IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,

Plaintiff,

v.

AB ELECTROLUX,

ELECTROLUX NORTH AMERICA, INC.,

and

GENERAL ELECTRIC COMPANY,

Defendants.

Case No. 1:15-cv-01039-EGS

STIPULATION REGARDING SCHEDULING AND CASE MANAGEMENT AND [PROPOSED] TRIAL SETTING AND CASE-MANAGEMENT ORDER

In accordance with Federal Rule of Civil Procedure 26(f) and Local Rule 16.3, Plaintiff United States and Defendants AB Electrolux, Electrolux North America, Inc., and General Electric Company (collectively, "parties") met and conferred to discuss the scheduling matters set forth in Local Rule 16.3(c), to arrange for disclosures required by Federal Rule of Civil Procedure 26(a)(1), and to develop the following discovery plan that indicates the parties' views and proposals.

The parties agree to comply with, and respectfully request that the Court order, the following schedule:

	Deadline
Fact discovery begins	On filing of this proposed Order
Parties produce Investigation Materials	Three days after filing of this proposed Order

	Deadline
Rule 26(a)(1) disclosures	Three days after filing of this proposed Order
Deadline for amendments to pleadings or join parties	One day after entry of this proposed Order
Answers to Complaint due	July 24, 2015
Each side serves its preliminary trial witness list	August 7, 2015
Each side serves its final trial witness list	September 17, 2015
Fact discovery closes, except for discovery regarding new witnesses and related entities on final trial witness lists	September 30, 2015
The parties serve Rule 26(a)(2)(B) initial expert witness disclosures that contain complete statements of all opinions the witness will express about the proposed acquisition's likely competitive effects and the basis and reasons for those opinions	September 30, 2015
Each side exchanges exhibit lists and opening deposition designations, except for deposition designations and exhibits relating to new witnesses on final trial witness lists	October 12, 2015
Each side exchanges its objections to the other side's exhibits and opening deposition designations and its deposition counter-designations, except for deposition designations and exhibits relating to new witnesses on final trial witness lists	October 16, 2015
Each side exchanges its objections to the other side's deposition counter-designations and its counter-counter-designations	October 19, 2015
The parties serve Rule 26(a)(2)(D)(ii) expert witness disclosures that are intended solely to contradict or rebut evidence on the same subject matter identified by another party under Rule 26(a)(2)(B)	October 20, 2015
Parties to complete meet and confer regarding objections to exhibits and deposition designations, including deposition designations and exhibits relating to new witnesses on final trial witness lists	October 21, 2015
Motions *in limine* to be filed	October 23, 2015
Joint Pretrial Statement to be filed	October 23, 2015
Discovery of new persons and related entities on the final trial witness lists closes	October 23, 2015
Pretrial briefs to be filed	October 26, 2015

	Deadline
Final pretrial conference	October 26, 2015 (or as soon thereafter as the Court's schedule permits)
Expert depositions close	October 28, 2015
Trial starts	November 2, 2015 (or as soon thereafter as the Court's schedule permits)

1. Statements Regarding Local Rules 16.3(c)(1), 16.3(c)(3), 16.3(c)(4), 16.3(c)(5), and 16.3(c)(6). In this action, counsel for Defendants, acting on behalf of Defendants, have accepted service of the Complaint and have waived service of a summons. Defendants do not intend to file any Rule 12(b) motions and they consent, for the purposes of this case only, to personal jurisdiction and venue in this Court. The parties do not believe that the case should be assigned to a magistrate judge for all purposes, including trial. Both parties are amenable to settling this case, but despite their pre-complaint efforts, we have not been able to resolve their different views of the likely effects of the proposed merger. Presently, the parties do not believe that the case would benefit from the Court's alternative dispute resolution procedures.

2. Discovery Conference. The parties' prior consultations and submission of this stipulated Order relieve the parties of their duty under Federal Rule of Civil Procedure 26(f) and the Local Rules to confer further generally about scheduling and a discovery plan. The parties shall meet and confer when particular scheduling or discovery issues arise.

3. Completion of Proposed Acquisition. Defendants have agreed not to consummate or otherwise complete the challenged acquisition until 12:01 a.m. on the sixth day following the entry of judgment by the Court, and only if the Court enters judgment in favor of Defendants.

