

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

_____)
In the Matter of)
)
September 13, 2018 Civil Investigative Demands)
Issued to viagogo, Inc., viagogo Entertainment)
Inc., Pugnacious Endeavors, Inc., Grover Street,)
Inc., and Grover Street Holdings, Inc.)
_____)

File No. 1823087

**VIAGOGO, INC., VIAGOGO ENTERTAINMENT INC., PUGNACIOUS ENDEAVORS,
INC., GROVER STREET, INC., AND GROVER STREET HOLDINGS, INC.’S
PETITION TO LIMIT CIVIL INVESTIGATIVE DEMANDS**

Pursuant to 16 C.F.R. § 2.10(a), Petitioners viagogo, Inc., viagogo Entertainment Inc., Pugnacious Endeavors, Inc., Grover Street, Inc., and Grover Street Holdings, Inc. (collectively, “Petitioners”), by and through undersigned counsel, hereby petition to limit the Civil Investigative Demands (“CIDs”) issued by the Federal Trade Commission (“FTC” or the “Commission”) to the Petitioners on September 13, 2018 in the above-captioned matter. The CIDs are attached hereto as Exhibits 1–5, respectively.

Each of the CIDs purports to have been issued pursuant to the Commission’s authority under the U.S. Safe Web Act to assist the United Kingdom in its enforcement action regarding foreign entities’ compliance with foreign law, and each calls only for information that relates to alleged conduct directed at foreign countries and potential violations of foreign laws. *See, e.g.*, Ex. 1 (CID Issued to viagogo Inc.) at 2 (limiting “subject of investigation” to “violation of foreign laws”); 15 U.S.C. § 46(j). Petitioners have agreed to comply with the vast majority of Interrogatories and Document Requests in the CIDs, and seek only to limit the CIDs regarding

those Interrogatories and Document Requests that are unduly burdensome or that seek information that is plainly irrelevant to the pertinent U.K. enforcement action.

In particular, for the reasons discussed herein, the Commission should limit the CIDs to remove requests for: (1) confidential investor information, (2) agreements between Petitioners and certain individuals, and (3) confidential financial information that is entirely unrelated to the conduct the United Kingdom is investigating. The Commission should further limit the CIDs by removing the request for (4) communications about the United Kingdom's enforcement action, which calls for privileged information not subject to disclosure.

I. BACKGROUND

In November 2017, the United Kingdom's "Competition and Market's Authority (CMA) began enforcement action against 4 major secondary ticketing websites," StubHub, GETMEIN!, Seatwave, and viagogo AG. CMA, Press Release, *CMA launches court action against viagogo* (Aug. 31, 2018), available at <https://www.gov.uk/government/news/cma-launches-court-action-against-viagogo>. The CMA's action related to these companies' practices in the secondary (resale) ticketing sector in the United Kingdom. *Id.* In August 2018, after failing to reach a settlement, the CMA brought legal proceedings against viagogo AG (a Swiss company) seeking a court order to enjoin certain practices the CMA contends are unlawful. *Id.*; see also Decl. of Clive Gringras (attached hereto as Ex. 6). The proceedings allege that various statements on and omissions from viagogo AG's website, www.viagogo.co.uk, violated U.K. law. Ex. 6, ¶ 7. Petitioners "are not parties to the English Proceedings." *Id.* ¶ 2.

On September 13, 2018, the Commission served Petitioners with five essentially identical CIDs. Each CID stated that its purpose was to investigate potential violations of foreign laws prohibiting fraudulent or deceptive commercial practices. Exs. 1–5. While the CIDs relate

solely to the United Kingdom's enforcement action, all Petitioners are U.S. entities. Petitioner Pugnacious Endeavors, Inc. is a holding company with several wholly owned subsidiaries, including each of the other Petitioners, as well as viagogo AG.

Collectively, the FTC's CIDs propound some 140 interrogatories and 50 document requests, many of which include several subparts. The CIDs broadly seek information on each of Petitioners' ownership, management, finances, products and services, and relationships with various individuals and "Foreign Entities."¹ The document requests seek, *inter alia*, all agreements between the Petitioners and the Foreign Entities, other named companies, and six named individuals; "all documents referring or relating to complaints in relation to www.viagogo.co.uk or Ticket Reselling directed to the United Kingdom"; and "all documents concerning, relating, or referring to" the rationale, strategy, creation, design, display, implementation, impact, and effectiveness of various practices "on www.viagogo.co.uk or any website using or operating under the viagogo Brand." The Interrogatories ask Petitioners to, among other things, "identify each parent, subsidiary, and other affiliate that forms part of the Company"; describe Petitioners' and the Foreign Entities' association with various named individuals; and "describe any policies, practices, or procedures of the Company relating to www.viagogo.co.uk or any other Ticket Reselling directed at the UK." The CIDs also notice investigative hearings regarding Petitioners' interactions with the Foreign Entities and the other Petitioners, and their involvement in and knowledge of Ticket Reselling directed towards the United Kingdom.

¹ The CIDs define the "Foreign Entities" as viagogo AG; VGL Services Limited; IFOT Services Limited; and VGL Support Services Ireland Limited, and their successors and assigns. Each of the Foreign Entities is either a direct or indirect wholly owned subsidiary of Pugnacious Endeavors, Inc. and has been subject to extensive discovery in the U.K. proceedings.

Following receipt of the CIDs, Petitioners met and conferred with the Commission's staff in person (on October 2, 2018) and by phone (on October 3 and 8) to better understand what types of information and documents the Commission sought, to explore the possibility of limiting the CIDs in some limited respects, and to seek an extension of the deadlines for Petitioners to produce information and/or to petition the Commission to quash or limit the CIDs. Petitioners informed the staff that they would respond to the vast majority of Interrogatories and Document Requests, but explained that they likely would object to certain Interrogatories and Document Requests that sought sensitive information that was entirely outside the scope of the United Kingdom's enforcement action, or that was unduly burdensome to produce.

On October 10, 2018, the Commission granted Petitioners an extension of the deadline to file a petition to limit or quash the CIDs. The Commission agreed to a 30-day extension on the petition to quash or limit, until November 9, 2018. The Commission also extended the deadlines for Interrogatory responses and document production, and set the investigative hearings for later dates in January 2018. The extension letter further stated that the staff was willing to discuss "possible resolutions to [Petitioners'] concerns of the document requests and interrogatories during the extension period." Ex. 7 (10/10/18 Engle letter).

The parties have continued to engage in good-faith discussions. They held a further meet-and-confer call on November 2, during which counsel for Petitioners informed the staff that Petitioners would object to the request for confidential investor information, agreements with certain individuals, and confidential financial information because those matters were entirely unrelated to the U.K. enforcement action. Petitioners also informed the staff that they would object to a request for communications regarding the enforcement action because all such communications are likely to be privileged and it would be unduly burdensome to review and log

all such communications. Pursuant to the parties' discussion on the November 2 call, the staff on November 6, 2018 provided Petitioners' counsel with the staff's position as to Petitioners' objections. Ex. 8 (11/6/18 DePaul email). In its email, the staff states, in conclusory terms, that the requests for confidential investor information, agreements with certain individuals, and confidential financial information are relevant "with respect to theories of liability, and the type and scope of remedies." *Id.* The staff provides no elaboration on how these requests could possibly be relevant to the U.K. enforcement action. The staff states, moreover, that as to the request for privileged documents regarding the U.K. enforcement action itself, it "do[es] not understand how searching for relevant documents, conducting a privilege review, and producing non-privileged documents could be overly burdensome." *Id.* Counsel for Petitioners pointed out the deficiencies in the staff's response, Ex. 9 (11/8/18 Pitt email), but the staff declined to provide any further explanation of its positions, Ex. 10 (11/8/18 DePaul email).

Although Petitioners have agreed to respond to the overwhelming majority of the 140 interrogatories and the 50 document requests propounded by the staff, and despite Petitioners' efforts to narrow their objections to cover only requests that are plainly unrelated to the U.K. proceedings, call for highly sensitive information with little or no relevance to those proceedings, and would require Petitioners to undertake undue burden, the staff has been unwilling to agree to these reasonable requests to limit the CIDs. Petitioners therefore now petition the Commission to limit the CIDs.

II. ARGUMENT

The FTC generally must limit its investigations to matters regarding potential violations of U.S. law. *See* 15 U.S.C. §§ 45, 46, 57b-1. Under the U.S. Safeweb Act, however, the FTC has the authority, upon written request, to assist a foreign law enforcement agency

“investigating, or engaging in enforcement proceedings against, possible violations of laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to practices prohibited by any provision of the laws administered by the Commission, . . . without requiring that the conduct identified in the request constitute a violation of the laws of the United States.” 15 U.S.C. § 46(j)(1). The Act authorizes the commission to assist a foreign law enforcement agency by “conduct[ing] such investigation as the Commission deems necessary to collect information and evidence *pertinent* to the request for assistance, *using all investigative powers authorized by this subchapter.*” 15 U.S.C. § 46(j)(2) (emphases added). That is, the Act does not create any different investigative tools for the Commission to use, but instead permits the Commission to use those tools already at its disposal for investigations into U.S. conduct. Here, the FTC chose to proceed through CIDs under 15 U.S.C. § 57b-1, and the standards applied to any other CID therefore apply here. *See In re F.T.C.*, No. MJG-13-MC-524, 2014 WL 3829947, at *4 (D. Md. Aug. 4, 2014) (limiting subpoena issued to assist Canadian investigation based on undue burden).

While the FTC has authority to issue CIDs to assist the CMA in its enforcement action, the FTC’s “[s]ubpoena enforcement power is not limitless[.]” *F.T.C. v. Ken Roberts Co.*, 276 F.3d 583, 586 (D.C. Cir. 2001). The Supreme Court has cautioned that “governmental investigation into corporate matters may be of such a sweeping nature and so unrelated to the matter properly under inquiry as to exceed the investigatory power.” *United States v. Morton Salt Co.*, 338 U.S. 632, 652 (1950).

For a subpoena or CID to be enforced, the request must not be “too indefinite” and the information sought must be “reasonably relevant.” *Id.* “The relevance of the material sought by the FTC must be measured against the scope and purpose of the FTC’s investigation, as set forth

in the Commission's resolution." *F.T.C. v. Texaco, Inc.*, 555 F.2d 862, 874 (D.C. Cir. 1977); *F.T.C. v. Turner*, 609 F.2d 743, 745 (5th Cir. 1980). Courts also will not enforce a subpoena that seeks information that is "overly burdensome or unreasonably broad." *Texaco, Inc.*, 555 F.2d at 882; *Turner*, 609 F.2d at 744. "The gist of the protection is in the requirement expressed in terms that the disclosure sought shall not be unreasonable." *Morton Salt*, 338 U.S. at 652–53 (internal quotation marks omitted). Courts have been particularly aggressive in applying this reasonableness standard where subpoenas are issued to third-parties or others with minimal involvement in the investigation. See *Dow Chem. Co. v. Allen*, 672 F.2d 1262, 1277 (7th Cir. 1982) ("[A] court may properly give account to the third-party status of those from whom production is sought in determining whether compliance would constitute an undue burden."). *F.T.C. v. Bowman*, 149 F. Supp. 624, 629–30 (N.D. Ill.), *aff'd*, 248 F.2d 456 (7th Cir. 1957) ("[T]he imposition of a heavy burden upon a witness not a party to that proceeding should be avoided.").²

Here, the CIDs specify the scope of investigation as follows:

Whether the Company and the Foreign Entities (as defined herein) have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45.

² This aligns with how courts treat third-party subpoenas in litigation. See *Solarex Corp. v. Arco Solar, Inc.*, 121 F.R.D. 163, 179 (E.D.N.Y. 1988) ("Under the authorities, this factor [nonparty status] is significant in determining whether compliance with a discovery demand would constitute an undue burden." (internal quotation marks omitted)); *Jack Frost Lab., Inc. v. Physicians & Nurses Mfg. Corp.*, 92-CV-9264, 1994 WL 9690, at *2 (S.D.N.Y. Jan. 13, 1994) ("The most obvious burden is borne by the non-party witness, and we are instructed to be particularly sensitive to any prejudice to non-litigants drawn against their will into the legal disputes of others.").

Ex. 1 (CID Issued to viagogo Inc.) at 2. The CIDs also attached a “Resolution Authorizing Use of Compulsory Process to Provide Investigative Assistance to the United Kingdom Law Enforcement Agencies.” As the CIDs make clear, the FTC’s sole purpose in issuing its requests to Petitioners is to assist the United Kingdom’s CMA in its enforcement action against viagogo AG, a separate entity. Therefore, in order to be enforceable, the Document Requests and Interrogatories must be reasonably relevant to the CMA’s enforcement action regarding practices in the secondary ticketing sector in the United Kingdom.

As to at least three subjects, they are not. First, Interrogatory 3 requests confidential information about investors in privately held companies that have not been sued by the CMA. Second, Document Request 5 seeks agreements between Petitioners and six individuals. Third, Interrogatory 2 requests confidential financial information concerning Petitioners’ annual revenues. Because each of these requests is not reasonably relevant to an enforcement action regarding alleged deceptive acts or practices in connection with the resale of tickets in the United Kingdom, the CID should be limited to exclude these inquiries. In addition, Document Request 10 is unduly burdensome because it exclusively seeks communications about the CMA’s case that are likely to be privileged and not probative of any issue in the case, and the CIDs should therefore should be limited to remove that request.

A. Interrogatory 3’s request for sensitive investor information is not relevant to the United Kingdom’s enforcement action.

The FTC’s request for confidential shareholder information is far outside the scope of the enforcement action. Interrogatory 3 requests that Petitioners: “Identify all current and former officers, directors, principals, and owners of the Company; and all shareholders with 5 percent or more ownership of the Company, stating each shareholder’s percentage of ownership.”

Petitioners do not object to disclosing current or former officers or directors (though they do not

concede the relevance of such information). Petitioners also do not object to disclosing which entities are subsidiaries of other entities. Petitioners do object, however, to Interrogatory 3 to the extent it seeks identification of individual investors in Petitioner Pugnacious Endeavors, Inc., a private company not required to publicly disclose such highly sensitive information.

Simply put, there is no relationship between the private investors in Pugnacious (as distinguished from its employees, officers, or directors) and the CMA's enforcement action regarding alleged deceptive acts or practices. And other than a conclusory statement that this information "is relevant to theories of liability and the type and potential scope of remedies," Ex. 8, the staff have identified no reason why the identities of investors in a private company that has not been sued by the CMA could be relevant to an unfair-practices action. Where courts have permitted inquiry into shareholders' information, they have highlighted the specific facts of the case that link the shareholder information with the subject of the investigation. *See, e.g., F.T.C. v. Gibson Prod. of San Antonio, Inc.*, 569 F.2d 900, 906 (5th Cir. 1978) (in group boycott case: "unless H. R. Gibson could 'direct and control' the purchasing of the retailers, it is unlikely that suppliers would make special payments to participate in the trade shows . . . A list of shareholders and officers, as well as minutes of board meetings, from the local stores would help resolve who actually controls wholesale buying.").

Nothing in this case makes shareholder information relevant. The CMA is pursuing enforcement action regarding the question whether viagogo AG or other foreign entities engaged in deceptive acts in connection with Ticket Reselling or other activities directed to the United Kingdom. Who owned shares of Pugnacious Endeavors, Inc., and in what quantity, is completely unrelated to that inquiry. For these reasons, Petitioners respectfully request that the

Commission limit Interrogatory 3 in each CID to exclude any requirement that Petitioners disclose confidential shareholder information.

