

1 Adam T. Severt (MD Bar – No numbers assigned)
2 United States Department of Justice,
3 Antitrust Division
4 450 5th Street NW, Suite 7100
5 Washington, DC 20530
6 Telephone: (202) 307-6158
7 Facsimile: (202) 616-8544
8 E-mail: adam.severt@usdoj.gov

9 Attorney for the United States of America

10
11 **UNITED STATES DISTRICT COURT**
12 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**
13 **SAN FRANCISCO DIVISION**

14 UNITED STATES OF AMERICA,

15 *Plaintiff,*

16 v.

17 BAZAARVOICE, INC.

18 *Defendant.*

19 Case No. 13-cv-00133 EMC

20 **DECLARATION OF JAMES J.**
21 **TIERNEY IN SUPPORT OF MOTION**
22 **TO MODIFY CASE MANAGEMENT**
23 **ORDER TO SET LIMIT ON NUMBER**
24 **OF FACT WITNESSES AT TRIAL**

25 I, James J. Tierney, declare as follows:

26 1. I am a member in good standing of the Bar of the District of Columbia and am the
27 Chief of the Antitrust Division’s Networks and Technology Enforcement Section. In addition to
28 representing the United States, I am supervising the trial team in this case.

29 2. I make this declaration upon information and belief. In preparing this declaration
30 I have consulted with Peter Huston, lead counsel for the United States, and Michael Bonanno,
31 counsel for the United States. Messers Huston and Bonanno participated in all relevant
32 communications with Bazaarvoice counsel regarding identification of preliminary fact witnesses
33 and limits on Bazaarvoice’s preliminary list of fact witnesses. In addition, I have reviewed
34 relevant pleadings and email correspondence between counsel for the United States and counsel
35 for Bazaarvoice.

1 3. Prior to the initial Joint Case Management Conference on February 14, 2013, the
2 United States suggested a limit of 15 fact witnesses and three expert witnesses per side and the
3 exchange of preliminary lists of witnesses. Bazaarvoice rejected those suggestions.

4 4. On February 14, 2013, the Court ordered the parties to meet and confer to
5 establish a deadline to exchange witness lists. Over the next several months, the United States
6 made several proposals regarding the exchange of preliminary witness lists. At one point,
7 Bazaarvoice refused to agree unless the United States agreed that Bazaarvoice could have
8 additional time to conduct third party discovery.

9 5. On June 6, 2013, the parties agreed to the exchange of witness lists. The
10 “Witness Stipulation” was entered by the Court on June 7, 2013. The Witness Stipulation
11 required the parties to exchange preliminary witness lists by June 10, 2013, but did not contain a
12 cap on the number of witnesses a party could identify. The Witness Stipulation further provided
13 that the parties could supplement their witness lists to add an additional 10 fact witnesses on June
14 28, 2013, and the parties would exchange final witness lists on August 6, 2013. Under the
15 Stipulated Order, the parties are entitled to take discovery from parties appearing on the other
16 side’s witness list even after the close of fact discovery on June 28, 2013.

17 6. The parties exchanged preliminary witness lists on June 10, 2013. The United
18 States provided a list of 15 potential live fact witnesses. Bazaarvoice provided a list of 130
19 potential live fact witnesses that included over 100 third parties. A copy of Bazaarvoice’s
20 preliminary witness list is attached as Exhibit A.

21 7. During a discovery hearing on June 11, 2013, before Magistrate Judge Beeler, the
22 United States raised concerns regarding Bazaarvoice’s list of 130 potential live fact witnesses.
23 The United States argued that it would be prejudiced by being forced to conduct discovery and
24 prepare trial examination outlines of witnesses that would obviously not testify. Further, the
25 United States would be hindered in trial preparation if it were forced to prepare for trial
26 presentations of a large number of witnesses that could not possibly all testify. The Court
27
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1 ordered both parties to provide factual descriptions of each witness' expected testimony and to
2 identify their top 15 witnesses.

