

Questions for the Record from the Honorable David N. Cicilline, Chairman, Subcommittee on Antitrust, Commercial and Administrative Law of the Committee on the Judiciary

Questions for Mr. Nate Sutton, Associate General Counsel, Competition, Amazon.com, Inc.

1. Does Amazon utilize most-favored-nation (MFN) clauses or MFN-like provisions (e.g., provisions that guarantee Amazon the best price) in its contracts with suppliers or merchants? If yes, please (a) describe those provisions; (b) provide a list of the contracts containing each type of MFN or MFN-like provision; and (c) provide the contracts containing those provisions.
2. Please describe all the tools and resources that Amazon devotes to tracking the pricing of products on non-Amazon websites (i.e., a website not owned or operated by Amazon).
3. Please describe how Amazon responds when it discovers that a product sold by a Marketplace merchant is being sold at a lower price on a non-Amazon website.
4. Please identify whether Amazon modifies its treatment of or relationship with Marketplace merchants if it learns that merchants are selling products on non-Amazon websites at a lower price than on Amazon or on an Amazon-owned or operated website.
5. Please identify all factors that determine which products are featured in the Buy Box and explain why each is used.
6. Please identify all factors that Amazon's algorithm considers when listing and ranking product search results and explain why each is considered.
7. Does Amazon's algorithm take into account any of the following factors:
 - a. Whether a merchant is enrolled in Fulfillment-by-Amazon;
 - b. Whether a merchant has purchased ads on Amazon; or
 - c. Whether a product is private label sold by Amazon?
8. If a product is out of stock at Amazon and that same product is available at the same or a lower price from a Prime-eligible seller with a high-performance rating, are there any circumstances under which Amazon would still give itself the Buy Box? If yes, please describe the relevant circumstances.
9. Please identify the number of private label products offered by Amazon in total and broken down by product category.
10. At the time that Amazon first started selling each of its private label products, identify the number of sellers offering that product, defined as any product sharing the same product category, on Amazon Marketplace.

11. Please identify all the ways that Amazon's platform treats Amazon's private label products differently from third-party products that are in the same product category and explain all the reasons for treating them differently.
12. Amazon states that its private label sales account for approximately 1% of its total sales. What percentage of sales do Amazon's private label products capture in each of the product categories where Amazon offers a private label product?
13. What percentage of Amazon's private label products are sold at-cost and what percentage of Amazon's private label products are sold below-cost? Please provide this information overall and broken down by product category.
14. Please identify the revenues, costs, and profit margins for Amazon's private label business for each of the past five years, overall and broken down by product category.
15. Please identify all types of data that Amazon compiles, maintains, and uses to inform its development of Amazon's private label products and explain how each is used.
16. Please identify all types of data that Amazon compiles, maintains, and uses to inform its marketing of Amazon's private label products and explain how each is used.
17. Please identify all types of data that Amazon compiles, maintains, and uses to inform its pricing of Amazon's private label products and explain how each is used, including how it uses consumer data that Amazon collects from third-party products.
18. Please identify all the ways that Amazon uses aggregate sales data that Amazon collects from third-party products distributed on its platform.
19. Please identify all the ways that Amazon uses individual behavioral consumer data that Amazon collects on its platform.
20. Please identify all the ways that Amazon uses aggregate behavioral consumer data that Amazon collects on its platform.
21. Is there any distinction between how Amazon uses data it collects from first-party sales and data it collects from third-party sales? If yes, please explain the distinctions.
22. Please identify the total number of Marketplace seller accounts, specifying how many are Amazon Individual Seller Accounts and how many are Amazon Pro Merchant Accounts.
23. Please describe the pricing of Marketplace fees for each of the past five years. Please identify all pricing changes over that period and describe all the reasons for each change.
24. Please describe how Amazon determines its pricing for Marketplace services.