B. Document Request 5's demand for agreements with certain individuals is not relevant to the United Kingdom's enforcement action.

Each CID's Document Request 5 states: "Submit all agreements between the Company and: a. Eric Baker; b. Brian L. Frank; c. James Fields; d. Steve Roest; e. Prabhat Shah; and f. Stanley Shin." In response to Petitioners' statement that the only such agreements that likely exist are consulting agreements and agreements incident to certain of those individuals' roles as directors of certain of the Petitioners, the staff offered to "recommend a modification where your clients initially need only produce a list of all former and existing agreements that are responsive to this request. After a chance to review the list, we can make a determination if we want any of the agreements to be produced." Ex. 8.

On November 8, Petitioners provided the staff with an exhaustive list of the types of agreements Petitioners possess that are responsive to this request, which include: loan agreements (*e.g.*, note purchase agreement, convertible note agreements, pledge and security agreements); stock warrant agreements; D&O indemnification agreements; stock option agreements; non-disclosure agreements; consulting agreements; restricted stock unit award agreements; co-sale and first refusal agreements; investors' rights agreements; and stock purchase agreements. Ex. 9. As that list makes clear, these agreements between U.S. companies and their investors or directors (and, in one case, a consultant)³ have no bearing upon the CMA's action. Nevertheless, the FTC would not withdraw this request. Ex. 10.

³ For the avoidance of doubt, the consulting agreement in question is not for operational services, but rather to provide assistance on corporate maintenance, tax, financial, human resources, and investor-relations matters.

As with the request for shareholder information, the request for these agreements is not relevant to the action filed by the CMA against viagogo AG, and therefore cannot be the subject of any proper request for information in connection with providing assistance to the CMA.

The CMA is pursuing enforcement action regarding the question whether viagogo AG or other Foreign Entities engaged in deceptive acts in connection with the online resale of tickets to consumers. The staff has provided no real explanation of how the types of agreements referenced above could possibly be relevant to that inquiry, and Petitioners can think of none. The entirety of the staff's explanation is that they believe these agreements "are relevant with respect to theories of liability, and the type and scope of remedies." Ex. 9. Moreover, there is no need to require Petitioners to collect and produce these documents: Petitioners have agreed to provide answers to Interrogatories 10 through 21 of each of the five CIDs, which ask for information regarding Petitioners' association with the six identified individuals, as well as those individuals' relationship, if any, with each of the Foreign Entities. *See, e.g.*, Ex. 1. The information contained in the requested agreements has nothing to do with the matters involved in the U.K. enforcement action.

Petitioners respectfully request that the Commission limit each CID to remove Document Request 5.

C. Interrogatory 2's requests for confidential financial information from Petitioners is not relevant to the United Kingdom's enforcement action.

The confidential financial information requested in each of the CIDs is not relevant to the United Kingdom's enforcement action, and is therefore not within the permissible scope of the FTC's CIDs. Interrogatory 2 in each CID states: "Provide an overview of the Company, including, for each year, a description of the Company's products and services, and the Company's annual gross revenues." *E.g.*, Ex. 1. Petitioners do not object to providing a basic

overview of the companies, their products, and their services. Petitioners do object, however, to the request for their annual gross revenues, because this information is not relevant to the CMA's action against viagogo AG. Petitioners are privately held companies, and this information is highly sensitive. In the absence of any compelling reason why its production is necessary, Petitioners ought not to be required to divulge it to anyone.

Courts reviewing civil discovery and administrative subpoenas have often quashed requests for private financial information “reasoning that a party’s ability to satisfy a judgment is irrelevant to the subject matter of the action.” *Freese v. F.D.I.C.*, 837 F. Supp. 22, 24 (D.N.H. 1993), *decision vacated, appeal dismissed as moot*, 70 F.3d 1252 (1st Cir. 1994); *see F.T.C. v. Turner*, 609 F.2d 743, 745 (5th Cir. 1980). In *Turner*, the Fifth Circuit affirmed a district court’s decision to not enforce a subpoena seeking financial information. The court held that although the information may be relevant to determining the “practicality of pursuing a remedy” for legal infractions, this information was decidedly “not relevant to an inquiry into whether a violation of the law exists.” *Id.* The court said that “Turner’s financial status, like the financial status of most putative defendants, is not relevant to any issue that will be raised in the contemplated lawsuit.” *Id.*

Even where courts have permitted the FTC to inquire into the financials of subpoena recipients, it has been directly related to the entity under investigation. *See F.T.C. v. Invention Submission Corp.*, 965 F.2d 1086, 1090 (D.C. Cir. 1992). But here, the FTC does not seek the financials of the entity alleged to have been involved in the sales that form the subject matter of the enforcement action brought by the CMA. Instead, the FTC seeks confidential financial information from the parent company and several sister companies. Moreover, the CMA does not seek any fine or monetary penalty—it seeks only conduct remedies. Ex. 6 (Decl. of Clive

Gringras) ¶¶ 8–10. The revenue of Petitioners has no relevance to the remedies sought against viagogo AG in either the CMA’s proposed interim enforcement order or final enforcement order. *Id.* ¶ 11. And even if the CMA were to seek financial penalties against viagogo AG at some undetermined future point, *Petitioners’* revenue plays no role whatsoever in the determination of that relief. And to the extent that *ability to pay* could ever be relevant to any financial remedy, it would be the ability to pay of the entity subject to the enforcement action—viagogo AG—that would be at issue, not that of the U.S. companies that the Commission served with CIDs. *Id.* ¶ 13. And even then, it would of course be the company’s resources—not its revenue—that would be relevant to that inquiry. The FTC’s request is therefore too far removed from the CMA’s enforcement action to permit inquiry into these sensitive matters.

In response to Petitioners’ objection to relevance, the staff once again states in conclusory fashion that “that the revenue information sought is relevant to the scope of harm, theories of liability, and remedies.” Ex. 6 (11/6/18 DePaul email). This generic statement provides no explanation of how the revenue of any of the Petitioners is at all relevant to the CMA’s action against viagogo AG. Nor does the staff dispute that the CMA is not seeking any remedy relating to the companies’ revenues (undersigned counsel raised that point during a telephonic meet-and-confer conference on November 2, 2018). While the staff stated that it could “recommend a modification to the FTC’s approving manager to narrow this request to seek only gross revenues relating to viagogo AG and Ticket Reselling directed to the UK,” *id.*, Petitioners had already informed the staff that they do not have such information readily broken down by country, and that even if they did, that would not resolve the relevance issue.

Petitioners respectfully request that the Commission limit Interrogatory 2 in each CID to relieve Petitioners of the obligation to produce this confidential financial information.

D. Document Request 10 is unduly burdensome because it exclusively seeks communications about the CMA's enforcement action, which are likely to be privileged.

Document Request 10 seeks “all documents referring or relating to communications between the Company and each of the Foreign Entities relating to law enforcement investigations by government agencies located in the UK.”

Because of the breadth of this request—“all documents referring or relating to communications between the Company and each of the Foreign Entities”—locating any such documents would require a laborious email search. There is no reason to require Petitioners to engage in such an exercise, however, because given the subject matter of this request—“documents . . . relating to law enforcement investigations by government agencies located in the UK”—it is highly likely that the only responsive documents in Petitioners' possession are privileged communications about the CMA's case itself.⁴ The staff states that it does “not understand how searching for relevant documents, conducting a privilege review, and producing non-privileged documents could be overly burdensome,” because Petitioners “will be doing that for each and every other document production request.” Ex. 8. But doing so as to Document Request 10 is unduly burdensome precisely because it is so unlikely that the search will result in any responsive, non-privileged documents to be produced. The request is effectively no different than seeking “all communications with counsel relating to this case.” The result of such a review

⁴ Because Petitioner Pugnacious Endeavors, Inc. is the parent company of each of the other Petitioners and each of the Foreign Entities, the attorney-client privilege and attorney work product doctrine remain intact with communications between or among Petitioners and the Foreign Entities. *See, e.g., Glidden Co. v. Jandernoa*, 173 F.R.D. 459, 472–73 (W.D. Mich. 1997) (“The universal rule of law, expressed in a variety of contexts, is that the parent and subsidiary share a community of interest, such that the parent (as well as the subsidiary) is the ‘client’ for purposes of the attorney-client privilege. . . . Consequently, disclosure of legal advice to a parent or affiliated corporation does not work a waiver of the confidentiality of the document, because of the complete community of interest between parent and subsidiary.”).

would simply be a lengthy privilege log that would require considerable effort and expense to create. Requiring Petitioners to undertake this empty exercise can serve no legitimate purpose.

For these reasons, Document Request 10 is unduly burdensome, and each of the CIDs should be limited to exclude it.

III. CONCLUSION

Petitioners have been reasonable in responding to the CIDs issued by the FTC. But as mere affiliates of the entities that are the subject of this foreign enforcement action, Petitioners should not be subjected to unduly burdensome requests, nor should they be required to divulge confidential information that bears no relevance to that action. Because the requests for confidential shareholder information, agreements with certain individuals, and confidential financial information are not reasonably related to the scope of the CMA's enforcement action, and because the request for communication related to that action itself is unduly burdensome, the Commission should limit the CIDs as to those inquiries.

Dated: November 9, 2018

Respectfully Submitted,



John E. Schmidlein

Jonathan B. Pitt

Thomas W. Ryan

WILLIAMS & CONNOLLY LLP

725 Twelfth Street, NW

Washington, DC 20005

Tel.: (202) 434-5000

Fax: (202) 434-5029

jschmidlein@wc.com

jpitt@wc.com

tryan@wc.com

*Counsel for Petitioners viagogo, Inc.,
viagogo Entertainment Inc., Pugnacious
Endeavors, Inc., Grover Street, Inc., and
Grover Street Holdings, Inc.*

CERTIFICATE OF GOOD-FAITH CONFERENCE

Pursuant to 16 C.F.R. § 2.7(k), counsel for Petitioners conferred with counsel for the Commission in a good-faith effort to resolve the issues presented in the foregoing Petition To Limit CIDs. Those conferences occurred on the following dates and times, and with the following parties present:

- October 2, 2018, 1:00 p.m., in person, with Stacy Feuer and Sara DePaul participating on behalf of the Commission and John Schmidlein and Jonathan Pitt participating on behalf of Petitioners;
- October 3, 2018, 4:00 p.m., by phone, with Stacy Feuer and Sara DePaul participating on behalf of the Commission and John Schmidlein and Jonathan Pitt participating on behalf of Petitioners;
- October 8, 2018, 4:15 p.m., by phone, with Sara DePaul participating on behalf of the Commission and John Schmidlein and Jonathan Pitt participating on behalf of Petitioners; and
- November 2, 2018, 11:00 a.m., by phone, with Sara DePaul participating on behalf of the Commission and Jonathan Pitt and Thomas Ryan participating on behalf of Petitioners.

The parties also conferred by email, as reflected by Exhibits 8 through 10, attached hereto.

Aside from the proposed limited modification to Interrogatory No. 2—which is discussed at page 14, supra, and which does not resolve Petitioners' concerns for the reasons stated there—counsel for the Commission has not agreed to seek modification of the CIDs as to the limited issues presented in the foregoing Petition.


Jonathan B. Pitt

CERTIFICATE OF SERVICE

I hereby certify that on November 9, 2018, the foregoing and the exhibits thereto, along with twelve (12) copies thereof, were served, by hand, upon the following:

Donald Clark, Secretary
Federal Trade Commission
600 Pennsylvania Avenue NW
Room H-113
Washington, D.C. 20580

I further certify that on November 9, 2018, a copy of the foregoing and the exhibits thereto was served, by email and first-class U.S. mail, postage prepaid, upon the following:

Sara C. DePaul, Esq.
Federal Trade Commission
600 Pennsylvania Ave, N.W.
Room H-461
Washington, D.C. 20580
sdepaul@ftc.gov


Jonathan B. Pitt

EXHIBIT 1



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

SEP 13 2018

Via Federal Express

viagogo Inc.

c/o National Registered Agents, Inc.

160 Greentree Dr., Suite 101

Dover, DE 19904

FTC Matter No. 1823087

Dear Sir/Madam:

The Federal Trade Commission ("FTC") has issued the attached Civil Investigative Demand ("CID") asking for information as part of a non-public investigation. Our purpose is to determine whether viagogo Inc. and/or other entities have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. Please read the attached documents carefully. Here are a few important points we would like to highlight:

1. **Contact FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov as soon as possible to schedule an initial meeting to be held within 14 days.** You can meet in person or by phone to discuss any questions you have, including whether there are changes to how you comply with the CID that would reduce your cost or burden while still giving the FTC the information it needs. Please read the attached documents for more information about that meeting.
2. **You must immediately stop any routine procedures for electronic or paper document destruction, and you must preserve all paper or electronic documents** that are in any way relevant to this investigation, even if you believe the documents are protected from discovery by privilege or some other reason.
3. **The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces.** We will not disclose the information under the Freedom of Information Act, 5 U.S.C. § 552. We may disclose the information in response to a valid request from Congress, or other civil or criminal federal, state, local, or foreign law enforcement agencies for their official law enforcement purposes. The FTC or other agencies may use and disclose

your response in any federal, state, or foreign civil or criminal proceeding, or if required to do so by law. However, we will not publicly disclose your information without giving you prior notice.

4. **Please read the attached documents closely.** They contain important information about how you should provide your response and they contain important information about where and when the company's designee must appear to give testimony.

Please contact FTC counsel as soon as possible to set up an initial meeting. We appreciate your cooperation.

Very truly yours,

Donald S. Clark by jff

Donald S. Clark
Secretary of the Commission



CIVIL INVESTIGATIVE DEMAND

1. TO viagogo Inc. c/o National Registered Agents, Inc. 160 Greentree Dr., Suite 101 Dover, DE 19904	1a. MATTER NUMBER 1823087
--	----------------------------------

This demand is issued pursuant to Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, in the course of an investigation to determine whether there is, has been, or may be a violation of any laws administered by the Federal Trade Commission by conduct, activities or proposed action as described in Item 3.

2. ACTION REQUIRED <input checked="" type="checkbox"/> You are required to appear and testify.	
LOCATION OF HEARING Carvel State Building 820 N. French Street, 5th Floor Wilmington, DE 19801	YOUR APPEARANCE WILL BE BEFORE Sara DePaul or other duly designated person DATE AND TIME OF HEARING OR DEPOSITION December 10, 2018

- You are required to produce all documents described in the attached schedule that are in your possession, custody, or control, and to make them available at your address indicated above for inspection and copying or reproduction at the date and time specified below.
- You are required to answer the interrogatories or provide the written report described on the attached schedule. Answer each interrogatory or report separately and fully in writing. Submit your answers or report to the Records Custodian named in Item 4 on or before the date specified below.
- You are required to produce the tangible things described on the attached schedule. Produce such things to the Records Custodian named in Item 4 on or before the date specified below.