3 8. Bazaarvoice only provided descriptions of its tentative top 15 witnesses and
4 further noted in the filing that the list "undoubtedly will change by the time of the stipulated
5 exchange of final trial witness lists on August 6, 2013" and that "the parties are not required to
6 limit their final trial witness list to 15 witnesses each." (A copy of Bazaarvoice's filing is
7 attached as Exhibit B.)

8 9. On June 14, 2013, after the United States challenged Bazaarvoice's compliance
9 with the Court's order, Bazaarvoice on June 14, 2013, served on the United States
10 "DEFENDANT'S AMENDED NOTICE OF TRIAL WITNESS LIST" ("Amended List"). The
11 Amended List contains 119 potential fact witnesses. A copy of Bazaarvoice's Amended List is
12 attached as Exhibit C. As of June 20, 2013, 88 of the 119 listed witnesses had been deposed with
13 an additional 21 having been scheduled to be deposed. Documents have been produced by 12 of
14 the 119 listed witnesses. Document productions are anticipated from two additional witnesses.

15 7. Between June 21 and June 26, 2013, Mr. Huston met and conferred with
16 Bazaarvoice attorneys Chul Pak and Dominique Alepin. The initial June 21, 2013, conference
17 was by telephone and follow-up discussions were by telephone and email as Mr. Huston was on
18 the West Coast and Mr. Pak was on the East Coast. Ultimately, Mr. Pak would not agree to a
19 binding fact witness list limited to 25 witnesses. He indicated that Bazaarvoice would only agree
20 to make a "non-binding" effort to provide a list of 25 fact witness by the end of July.

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I declare under penalty of perjury that the foregoing is true and correct.

Respectfully submitted,

By: _____/s/_____
James J. Tierney (DC Bar No. 434610)
United States Department of Justice,
Antitrust Division
450 Fifth Street, NW, Suite 7100
Telephone: (202) 307-6640
Facsimile: (202) 616-8544
E-mail: james.tierney@usdoj.gov

Attorney for Plaintiff
United States of America

EXHIBIT A

1 BORIS FELDMAN, State Bar No. 128838
 2 DYLAN LIDDIARD, State Bar No. 203055
 3 DOMINIQUE-CHANTALE ALEPIN, State Bar No. 241648
 4 WILSON SONSINI GOODRICH & ROSATI
 5 Professional Corporation
 6 650 Page Mill Road
 7 Palo Alto, CA 94304-1050
 8 Telephone: (650) 493-9300
 9 Facsimile: (650) 565-5100
 10 Email: boris.feldman@wsgr.com;
 11 dliddiard@wsgr.com; dalepin@wsgr.com

Attorneys for Defendant Bazaarvoice, Inc.

8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
 10 SAN FRANCISCO DIVISION

11 United States of America,
 12
 13 Plaintiff,
 14 v.
 15 Bazaarvoice, Inc.,
 16 Defendant.

) CASE NO.: 13-cv-0133
)
) **DEFENDANT’S NOTICE OF**
) **PRELIMINARY TRIAL WITNESS**
) **LIST**
)
) Judge: Edward M. Chen
) Complaint Filed: January 10, 2013
) Trial Date: September 10, 2013
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 18
 19 Pursuant to the Stipulation and Order Regarding the Exchange of Preliminary and Final
 20 Witness Lists (ECF 68, 69), Defendant hereby provides notice to Plaintiff of its Preliminary
 21 Witness List (attached as Exhibit A).