4. Production of Investigation Materials. The parties will produce, initially on an "outside counsel eyes only" basis, and at all times in compliance with the Protective Order, the following Investigation Materials: (a) all documents, data, information, or transcripts of testimony that (i) any non-party provided to any party either voluntarily or under compulsory process preceding the filing of this action in the course of the parties' inquiries into the competitive effects of the proposed acquisition or (ii) any party provided to any non-party preceding the filing of this action in the course of the parties' inquiries into the competitive effects of the proposed acquisition; and (b) any witness statements, including affidavits, transcripts, or letters, whether in hard-copy or electronic form, sent or received by any party including its counsel to or from any non-party including its counsel, preceding the filing of this action in the course of the parties' inquiries into the competitive effects of the proposed acquisition. The parties will conduct good-faith, reasonable, and diligent searches for Investigative Materials; if any Investigative Material is not produced as agreed in this Paragraph, the parties will meet and confer in good faith to agree on a resolution. Nothing in this Order requires the production of any party's attorney work product, confidential attorney-client communications, communications with or information provided to any potentially or actually retained expert, or materials subject to the deliberative-process or any other governmental privilege. The parties, during this case, will neither request nor seek to compel production of any interview notes, interview memoranda, or a recitation of information contained in such notes or memoranda.

5. Timely Service of Fact Discovery. All written and deposition discovery, including discovery served on non-parties, must be served in time to permit completion of responses by the close of fact discovery, except for document and deposition discovery of the

parties or the new persons and related entities regarding new persons and related entities added to the parties' final trial witness lists. For requests for productions of documents regarding new persons and related entities added to the parties' final trial witness lists, the parties must serve any objections within 3 days and responsive productions (subject to any objections or custodian issues that have not been resolved) will be made on a rolling basis with a good-faith effort to be completed no later than 10 days after service of the request for production.

6. Electrolux Defendants. For the purposes of this case only and in response to discovery requests, subject to unresolved objections, Electrolux Defendants agree to produce to the United States in this District the documents, information, and witnesses in the possession, custody, or control of AB Electrolux, Electrolux North America, Inc., and Electrolux Home Products, Inc.

7. Written Discovery. Interrogatories shall be limited to 5, including discrete subparts, by the United States to each Defendant family, and 10, including discrete subparts, by Defendants collectively to the United States. The United States may serve up to 15 requests for admission to Defendants collectively; if the United States serves a request for admission on Defendants that requires each Defendant to conduct a separate investigation to obtain the facts sufficient to admit or deny the request, that request for admission shall count as 2 of the United States' 15 total. Defendants collectively may serve up to 15 requests for admission on the United States. Requests for admission relating solely to the authentication or admissibility of documents, data, or other evidence, issues that the parties shall attempt to resolve initially through negotiation, shall not count against these limits. There shall be no limit on the number of requests for the production of documents that may be served by the parties. Unless otherwise agreed, the parties shall respond in writing to interrogatories and requests for admissions within

20 days after they are served. The parties must serve any objections to requests for productions of documents (including a proposal of custodians to search) within 5 days after the requests are served. Within 2 days of service of those objections, the parties will meet and confer to attempt to resolve the objections and custodians. Except as provided in Paragraph 5, responsive productions (subject to any objections or custodian issues that have not been resolved) will be made on a rolling basis with a good-faith effort to be completed no later than 21 days after service of the request for production. Responsive productions following resolution of objections and custodians shall be completed on a rolling basis with a good-faith effort to be completed no later than 14 days after the resolution by the parties. In response to any Rule 34 requests for data or data compilations, the parties will meet and confer in good faith and make employees knowledgeable about the content, storage, and production of data available for informal consultations during a meet and confer process.

The parties agree that the following privileged or otherwise protected communications may be excluded from privilege logs: (1) any documents or communications sent solely between outside counsel for the parties (or persons employed by or acting on behalf of such counsel) or solely between counsel of the United States (or persons employed by the United States Department of Justice); (2) documents that were not directly or indirectly furnished to any non-party, such as internal memoranda, and that were authored by the parties' outside counsel (or persons acting on behalf of such counsel) or by counsel for the United States (or persons employed by the United States Department of Justice); (3) documents or communications sent solely between outside counsel for the parties (or persons employed by or acting on behalf of) and employees or agents of each party; (4) privileged draft contracts; (5) draft regulatory filings; and (6) non-responsive, privileged documents attached to responsive documents. When non-

responsive, privileged documents that are attached to responsive documents are withheld from production, however, the parties will insert a placeholder to indicate a document has been withheld from that family. The parties also agree to the following guidelines concerning the preparation of privilege logs: (a) a general description of the litigation underlying attorney work product claims is permitted; (b) identification of the name and the company affiliation for each non-Defendant person is sufficient identification; and (c) there is no requirement to identify the discovery request to which each privileged document was responsive.