DATE AND TIME THE DOCUMENTS, ANSWERS TO INTERROGATORIES, REPORTS, AND/OR TANGIBLE THINGS MUST BE AVAILABLE
OCT 15 2018

3. SUBJECT OF INVESTIGATION See attached Schedule and resolutions	
4. RECORDS CUSTODIAN/DEPUTY RECORDS CUSTODIAN Lynne Colbert / Will Ducklow Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite CC-10528 Washington, D.C. 20580	5. COMMISSION COUNSEL Sara C. DePaul (202-326-3429) Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite H-461 Washington, D.C. 20580

DATE ISSUED 9/13/18	COMMISSIONER'S SIGNATURE 
------------------------	---

INSTRUCTIONS AND NOTICES
 The delivery of this demand to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply. The production of documents or the submission of answers and report in response to this demand must be made under a sworn certificate, in the form printed on the second page of this demand, by the person to whom this demand is directed or, if not a natural person, by a person or persons having knowledge of the facts and circumstances of such production or responsible for answering each interrogatory or report question. This demand does not require approval by OMB under the Paperwork Reduction Act of 1980.

PETITION TO LIMIT OR QUASH
 The Commission's Rules of Practice require that any petition to limit or quash this demand be filed within 20 days after service, or, if the return date is less than 20 days after service, prior to the return date. The original and twelve copies of the petition must be filed with the Secretary of the Federal Trade Commission, and one copy should be sent to the Commission Counsel named in Item 5.

YOUR RIGHTS TO REGULATORY ENFORCEMENT FAIRNESS
 The FTC has a longstanding commitment to a fair regulatory enforcement environment. If you are a small business (under Small Business Administration standards), you have a right to contact the Small Business Administration's National Ombudsman at 1-888-REGFAIR (1-888-734-3247) or www.sba.gov/ombudsman regarding the fairness of the compliance and enforcement activities of the agency. You should understand, however, that the National Ombudsman cannot change, stop, or delay a federal agency enforcement action.

The FTC strictly forbids retaliatory acts by its employees, and you will not be penalized for expressing a concern about these activities.

TRAVEL EXPENSES
 Use the enclosed travel voucher to claim compensation to which you are entitled as a witness for the Commission. The completed travel voucher and this demand should be presented to Commission Counsel for payment. If you are permanently or temporarily living somewhere other than the address on this demand and it would require excessive travel for you to appear, you must get prior approval from Commission Counsel.

A copy of the Commission's Rules of Practice is available online at <http://bit.ly/FTCSRulesofPractice>. Paper copies are available upon request.

Form of Certificate of Compliance*

I/We do certify that all of the documents, information and tangible things required by the attached Civil Investigative Demand which are in the possession, custody, control, or knowledge of the person to whom the demand is directed have been submitted to a custodian named herein.

If a document or tangible thing responsive to this Civil Investigative Demand has not been submitted, the objections to its submission and the reasons for the objection have been stated.

If an interrogatory or a portion of the request has not been fully answered or a portion of the report has not been completed, the objections to its submission and the reasons for the objections have been stated.

Signature _____

Title _____

Sworn to before me this day

Notary Public

*In the event that more than one person is responsible for complying with this demand, the certificate shall identify the documents for which each certifying individual was responsible. In place of a sworn statement, the above certificate of compliance may be supported by an unsworn declaration as provided for by 28 U.S.C. § 1746.

**FEDERAL TRADE COMMISSION (“FTC”)
CIVIL INVESTIGATIVE DEMAND (“CID”) SCHEDULE
FTC File No. 1823087**

Meet and Confer: You must contact **FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov** as soon as possible to schedule a meeting (telephonic or in person) to be held within fourteen (14) days after you receive this CID. At the meeting, you must discuss with FTC counsel any questions you have regarding this CID or any possible CID modifications that could reduce your cost, burden, or response time yet still provide the FTC with the information it needs to pursue its investigation. The meeting also will address how to assert any claims of protected status (*e.g.*, privilege, work-product, *etc.*) and the production of electronically stored information. You must make available at the meeting personnel knowledgeable about your information or records management systems, your systems for electronically stored information, custodians likely to have information responsive to this CID, and any other issues relevant to compliance with this CID.

Document Retention: You must retain all documentary materials used in preparing responses to this CID. The FTC may require the submission of additional documents later during this investigation. **Accordingly, you must suspend any routine procedures for document destruction and take other measures to prevent the destruction of documents** that are in any way relevant to this investigation, even if you believe those documents are protected from discovery. *See* 15 U.S.C. § 50; *see also* 18 U.S.C. §§ 1505, 1519.

Sharing of Information: The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces. We will not disclose such information under the Freedom of Information Act, 5 U.S.C. § 552. We also will not disclose such information, except as allowed under the FTC Act (15 U.S.C. § 57b-2), the Commission’s Rules of Practice (16 C.F.R. §§ 4.10 & 4.11), or if required by a legal obligation. Under the FTC Act, we may provide your information in response to a request from Congress or a proper request from another law enforcement agency. However, we will not publicly disclose such information without giving you prior notice.

Manner of Production: You may produce documentary material or tangible things by making them available for inspection and copying at your principal place of business. Alternatively, you may send all responsive documents and tangible things to **Lynne Colbert, Federal Trade Commission, 600 Pennsylvania Ave, N.W., Suite CC-10528, Washington, D.C. 20580**. If you are sending the materials, use a courier service such as Federal Express or UPS because heightened security measures delay postal delivery to the FTC. You must inform FTC counsel by email or telephone of how you intend to produce materials responsive to this CID at least five days before the return date.

Certification of Compliance: You or any person with knowledge of the facts and circumstances relating to the responses to this CID must certify that such responses are complete by completing the “Form of Certificate of Compliance” set forth on the back of the CID form or by signing a declaration under penalty of perjury pursuant to 28 U.S.C. § 1746.

Certification of Records of Regularly Conducted Activity: Attached is a Certification of Records of Regularly Conducted Activity. Please execute and return this Certification with your response. Completing this certification may reduce the need to subpoena you to testify at future proceedings to establish the admissibility of documents produced in response to this CID.

Definitions and Instructions: Please review carefully the Definitions and Instructions that appear after the Specifications and provide important information regarding compliance with this CID.

SUBJECT OF INVESTIGATION

Whether the Company and the Foreign Entities (as defined herein) have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. See also attached resolutions.

SPECIFICATIONS

Applicable Time Period: Unless otherwise directed, the applicable time period for the requests set forth below is from **July 1, 2016, until the date of full and complete compliance with this CID.**

A. **Investigational Hearing Testimony:** the Company must designate and make available one or more officers, directors, or managing agents, or others who consent, to testify on its behalf. Unless a single individual is designated, the Company must designate in advance and in writing the matters on which each designee will testify. The person(s) designated must testify about information known or reasonably available to the Company and their testimony shall be binding upon it. 16 C.F.R. § 2.7(h). The person(s) designated must be prepared to provide testimony related to the following topics:

1. The Company's interactions with the Foreign Entities.
2. The Company's interactions relating to www.viagogo.co.uk, Ticket Reselling directed to the UK, or the viagogo Brand with viagogo Entertainment Inc.; Pugnacious Endeavors, Inc.; Grover Street, Inc.; Grover Street Holdings, Inc.; FJ Labs LLC; and Basset Capital LLC, individually or in any combination.
3. The Company's practices relating to Ticket Reselling directed to the UK.
4. The Company's knowledge of Ticket Reselling directed to the UK.
5. The Company's knowledge of the operation of www.viagogo.co.uk and Ticket Reselling through www.viagogo.co.uk.
6. The Company's knowledge of Ticket Reselling through the viagogo Brand.

7. The Company's knowledge of government investigations (whether U.S. or foreign) into the viagogo Brand, www.viagogo.co.uk, and the Company's Ticket Reselling directed to the UK.
8. The Company's knowledge of the use and content of Availability Messages on the www.viagogo.co.uk, Secondary Ticket Facilities operating in the UK, or websites using or operating under the viagogo Brand.

B. Interrogatories

1. Specify the complete legal name of the Company and all other names under which it has done business; its corporate mailing address and telephone number; and its date and state of incorporation.
2. Provide an overview of the Company, including, for each year, a description of the Company's products and services, and the Company's annual gross revenues.
3. Identify all current and former officers, directors, principals, and owners of the Company; and all shareholders with 5 percent or more ownership of the Company, stating each shareholder's percentage of ownership.
4. Identify each parent, subsidiary, and other affiliate that forms part of the Company; and describe in detail the relationship between the Company and each entity, including whether there are any known directors and shareholders in common and a description of any agreement(s) between the Company and each parent, subsidiary or affiliate (e.g., assignment of assets, service agreements, license agreements) relating to www.viagogo.co.uk and Ticket Reselling directed to the UK.
5. To the extent not already answered in response to Interrogatory 4, describe in detail the Company's relationship to the following entities, including whether there are any known directors and/or shareholders in common, and a description of any agreement(s) between the Company and each entity (e.g., assignment of assets, service agreements, license agreements) relating to the operation or content of www.viagogo.co.uk and/or Ticket Reselling directed to the UK:
 - a. viagogo AG;
 - b. viagogo SA;
 - c. viagogo Limited;
 - d. VGL Services Limited;
 - e. IFOT Services Limited;
 - f. VGL Support Services Ireland Limited;

- g. viagogo Entertainment Inc.;
 - h. Pugnacious Endeavors, Inc.;
 - i. Grover Street, Inc.;
 - j. Grover Street Holdings, Inc.;
 - k. FJ Labs LLC; and
 - l. Basset Capital LLC
6. Describe in detail any relationship between the entities identified in Interrogatory 5.a-l relating to www.viagogo.co.uk and Ticket Reselling directed to the UK, including the services provided by these entities to one another and, where applicable, a description of any agreement(s) between these entities (*e.g.*, assignment of assets, service agreements, license agreements).
7. Describe in detail the provision of any other services by the Company relating to:
- a. www.viagogo.co.uk (including the creation, display and implementation of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and/or
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
8. Describe in detail how the Company makes decisions relating to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
9. Identify any employee of the Company employed by or providing services to one or more of the Foreign Entities in relation to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;

- c. the use of the viagogo Brand by one of the Foreign Entities;
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
10. Describe in detail the Company's association with Eric Baker.
11. Describe in detail Eric Baker's association with each of the Foreign Entities.
12. Describe in detail the Company's association with Brian L. Frank.
13. Describe in detail Brian L. Frank's association with each of the Foreign Entities.
14. Describe in detail the Company's association with James Fields.
15. Describe in detail James Fields' association with each of the Foreign Entities.
16. Describe in detail the Company's association with Steve Roest.
17. Describe in detail the Steve Roest's association with each of the Foreign Entities.
18. Describe in detail the Company's association with Prabhat Shah.
19. Describe in detail Prabhat Shah's association with each of the Foreign Entities.
20. Describe in detail the Company's association with Stanley Shin.
21. Describe in detail Stanley Shin's association with each of the Foreign Entities.
22. To the extent not already answered in response to the previous Interrogatories describe in detail the Company's association with any other entities:
 - a. which are involved in the operation of www.viagogo.co.uk (including the creation, display, and implementation of the Availability Messages);
 - b. associated with the provision of services relating to Ticket Reselling directed to the UK;
 - c. that have owned, or operated under, the viagogo Brand in the UK;
 - d. that own or license intellectual property rights relating to the viagogo Brand in the UK; and
 - e. that have been otherwise associated with www.viagogo.co.uk or the viagogo Brand in the UK.
23. Describe in detail the relationship between any entity referred to in Interrogatory 22 and the Foreign Entities.

24. Describe any policies, practices, or procedures of the Company relating to www.viagogo.co.uk or any other Ticket Reselling directed at the UK, including with respect to:
- a. Cancellations and refunds of sales;
 - b. Receiving, processing, and responding to complaints from buyers, sellers, brokers, or event organizers;
 - c. The ownership or licensing of:
 - i. the viagogo Brand (both in the UK and throughout the world); and
 - ii. intellectual property rights relating to www.viagogo.co.uk or the viagogo Brand (including the ownership or licensing of such intellectual property rights within the UK);
 - d. The operation of www.viagogo.co.uk;
 - e. The creation, design, display, implementation, and efficacy of Availability Messages;
 - f. The Company's relationship or affiliation with each of the Foreign Entities;
 - g. The relationship or affiliations between the Foreign Entities; and
 - h. The relationship or affiliations between the Foreign Entities and any entity referred to in your responses to Interrogatory 22.
25. Describe how the policies, practices, or procedures identified in response to Interrogatory 24 are:
- a. Implemented, recorded, and disseminated within the Company; and
 - b. Communicated to:
 - i. the Foreign Entities; and
 - ii. any other entities associated with Ticket Reselling directed to the UK.
26. Without regard to time period, for each investigation or proceeding (if any) related to the viagogo Brand, www.viagogo.co.uk, or Ticket Reselling by any federal, state, or foreign agency:
- a. State the forum and name of the investigation or proceeding, and identify all the parties;

- b. State the dates on which the investigation or proceeding was initiated and on which you first became aware of it;
 - c. Describe the nature of the investigation or proceeding and state each statute, regulation, industry guideline, or other rule the other parties allege may have been violated; and
 - d. Describe the current status or disposition of the matter.
27. Describe all changes made to the Company's affiliation with the viagogo Brand, www.viagogo.co.uk, business operations relating to Secondary Ticket Facilities, and business operations relating to Ticket Reselling in response to investigations, enforcement actions, and lawsuits referred to in your response to Interrogatory 26, including the date of the change and the reasons for the change.
28. Identify all persons at the Company who participated in preparing responses to this CID.

C. Document Requests

- 1. All documents relied on in preparing your written responses to the Interrogatories above.
- 2. Submit one copy of each organizational chart, personnel directory, and corporate diagram in effect at the Company at any time during the Applicable Time Period, including but not limited to charts, directories, and diagrams that show the Company's relationship with:
 - a. all entities associated with Ticket Reselling directed to the UK;
 - b. all entities that have owned, or operated, under the viagogo Brand;
 - c. all entities that own or license intellectual property rights relating to the viagogo Brand;
 - d. all entities that have been associated with www.viagogo.co.uk;
 - e. the Foreign Entities;
 - f. all entities associated with the Foreign entities; and
 - g. the parent or holding companies for all such entities identified above.
- 3. Submit all agreements between the Company and the Foreign Entities, individually or collectively.
- 4. Submit all agreements between the Company and:
 - a. viagogo Entertainment Inc.;

- b. Pugnacious Endeavors, Inc.;
 - c. Grover Street, Inc.;
 - d. Grover Street Holdings, Inc.;
 - e. FJ Labs LLC; and
 - f. Basset Capital LLC.
5. Submit all agreements between the Company and:
- a. Eric Baker;
 - b. Brian L. Frank;
 - c. James Fields;
 - d. Steve Roest;
 - e. Prabhat Shah; and
 - f. Stanley Shin.
6. Submit all agreements relating to:
- a. The licensing or use of the viagogo Brand within the UK;
 - b. The ownership or operation of www.viagogo.co.uk;
 - c. The ownership or licensing of the viagogo Brand or other intellectual property rights in connection with www.viagogo.co.uk; and
 - d. Ticket Reselling directed to the UK.
7. Submit all documents concerning, relating, or referring to:
- a. The rationale and strategy behind all Availability Messages displayed on www.viagogo.co.uk or through a website using the viagogo Brand that offers Ticket Reselling directed to the UK;
 - b. The creation, design, display, implementation, impact, and effectiveness of all Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;
 - c. Research, studies, or analyses commissioned, carried out, or received by the Company in relation to the use or effect of Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;

- d. The results of research, studies, or analyses regarding the experience of users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, any surveys conducted at the conclusion of the purchasing process on www.viagogo.co.uk or through websites using or operating under the viagogo Brand;
 - e. The analysis of complaints generated by users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, the number of complaints, the types of subject matter of the complaints, and/or their outcome.
- 8. Submit all documents referring or relating to complaints in relation to www.viagogo.co.uk or Ticket Reselling directed to the United Kingdom.
 - 9. Submit all documents relating to the Company's commissioning, procurement of, or distribution of intellectual property rights, or other rights, to the viagogo Brand.
 - 10. Submit all documents referring or relating to communications between the Company and each of the Foreign Entities relating to law enforcement investigations by government agencies located in the UK.