22 Dated: June 10, 2013

23 WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

24 By: /s Chul Pak

25 Chul Pak
 cpak@wsgr.com

26 Attorneys for Defendant, Bazaarvoice, Inc.

United States v. Bazaarvoice, Inc.
USDC Northern District of California
Case No. 13-cv-0133 EMC

DEFENDANT'S PRELIMINARY TRIAL WITNESS LIST

EXHIBIT A

Witness

Abe's Cameras and Electronics of Maine
Abercrombie & Fitch, Co.
Acer America Corp., Inc.
Alternative Apparel, Inc.
Amazon.com, Inc.
Astral Brands, Inc.
AutoZone, Inc.
B&H Photo
Barnes & Noble, Inc.
Brant Barton (Bazaarvoice, Inc.)
Stephen Collins (Bazaarvoice, Inc.)
Matt Curtin (Bazaarvoice, Inc.)
Erin DeFosse (Bazaarvoice, Inc.)
Paul Dodd (Bazaarvoice, Inc.)
Alan Godfrey (Bazaarvoice, Inc.)
Brett Hurt (Bazaarvoice, Inc.)
Pehr Leudtke (Bazaarvoice, Inc.)
Tom Meredith (Bazaarvoice, Inc.)
Michael Osborne (Bazaarvoice, Inc.)
Chris Pacitti (Bazaarvoice, Inc.)
Mike Svatek (Bazaarvoice, Inc.)
Birdsafe Store (Birdsafe.com, Inc)
Blue Nile Inc.
Build.com, Inc.
Buzztala, LLC
Cabela's Inc.
CableOrganizer.com, Inc.
CNET Content Solutions

Columbia Sportswear
Crabtree & Evelyn
Crate & Barrel
Dick's Sporting Goods
Dillard's, Inc.
D-Link Corp.
Drums on Demand, Inc.
eBags, Inc.
eKomi
Ellison Systems, Inc. (Shoplet.com)
ExpoTV
Facebook, Inc.
Feefoo
First Tennessee Bank
Foot Locker, Inc.
Footsmart (Benchmark Brands, Inc.)
Fruit of the Loom, Inc.
GameFly, Inc.
Gigya, Inc.
Gary Gionnoni
Global Custom Commerce, Inc.
(Blinds.com)
Golfsmith International, Inc.
Green Mountain Coffee Roasters, Inc.
Guess, Inc.
Hayneedle, Inc.
hhgregg, Inc.
Home Shopping Network, Inc.
Hunter Fan Company
Hydro-Photon, Inc.
IBM Corporation
iHerb, Inc.
Ink Technologies Printer Supplies, LLC
Intelligent Beauty
InterContinental Hotels Group PLC

J.C. Penney Co., Inc.
Johnsonville Sausage, LLC
Juice Nashville (Juice LLC)
Karmaloop, Inc.
K-Swiss, Inc.
L'Oreal
La-Z-Boy Inc.
Lithium Technologies, Inc.
LL Bean, Inc.
Lord & Taylor
Market America
Musicnotes, Inc.
Nature's Path Foods USA, Inc.
Neiman Marcus
New Era Publishing, Inc. (New Era
Portfolio)
Nutri-Health Supplements, LLC
Office Depot
Office Max
OneCall
OneStopPlus Group
Orchard Supply Hardware Stores Corp.
Overstock.com, Inc.
Pacific Sunware of California, Inc.
Patagonia
PayPal, Inc.
Perform Better
PETCO Animal Supplies Stores, Inc.
Planet DJ, Inc.
Pluck (Demand Media, Inc.)
Ken Comee (PowerReviews, Inc.)
Nadim Hossain (PowerReviews, Inc.)
Jim Morris (PowerReviews, Inc.)
Matt Parsons (PowerReviews, Inc.)
Practical Data, Inc.