25. When a Marketplace merchant makes a sale on Amazon, how many days on average will it take for the merchant to receive payment through Amazon for that sale?
26. Please identify Amazon's accounts payable rate for first-party vendors for each month over the past three years.
27. Please identify what types of information Amazon tracks on Marketplace transactions and explain the reasons why each is tracked.
28. Please identify the types of information Amazon tracks on an individual Marketplace transaction that are not made available to the Marketplace merchant whose product is sold and explain why each is not made available to the merchant.
29. What are all the types of aggregated third-party seller data that Amazon makes available to third-party sellers?
30. Does Amazon grant third-party sellers access to traffic and conversion data aggregated across product categories? Why or why not?
31. Please identify which categories or teams of Amazon employees have access to data or information that Amazon collects on individual Marketplace searches and transactions, specify the types of data or information to which each has access, and describe where in Amazon's organization chart the teams or employees are located (e.g., the individuals to whom they report).
32. Please identify which categories or teams of Amazon employees have access to data or information that Amazon collects on aggregate searches and transactions on Amazon, specify the types of data or information to which each has access, and describe where in Amazon's organization chart the teams or employees are located.
33. Please identify which categories or teams of Amazon employees have access to sales data and other information about a Marketplace merchant's account and describe where in Amazon's organization chart the teams or employees are located.
34. When detailing certain requirements on Amazon Seller Central, Amazon states, "Failure to comply with these requirements may cause a product to be suppressed from Amazon search results." Is suppressing a product from search results the same as de-listing it? If not, please describe what it means for Amazon to suppress a product from Amazon search results.
35. What are the character limits Amazon sets for the listing titles and descriptions on Marketplace?
36. Are these character limits uniform across all seller accounts and product categories? If not, please describe any differences and explain all the reasons for each difference.

37. Do the catalog listing rules and product ingredient rules that Amazon applies to Marketplace sellers also apply to Amazon's private label products? If no, please describe any differences and explain all the reasons for each difference.
38. Has Amazon ever prevented reviews from being posted to a seller's account because that seller's product was competing with an Amazon product? If yes, please describe the relevant circumstances.
39. Please describe all steps Amazon takes to generate product reviews for its private label products.
40. Please identify how Amazon's efforts to generate product reviews for its private label products differ from the processes and practices that Amazon requires third-party sellers to abide by when seeking to generate product reviews for their products and explain all the reasons for each difference.
41. Please identify the revenues, costs, and profit margin of Amazon Advertising for each of the past five years.
42. For each month since July 2018, please identify the average number of listings within the top-10 search result listings that were paid listings.
43. For each month since July 2018, please identify the percentage of all "editorial recommendations" on Amazon that recommend Amazon's private label products.
44. For each month since July 2018, please identify the percentage of all space eligible for advertising on Amazon that has been devoted to Amazon's private label products.
45. How does Amazon determine when to make any ad space unavailable for non-Amazon products in order to allow Amazon to promote its private label products?
46. Given that Amazon's decision to use ad space to promote its private label products reduces the available inventory of ad space on Amazon for other products, by how much does the cost of advertising increase for brands who are competing with Amazon for ad space for products in the same product category?
47. In categories where Amazon has a private label product, what portion of ad inventory is not available for first-party or third-party sellers because of ads for Amazon's private label products?
48. When Amazon lists Sponsored Ads for its private label products does Amazon's private label business pay for the ads or does Amazon allocate free ad space to its private label products?
49. What types of ads and ad space does Amazon reserve exclusively for Amazon's private label products?

50. In some instances, Amazon promotes its private label products on the listings of third-party brands (see below). Does Amazon make the space above the Buy Box that lists “Similar items to consider” available for non-Amazon brands, or can only Amazon list ads in that space?