DEFINITIONS

The following definitions apply to this CID:

- D-1. **"Advertisement"** or **"Advertising"** or **"Ad"** means any written or verbal statement, illustration, or depiction that promotes the sale of a good or service or is designed to increase consumer interest in a brand, good, or service. Advertising media includes, but is not limited to: packaging and labeling; promotional materials; print; television; radio; and Internet, social media, and other digital content.
- D-2. **"Availability Messages"** means Advertising messages concerning the popularity, scarcity, and/or value of tickets listed for sale on a Secondary Ticket Facility.
- D-3. **"Company," "You," or "Your"** means **viagogo Inc.**, its wholly or partially owned subsidiaries, unincorporated divisions, joint ventures, operations under assumed names, and affiliates, and all directors, officers, members, employees, agents, consultants, and other persons working for or on behalf of the foregoing.
- D-4. **"Document"** means the complete original, all drafts, and any non-identical copy, whether different from the original because of notations on the copy, different metadata, or otherwise, of any item covered by 15 U.S.C. § 57b-1(a)(5), 16 C.F.R. § 2.7(a)(2), or Federal Rule of Civil Procedure 34(a)(1)(A).
- D-5. **"Foreign Entities"** means viagogo AG; VGL Services Limited; IFOT Services Limited; and VGL Support Services Ireland Limited, and their successors and assigns.

D-6. **“Identify”** or **“the identity of”** requires identification of (a) natural persons by name, title, present business affiliation, present business address, telephone number, and email address or, if a present business affiliation or present business address is not known, the last known business and home addresses; and (b) businesses or other organizations by name, address, and the identities of your contact persons at the business or organization.

D-7. **“Secondary Ticket Facility”** means an internet-based facility for the resale of tickets for recreational, sporting, or cultural events.

D-8. **“Ticket Reselling”** means the internet-based provision of marketing and services in relation to the supply of tickets for sale or resale (including where applicable direct sale to consumers by the Company or the Foreign Entities) to potential or existing buyers, sellers or event organizers, or for recreational, sporting, or cultural events.

D-9. **“UK”** means the United Kingdom.

D-10. **“viagogo Brand”** means the offering, provision, or facilitation of Ticket Reselling under the trade name “viagogo.”

INSTRUCTIONS

I-1. **Petitions to Limit or Quash:** You must file any petition to limit or quash this CID with the Secretary of the FTC no later than twenty (20) days after service of the CID, or, if the return date is less than twenty (20) days after service, prior to the return date. Such petition must set forth all assertions of protected status or other factual and legal objections to the CID and comply with the requirements set forth in 16 C.F.R. § 2.10(a)(1) – (2). **The FTC will not consider petitions to quash or limit if you have not previously met and conferred with FTC staff and, absent extraordinary circumstances, will consider only issues raised during the meet and confer process.** 16 C.F.R. § 2.7(k); *see also* § 2.11(b). **If you file a petition to limit or quash, you must still timely respond to all requests that you do not seek to modify or set aside in your petition.** 15 U.S.C. § 57b-1(f); 16 C.F.R. § 2.10(b).

I-2. **Withholding Requested Material / Privilege Claims:** If you withhold from production any material responsive to this CID based on a claim of privilege, work product protection, statutory exemption, or any similar claim, you must assert the claim no later than the return date of this CID, and you must submit a detailed log, in a searchable electronic format, of the items withheld that identifies the basis for withholding the material and meets all the requirements set forth in 16 C.F.R. § 2.11(a) – (c). The information in the log must be of sufficient detail to enable FTC staff to assess the validity of the claim for each document, including attachments, without disclosing the protected information. If only some portion of any responsive material is privileged, you must submit all non-privileged portions of the material. Otherwise, produce all responsive information and material without redaction. 16 C.F.R. § 2.11(c). The failure to provide information sufficient to support a claim of protected status may result in denial of the claim. 16 C.F.R. § 2.11(a)(1).

I-3. **Modification of Specifications:** The Bureau Director, a Deputy Bureau Director, Associate Director, Regional Director, or Assistant Regional Director must agree in writing to any modifications of this CID. 16 C.F.R. § 2.7(l).

I-4. Scope of Search: This CID covers documents and information in your possession or under your actual or constructive custody or control, including documents and information in the possession, custody, or control of your attorneys, accountants, directors, officers, employees, service providers, and other agents and consultants, whether or not such documents or information were received from or disseminated to any person or entity.

I-5. Identification of Responsive Documents: For specifications requesting production of documents, you must identify in writing the documents that are responsive to the specification. Documents that may be responsive to more than one specification of this CID need not be produced more than once. If any documents responsive to this CID have been previously supplied to the FTC, you may identify the documents previously provided and the date of submission.

I-6. Maintain Document Order: You must produce documents in the order in which they appear in your files or as electronically stored. If documents are removed from their original folders, binders, covers, containers, or electronic source, you must specify the folder, binder, cover, container, or electronic media or file paths from which such documents came.

I-7. Numbering of Documents: You must number all documents in your submission with a unique identifier such as a Bates number or a document ID.

I-8. Production of Copies: Unless otherwise stated, you may submit copies in lieu of original documents if they are true, correct, and complete copies of the originals and you preserve and retain the originals in their same state as of the time you received this CID. Submission of copies constitutes a waiver of any claim as to the authenticity of the copies should the FTC introduce such copies as evidence in any legal proceeding.

I-9. Production in Color: You must produce copies of advertisements in color, and you must produce copies of other materials in color if necessary to interpret them or render them intelligible.

I-10. Electronically Stored Information: See the Production Requirements (“Production Requirements”), which detail all requirements for the production of electronically stored information pursuant to this CID. You must discuss issues relating to the production of electronically stored information with FTC staff prior to production.

I-11. Sensitive Personally Identifiable Information (“Sensitive PII”) or Sensitive Health Information (“SHI”): If any materials responsive to this CID contain Sensitive PII or SHI, please contact FTC counsel before producing those materials to discuss whether there are steps you can take to minimize the amount of Sensitive PII or SHI you produce, and how to securely transmit such information to the FTC.

Sensitive PII includes an individual’s Social Security number; an individual’s biometric data (such as fingerprints or retina scans, but not photographs); and an individual’s name, address, or phone number in combination with one or more of the following: date of birth, Social Security number, driver’s license or state identification number (or foreign country equivalent), passport number, financial account number, credit card number, or debit card number. SHI includes medical records and other individually identifiable health information

relating to the past, present, or future physical or mental health or conditions of an individual, the provision of health care to an individual, or the past, present, or future payment for the provision of health care to an individual.

I-12. Interrogatory Responses: For specifications requesting answers to written interrogatories, answer each interrogatory and each interrogatory subpart separately and fully, in writing, and under oath.

I-13. Oral Testimony Procedures: The taking of oral testimony pursuant to this CID will be conducted in conformity with Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, and with Part 2A of the FTC's Rules, 16 C.F.R. §§ 2.7(f), 2.7(h), and 2.9.

PRODUCTION REQUIREMENTS

1. A covering letter should be included with each production and should include the following:
 - a. A reference to the request being made by the CMA (if such a reference is available)
 - b. A list of each piece of media included in the production with its unique production volume number
 - c. The documents being produced and their applicable date ranges
 - d. A list of custodians, identifying the Bates range for each custodian
 - e. Any redactions made to the documents for LPP and the basis of those redactions
 - f. Any claim of confidentiality over a document
 - g. An explanation of any de-duplication process
 - h. The time zone in which the emails were standardized during conversion.
2. Data can be produced on CD, DVD, USB etc., using the media appropriate to the data size and labelled with the following:
 - a. Case/Project reference
 - b. Production date
 - c. Producing party
 - d. Bates range
3. All submitted data must be organised by custodian unless otherwise instructed.
4. All document family groups (email attachments, embedded files) should be produced together and the Bates numbering of child files should sequentially follow their parent file.
5. All loadfile productions should include only one data load file and one image pointer file.

6. All loadfile text must be produced as separate text files in .txt format.
7. All loadfile productions should account for custodians in the custodian field.
8. Audio files should be separated from data files if both are included in the production.
9. Only alphanumeric characters and the underscore (_) character are permitted in file and folder names. Special characters are not permitted.
10. All electronic productions submitted on media must be produced using industry standard self-extracting encryption software.
11. Electronic productions may be submitted via Secure File Transfer.
12. Productions containing HMG Classified material must be delivered on encrypted physical media. The CMA cannot accept electronic transmission of such material. Any Classified material produced should be segregated and appropriately marked and should be produced separately from other case related material.
13. Passwords for electronic documents, files, compressed archives and encrypted media must be provided separately either via email or in a separate cover letter from the media. Password protection and/or encryption should be removed from all produced native files.
14. All electronic productions should be produced free of computer viruses; electronic files, including extracted text, coding/metadata, and load files should not be infected by any malicious software.

Appendix A – Nuix Load File Format

The load file should be provided in Concordance data file (.DAT) format, with column headings identifying the field names in the first line of the load file. For non-redacted files the production should contain native and pdf versions, along with a text extract for each file. For redacted files, provide the pdf and text of the redacted version. The native, pdf and txt files should have the DOCID as the file name: i.e. ABC00000100.xls, ABC00000100.pdf, ABC00000100.txt.

The .DAT file should be in UTF-8 format, with the following delimiters:

- Between fields: U+0014 (HEX 14). (Not displayable, or displayed as “DC4”).
- Around field content: U+00FE (HEX C3 BE). (p).

If other delimiters are used, these must be specified with the submission.

File text content should also be in UTF-8 format, and must be produced as separate text files, not as fields within the .DAT file.

The metadata of electronic document collections should be extracted and provided in the .DAT file using the field formatting specified below:

Field Name	Sample Data	Description
DOCID	ABC000003	Unique identifier for the file
PARENT_DOCID	ABC000001	DOCID of the parent item. Leave blank if the document is itself the top-level parent, or if the parent item has been withheld from production
Name	20170930 Agenda.doc	File name of a document. Subject of an email/calendar item
Item Date	03/05/2018 14:32:10	Populated with sent datetime for email/ calendar items, and modified datetime for documents. DD/MM/YYYY HH:MM:SS
File Created	28/04/2018 11:19:22	Creation Datetime of the file. DD/MM/YYYY HH:MM:SS
File Modified	03/05/2018 14:32:10	Modification Datetime of file. DD/MM/YYYY HH:MM:SS

Field Name	Sample Data	Description
Date Sent	05/04/2018 11:43:23	Sent Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Date Received	05/04/2018 11:43:25	Received Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Meeting Start Time	10/06/2018 11:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Meeting End Time	10/06/2018 13:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Timezone	GMT	Time zone for the dates/times associated with the file.
Meeting Location	Meeting Room 001	Meeting location field from calendar items.
To	Bob Jones < bjones@yahoo.co.uk >; John Smith < jsmith@hotmail.co.uk >	Recipients from email/calendar To field. Semi-colon should be used to separate multiple entries.
From	Alice Williams < awilliams@hotmail.co.uk >	Sender
CC	Thomas Carter < Thomas.carter@xyz.com >	Carbon Copy Recipients. Semi-colon should be used to separate multiple entries.
BCC	Edward Evans < evansed@firm.com >	Blind Carbon Copy Recipients. Semi-colon should be used to separate multiple entries
Email Subject	RE: May Expenses	Subject line of the email or calendar item
Title	May Expenses Document Template	Title metadata field of the native file.
File Extension	docx	Extension of the native file
File Type	EMAIL	Category of file: e.g. email, word document, pdf, calendar, etc.
Author	John Smith	Author metadata field of the native file.
File Size	14351	File size in bytes, of the native file.

Field Name	Sample Data	Description
File Path	G:\Data\SmithJ\20170930 Agenda.doc	Original location of the file. For mailbox items, the path information should include both the path to the mailbox, and the path within the mailbox.
CUSTODIAN	Smith, John	Mailbox Item: Name of individual/ department in whose mailbox the item resides. Other File Type: Name of individual/ department from where the document originated. E.g. for documents stored on John Smith's laptop, the custodian would be 'Smith, John'. From the Sales team's general Sharepoint area, the custodian would be 'Sales'.
MD5HASH	a12345b12345c12345d12345e12345f12345	MD5 Hash of the native file
ITEM_PATH	NATIVE\001\ABC00003.doc	Relative path to the native copy of the file
PDF_PATH	PDF\001\ABC00003.pdf	Relative path to the pdf copy of the file
TEXT_PATH	TEXT\001\ABC00003.txt	Relative path to the extracted text of the file

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
 Maureen K. Ohlhausen
 Terrell McSweeney

**RESOLUTION DIRECTING USE OF COMPULSORY PROCESS IN NON-PUBLIC
INVESTIGATION OF UNNAMED PERSONS, PARTNERSHIPS OR CORPORATIONS
ENGAGED IN THE DECEPTIVE OR UNFAIR USE OF E-MAIL, METATAGS,
COMPUTER CODE OR PROGRAMS, OR DECEPTIVE OR UNFAIR PRACTICES
INVOLVING INTERNET-RELATED GOODS OR SERVICES**

File No. 9923259

Nature and Scope of Investigation:

To determine whether unnamed persons, partnerships or corporations have been or are engaged in the deceptive or unfair use of e-mail, metatags, computer code or programs, or deceptive or unfair practices involving Internet-related goods or services, in violation of Sections 5 or 12 of the Federal Trade Commission Act, 15 U.S.C. §§ 45, 52, as amended. The investigation is also to determine whether Commission action to obtain equitable monetary relief for injury to consumers or others would be in the public interest.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with this investigation for a period not to exceed five years from the date of issuance of this resolution. The expiration of this five-year period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the five-year period. The Federal Trade Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the five-year period.

Authority to Conduct Investigation:

Sections 6, 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46, 49, 50, and 57b-1, as amended; FTC Procedures and Rules of Practice, 16 C.F.R. Part 1.1 et seq. and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 1, 2016

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Maureen K. Ohlhausen
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter

RESOLUTION AUTHORIZING USE OF COMPULSORY PROCESS
TO PROVIDE INVESTIGATIVE ASSISTANCE
TO UNITED KINGDOM LAW ENFORCEMENT AGENCIES

File No. 182 3092

Nature and Scope of Investigative Assistance:

To provide investigative assistance at the request of any of the following United Kingdom law enforcement agencies: the Competition and Markets Authority; the National Crime Agency; the Metropolitan Police Service; the City of London Police; the Financial Conduct Authority; and local trading standards authorities (collectively "UK Law Enforcement Agencies") in determining whether unnamed persons, partnerships, corporations, or others have or are engaged in violations of United Kingdom laws prohibiting fraudulent or deceptive commercial practices or other practices substantially similar to practices prohibited by any provision of the laws administered by the Federal Trade Commission, other than federal antitrust laws.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with requests for investigative assistance by any of the designated UK Law Enforcement Agencies for five years from the date of the resolution or until the expiration of authority granted under the U.S. SAFE WEB Act, whichever occurs sooner. The expiration of this period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the period. The Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the period.