Princess Cruise Lines, LTD (d/b/a
Princess Cruises)
Procter & Gamble
Rating-System.com
ReadyPulse, Inc.
Recreational Equipment, Inc.
Redbox Automated Retail, LLC
Reevoo, Inc.
Sanrio, Inc.
Seagate Technology LLC
Sears Holdings Corporation
Shoebuy.com, Inc.
ShopVisible, LLC
Sierra Trading Post, Inc.
Signal Group
Skechers USA, Inc.
Southwest Airlines
Systemax, Inc.
Tempur-Pedic International, Inc.
The Buckle, Inc.
The Clorox Company
The Home Depot, Inc.
The Lovesac Corporation
The Vitamin Shoppe, Inc.
Tiffany & Co.
Toys “R” Us, Inc.
Under Armour, Inc.
W.W. Grainger, Inc.
Wave Table (Viewpoints Network LLC)
Wayfair LLC
Webcollage, Inc.
Wine.com, Inc.
WizeCommerce
World Kitchen, LLC
XO Group

EXHIBIT B

1 BORIS FELDMAN, State Bar No. 128838
DYLAN J. LIDDIARD, State Bar No. 203055
2 DOMINIQUE C. ALEPIN, State Bar No. 241648
WILSON SONSINI GOODRICH & ROSATI
3 Professional Corporation
650 Page Mill Road
4 Palo Alto, CA 94304-1050
Telephone: (650) 493-9300
5 Facsimile: (650) 565-5100
Email: boris.feldman@wsgr.com;
6 dliddiard@wsgr.com; dalepin@wsgr.com

7 Attorneys for Defendant Bazaarvoice, Inc.

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UNITED STATES DISTRICT COURT

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FOR THE NORTHERN DISTRICT OF CALIFORNIA

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SAN FRANCISCO DIVISION

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UNITED STATES OF AMERICA

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Plaintiff,

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v.

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BAZAARVOICE, INC.

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19

Defendant.

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CASE NO.: 13-cv-00133-EMC

**DEFENDANT BAZAARVOICE,
INC.'S PRELIMINARY AND
TENTATIVE TOP 15 TRIAL
WITNESS DISCLOSURES**

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Pursuant to the Order Granting in Part Bazaarvoice’s Request for Additional Hours for Third-Party Depositions (ECF 71), Defendant hereby provides the following tentative and preliminary listing of its 15 “most important witnesses” for trial. Defendant notes that this list undoubtedly will change by the time of the stipulated exchange of final trial witness lists on August 6, 2013 (the parties are not required to limit their final trial witness list to 15 witnesses each). Fact depositions of party and third-party witnesses are on-going, and expert discovery has not even begun. Because the evidence and case theories are still under development, and each party is only in the earliest stages of trial strategy formulation, Defendant provides the list

1 subject to the reservation of right to add and withdraw names, without prejudice or limitation.

- 2 1. Stephen Collins (Bazaarvoice's CEO): The current state of competition, the
3 rationale for the transaction, and why the transaction is not anticompetitive.
- 4 2. Ken Comee (PowerReviews' CEO): The current state of competition, the rationale
5 for the transaction, and why the transaction is not anticompetitive.
- 6 3. Tom Meredith (Bazaarvoice's Board): The current state of competition, the
7 rationale for the transaction, and why the transaction is not anticompetitive.
- 8 4. Amazon.com, Inc. (Third-Party): Competition in ratings and reviews platforms.
- 9 5. Gigya, Inc. (Third-Party): Competition in ratings and reviews platforms and other
10 social commerce tools.
- 11 6. Rating-System.com (Third-Party): Competition in ratings and reviews platforms.
- 12 7. Acer America Corp., Inc. (Third-Party): The availability of competitive
13 alternatives to the merged entity, and the unlikelihood that the transaction has or
14 will lessen competition.
- 15 8. Alternative Apparel, Inc. (Third-Party): The availability of competitive alternatives
16 to the merged entity, and the unlikelihood that the transaction has or will lessen
17 competition.
- 18 9. Build.com, Inc. (Third-Party): The availability of competitive alternatives to the
19 merged entity, and the unlikelihood that the transaction has or will lessen
20 competition.
- 21 10. Fruit of the Loom, Inc. (Third-Party): The availability of competitive alternatives
22 to the merged entity, and the unlikelihood that the transaction has or will lessen
23 competition.
- 24 11. Golfsmith International, Inc. (Third-Party): The availability of competitive
25 alternatives to the merged entity, and the unlikelihood that the transaction has or
26 will lessen competition.