8. Witness Lists (preliminary trial and final trial). Each side is limited to 25 persons on its preliminary trial witness list, and 20 persons on its final trial witness list. Both the preliminary trial witness list and the final trial witness list shall be good-faith attempts to identify for the other side the witnesses the party expects that it may present at trial other than solely for impeachment. The final trial witness lists may identify no more than 7 witnesses that were not identified in the preliminary trial witness list. If any new witnesses are added to a final witness list that were not on that side's preliminary witness list, a deposition by the other side of such witness will not count against that side's total depositions, and may be taken after the close of discovery. Each witness for which a party offers deposition designations to be offered at trial must be included as a witness on the final trial list. The final trial witness list shall comply with Federal Rule of Civil Procedure 26(a)(3)(A).

9. Depositions. Each side may take 30 depositions of fact witnesses, plus depositions of any persons identified on the final trial witness list but that were not identified in the preliminary trial witness lists, plus depositions of the parties' designated expert witnesses. The United States may take one deposition pursuant to Federal Rule of Civil Procedure 30(b)(6) of each Defendant family, and one additional Rule 30(b)(6) deposition of Defendants

collectively limited to Defendants' claimed facts and quantification of the merger's cost savings and synergies. If taken, these three Rule 30(b)(6) depositions count against the total number of depositions the United States is permitted by this Order. Depositions taken for the sole purpose of establishing the location, authenticity, or admissibility of documents produced by any party or non-party do not count toward the limit on depositions. Such depositions shall be designated as such at the time that the deposition is noticed and shall be noticed only after the party taking the deposition has taken reasonable steps to establish location, authenticity, or admissibility through other means.

Depositions of fact witnesses are limited to no more than one (7-hour) day unless otherwise stipulated. Defendant AB Electrolux shall make available in this District its officers or other employees whose depositions are noticed in this action. During non-party depositions, the non-noticing party shall receive at least two hours of examination time. If the non-party deposition is noticed by both parties then time shall be divided equally, and the deposition of the non-party will count as one deposition for both parties. Any time allotted to one side not used by that side in a non-party deposition may be used by the other side up to the 7-hour limit in total.

Each expert shall be deposed for only one (7-hour) day.

If a party serves on a non-party a subpoena for the production of documents or electronically stored information and a subpoena commanding attendance at a deposition, the scheduled deposition date must be at least 7 business days after the return date for the document subpoena. If extending the date of production for the document subpoena results in fewer than 7 business days between the extended production date and the date scheduled for that non-party's deposition, the date scheduled for the deposition must be postponed to be at least 7 business days

following the extended production date, unless the other party consents to fewer than 7 business days.

Party witnesses shall be made available for deposition upon 7 days' notice, except Defendant AB Electrolux officers or employees shall be made available for deposition in this District upon 14 days notice.

Investigative depositions taken during the investigation of the proposed acquisition do not count toward the number of depositions allowed by this Order. Either party may further depose witnesses whose investigative depositions were taken during the investigation, and the fact that such individuals' depositions were taken during the investigation may not be used as a basis for either side to object to their deposition during the above-captioned action pending in this Court.

10. Nationwide Service of Trial Subpoenas. To assist the parties in planning discovery, and in view of the geographic dispersion of potential witnesses in this action outside this District, each side shall be permitted, pursuant to 15 U.S.C. § 23, to issue trial subpoenas that may run into any other federal district requiring witnesses to attend this Court. The availability of nationwide service of process, however, does not make a witness who is otherwise "unavailable" for purposes of Federal Rule of Civil Procedure 32 and Federal Rule of Evidence 804 available under these rules regarding the use at trial of a deposition taken in the above-captioned action pending in this Court.