This resolution authorizes the use of compulsory process in connection with requests for investigative assistance by the designated UK Law Enforcement Agencies in any subject matter area that falls within any Commission resolution authorizing the use of compulsory process in Commission investigations, other than investigations with respect to federal antitrust laws. A copy of this resolution and the applicable subject matter resolution shall be attached to any compulsory process issued pursuant to this resolution.

Authority: Sections 6(j), 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46(j), 49, 50, 57b-1, as amended; FTC Procedure and Rules of Practice, 16 C.F.R. § 1.1 et seq., and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 29, 2018

CERTIFICATION OF RECORDS OF REGULARLY CONDUCTED ACTIVITY
Pursuant to 28 U.S.C. § 1746

1. I, _____, have personal knowledge of the facts set forth below and am competent to testify as follows:
2. I have authority to certify the authenticity of the records produced by viagogo Inc. (the "Company") and attached hereto.
3. The documents produced and attached hereto by the Company are originals or true copies of records of regularly conducted activity that:
 - a) Were made at or near the time of the occurrence of the matters set forth by, or from information transmitted by, a person with knowledge of those matters;
 - b) Were kept in the course of the regularly conducted activity of the Company; and
 - c) Were made by the regularly conducted activity as a regular practice of the Company.

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

Date: _____

Signature _____

EXHIBIT 2



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

SEP 13 2018

Via Federal Express

viagogo Entertainment Inc.
c/o National Registered Agents, Inc.
160 Greentree Dr., Suite 101
Dover, DE 19904

FTC Matter No. 1823087

Dear Sir/Madam:

The Federal Trade Commission ("FTC") has issued the attached Civil Investigative Demand ("CID") asking for information as part of a non-public investigation. Our purpose is to determine whether viagogo Entertainment Inc. and/or other entities have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. Please read the attached documents carefully. Here are a few important points we would like to highlight:

1. **Contact FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov as soon as possible to schedule an initial meeting to be held within 14 days.** You can meet in person or by phone to discuss any questions you have, including whether there are changes to how you comply with the CID that would reduce your cost or burden while still giving the FTC the information it needs. Please read the attached documents for more information about that meeting.
2. **You must immediately stop any routine procedures for electronic or paper document destruction, and you must preserve all paper or electronic documents that are in any way relevant to this investigation, even if you believe the documents are protected from discovery by privilege or some other reason.**
3. **The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces.** We will not disclose the information under the Freedom of Information Act, 5 U.S.C. § 552. We may disclose the information in response to a valid request from Congress, or other civil or criminal federal, state, local, or foreign law enforcement agencies for their official law enforcement purposes. The FTC or other agencies may use and disclose

your response in any federal, state, or foreign civil or criminal proceeding, or if required to do so by law. However, we will not publicly disclose your information without giving you prior notice.

4. **Please read the attached documents closely.** They contain important information about how you should provide your response and they contain important information about where and when the company's designee must appear to give testimony.

Please contact FTC counsel as soon as possible to set up an initial meeting. We appreciate your cooperation.

Very truly yours,


Donald S. Clark
Secretary of the Commission



CIVIL INVESTIGATIVE DEMAND

<p>1. TO</p> <p>viagogo Entertainment Inc. c/o National Registered Agents, Inc. 160 Greentree Dr., Suite 101 Dover, DE 19904</p>	<p>1a. MATTER NUMBER</p> <p>1823087</p>
--	---

This demand is issued pursuant to Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, in the course of an investigation to determine whether there is, has been, or may be a violation of any laws administered by the Federal Trade Commission by conduct, activities or proposed action as described in Item 3.

2. ACTION REQUIRED

You are required to appear and testify.

<p>LOCATION OF HEARING</p> <p>Carvel State Building 820 N. French Street, 5th Floor Wilmington, DE 19801</p>	<p>YOUR APPEARANCE WILL BE BEFORE</p> <p>Sara DePaul or other duly designated person</p>
<p>DATE AND TIME OF HEARING OR DEPOSITION</p> <p>December 11, 2018</p>	

- You are required to produce all documents described in the attached schedule that are in your possession, custody, or control, and to make them available at your address indicated above for inspection and copying or reproduction at the date and time specified below.
- You are required to answer the interrogatories or provide the written report described on the attached schedule. Answer each interrogatory or report separately and fully in writing. Submit your answers or report to the Records Custodian named in Item 4 on or before the date specified below.
- You are required to produce the tangible things described on the attached schedule. Produce such things to the Records Custodian named in Item 4 on or before the date specified below.

DATE AND TIME THE DOCUMENTS, ANSWERS TO INTERROGATORIES, REPORTS, AND/OR TANGIBLE THINGS MUST BE AVAILABLE
OCT 15 2018

3. SUBJECT OF INVESTIGATION

See attached Schedule and resolutions

<p>4. RECORDS CUSTODIAN/DEPUTY RECORDS CUSTODIAN</p> <p>Lynne Colbert / Will Ducklow Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite CC-10528 Washington, D.C. 20580</p>	<p>5. COMMISSION COUNSEL</p> <p>Sara C. DePaul (202-326-3429) Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite H-461 Washington, D.C. 20580</p>
---	---

<p>DATE ISSUED</p> <p>9/13/18</p>	<p>COMMISSIONER'S SIGNATURE</p> <p><i>Wald Cur</i></p>
-----------------------------------	--

INSTRUCTIONS AND NOTICES

The delivery of this demand to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply. The production of documents or the submission of answers and report in response to this demand must be made under a sworn certificate, in the form printed on the second page of this demand, by the person to whom this demand is directed or, if not a natural person, by a person or persons having knowledge of the facts and circumstances of such production or responsible for answering each interrogatory or report question. This demand does not require approval by OMB under the Paperwork Reduction Act of 1980.

PETITION TO LIMIT OR QUASH

The Commission's Rules of Practice require that any petition to limit or quash this demand be filed within 20 days after service, or, if the return date is less than 20 days after service, prior to the return date. The original and twelve copies of the petition must be filed with the Secretary of the Federal Trade Commission, and one copy should be sent to the Commission Counsel named in Item 5.

YOUR RIGHTS TO REGULATORY ENFORCEMENT FAIRNESS

The FTC has a longstanding commitment to a fair regulatory enforcement environment. If you are a small business (under Small Business Administration standards), you have a right to contact the Small Business Administration's National Ombudsman at 1-888-REGFAIR (1-888-734-3247) or www.sba.gov/ombudsman regarding the fairness of the compliance and enforcement activities of the agency. You should understand, however, that the National Ombudsman cannot change, stop, or delay a federal agency enforcement action.

The FTC strictly forbids retaliatory acts by its employees, and you will not be penalized for expressing a concern about these activities.

TRAVEL EXPENSES

Use the enclosed travel voucher to claim compensation to which you are entitled as a witness for the Commission. The completed travel voucher and this demand should be presented to Commission Counsel for payment. If you are permanently or temporarily living somewhere other than the address on this demand and it would require excessive travel for you to appear, you must get prior approval from Commission Counsel.

A copy of the Commission's Rules of Practice is available online at <http://bit.ly/FTCSRulesofPractice>. Paper copies are available upon request.

Form of Certificate of Compliance*

I/We do certify that all of the documents, information and tangible things required by the attached Civil Investigative Demand which are in the possession, custody, control, or knowledge of the person to whom the demand is directed have been submitted to a custodian named herein.

If a document or tangible thing responsive to this Civil Investigative Demand has not been submitted, the objections to its submission and the reasons for the objection have been stated.

If an interrogatory or a portion of the request has not been fully answered or a portion of the report has not been completed, the objections to its submission and the reasons for the objections have been stated.

Signature _____

Title _____

Sworn to before me this day

Notary Public

*In the event that more than one person is responsible for complying with this demand, the certificate shall identify the documents for which each certifying individual was responsible. In place of a sworn statement, the above certificate of compliance may be supported by an unsworn declaration as provided for by 28 U.S.C. § 1746.

**FEDERAL TRADE COMMISSION (“FTC”)
CIVIL INVESTIGATIVE DEMAND (“CID”) SCHEDULE
FTC File No. 1823087**

Meet and Confer: You must contact FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov as soon as possible to schedule a meeting (telephonic or in person) to be held within fourteen (14) days after you receive this CID. At the meeting, you must discuss with FTC counsel any questions you have regarding this CID or any possible CID modifications that could reduce your cost, burden, or response time yet still provide the FTC with the information it needs to pursue its investigation. The meeting also will address how to assert any claims of protected status (*e.g.*, privilege, work-product, *etc.*) and the production of electronically stored information. You must make available at the meeting personnel knowledgeable about your information or records management systems, your systems for electronically stored information, custodians likely to have information responsive to this CID, and any other issues relevant to compliance with this CID.

Document Retention: You must retain all documentary materials used in preparing responses to this CID. The FTC may require the submission of additional documents later during this investigation. **Accordingly, you must suspend any routine procedures for document destruction and take other measures to prevent the destruction of documents** that are in any way relevant to this investigation, even if you believe those documents are protected from discovery. *See* 15 U.S.C. § 50; *see also* 18 U.S.C. §§ 1505, 1519.

Sharing of Information: The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces. We will not disclose such information under the Freedom of Information Act, 5 U.S.C. § 552. We also will not disclose such information, except as allowed under the FTC Act (15 U.S.C. § 57b-2), the Commission’s Rules of Practice (16 C.F.R. §§ 4.10 & 4.11), or if required by a legal obligation. Under the FTC Act, we may provide your information in response to a request from Congress or a proper request from another law enforcement agency. However, we will not publicly disclose such information without giving you prior notice.

Manner of Production: You may produce documentary material or tangible things by making them available for inspection and copying at your principal place of business. Alternatively, you may send all responsive documents and tangible things to **Lynne Colbert, Federal Trade Commission, 600 Pennsylvania Ave, N.W., Suite CC-10528, Washington, D.C. 20580**. If you are sending the materials, use a courier service such as Federal Express or UPS because heightened security measures delay postal delivery to the FTC. You must inform FTC counsel by email or telephone of how you intend to produce materials responsive to this CID at least five days before the return date.

Certification of Compliance: You or any person with knowledge of the facts and circumstances relating to the responses to this CID must certify that such responses are complete by completing the “Form of Certificate of Compliance” set forth on the back of the CID form or by signing a declaration under penalty of perjury pursuant to 28 U.S.C. § 1746.

Certification of Records of Regularly Conducted Activity: Attached is a Certification of Records of Regularly Conducted Activity. Please execute and return this Certification with your response. Completing this certification may reduce the need to subpoena you to testify at future proceedings to establish the admissibility of documents produced in response to this CID.

Definitions and Instructions: Please review carefully the Definitions and Instructions that appear after the Specifications and provide important information regarding compliance with this CID.

SUBJECT OF INVESTIGATION

Whether the Company and the Foreign Entities (as defined herein) have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. See also attached resolutions.

SPECIFICATIONS

Applicable Time Period: Unless otherwise directed, the applicable time period for the requests set forth below is from **July 1, 2016, until the date of full and complete compliance with this CID.**

A. Investigational Hearing Testimony: the Company must designate and make available one or more officers, directors, or managing agents, or others who consent, to testify on its behalf. Unless a single individual is designated, the Company must designate in advance and in writing the matters on which each designee will testify. The person(s) designated must testify about information known or reasonably available to the Company and their testimony shall be binding upon it. 16 C.F.R. § 2.7(h). The person(s) designated must be prepared to provide testimony related to the following topics:

1. The Company's interactions with the Foreign Entities.
2. The Company's interactions relating to www.viagogo.co.uk, Ticket Reselling directed to the UK, or the viagogo Brand with viagogo Inc.; Pugnacious Endeavors, Inc.; Grover Street, Inc.; Grover Street Holdings, Inc.; FJ Labs LLC; and Basset Capital LLC, individually or in any combination.
3. The Company's practices relating to Ticket Reselling directed to the UK.
4. The Company's knowledge of Ticket Reselling directed to the UK.
5. The Company's knowledge of the operation of www.viagogo.co.uk and Ticket Reselling through www.viagogo.co.uk.
6. The Company's knowledge of Ticket Reselling through the viagogo Brand.

7. The Company's knowledge of government investigations (whether U.S. or foreign) into the viagogo Brand, www.viagogo.co.uk, and the Company's Ticket Reselling directed to the UK.
8. The Company's knowledge of the use and content of Availability Messages on the www.viagogo.co.uk, Secondary Ticket Facilities operating in the UK, or websites using or operating under the viagogo Brand.

B. Interrogatories

1. Specify the complete legal name of the Company and all other names under which it has done business; its corporate mailing address and telephone number; and its date and state of incorporation.
2. Provide an overview of the Company, including, for each year, a description of the Company's products and services, and the Company's annual gross revenues.
3. Identify all current and former officers, directors, principals, and owners of the Company; and all shareholders with 5 percent or more ownership of the Company, stating each shareholder's percentage of ownership.
4. Identify each parent, subsidiary, and other affiliate that forms part of the Company; and describe in detail the relationship between the Company and each entity, including whether there are any known directors and shareholders in common and a description of any agreement(s) between the Company and each parent, subsidiary or affiliate (e.g., assignment of assets, service agreements, license agreements) relating to www.viagogo.co.uk and Ticket Reselling directed to the UK.
5. To the extent not already answered in response to Interrogatory 4, describe in detail the Company's relationship to the following entities, including whether there are any known directors and/or shareholders in common, and a description of any agreement(s) between the Company and each entity (e.g., assignment of assets, service agreements, license agreements) relating to the operation or content of www.viagogo.co.uk and/or Ticket Reselling directed to the UK:
 - a. viagogo AG;
 - b. viagogo SA;
 - c. viagogo Limited;
 - d. VGL Services Limited;
 - e. IFOT Services Limited;
 - f. VGL Support Services Ireland Limited;

- g. viagogo Inc.;
 - h. Pugnacious Endeavors, Inc.;
 - i. Grover Street, Inc.;
 - j. Grover Street Holdings, Inc.;
 - k. FJ Labs LLC; and
 - l. Basset Capital LLC
6. Describe in detail any relationship between the entities identified in Interrogatory 5.a-l relating to www.viagogo.co.uk and Ticket Reselling directed to the UK, including the services provided by these entities to one another and, where applicable, a description of any agreement(s) between these entities (e.g., assignment of assets, service agreements, license agreements).
7. Describe in detail the provision of any other services by the Company relating to:
- a. www.viagogo.co.uk (including the creation, display and implementation of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and/or
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
8. Describe in detail how the Company makes decisions relating to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
9. Identify any employee of the Company employed by or providing services to one or more of the Foreign Entities in relation to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;

- c. the use of the viagogo Brand by one of the Foreign Entities;
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
10. Describe in detail the Company's association with Eric Baker.
 11. Describe in detail Eric Baker's association with each of the Foreign Entities.
 12. Describe in detail the Company's association with Brian L. Frank.
 13. Describe in detail Brian L. Frank's association with each of the Foreign Entities.
 14. Describe in detail the Company's association with James Fields.
 15. Describe in detail James Fields' association with each of the Foreign Entities.
 16. Describe in detail the Company's association with Steve Roest.
 17. Describe in detail the Steve Roest's association with each of the Foreign Entities.
 18. Describe in detail the Company's association with Prabhat Shah.
 19. Describe in detail Prabhat Shah's association with each of the Foreign Entities.
 20. Describe in detail the Company's association with Stanley Shin.
 21. Describe in detail Stanley Shin's association with each of the Foreign Entities.
 22. To the extent not already answered in response to the previous Interrogatories describe in detail the Company's association with any other entities:
 - a. which are involved in the operation of www.viagogo.co.uk (including the creation, display, and implementation of the Availability Messages);
 - b. associated with the provision of services relating to Ticket Reselling directed to the UK;
 - c. that have owned, or operated under, the viagogo Brand in the UK;
 - d. that own or license intellectual property rights relating to the viagogo Brand in the UK; and
 - e. that have been otherwise associated with www.viagogo.co.uk or the viagogo Brand in the UK.
 23. Describe in detail the relationship between any entity referred to in Interrogatory 22 and the Foreign Entities.