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- 12. Princess Cruise Lines, LTD (d/b/a Princess Cruises) (Third-Party): The availability of competitive alternatives to the merged entity, and the unlikelihood that the transaction has or will lessen competition.
- 13. Sears Holdings Corporation (Third-Party): The availability of competitive alternatives to the merged entity, and the unlikelihood that the transaction has or will lessen competition.
- 14. The Home Depot, Inc. (Third-Party): The availability of competitive alternatives to the merged entity, and the unlikelihood that the transaction has or will lessen competition.
- 15. World Kitchen. LLC (Third-Party): The availability of competitive alternatives to the merged entity, and the unlikelihood that the transaction has or will lessen competition.

Dated: June 13, 2013

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: /s/ Chul Pak
Chul Pak

Attorneys for Defendant Bazaarvoice, Inc.

EXHIBIT C

BORIS FELDMAN, State Bar No. 128838
DYLAN LIDDIARD, State Bar No. 203055
DOMINIQUE-CHANTALE ALEPIN, State Bar No. 241648
WILSON SONSINI GOODRICH & ROSATI
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
Telephone: (650) 493-9300
Facsimile: (650) 565-5100
Email: boris.feldman@wsgr.com;
dliddiard@wsgr.com; dalepin@wsgr.com

Attorneys for Defendant Bazaarvoice, Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

United States of America,

Plaintiff,

v.

Bazaarvoice, Inc.,

Defendant.

CASE NO.: 13-cv-0133

**DEFENDANT’S AMENDED
NOTICE OF PRELIMINARY
TRIAL WITNESS LIST**

Judge: Edward M. Chen
Complaint Filed: January 10, 2013
Trial Date: September 10, 2013

Pursuant to the Stipulation and Order Regarding the Exchange of Preliminary and Final Witness Lists (ECF 68, 69) and the Order Granting in Part Bazaarvoice’s Request for Additional Hours for Third-Party Depositions (ECF 71), Defendant hereby provides notice to Plaintiff of its Amended Preliminary Witness List with a summary of the facts that the witness is expected to testify to. (to the extent those facts are currently known by Defendant). That Amended Preliminary Witness List is attached as Exhibit A.

Dated: June 14, 2013

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: /s Chul Pak
Chul Pak

Attorneys for Defendant, Bazaarvoice, Inc.

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EXHIBIT A

United States v. Bazaarvoice, Inc.
 USDC Northern District of California
 Case No. 13-cv-0133 EMC

DEFENDANT'S PRELIMINARY TRIAL WITNESS LIST

EXHIBIT A

Witness	Potential Testimony
Abe's Cameras and Electronics of Maine	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
Abercrombie & Fitch, Co.	TO BE DETERMINED
Acer America Corp., Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
Alternative Apparel, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
Amazon.com, Inc.	TO BE DETERMINED
Astral Brands, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
AutoZone, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
B&H Photo	TO BE DETERMINED
Barnes & Noble, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
Brant Barton (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
Stephen Collins (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
Matt Curtin (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
Erin DeFosse (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.

	Witness	Potential Testimony
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2	Paul Dodd (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
3		
4	Alan Godfrey (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
5		
6	Brett Hurt (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
7		
8	Pehr Leudtke (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
9		
10	Tom Meredith (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
11		
12	Michael Osborne (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
13		
14	Chris Pacitti (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
15		
16	Mike Svatek (Bazaarvoice, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
17		
18	Birdsafe Store (Birdsafe.com, Inc)	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
19		
20	Blue Nile Inc.	TO BE DETERMINED
21	Build.com, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
22		
23	Cabela's Inc.	TO BE DETERMINED
24	CableOrganizer.com, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
25		
26	CNET Content Solutions	TO BE DETERMINED
27	Columbia Sportswear	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous
28		