51. What marketing and/or promotion services does Amazon offer suppliers or merchants? Please describe the pricing for any such services.
52. What factors does Amazon use to determine pricing for its marketing and/or promotion services? Please explain why each factor is used.
53. Does Amazon bundle any marketing and/or promotion services with its distribution services? If yes, please describe the terms and pricing for any such bundles.
54. If Amazon does bundle its marketing and/or promotion services with its distribution services, are suppliers able to purchase those services à la carte? If yes, please describe the terms and pricing for any à la carte offerings.
55. Does Amazon bundle any of its subscription services with its distribution services? If yes, please describe the terms and pricing for any such bundles.
56. If Amazon does bundle its subscription services with its distribution services, are suppliers able to purchase those services à la carte? If yes, please describe the terms and pricing for any à la carte offerings.
57. Has any supplier or merchant ever complained about Amazon’s bundling its distribution services with either Amazon’s marketing or promotion services or Amazon’s subscription services? If yes, please identify which suppliers or merchants have complained and describe the nature of each complaint.

58. Please describe all the ways that suppliers or merchants that do not purchase Amazon's marketing and/or promotion services are treated differently by Amazon from suppliers or merchants that do purchase Amazon's marketing and/or promotion services and explain all the reasons for treating them differently.
59. Please identify the revenues, costs, and profit margins of Fulfillment by Amazon (FBA) for each of the past five years.
60. Please describe the pricing of FBA fees for each of the past five years. Please identify all pricing changes over that period and explain all the reasons for each change.
61. Please describe all the ways that suppliers or merchants that do not purchase Amazon's distribution services through FBA are treated differently by Amazon from suppliers or merchants that do purchase Amazon's distribution services through FBA and explain all the reasons for treating them differently.
62. Please describe Amazon's investments in logistics operations, including ownership of any ships or planes, and involvement in freight forwarding.
63. Has Amazon ever demanded, as a condition for entering into a business partnership with another company, access to any data collected by that company including the company's own proprietary data? If yes, please describe the relevant circumstances.
64. Has Amazon ever received commercial data collected by an Amazon business partner? If yes, please describe what type of commercial data and how each type of data has been used.
65. Has Amazon ever received data about individual consumers from its business partnerships? If yes, please describe what type of consumer data and how each type of data has been used.
66. Has Amazon ever received personally identifiable information or sensitive personal information from its business partnerships? If yes, please describe what type of personal information and how each type of information has been used.
67. Has Amazon ever used information gathered as a result of a business partnership with another company to guide its product strategy? If yes, has Amazon ever used this information to introduce Amazon products that directly compete with the business partner's product?
68. Has Amazon ever threatened to either remove a seller from the Amazon Marketplace or prohibit the third-party sale of a product on Amazon due to a business dispute with that seller in one of Amazon's other areas of business? If yes, please describe the relevant circumstances.

69. Has Amazon ever removed a seller from the Amazon Marketplace or prohibited the third-party sale of a product on Amazon due to a business dispute with that seller in one of Amazon's other areas of business? If yes, please describe the relevant circumstances.
70. Does Amazon prevent any third parties from incorporating Amazon's services on third-party products and enabling those services to interoperate? If yes, please describe the relevant circumstances.
71. Has Amazon ever removed the "Buy Box" or "Buy Button" for products sold by a third party on Amazon? If yes, please describe the circumstances that resulted in this removal.
72. Has Amazon ever removed the "Buy Box" or "Buy Button" for products sold by a third party during the course of negotiations with that third party? If yes, please describe the circumstances that resulted in this removal.
73. Please identify the total number of Prime members in the United States.
74. Please identify all price changes to Prime membership since Amazon introduced the Prime program and explain all the reasons for each change.
75. Please identify the revenues, costs, and profit margin for Prime for each of the past five years.
76. Has Amazon ever requested or recommended that vendors lower or increase consumer prices? If yes, please explain the relevant circumstances and describe the data that Amazon used to inform any such requests or recommendations.
77. Although Marketplace merchants generally set the price at which their products are sold on Amazon, in some instances Amazon has lowered prices on products sold by Marketplace merchants, stating "This item is sold by a third-party seller. The discount is provided by Amazon."¹ Please describe how Amazon determines when to alter the consumer-facing price on a Marketplace product.
78. Does Amazon obtain permission from or consult Marketplace merchants before discounting their products? If no, please explain why.
79. Please describe any instances in which the discount Amazon applied to a Marketplace product exceeded the Marketplace commission that Amazon earned on the sale of that product.
80. Has Amazon ever prohibited a producer from listing its product on Amazon's Marketplace while permitting the producer to sell that same product as a first-party