24. Describe any policies, practices, or procedures of the Company relating to www.viagogo.co.uk or any other Ticket Reselling directed at the UK, including with respect to:
 - a. Cancellations and refunds of sales;
 - b. Receiving, processing, and responding to complaints from buyers, sellers, brokers, or event organizers;
 - c. The ownership or licensing of:
 - i. the viagogo Brand (both in the UK and throughout the world); and
 - ii. intellectual property rights relating to www.viagogo.co.uk or the viagogo Brand (including the ownership or licensing of such intellectual property rights within the UK);
 - d. The operation of www.viagogo.co.uk;
 - e. The creation, design, display, implementation, and efficacy of Availability Messages;
 - f. The Company's relationship or affiliation with each of the Foreign Entities;
 - g. The relationship or affiliations between the Foreign Entities; and
 - h. The relationship or affiliations between the Foreign Entities and any entity referred to in your responses to Interrogatory 22.
25. Describe how the policies, practices, or procedures identified in response to Interrogatory 24 are:
 - a. Implemented, recorded, and disseminated within the Company; and
 - b. Communicated to:
 - i. the Foreign Entities; and
 - ii. any other entities associated with Ticket Reselling directed to the UK.
26. Without regard to time period, for each investigation or proceeding (if any) related to the viagogo Brand, www.viagogo.co.uk, or Ticket Reselling by any federal, state, or foreign agency:
 - a. State the forum and name of the investigation or proceeding, and identify all the parties;

- b. State the dates on which the investigation or proceeding was initiated and on which you first became aware of it;
 - c. Describe the nature of the investigation or proceeding and state each statute, regulation, industry guideline, or other rule the other parties allege may have been violated; and
 - d. Describe the current status or disposition of the matter.
27. Describe all changes made to the Company's affiliation with the viagogo Brand, www.viagogo.co.uk, business operations relating to Secondary Ticket Facilities, and business operations relating to Ticket Reselling in response to investigations, enforcement actions, and lawsuits referred to in your response to Interrogatory 26, including the date of the change and the reasons for the change.
28. Identify all persons at the Company who participated in preparing responses to this CID.

C. Document Requests

- 1. All documents relied on in preparing your written responses to the Interrogatories above.
- 2. Submit one copy of each organizational chart, personnel directory, and corporate diagram in effect at the Company at any time during the Applicable Time Period, including but not limited to charts, directories, and diagrams that show the Company's relationship with:
 - a. all entities associated with Ticket Reselling directed to the UK;
 - b. all entities that have owned, or operated, under the viagogo Brand;
 - c. all entities that own or license intellectual property rights relating to the viagogo Brand;
 - d. all entities that have been associated with www.viagogo.co.uk;
 - e. the Foreign Entities;
 - f. all entities associated with the Foreign entities; and
 - g. the parent or holding companies for all such entities identified above.
- 3. Submit all agreements between the Company and the Foreign Entities, individually or collectively.
- 4. Submit all agreements between the Company and:
 - a. viagogo Inc.;

- b. Pugnacious Endeavors, Inc.;
 - c. Grover Street, Inc.;
 - d. Grover Street Holdings, Inc.;
 - e. FJ Labs LLC; and
 - f. Basset Capital LLC.
5. Submit all agreements between the Company and:
- a. Eric Baker;
 - b. Brian L. Frank;
 - c. James Fields;
 - d. Steve Roest;
 - e. Prabhat Shah; and
 - f. Stanley Shin.
6. Submit all agreements relating to:
- a. The licensing or use of the viagogo Brand within the UK;
 - b. The ownership or operation of www.viagogo.co.uk;
 - c. The ownership or licensing of the viagogo Brand or other intellectual property rights in connection with www.viagogo.co.uk; and
 - d. Ticket Reselling directed to the UK.
7. Submit all documents concerning, relating, or referring to:
- a. The rationale and strategy behind all Availability Messages displayed on www.viagogo.co.uk or through a website using the viagogo Brand that offers Ticket Reselling directed to the UK;
 - b. The creation, design, display, implementation, impact, and effectiveness of all Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;
 - c. Research, studies, or analyses commissioned, carried out, or received by the Company in relation to the use or effect of Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;

- d. The results of research, studies, or analyses regarding the experience of users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, any surveys conducted at the conclusion of the purchasing process on www.viagogo.co.uk or through websites using or operating under the viagogo Brand;
 - e. The analysis of complaints generated by users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, the number of complaints, the types of subject matter of the complaints, and/or their outcome.
8. Submit all documents referring or relating to complaints in relation to www.viagogo.co.uk or Ticket Reselling directed to the United Kingdom.
 9. Submit all documents relating to the Company's commissioning, procurement of, or distribution of intellectual property rights, or other rights, to the viagogo Brand.
 10. Submit all documents referring or relating to communications between the Company and each of the Foreign Entities relating to law enforcement investigations by government agencies located in the UK.

DEFINITIONS

The following definitions apply to this CID:

D-1. **"Advertisement"** or **"Advertising"** or **"Ad"** means any written or verbal statement, illustration, or depiction that promotes the sale of a good or service or is designed to increase consumer interest in a brand, good, or service. Advertising media includes, but is not limited to: packaging and labeling; promotional materials; print; television; radio; and Internet, social media, and other digital content.

D-2. **"Availability Messages"** means Advertising messages concerning the popularity, scarcity, and/or value of tickets listed for sale on a Secondary Ticket Facility.

D-3. **"Company," "You,"** or **"Your"** means **viagogo Entertainment Inc.**, its wholly or partially owned subsidiaries, unincorporated divisions, joint ventures, operations under assumed names, and affiliates, and all directors, officers, members, employees, agents, consultants, and other persons working for or on behalf of the foregoing.

D-4. **"Document"** means the complete original, all drafts, and any non-identical copy, whether different from the original because of notations on the copy, different metadata, or otherwise, of any item covered by 15 U.S.C. § 57b-1(a)(5), 16 C.F.R. § 2.7(a)(2), or Federal Rule of Civil Procedure 34(a)(1)(A).

D-5. **"Foreign Entities"** means viagogo AG; VGL Services Limited; IFOT Services Limited; and VGL Support Services Ireland Limited, and their successors and assigns.

D-6. **“Identify”** or **“the identity of”** requires identification of (a) natural persons by name, title, present business affiliation, present business address, telephone number, and email address or, if a present business affiliation or present business address is not known, the last known business and home addresses; and (b) businesses or other organizations by name, address, and the identities of your contact persons at the business or organization.

D-7. **“Secondary Ticket Facility”** means an internet-based facility for the resale of tickets for recreational, sporting, or cultural events.

D-8. **“Ticket Reselling”** means the internet-based provision of marketing and services in relation to the supply of tickets for sale or resale (including where applicable direct sale to consumers by the Company or the Foreign Entities) to potential or existing buyers, sellers or event organizers, or for recreational, sporting, or cultural events.

D-9. **“UK”** means the United Kingdom.

D-10. **“viagogo Brand”** means the offering, provision, or facilitation of Ticket Reselling under the trade name “viagogo.”

INSTRUCTIONS

I-1. **Petitions to Limit or Quash:** You must file any petition to limit or quash this CID with the Secretary of the FTC no later than twenty (20) days after service of the CID, or, if the return date is less than twenty (20) days after service, prior to the return date. Such petition must set forth all assertions of protected status or other factual and legal objections to the CID and comply with the requirements set forth in 16 C.F.R. § 2.10(a)(1) – (2). **The FTC will not consider petitions to quash or limit if you have not previously met and conferred with FTC staff and, absent extraordinary circumstances, will consider only issues raised during the meet and confer process.** 16 C.F.R. § 2.7(k); *see also* § 2.11(b). **If you file a petition to limit or quash, you must still timely respond to all requests that you do not seek to modify or set aside in your petition.** 15 U.S.C. § 57b-1(f); 16 C.F.R. § 2.10(b).

I-2. **Withholding Requested Material / Privilege Claims:** If you withhold from production any material responsive to this CID based on a claim of privilege, work product protection, statutory exemption, or any similar claim, you must assert the claim no later than the return date of this CID, and you must submit a detailed log, in a searchable electronic format, of the items withheld that identifies the basis for withholding the material and meets all the requirements set forth in 16 C.F.R. § 2.11(a) – (c). The information in the log must be of sufficient detail to enable FTC staff to assess the validity of the claim for each document, including attachments, without disclosing the protected information. If only some portion of any responsive material is privileged, you must submit all non-privileged portions of the material. Otherwise, produce all responsive information and material without redaction. 16 C.F.R. § 2.11(c). The failure to provide information sufficient to support a claim of protected status may result in denial of the claim. 16 C.F.R. § 2.11(a)(1).

I-3. **Modification of Specifications:** The Bureau Director, a Deputy Bureau Director, Associate Director, Regional Director, or Assistant Regional Director must agree in writing to any modifications of this CID. 16 C.F.R. § 2.7(l).

I-4. Scope of Search: This CID covers documents and information in your possession or under your actual or constructive custody or control, including documents and information in the possession, custody, or control of your attorneys, accountants, directors, officers, employees, service providers, and other agents and consultants, whether or not such documents or information were received from or disseminated to any person or entity.

I-5. Identification of Responsive Documents: For specifications requesting production of documents, you must identify in writing the documents that are responsive to the specification. Documents that may be responsive to more than one specification of this CID need not be produced more than once. If any documents responsive to this CID have been previously supplied to the FTC, you may identify the documents previously provided and the date of submission.

I-6. Maintain Document Order: You must produce documents in the order in which they appear in your files or as electronically stored. If documents are removed from their original folders, binders, covers, containers, or electronic source, you must specify the folder, binder, cover, container, or electronic media or file paths from which such documents came.

I-7. Numbering of Documents: You must number all documents in your submission with a unique identifier such as a Bates number or a document ID.

I-8. Production of Copies: Unless otherwise stated, you may submit copies in lieu of original documents if they are true, correct, and complete copies of the originals and you preserve and retain the originals in their same state as of the time you received this CID. Submission of copies constitutes a waiver of any claim as to the authenticity of the copies should the FTC introduce such copies as evidence in any legal proceeding.

I-9. Production in Color: You must produce copies of advertisements in color, and you must produce copies of other materials in color if necessary to interpret them or render them intelligible.

I-10. Electronically Stored Information: See the Production Requirements (“Production Requirements”), which detail all requirements for the production of electronically stored information pursuant to this CID. You must discuss issues relating to the production of electronically stored information with FTC staff **prior** to production.

I-11. Sensitive Personally Identifiable Information (“Sensitive PII”) or Sensitive Health Information (“SHI”): If any materials responsive to this CID contain Sensitive PII or SHI, please contact FTC counsel before producing those materials to discuss whether there are steps you can take to minimize the amount of Sensitive PII or SHI you produce, and how to securely transmit such information to the FTC.

Sensitive PII includes an individual’s Social Security number; an individual’s biometric data (such as fingerprints or retina scans, but not photographs); and an individual’s name, address, or phone number in combination with one or more of the following: date of birth, Social Security number, driver’s license or state identification number (or foreign country equivalent), passport number, financial account number, credit card number, or debit card number. SHI includes medical records and other individually identifiable health information

relating to the past, present, or future physical or mental health or conditions of an individual, the provision of health care to an individual, or the past, present, or future payment for the provision of health care to an individual.

I-12. Interrogatory Responses: For specifications requesting answers to written interrogatories, answer each interrogatory and each interrogatory subpart separately and fully, in writing, and under oath.

I-13. Oral Testimony Procedures: The taking of oral testimony pursuant to this CID will be conducted in conformity with Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, and with Part 2A of the FTC's Rules, 16 C.F.R. §§ 2.7(f), 2.7(h), and 2.9.

PRODUCTION REQUIREMENTS

1. A covering letter should be included with each production and should include the following:
 - a. A reference to the request being made by the CMA (if such a reference is available)
 - b. A list of each piece of media included in the production with its unique production volume number
 - c. The documents being produced and their applicable date ranges
 - d. A list of custodians, identifying the Bates range for each custodian
 - e. Any redactions made to the documents for LPP and the basis of those redactions
 - f. Any claim of confidentiality over a document
 - g. An explanation of any de-duplication process
 - h. The time zone in which the emails were standardized during conversion.
2. Data can be produced on CD, DVD, USB etc., using the media appropriate to the data size and labelled with the following:
 - a. Case/Project reference
 - b. Production date
 - c. Producing party
 - d. Bates range
3. All submitted data must be organised by custodian unless otherwise instructed.
4. All document family groups (email attachments, embedded files) should be produced together and the Bates numbering of child files should sequentially follow their parent file.
5. All loadfile productions should include only one data load file and one image pointer file.

6. All loadfile text must be produced as separate text files in .txt format.
7. All loadfile productions should account for custodians in the custodian field.
8. Audio files should be separated from data files if both are included in the production.
9. Only alphanumeric characters and the underscore (_) character are permitted in file and folder names. Special characters are not permitted.
10. All electronic productions submitted on media must be produced using industry standard self-extracting encryption software.
11. Electronic productions may be submitted via Secure File Transfer.
12. Productions containing HMG Classified material must be delivered on encrypted physical media. The CMA cannot accept electronic transmission of such material. Any Classified material produced should be segregated and appropriately marked and should be produced separately from other case related material.
13. Passwords for electronic documents, files, compressed archives and encrypted media must be provided separately either via email or in a separate cover letter from the media. Password protection and/or encryption should be removed from all produced native files.
14. All electronic productions should be produced free of computer viruses; electronic files, including extracted text, coding/metadata, and load files should not be infected by any malicious software.

Appendix A – Nuix Load File Format

The load file should be provided in Concordance data file (.DAT) format, with column headings identifying the field names in the first line of the load file. For non-redacted files the production should contain native and pdf versions, along with a text extract for each file. For redacted files, provide the pdf and text of the redacted version. The native, pdf and txt files should have the DOCID as the file name: i.e. ABC00000100.xls, ABC00000100.pdf, ABC00000100.txt.

The .DAT file should be in UTF-8 format, with the following delimiters:

- Between fields: U+0014 (HEX 14). (Not displayable, or displayed as “DC4”).
- Around field content: U+00FE (HEX C3 BE). (p).

If other delimiters are used, these must be specified with the submission.