	Witness	Potential Testimony
1		and robust for the reasons described in the deposition.
2	Crabtree & Evelyn	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
3		
4	Crate & Barrel	TO BE DETERMINED
5	Dick's Sporting Goods	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
6		
7	Dillard's, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
8		
9	Drums on Demand, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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11	eBags, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
12		
13	eKomi	TO BE DETERMINED
14		
15	Ellison Systems, Inc. (Shoplet.com)	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
16		
17	ExpoTV	TO BE DETERMINED
18	Feefoo	TO BE DETERMINED
19	First Tennessee Bank	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
20		
21	Foot Locker, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
22		
23	Footsmart (Benchmark Brands, Inc.)	TO BE DETERMINED
24	Fruit of the Loom, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
25		
26	GameFly, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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	Witness	Potential Testimony
1	Gigya, Inc.	TO BE DETERMINED
2	Gary Gionnoni	TO BE DETERMINED
3	Global Custom Commerce, Inc. (Blinds.com)	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
4		
5	Golfsmith International, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
6		
7	Green Mountain Coffee Roasters, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
8		
9	Guess, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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11		
12	Hayneedle, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
13		
14	hhgregg, Inc.	TO BE DETERMINED
15	Home Shopping Network, Inc.	TO BE DETERMINED
16	Hunter Fan Company	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
17		
18	Hydro-Photon, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
19		
20	IBM Corporation	TO BE DETERMINED
21	iHerb, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
22		
23	Ink Technologies Printer Supplies, LLC	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
24		
25	InterContinental Hotels Group PLC	TO BE DETERMINED
26	J.C. Penney Co., Inc.	TO BE DETERMINED
27	Johnsonville Sausage, LLC	TO BE DETERMINED
28	Juice Nashville (Juice LLC)	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because

	Witness	Potential Testimony
1		competition in the relevant market remains vigorous
2		and robust for the reasons described in the deposition.
3	Karmaloop, Inc.	The acquisition of PowerReviews by Bazaarvoice is not
4		likely to lead to a lessening of competition because
5		competition in the relevant market remains vigorous
6		and robust for the reasons described in the deposition.
7	K-Swiss, Inc.	The acquisition of PowerReviews by Bazaarvoice is not
8		likely to lead to a lessening of competition because
9		competition in the relevant market remains vigorous
10		and robust for the reasons described in the deposition.
11	L'Oreal	TO BE DETERMINED
12	La-Z-Boy Inc.	The acquisition of PowerReviews by Bazaarvoice is not
13		likely to lead to a lessening of competition because
14		competition in the relevant market remains vigorous
15		and robust for the reasons described in the deposition.
16	Lithium Technologies, Inc.	TO BE DETERMINED
17	LL Bean, Inc.	The acquisition of PowerReviews by Bazaarvoice is not
18		likely to lead to a lessening of competition because
19		competition in the relevant market remains vigorous
20		and robust for the reasons described in the deposition.
21	Lord & Taylor	TO BE DETERMINED
22	Market America	TO BE DETERMINED
23	Nature's Path Foods USA, Inc.	TO BE DETERMINED
24	New Era Publishing, Inc. (New Era	The acquisition of PowerReviews by Bazaarvoice is not
25	Portfolio)	likely to lead to a lessening of competition because
26		competition in the relevant market remains vigorous
27		and robust for the reasons described in the deposition.
28	Nutri-Health Supplements, LLC	The acquisition of PowerReviews by Bazaarvoice is not
		likely to lead to a lessening of competition because
		competition in the relevant market remains vigorous
		and robust for the reasons described in the deposition.
	OneCall	The acquisition of PowerReviews by Bazaarvoice is not
		likely to lead to a lessening of competition because
		competition in the relevant market remains vigorous
		and robust for the reasons described in the deposition.
	OneStopPlus Group	The acquisition of PowerReviews by Bazaarvoice is not
		likely to lead to a lessening of competition because
		competition in the relevant market remains vigorous
		and robust for the reasons described in the deposition.
	Orchard Supply Hardware Stores Corp.	The acquisition of PowerReviews by Bazaarvoice is not
		likely to lead to a lessening of competition because
		competition in the relevant market remains vigorous
		and robust for the reasons described in the deposition.
	Overstock.com, Inc.	The acquisition of PowerReviews by Bazaarvoice is not
		likely to lead to a lessening of competition because
		competition in the relevant market remains vigorous
		and robust for the reasons described in the deposition.