¹ Laura Stevens, *Amazon Snips Prices on Other Sellers' Items Ahead of Holiday Onslaught*, WALL ST. J. (Nov. 5, 2017), <https://www.wsj.com/articles/amazon-snips-prices-on-other-sellers-items-ahead-of-holiday-onslaught-1509883201>.

vendor to Amazon? If yes, please identify the circumstances under which Amazon imposes this type of limitation and explain all the reasons it is imposed.

81. One email from Amazon to a brand stated: “[W]e have made the decision to source your products for sale by Amazon only and your existing Seller Central account will be closed within 30 days of this email.”² Please identify the number of merchants to whom Amazon has sent this message or a substantially similar message. For each instance, please describe the relevant circumstances, including the recipient of the message and all the reasons for sending it.
82. If a producer that received this message from Amazon decided not to become an Amazon vendor, thereby ending its product sales on Amazon, would Amazon permit other merchants to continue selling that producer’s products on Amazon’s Marketplace? Please explain why or why not.
83. Given that selling as a third-party merchant enables a brand to maintain consistent inventory levels, maintain listing quality, and use advertising to improve its branding, why does Amazon deprive certain brands of this opportunity?
84. Please describe the “Sold By Amazon” program, identifying which sellers are eligible to join and how Amazon determines what price sellers will receive for their sales.
85. Please identify the minimum level of information that a Seller Performance employee is required to share with a merchant when communicating that the merchant’s Amazon account has been or will be suspended.
86. If Amazon suspends a seller without detailing the precise basis for the suspension, how does Amazon expect the seller to remedy the violation and bring itself in compliance with Amazon’s policies?
87. Please identify the revenues, costs, and profit margin of Amazon Brand Registry.
88. Please identify what Amazon charges brands for participation in Amazon Brand Registry.
89. Does Amazon enable Marketplace merchants to view a full list of the brands that participate in Amazon Brand Registry? If yes, please describe how a merchant can access this list.
90. If a brand enrolled in Amazon Brand Registry designates as “unauthorized” any merchant that sells below a certain minimum price, will Amazon follow the brand’s request to prohibit sales by merchants selling below that price?

² Jason Del Ray, *An Amazon revolt could be brewing as the tech giant exerts more control over brands*, RECODE (Nov. 29, 2018), <https://www.vox.com/2018/11/29/18023132/amazon-brand-policy-changes-marketplace-control-one-vendor>.

91. Please describe all steps that Amazon takes to enable Amazon Brand Registry participants to protect their brand.
92. Please identify any protections that Amazon's private label products receive that are not available to brands participating in Amazon Brand Registry and explain all the reasons each is not made available to those brands.
93. In November 2018, Amazon announced that a new agreement with Apple would lead it to prohibit subsequent sales by any seller of Apple goods that was not designated by Apple as an "authorized" reseller. How many sellers and seller listings have been removed from Amazon as a result of this new agreement?
94. As of August 2019, how many authorized resellers of Apple products does Amazon host?
95. Please describe how Amazon determines which brands to brand-gate (i.e., to limit the merchants who can sell that brand).
96. Please explain how enabling brand-gating benefits Amazon consumers, given that brand-gating reduces competition on Amazon's Marketplace.
97. Please describe how Amazon determines which non-brand entities receive Vendor Central invitations to sell products to Amazon as first-party vendors.
98. Has Amazon ever recruited unauthorized resellers of merchandise? If yes, please describe the relevant circumstances.
99. Please identify any steps Amazon takes to assess whether any third-party sellers recruited by Amazon are unauthorized distributors of brands that do not sell on Amazon.
100. Has Amazon ever knowingly recruited merchants that sell counterfeit goods to its Marketplace platform? If yes, please describe the relevant circumstances.
101. In instances when brands have decided not to sell wholesale to Amazon, has Amazon ever then purchased or sought to purchase goods directly from the brand's manufacturers? If yes, please describe the relevant circumstances.
102. Does Amazon Advertising allow first-party and/or third-party sellers to bid on branded keywords of competitor brands? Please explain why or why not and the precise circumstances under which Amazon allows this.
103. Does Amazon Advertising allow first-party and/or third-party sellers to bid on branded keywords of competitor brands, even when those brands do not sell on Amazon? If yes, please explain why Amazon does this.

