 United States Department of Justice  
Antitrust Division  
12 450 Fifth Street, NW, Suite 7100  
Washington, DC 20530  
13 Telephone: (202) 532-4791  
Facsimile: (202) 616-8544  
14 E-mail: michael.bonanno@usdoj.gov  
Attorneys for Plaintiff United States of  
15 America

/s/ Boris Feldman  
16 WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation  
17 650 Page Mill Road  
Palo Alto, CA 94304-1050  
18 Telephone: (650) 493-9300  
Facsimile: (650) 565-5100  
19 Email: boris.feldman@wsgr.com  
Attorneys for Defendant Bazaarvoice, Inc.

20 **[PROPOSED] ORDER**

21  
22 **IT IS SO ORDERED.**

23 Dated: \_\_\_\_\_

24 HON. WILLIAM H. ORRICK  
United States District Judge