11. Discovery of Confidential Information. Discovery and production of confidential information shall be governed by the Protective Order Concerning Confidentiality that the parties are filing with the Court. After entry by the Court, a copy of the Protective Order

shall be sent to any non-parties that have been served with discovery requests, notices, or subpoenas.

12. Expert Witness Disclosures and Depositions. Expert disclosures, including each side's expert reports, shall comply with the requirements of Federal Rule of Civil Procedure 26(a)(2), except as modified herein:

a. Neither side must preserve or disclose, including in expert deposition testimony, the following documents or materials:

i) any form of oral or written communications, correspondence, or work product not relied upon by the expert in forming any opinions in his or her final report shared between:

1. Plaintiff's counsel and Plaintiff's expert(s), or between any agent or employee of Plaintiff's counsel and Plaintiff's expert(s);

2. any party's counsel and its expert(s), or between any agent or employee of the party's counsel and the party's expert(s);

3. testifying and non-testifying experts;

4. non-testifying experts; or

5. testifying experts;

ii) any form of oral or written communications, correspondence, or work product not relied upon by the expert in forming any opinions in his or her final report shared between experts and any persons assisting the expert;

iii) expert's notes, except for notes of interviews participated in or conducted by the expert of fact witnesses;

iv) drafts of expert reports, affidavits, or declarations; and

v) data formulations, data runs, data analyses, or any database-related operations not relied upon by the expert in forming any opinions in his or her final report.

b. The parties agree that the following materials will be disclosed during expert discovery:

i) all final expert reports;

ii) a list by bates number of all documents relied upon by the testifying expert(s); and copies of any materials not previously produced that are not readily available publicly; and

iii) for any calculations appearing in the report, all data and programs underlying the calculation, including all programs and codes necessary to recreate the calculation from the initial ("raw") data files.

Depositions of each side's experts shall be conducted only after disclosure of all expert reports and materials.

13. Service of Pleadings and Discovery on Other Parties. Service of all pleadings, discovery requests, including Rule 45 subpoenas for testimony or documents, expert disclosures, and delivery of all correspondence in this matter shall be made by ECF or email, except when the volume of attachments requires overnight delivery of the attachments, to the following individuals designated by each the party:

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For purposes of calculating discovery response times under the Federal Rules, electronic delivery shall be treated in the same manner as hand delivery. However, for any service other than service of court filings, email service that is delivered after 6:00 p.m. Eastern Time shall be treated as if it was served the following business day.

Each side shall copy and produce materials obtained in discovery from any non-party to the other side, in the format they were received, within three business days after receipt by the party initiating the discovery request; except that if a non-party produces documents or electronic information that are not Bates-stamped, the party receiving the documents shall Bates-stamp them before producing a copy to other parties, and shall produce the documents or electronic information in a timeframe appropriate to the volume and complexity of the files received. Each side must provide the other side with (1) a copy of the party's written communications (including email) with any non-party containing any substantive content concerning the non-party's

response to or compliance with a subpoena, including any extensions or postponements, within 24 hours of the communication and (2) a written record of any oral or written modifications to the subpoena, within 24 hours of the modification.

14. Evidentiary Presumptions. Documents produced by non-parties from their own files shall be presumed to be authentic within the meaning of Federal Rule of Evidence 901. Any good-faith objection to a document's authenticity must be provided with the exchange of other objections to trial exhibits. If the opposing side serves a specific good-faith written objection to the document's authenticity, the presumption of authenticity will no longer apply to that document and the parties will promptly meet and confer to attempt to resolve any objection. Any objections that are not resolved through this means or the discovery process will be resolved by the Court.

15. Demonstrative exhibits. Demonstrative exhibits, other than those to be used by experts, do not need to be included on exhibit lists, but, unless otherwise agreed or ordered, need to be served on all counsel of record at least 24 hours before any such exhibit may be introduced, or otherwise used, at trial. Text-only PowerPoint slides, demonstratives used at any hearing other than trial, and demonstratives created in court need not be pre-disclosed to the opposing party.

16. Modification of Scheduling and Case Management Order. Any party may seek modification of this Order for good cause.

Dated: July 16, 2015

Respectfully submitted,

/s/ Ethan C. Glass
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* * *

IT IS SO ORDERED.

DATED: July _____, 2015

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EMMET G. SULLIVAN
UNITED STATES DISTRICT JUDGE