File text content should also be in UTF-8 format, and must be produced as separate text files, not as fields within the .DAT file.

The metadata of electronic document collections should be extracted and provided in the .DAT file using the field formatting specified below:

Field Name	Sample Data	Description
DOCID	ABC000003	Unique identifier for the file
PARENT_DOCID	ABC000001	DOCID of the parent item. Leave blank if the document is itself the top-level parent, or if the parent item has been withheld from production
Name	20170930 Agenda.doc	File name of a document. Subject of an email/calendar item
Item Date	03/05/2018 14:32:10	Populated with sent datetime for email/ calendar items, and modified datetime for documents. DD/MM/YYYY HH:MM:SS
File Created	28/04/2018 11:19:22	Creation Datetime of the file. DD/MM/YYYY HH:MM:SS
File Modified	03/05/2018 14:32:10	Modification Datetime of file. DD/MM/YYYY HH:MM:SS

Field Name	Sample Data	Description
Date Sent	05/04/2018 11:43:23	Sent Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Date Received	05/04/2018 11:43:25	Received Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Meeting Start Time	10/06/2018 11:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Meeting End Time	10/06/2018 13:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Timezone	GMT	Time zone for the dates/times associated with the file.
Meeting Location	Meeting Room 001	Meeting location field from calendar items.
To	Bob Jones <bjones@yahoo.co.uk>; John Smith <jsmith@hotmail.co.uk>	Recipients from email/calendar To field. Semi-colon should be used to separate multiple entries.
From	Alice Williams <awilliams@hotmail.co.uk>	Sender
CC	Thomas Carter <Thomas.carter@xyz.com>	Carbon Copy Recipients. Semi-colon should be used to separate multiple entries.
BCC	Edward Evans <evansed@firm.com>	Blind Carbon Copy Recipients. Semi-colon should be used to separate multiple entries
Email Subject	RE: May Expenses	Subject line of the email or calendar item
Title	May Expenses Document Template	Title metadata field of the native file.
File Extension	docx	Extension of the native file
File Type	EMAIL	Category of file: e.g. email, word document, pdf, calendar, etc.
Author	John Smith	Author metadata field of the native file.
File Size	14351	File size in bytes, of the native file.

Field Name	Sample Data	Description
File Path	G:\Data\SmithJ\20170930 Agenda.doc	Original location of the file. For mailbox items, the path information should include both the path to the mailbox, and the path within the mailbox.
CUSTODIAN	Smith, John	Mailbox Item: Name of individual/ department in whose mailbox the item resides. Other File Type: Name of individual/ department from where the document originated. E.g. for documents stored on John Smith's laptop, the custodian would be 'Smith, John'. From the Sales team's general Sharepoint area, the custodian would be 'Sales'.
MD5HASH	a12345b12345c12345d12345e12345f12345	MD5 Hash of the native file
ITEM_PATH	NATIVE\001\ABC00003.doc	Relative path to the native copy of the file
PDF_PATH	PDF\001\ABC00003.pdf	Relative path to the pdf copy of the file
TEXT_PATH	TEXT\001\ABC00003.txt	Relative path to the extracted text of the file

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
 Maureen K. Ohlhausen
 Terrell McSweeney

**RESOLUTION DIRECTING USE OF COMPULSORY PROCESS IN NON-PUBLIC
INVESTIGATION OF UNNAMED PERSONS, PARTNERSHIPS OR CORPORATIONS
ENGAGED IN THE DECEPTIVE OR UNFAIR USE OF E-MAIL, METATAGS,
COMPUTER CODE OR PROGRAMS, OR DECEPTIVE OR UNFAIR PRACTICES
INVOLVING INTERNET-RELATED GOODS OR SERVICES**

File No. 9923259

Nature and Scope of Investigation:

To determine whether unnamed persons, partnerships or corporations have been or are engaged in the deceptive or unfair use of e-mail, metatags, computer code or programs, or deceptive or unfair practices involving Internet-related goods or services, in violation of Sections 5 or 12 of the Federal Trade Commission Act, 15 U.S.C. §§ 45, 52, as amended. The investigation is also to determine whether Commission action to obtain equitable monetary relief for injury to consumers or others would be in the public interest.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with this investigation for a period not to exceed five years from the date of issuance of this resolution. The expiration of this five-year period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the five-year period. The Federal Trade Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the five-year period.

Authority to Conduct Investigation:

Sections 6, 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46, 49, 50, and 57b-1, as amended; FTC Procedures and Rules of Practice, 16 C.F.R. Part 1.1 et seq. and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 1, 2016

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Maureen K. Ohlhausen
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter

RESOLUTION AUTHORIZING USE OF COMPULSORY PROCESS
TO PROVIDE INVESTIGATIVE ASSISTANCE
TO UNITED KINGDOM LAW ENFORCEMENT AGENCIES

File No. 182 3092

Nature and Scope of Investigative Assistance:

To provide investigative assistance at the request of any of the following United Kingdom law enforcement agencies: the Competition and Markets Authority; the National Crime Agency; the Metropolitan Police Service; the City of London Police; the Financial Conduct Authority; and local trading standards authorities (collectively "UK Law Enforcement Agencies") in determining whether unnamed persons, partnerships, corporations, or others have or are engaged in violations of United Kingdom laws prohibiting fraudulent or deceptive commercial practices or other practices substantially similar to practices prohibited by any provision of the laws administered by the Federal Trade Commission, other than federal antitrust laws.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with requests for investigative assistance by any of the designated UK Law Enforcement Agencies for five years from the date of the resolution or until the expiration of authority granted under the U.S. SAFE WEB Act, whichever occurs sooner. The expiration of this period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the period. The Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the period.

This resolution authorizes the use of compulsory process in connection with requests for investigative assistance by the designated UK Law Enforcement Agencies in any subject matter area that falls within any Commission resolution authorizing the use of compulsory process in Commission investigations, other than investigations with respect to federal antitrust laws. A copy of this resolution and the applicable subject matter resolution shall be attached to any compulsory process issued pursuant to this resolution.

Authority: Sections 6(j), 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46(j), 49, 50, 57b-1, as amended; FTC Procedure and Rules of Practice, 16 C.F.R. § 1.1 et seq., and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 29, 2018

CERTIFICATION OF RECORDS OF REGULARLY CONDUCTED ACTIVITY
Pursuant to 28 U.S.C. § 1746

1. I, _____, have personal knowledge of the facts set forth below and am competent to testify as follows:
2. I have authority to certify the authenticity of the records produced by Viagogo Entertainment Inc. (the "Company") and attached hereto.
3. The documents produced and attached hereto by the Company are originals or true copies of records of regularly conducted activity that:
 - a) Were made at or near the time of the occurrence of the matters set forth by, or from information transmitted by, a person with knowledge of those matters;
 - b) Were kept in the course of the regularly conducted activity of the Company; and
 - c) Were made by the regularly conducted activity as a regular practice of the Company.

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

Date: _____

Signature

EXHIBIT 3



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

SEP 13 2018

Via Federal Express

Pugnacious Endeavors, Inc.
c/o National Registered Agents, Inc.
160 Greentree Dr., Suite 101
Dover, DE 19904

FTC Matter No. 1823087

Dear Sir/Madam:

The Federal Trade Commission ("FTC") has issued the attached Civil Investigative Demand ("CID") asking for information as part of a non-public investigation. Our purpose is to determine whether Pugnacious Endeavors, Inc. and/or other entities have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. Please read the attached documents carefully. Here are a few important points we would like to highlight:

1. **Contact FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov as soon as possible to schedule an initial meeting to be held within 14 days.** You can meet in person or by phone to discuss any questions you have, including whether there are changes to how you comply with the CID that would reduce your cost or burden while still giving the FTC the information it needs. Please read the attached documents for more information about that meeting.
2. **You must immediately stop any routine procedures for electronic or paper document destruction, and you must preserve all paper or electronic documents** that are in any way relevant to this investigation, even if you believe the documents are protected from discovery by privilege or some other reason.
3. **The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces.** We will not disclose the information under the Freedom of Information Act, 5 U.S.C. § 552. We may disclose the information in response to a valid request from Congress, or other civil or criminal federal, state, local, or foreign law enforcement agencies for their official law enforcement purposes. The FTC or other agencies may use and disclose

your response in any federal, state, or foreign civil or criminal proceeding, or if required to do so by law. However, we will not publicly disclose your information without giving you prior notice.

4. **Please read the attached documents closely.** They contain important information about how you should provide your response and they contain important information about where and when the company's designee must appear to give testimony.

Please contact FTC counsel as soon as possible to set up an initial meeting. We appreciate your cooperation.

Very truly yours,

A handwritten signature in black ink that reads "Donald S. Clark" followed by a stylized flourish.

Donald S. Clark
Secretary of the Commission



CIVIL INVESTIGATIVE DEMAND

<p>1. TO</p> <p>Pugnacious Endeavors, Inc. c/o National Registered Agents, Inc. 160 Greentree Dr., Suite 101 Dover, DE 19904</p>	<p>1a. MATTER NUMBER</p> <p>1823087</p>
--	---

This demand is issued pursuant to Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, in the course of an investigation to determine whether there is, has been, or may be a violation of any laws administered by the Federal Trade Commission by conduct, activities or proposed action as described in Item 3.

<p>2. ACTION REQUIRED</p> <p><input checked="" type="checkbox"/> You are required to appear and testify.</p>	
<p>LOCATION OF HEARING</p> <p>Carvel State Building 820 N. French Street, 5th Floor Wilmington, DE 19801</p>	<p>YOUR APPEARANCE WILL BE BEFORE</p> <p>Sara DePaul or other duly designated person</p> <hr/> <p>DATE AND TIME OF HEARING OR DEPOSITION</p> <p>December 12, 2018</p>

- You are required to produce all documents described in the attached schedule that are in your possession, custody, or control, and to make them available at your address indicated above for inspection and copying or reproduction at the date and time specified below.
- You are required to answer the interrogatories or provide the written report described on the attached schedule. Answer each interrogatory or report separately and fully in writing. Submit your answers or report to the Records Custodian named in Item 4 on or before the date specified below.
- You are required to produce the tangible things described on the attached schedule. Produce such things to the Records Custodian named in Item 4 on or before the date specified below.

DATE AND TIME THE DOCUMENTS, ANSWERS TO INTERROGATORIES, REPORTS, AND/OR TANGIBLE THINGS MUST BE AVAILABLE

OCT 15 2018

<p>3. SUBJECT OF INVESTIGATION</p> <p>See attached Schedule and resolutions</p>	
<p>4. RECORDS CUSTODIAN/DEPUTY RECORDS CUSTODIAN</p> <p>Lynne Colbert / Will Ducklow Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite CC-10528 Washington, D.C. 20580</p>	<p>5. COMMISSION COUNSEL</p> <p>Sara C. DePaul (202-326-3429) Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite H-461 Washington, D.C. 20580</p>

<p>DATE ISSUED</p> <p>9/13/18</p>	<p>COMMISSIONER'S SIGNATURE</p> <p><i>Ralph Am...</i></p>
-----------------------------------	---

INSTRUCTIONS AND NOTICES

The delivery of this demand to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply. The production of documents or the submission of answers and report in response to this demand must be made under a sworn certificate, in the form printed on the second page of this demand, by the person to whom this demand is directed or, if not a natural person, by a person or persons having knowledge of the facts and circumstances of such production or responsible for answering each interrogatory or report question. This demand does not require approval by OMB under the Paperwork Reduction Act of 1980.

PETITION TO LIMIT OR QUASH

The Commission's Rules of Practice require that any petition to limit or quash this demand be filed within 20 days after service, or, if the return date is less than 20 days after service, prior to the return date. The original and twelve copies of the petition must be filed with the Secretary of the Federal Trade Commission, and one copy should be sent to the Commission Counsel named in Item 5.

YOUR RIGHTS TO REGULATORY ENFORCEMENT FAIRNESS

The FTC has a longstanding commitment to a fair regulatory enforcement environment. If you are a small business (under Small Business Administration standards), you have a right to contact the Small Business Administration's National Ombudsman at 1-888-REGFAIR (1-888-734-3247) or www.sba.gov/ombudsman regarding the fairness of the compliance and enforcement activities of the agency. You should understand, however, that the National Ombudsman cannot change, stop, or delay a federal agency enforcement action.

The FTC strictly forbids retaliatory acts by its employees, and you will not be penalized for expressing a concern about these activities.

TRAVEL EXPENSES

Use the enclosed travel voucher to claim compensation to which you are entitled as a witness for the Commission. The completed travel voucher and this demand should be presented to Commission Counsel for payment. If you are permanently or temporarily living somewhere other than the address on this demand and it would require excessive travel for you to appear, you must get prior approval from Commission Counsel.

A copy of the Commission's Rules of Practice is available online at <http://bit.ly/FTCSRulesofPractice>. Paper copies are available upon request.

Form of Certificate of Compliance*

I/We do certify that all of the documents, information and tangible things required by the attached Civil Investigative Demand which are in the possession, custody, control, or knowledge of the person to whom the demand is directed have been submitted to a custodian named herein.

If a document or tangible thing responsive to this Civil Investigative Demand has not been submitted, the objections to its submission and the reasons for the objection have been stated.

If an interrogatory or a portion of the request has not been fully answered or a portion of the report has not been completed, the objections to its submission and the reasons for the objections have been stated.

Signature _____

Title _____

Sworn to before me this day

Notary Public

*In the event that more than one person is responsible for complying with this demand, the certificate shall identify the documents for which each certifying individual was responsible. In place of a sworn statement, the above certificate of compliance may be supported by an unsworn declaration as provided for by 28 U.S.C. § 1746.

**FEDERAL TRADE COMMISSION (“FTC”)
CIVIL INVESTIGATIVE DEMAND (“CID”) SCHEDULE
FTC File No. 1823087**

Meet and Confer: You must contact **FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov** as soon as possible to schedule a meeting (telephonic or in person) to be held within fourteen (14) days after you receive this CID. At the meeting, you must discuss with FTC counsel any questions you have regarding this CID or any possible CID modifications that could reduce your cost, burden, or response time yet still provide the FTC with the information it needs to pursue its investigation. The meeting also will address how to assert any claims of protected status (*e.g.*, privilege, work-product, *etc.*) and the production of electronically stored information. You must make available at the meeting personnel knowledgeable about your information or records management systems, your systems for electronically stored information, custodians likely to have information responsive to this CID, and any other issues relevant to compliance with this CID.

Document Retention: You must retain all documentary materials used in preparing responses to this CID. The FTC may require the submission of additional documents later during this investigation. **Accordingly, you must suspend any routine procedures for document destruction and take other measures to prevent the destruction of documents** that are in any way relevant to this investigation, even if you believe those documents are protected from discovery. *See* 15 U.S.C. § 50; *see also* 18 U.S.C. §§ 1505, 1519.

Sharing of Information: The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces. We will not disclose such information under the Freedom of Information Act, 5 U.S.C. § 552. We also will not disclose such information, except as allowed under the FTC Act (15 U.S.C. § 57b-2), the Commission’s Rules of Practice (16 C.F.R. §§ 4.10 & 4.11), or if required by a legal obligation. Under the FTC Act, we may provide your information in response to a request from Congress or a proper request from another law enforcement agency. However, we will not publicly disclose such information without giving you prior notice.