104. Does Amazon ever bid on a brand's keywords on an Amazon or non-Amazon property if that brand does not sell its products on Amazon? If yes, please explain why Amazon does this.
105. Please describe all the steps that Amazon takes when Amazon receives a complaint about an intellectual property violation by a third-party seller, including any steps it takes to verify the legitimacy of the claim.
106. How many U.S. sellers are enrolled in Seller Fulfilled Prime?
107. Amazon's website states that "Seller Fulfilled Prime is not accepting new registrations at this time." When did Amazon stop accepting new registrations for Seller Fulfilled Prime?
108. Why did Amazon stop accepting new registrations for Seller Fulfilled Prime?
109. What factors will determine if and when Amazon reopens registration for Seller Fulfilled Prime?
110. Please identify all the factors that Amazon considers when placing products on its "best sellers" lists and describe why each factor is considered. If Amazon considers different factors for different product categories, please describe those differences and explain all the reasons for each difference.
111. For the purposes of Amazon's list of best seller books, how does Amazon account for books borrowed through Kindle Unlimited? How does this accounting of books borrowed through Kindle Unlimited compare to Amazon's accounting of à la carte purchases of books? Please explain all the reasons for each difference.
112. How are producers that provide products or content for Amazon's subscription services compensated for providing those products or content? If the compensation scheme differs by product or content, please describe those differences.
113. Please identify the number of print books sold on Amazon's Marketplace on a monthly basis in 2010, 2011, and 2012.
114. Please identify all the ways in which the Amazon platform treats Amazon-published books (both imprints and self-published books) differently from books published by non-Amazon publishers and explain all the reasons for treating them differently.
115. For each year since 2014, please identify the percentage of book sales on Amazon captured by Amazon-published books (both imprints and self-published books).
116. Does Amazon sell non-Kindle e-books on its platform? If no, please explain why.
117. Does Amazon distribute Kindle e-books on non-Kindle readers and non-Kindle applications? If no, please explain why.

118. Has Amazon ever used consumer data collected from third-party products distributed through Amazon’s platform to inform Amazon’s bidding on author publishing rights? If yes, please describe the relevant circumstances, including how this data has informed Amazon’s bidding strategy.
119. Are Amazon-published books (both imprints and self-published books) the only books that are eligible to be part of the Amazon “First Reads” program?
 - a. If yes, please explain why.
 - b. If no, please identify books not published by Amazon that Amazon has selected to be part of Amazon “First Reads.”
120. For each year since 2014, what percentage of Kindle Unlimited content read by consumers is content produced by Amazon publishing (including imprints and self-published books)?
121. Please explain how Amazon calculates payments to authors whose books are part of Kindle Unlimited.
122. Please identify when and explain why Amazon shifted from a “pay-per-borrow” model to a “pay-per-page-read” model.
123. Please identify the average payment that this “pay-per-page-read” payment model generates for authors enrolled in Kindle Unlimited since Amazon implemented the payment model.
124. Please identify the average payment per-page-read that this payment method generates for authors enrolled in Kindle Unlimited for each of the last five years.
125. Does Amazon require any exclusivity commitments from authors who publish through Kindle Direct Publishing?
 - a. If yes, please describe these exclusivity provisions.
 - b. If yes, please explain why Amazon requires these exclusivity commitments from self-publishing authors.
126. Does Amazon permit authors who publish through Kindle Direct Publishing to opt out of Kindle Unlimited? If no, please explain why Amazon imposes this restriction.
127. Please identify how much it costs Amazon to produce an Echo Dot.
128. What percentage of consumers purchase the product that Amazon recommends when a consumer is voice shopping through Alexa?