Witness	Potential Testimony
1 Pacific Sunware of California, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
2 3 Patagonia	TO BE DETERMINED
4 PayPal, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
5 6 Perform Better	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
7 8 9 PETCO Animal Supplies Stores, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
10 11 Planet DJ, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
12 13 Pluck (Demand Media, Inc.)	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
14 15 Ken Comee (PowerReviews, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
16 17 Nadim Hossain (PowerReviews, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
18 19 Jim Morris (PowerReviews, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
20 21 Matt Parsons (PowerReviews, Inc.)	The competition faced by BV/PR, and why the transaction is not anticompetitive.
22 23 Practical Data, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
24 25 Princess Cruise Lines, LTD (d/b/a Princess Cruises)	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
26 27 28 Rating-System.com	The acquisition of PowerReviews by Bazaarvoice is not

	Witness	Potential Testimony
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2		likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
3	ReadyPulse, Inc.	TO BE DETERMINED
4	Recreational Equipment, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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6	Redbox Automated Retail, LLC	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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8	Reevo, Inc.	TO BE DETERMINED
9	Seagate Technology LLC	TO BE DETERMINED
10	Sears Holdings Corporation	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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12	Shoebuy.com, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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14	ShopVisible, LLC	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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17	Sierra Trading Post, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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19	Signal Group	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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21	Southwest Airlines	TO BE DETERMINED
22	Systemax, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
23		
24	Tempur-Pedic International, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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27	The Buckle, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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	Witness	Potential Testimony
1	The Clorox Company	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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3	The Home Depot, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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6	The Lovesac Corporation	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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8	The Vitamin Shoppe, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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10	Tiffany & Co.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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13	Toys “R” Us, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
14		
15	Under Armour, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
16		
17	W.W. Grainger, Inc.	TO BE DETERMINED
18	Wave Table (Viewpoints Network LLC)	TO BE DETERMINED
19	Wayfair LLC	TO BE DETERMINED
20	Webcollage, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
21		
22	Wine.com, Inc.	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
23		
24	WizeCommerce	TO BE DETERMINED
25	World Kitchen, LLC	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous and robust for the reasons described in the deposition.
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27	XO Group	The acquisition of PowerReviews by Bazaarvoice is not likely to lead to a lessening of competition because competition in the relevant market remains vigorous
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Witness	Potential Testimony
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and robust for the reasons described in the deposition.

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CERTIFICATE OF SERVICE

I, Dominique-Chantale Alepin, declare:

I am employed in Santa Clara County, State of California. I am over the age of 18 years and not a party to the within action. My business address is Wilson Sonsini Goodrich & Rosati, P.C., 650 Page Mill Road, Palo Alto, California 94304.

On this date, I served **DEFENDANT’S AMENDED NOTICE OF PRELIMINARY TRIAL WITNESS LIST**, by forwarding the document(s) by electronic transmission to the email addresses listed below:

Counsel for Plaintiff

- Peter Huston (peter.huston@usdoj.gov)
- Michael Bonnano (michael.bonanno@usdoj.gov)
- Adam Severt (adam.severt@usdoj.gov)

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at Palo Alto, California on June 14, 2013.

By: /s/ Dominique-Chantale Alepin
Dominique-Chantale Alepin