129. Please describe what types of data Amazon collects through its Alexa and Echo products and explain how each is used.
130. Does Amazon allow developers to make a skill available through Echo and/or compatible with Alexa without sharing user skill data with Amazon? Please explain why or why not.
131. Please identify which categories or teams of Amazon employees have access to data or information that Amazon collects through Alexa and Echo products, specify the types of data to which each has access, and describe where in Amazon's organization chart the teams or employees are located.
132. Please describe what types of data Amazon collects through Eero.
133. Does Eero enable Amazon to track a user's usage of non-Amazon smart home products that the user connects to Eero? If yes, please describe what types of information Amazon collects on non-Amazon smart home products that a user connects to Eero and explain how each type of information is used.
134. Please identify which categories or teams of Amazon employees have access to data or information that Amazon collects through Eero, specify the types of data to which each has access, and describe where in Amazon's organization chart the teams or employees are located.
135. Does Amazon include or has it ever included in any contract with business partners a waiver of some or all intellectual property rights whereby a business partner agrees not to bring some or all intellectual property infringement claims with regards to an Amazon product? If yes, please describe the relevant circumstances.
136. Does Amazon include or has it ever included in any contract with business partners a waiver of some or all antitrust claims whereby a business partner agrees not to bring some or all antitrust claims with regards to Amazon's conduct? If yes, please describe the relevant circumstances.
137. Please identify any egress fees charged by Amazon Web Services (AWS) and describe how Amazon determines these fees.
138. Please describe the pricing of AWS egress fees for each of the past five years. Please identify all pricing changes over that period and explain all the reasons for each change.
139. Please identify what services and/or software AWS makes available for free and the costs to Amazon of providing these services and/or software for free.
140. Please describe what types of data Amazon collects through AWS and how each is used.
141. Please identify any types of information Amazon tracks on an AWS user that are not made available to the AWS user and explain how each type of information is used.

142. Has Amazon ever used a company's AWS usage patterns or any other AWS data to inform Amazon's investment decisions? If yes, please describe the relevant circumstances.
143. Has Amazon ever used aggregate forms of AWS usage data to inform Amazon's investment decisions? If yes, please describe the relevant circumstances.
144. Has Amazon ever used a company's AWS usage patterns or any other AWS data to inform Amazon's product strategy? If yes, please describe the relevant circumstances.
145. Has Amazon ever used aggregate forms of AWS usage data to inform Amazon's product strategy? If yes, please describe the relevant circumstances.
146. Please identify which categories or teams of Amazon employees have access to data or information that Amazon collects through AWS, specify the types of data and information to which each has access, and describe where in Amazon's organization chart the teams or employees are located.
147. Please identify the percentage of Amazon consumers that are subject to a mandatory arbitration clause and/or class action waiver in their agreement with Amazon, describe the relevant provisions, and identify any types or categories of Amazon consumer contracts that do not contain a mandatory arbitration clause and/or class action waiver.
148. Since 2014, how many Amazon consumers have initiated arbitration proceedings to adjudicate a legal claim against Amazon, in total and broken down by type of legal claim?
149. Please identify the percentage of Amazon employees that are subject to a mandatory arbitration clause and/or class action waiver in their agreement with Amazon, describe the relevant provisions, and identify any types or categories of Amazon employee contracts that do not contain a mandatory arbitration clause and/or class action waiver.
150. Since 2014, how many current or former Amazon employees have initiated arbitration proceedings to adjudicate a legal claim against Amazon, in total and broken down by type of legal claim?
151. Please identify the percentage of Amazon contractors that are subject to a mandatory arbitration clause and/or class action waiver in their agreement with Amazon, describe the relevant provisions, and identify any types or categories of Amazon contractor contracts that do not contain a mandatory arbitration clause and/or class action waiver.
152. Since 2014, how many current or former Amazon contractors have initiated arbitration proceedings to adjudicate a legal claim against Amazon, in total and broken down by type of legal claim?

153. Please identify the percentage of Amazon Marketplace participants that are subject to a mandatory arbitration clause and/or class action waiver in their agreement with Amazon, describe the relevant provisions, and identify any types or categories of Amazon Marketplace contracts that do not contain a mandatory arbitration clause and/or class action waiver.
154. Since 2014, how many current or former Marketplace participants have initiated arbitration proceedings to adjudicate a legal claim against Amazon, in total and broken down by type of legal claim?
155. Please identify the percentage of Amazon vendors that are subject to a mandatory arbitration clause and/or class action waiver in their agreement with Amazon, describe the relevant provisions, and identify any types or categories of Amazon's contracts with vendors that do not contain a mandatory arbitration clause and/or class action waiver.
156. Since 2014, how many current or former Amazon vendors have initiated arbitration proceedings to adjudicate a legal claim against Amazon in total and broken down by type of legal claim?
157. Please identify the percentage of Amazon employees and contractors that are subject to a non-compete clause in their agreement with Amazon, describe the relevant provisions, and identify any types or categories of Amazon employees and contractors that are not subject to a non-compete clause.
158. Since 2014, how many former Amazon employees and contractors has Amazon sued or initiated arbitration proceedings against in connection with an alleged breach of a non-compete clause? Please break down this number by type of legal relationship (e.g., employee or contractor) and describe the relevant circumstances that gave rise to each suit or arbitration.

Instructions for Responding to Questions for the Record from the Honorable David N. Cicilline, Chairman, Subcommittee on Antitrust, Commercial and Administrative Law of the Committee on the Judiciary

1. Provide a wholly contained answer to each question. A question's answer should not cross-reference answers provided in other questions or previous submissions to the Committee.
2. Provide answers to each question in a machine-readable and searchable format. For example, data should be produced in an Excel spreadsheet.
3. If a question asks for a yes or no answer, provide a yes or no answer first and then provide any subsequent explanation.
4. If a question asks for a choice between two options, state which of the options applies or that neither applies, followed by any subsequent explanation.
5. Any word or term that the Company considers vague or insufficiently defined has the meaning most frequently assigned to it by the Company in the ordinary course of business.
6. If you disagree with the premise of how a question is phrased or structured, respond to the question as written and then articulate both the premise with which you disagree and the basis for that disagreement.
7. To the extent that an answer depends on an ambiguity in the question asked, please state the ambiguity you perceive in the question and provide multiple answers that articulate each possible reasonable interpretation of the question in light of the ambiguity.
8. If it is impossible to answer a question without divulging confidential or privileged information, please clearly state the basis for confidentiality or privilege invoked and provide as extensive an answer as possible without breaching that confidentiality or privilege. For questions calling for answers requiring confidential information, please provide a complete answer in a sealed, confidential form. These materials will be kept confidential until further notice. For questions calling for privileged information, please describe the privileged relationship and identify the privileged documents or materials that, if disclosed, would fully answer the question.
9. In responding to each question, be aware that (unless otherwise determined by the Committee) the Committee does not recognize: any purported non-disclosure privileges associated with the common law including but not limited to the deliberative-process privilege, the attorney-client privilege, and attorney work product protections; any purported privileges or protections from disclosure under the Freedom of Information Act; or any purported contractual privileges, such as non-disclosure agreements.