Manner of Production: You may produce documentary material or tangible things by making them available for inspection and copying at your principal place of business. Alternatively, you may send all responsive documents and tangible things to **Lynne Colbert, Federal Trade Commission, 600 Pennsylvania Ave, N.W., Suite CC-10528, Washington, D.C. 20580**. If you are sending the materials, use a courier service such as Federal Express or UPS because heightened security measures delay postal delivery to the FTC. You must inform FTC counsel by email or telephone of how you intend to produce materials responsive to this CID at least five days before the return date.

Certification of Compliance: You or any person with knowledge of the facts and circumstances relating to the responses to this CID must certify that such responses are complete by completing the “Form of Certificate of Compliance” set forth on the back of the CID form or by signing a declaration under penalty of perjury pursuant to 28 U.S.C. § 1746.

Certification of Records of Regularly Conducted Activity: Attached is a Certification of Records of Regularly Conducted Activity. Please execute and return this Certification with your response. Completing this certification may reduce the need to subpoena you to testify at future proceedings to establish the admissibility of documents produced in response to this CID.

Definitions and Instructions: Please review carefully the Definitions and Instructions that appear after the Specifications and provide important information regarding compliance with this CID.

SUBJECT OF INVESTIGATION

Whether the Company and the Foreign Entities (as defined herein) have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. See also attached resolutions.

SPECIFICATIONS

Applicable Time Period: Unless otherwise directed, the applicable time period for the requests set forth below is from **July 1, 2016, until the date of full and complete compliance with this CID.**

A. Investigational Hearing Testimony: the Company must designate and make available one or more officers, directors, or managing agents, or others who consent, to testify on its behalf. Unless a single individual is designated, the Company must designate in advance and in writing the matters on which each designee will testify. The person(s) designated must testify about information known or reasonably available to the Company and their testimony shall be binding upon it. 16 C.F.R. § 2.7(h). The person(s) designated must be prepared to provide testimony related to the following topics:

1. The Company's interactions with the Foreign Entities.
2. The Company's interactions relating to www.viagogo.co.uk, Ticket Reselling directed to the UK, or the viagogo Brand with viagogo Inc.; viagogo Entertainment Inc.; Grover Street, Inc.; Grover Street Holdings, Inc.; FJ Labs LLC; and Basset Capital LLC, individually or in any combination.
3. The Company's practices relating to Ticket Reselling directed to the UK.
4. The Company's knowledge of Ticket Reselling directed to the UK.
5. The Company's knowledge of the operation of www.viagogo.co.uk and Ticket Reselling through www.viagogo.co.uk.
6. The Company's knowledge of Ticket Reselling through the viagogo Brand.

7. The Company's knowledge of government investigations (whether U.S. or foreign) into the viagogo Brand, www.viagogo.co.uk, and the Company's Ticket Reselling directed to the UK.
8. The Company's knowledge of the use and content of Availability Messages on www.viagogo.co.uk, Secondary Ticket Facilities operating in the UK, or websites using or operating under the viagogo Brand.

B. Interrogatories

1. Specify the complete legal name of the Company and all other names under which it has done business; its corporate mailing address and telephone number; and its date and state of incorporation.
2. Provide an overview of the Company, including, for each year, a description of the Company's products and services, and the Company's annual gross revenues.
3. Identify all current and former officers, directors, principals, and owners of the Company; and all shareholders with 5 percent or more ownership of the Company, stating each shareholder's percentage of ownership.
4. Identify each parent, subsidiary, and other affiliate that forms part of the Company; and describe in detail the relationship between the Company and each entity, including whether there are any known directors and shareholders in common and a description of any agreement(s) between the Company and each parent, subsidiary or affiliate (e.g., assignment of assets, service agreements, license agreements) relating to www.viagogo.co.uk and Ticket Reselling directed to the UK.
5. To the extent not already answered in response to Interrogatory 4, describe in detail the Company's relationship to the following entities, including whether there are any known directors and/or shareholders in common, and a description of any agreement(s) between the Company and each entity (e.g., assignment of assets, service agreements, license agreements) relating to the operation or content of www.viagogo.co.uk and/or Ticket Reselling directed to the UK:
 - a. viagogo AG;
 - b. viagogo SA;
 - c. viagogo Limited;
 - d. VGL Services Limited;
 - e. IFOT Services Limited;
 - f. VGL Support Services Ireland Limited;

- g. viagogo Inc.;
 - h. viagogo Entertainment Inc.;
 - i. Grover Street, Inc.;
 - j. Grover Street Holdings, Inc.;
 - k. FJ Labs LLC; and
 - l. Basset Capital LLC
6. Describe in detail any relationship between the entities identified in Interrogatory 5.a-l relating to www.viagogo.co.uk and Ticket Reselling directed to the UK, including the services provided by these entities to one another and, where applicable, a description of any agreement(s) between these entities (e.g., assignment of assets, service agreements, license agreements).
7. Describe in detail the provision of any other services by the Company relating to:
- a. www.viagogo.co.uk (including the creation, display and implementation of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and/or
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
8. Describe in detail how the Company makes decisions relating to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
9. Identify any employee of the Company employed by or providing services to one or more of the Foreign Entities in relation to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;

- c. the use of the viagogo Brand by one of the Foreign Entities;
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
10. Describe in detail the Company's association with Eric Baker.
 11. Describe in detail Eric Baker's association with each of the Foreign Entities.
 12. Describe in detail the Company's association with Brian L. Frank.
 13. Describe in detail Brian L. Frank's association with each of the Foreign Entities.
 14. Describe in detail the Company's association with James Fields.
 15. Describe in detail James Fields' association with each of the Foreign Entities.
 16. Describe in detail the Company's association with Steve Roest.
 17. Describe in detail the Steve Roest's association with each of the Foreign Entities.
 18. Describe in detail the Company's association with Prabhat Shah.
 19. Describe in detail Prabhat Shah's association with each of the Foreign Entities.
 20. Describe in detail the Company's association with Stanley Shin.
 21. Describe in detail Stanley Shin's association with each of the Foreign Entities.
 22. To the extent not already answered in response to the previous Interrogatories describe in detail the Company's association with any other entities:
 - a. which are involved in the operation of www.viagogo.co.uk (including the creation, display, and implementation of the Availability Messages);
 - b. associated with the provision of services relating to Ticket Reselling directed to the UK;
 - c. that have owned, or operated under, the viagogo Brand in the UK;
 - d. that own or license intellectual property rights relating to the viagogo Brand in the UK; and
 - e. that have been otherwise associated with www.viagogo.co.uk or the viagogo Brand in the UK.
 23. Describe in detail the relationship between any entity referred to in Interrogatory 22 and the Foreign Entities.

24. Describe any policies, practices, or procedures of the Company relating to www.viagogo.co.uk or any other Ticket Reselling directed at the UK, including with respect to:
- a. Cancellations and refunds of sales;
 - b. Receiving, processing, and responding to complaints from buyers, sellers, brokers, or event organizers;
 - c. The ownership or licensing of:
 - i. the viagogo Brand (both in the UK and throughout the world); and
 - ii. intellectual property rights relating to www.viagogo.co.uk or the viagogo Brand (including the ownership or licensing of such intellectual property rights within the UK);
 - d. The operation of www.viagogo.co.uk;
 - e. The creation, design, display, implementation, and efficacy of Availability Messages;
 - f. The Company's relationship or affiliation with each of the Foreign Entities;
 - g. The relationship or affiliations between the Foreign Entities; and
 - h. The relationship or affiliations between the Foreign Entities and any entity referred to in your responses to Interrogatory 22.
25. Describe how the policies, practices, or procedures identified in response to Interrogatory 24 are:
- a. Implemented, recorded, and disseminated within the Company; and
 - b. Communicated to:
 - i. the Foreign Entities; and
 - ii. any other entities associated with Ticket Reselling directed to the UK.
26. Without regard to time period, for each investigation or proceeding (if any) related to the viagogo Brand, www.viagogo.co.uk, or Ticket Reselling by any federal, state, or foreign agency:
- a. State the forum and name of the investigation or proceeding, and identify all the parties;

- b. State the dates on which the investigation or proceeding was initiated and on which you first became aware of it;
 - c. Describe the nature of the investigation or proceeding and state each statute, regulation, industry guideline, or other rule the other parties allege may have been violated; and
 - d. Describe the current status or disposition of the matter.
27. Describe all changes made to the Company's affiliation with the viagogo Brand, www.viagogo.co.uk, business operations relating to Secondary Ticket Facilities, and business operations relating to Ticket Reselling in response to investigations, enforcement actions, and lawsuits referred to in your response to Interrogatory 26, including the date of the change and the reasons for the change.
28. Identify all persons at the Company who participated in preparing responses to this CID.

C. Document Requests

- 1. All documents relied on in preparing your written responses to the Interrogatories above.
- 2. Submit one copy of each organizational chart, personnel directory, and corporate diagram in effect at the Company at any time during the Applicable Time Period, including but not limited to charts, directories, and diagrams that show the Company's relationship with:
 - a. all entities associated with Ticket Reselling directed to the UK;
 - b. all entities that have owned, or operated, under the viagogo Brand;
 - c. all entities that own or license intellectual property rights relating to the viagogo Brand;
 - d. all entities that have been associated with www.viagogo.co.uk;
 - e. the Foreign Entities;
 - f. all entities associated with the Foreign entities; and
 - g. the parent or holding companies for all such entities identified above.
- 3. Submit all agreements between the Company and the Foreign Entities, individually or collectively.
- 4. Submit all agreements between the Company and:
 - a. viagogo Inc.;

- b. viagogo Entertainment Inc.;
 - c. Grover Street, Inc.;
 - d. Grover Street Holdings, Inc.;
 - e. FJ Labs LLC; and
 - f. Basset Capital LLC.
5. Submit all agreements between the Company and:
- a. Eric Baker;
 - b. Brian L. Frank;
 - c. James Fields;
 - d. Steve Roest;
 - e. Prabhat Shah; and
 - f. Stanley Shin.
6. Submit all agreements relating to:
- a. The licensing or use of the viagogo Brand within the UK;
 - b. The ownership or operation of www.viagogo.co.uk;
 - c. The ownership or licensing of the viagogo Brand or other intellectual property rights in connection with www.viagogo.co.uk; and
 - d. Ticket Reselling directed to the UK.
7. Submit all documents concerning, relating, or referring to:
- a. The rationale and strategy behind all Availability Messages displayed on www.viagogo.co.uk or through a website using the viagogo Brand that offers Ticket Reselling directed to the UK;
 - b. The creation, design, display, implementation, impact, and effectiveness of all Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;
 - c. Research, studies, or analyses commissioned, carried out, or received by the Company in relation to the use or effect of Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;

- d. The results of research, studies, or analyses regarding the experience of users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, any surveys conducted at the conclusion of the purchasing process on www.viagogo.co.uk or through websites using or operating under the viagogo Brand;
 - e. The analysis of complaints generated by users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, the number of complaints, the types of subject matter of the complaints, and/or their outcome.
8. Submit all documents referring or relating to complaints in relation to www.viagogo.co.uk or Ticket Reselling directed to the United Kingdom.
 9. Submit all documents relating to the Company's commissioning, procurement of, or distribution of intellectual property rights, or other rights, to the viagogo Brand.
 10. Submit all documents referring or relating to communications between the Company and each of the Foreign Entities relating to law enforcement investigations by government agencies located in the UK.

DEFINITIONS

The following definitions apply to this CID:

D-1. **"Advertisement"** or **"Advertising"** or **"Ad"** means any written or verbal statement, illustration, or depiction that promotes the sale of a good or service or is designed to increase consumer interest in a brand, good, or service. Advertising media includes, but is not limited to: packaging and labeling; promotional materials; print; television; radio; and Internet, social media, and other digital content.

D-2. **"Availability Messages"** means Advertising messages concerning the popularity, scarcity, and/or value of tickets listed for sale on a Secondary Ticket Facility.

D-3. **"Company," "You,"** or **"Your"** means **Pugnacious Endeavors, Inc.**, its wholly or partially owned subsidiaries, unincorporated divisions, joint ventures, operations under assumed names, and affiliates, and all directors, officers, members, employees, agents, consultants, and other persons working for or on behalf of the foregoing.

D-4. **"Document"** means the complete original, all drafts, and any non-identical copy, whether different from the original because of notations on the copy, different metadata, or otherwise, of any item covered by 15 U.S.C. § 57b-1(a)(5), 16 C.F.R. § 2.7(a)(2), or Federal Rule of Civil Procedure 34(a)(1)(A).

D-5. **"Foreign Entities"** means viagogo AG; VGL Services Limited; IFOT Services Limited; and VGL Support Services Ireland Limited, and their successors and assigns.

D-6. **“Identify” or “the identity of”** requires identification of (a) natural persons by name, title, present business affiliation, present business address, telephone number, and email address or, if a present business affiliation or present business address is not known, the last known business and home addresses; and (b) businesses or other organizations by name, address, and the identities of your contact persons at the business or organization.

D-7. **“Secondary Ticket Facility”** means an internet-based facility for the resale of tickets for recreational, sporting, or cultural events.

D-8. **“Ticket Reselling”** means the internet-based provision of marketing and services in relation to the supply of tickets for sale or resale (including where applicable direct sale to consumers by the Company or the Foreign Entities) to potential or existing buyers, sellers or event organizers, or for recreational, sporting, or cultural events.

D-9. **“UK”** means the United Kingdom.

D-10. **“viagogo Brand”** means the offering, provision, or facilitation of Ticket Reselling under the trade name “viagogo.”

INSTRUCTIONS

I-1. **Petitions to Limit or Quash:** You must file any petition to limit or quash this CID with the Secretary of the FTC no later than twenty (20) days after service of the CID, or, if the return date is less than twenty (20) days after service, prior to the return date. Such petition must set forth all assertions of protected status or other factual and legal objections to the CID and comply with the requirements set forth in 16 C.F.R. § 2.10(a)(1) – (2). **The FTC will not consider petitions to quash or limit if you have not previously met and conferred with FTC staff and, absent extraordinary circumstances, will consider only issues raised during the meet and confer process.** 16 C.F.R. § 2.7(k); *see also* § 2.11(b). **If you file a petition to limit or quash, you must still timely respond to all requests that you do not seek to modify or set aside in your petition.** 15 U.S.C. § 57b-1(f); 16 C.F.R. § 2.10(b).

I-2. **Withholding Requested Material / Privilege Claims:** If you withhold from production any material responsive to this CID based on a claim of privilege, work product protection, statutory exemption, or any similar claim, you must assert the claim no later than the return date of this CID, and you must submit a detailed log, in a searchable electronic format, of the items withheld that identifies the basis for withholding the material and meets all the requirements set forth in 16 C.F.R. § 2.11(a) – (c). The information in the log must be of sufficient detail to enable FTC staff to assess the validity of the claim for each document, including attachments, without disclosing the protected information. If only some portion of any responsive material is privileged, you must submit all non-privileged portions of the material. Otherwise, produce all responsive information and material without redaction. 16 C.F.R. § 2.11(c). The failure to provide information sufficient to support a claim of protected status may result in denial of the claim. 16 C.F.R. § 2.11(a)(1).

I-3. **Modification of Specifications:** The Bureau Director, a Deputy Bureau Director, Associate Director, Regional Director, or Assistant Regional Director must agree in writing to any modifications of this CID. 16 C.F.R. § 2.7(l).

I-4. **Scope of Search:** This CID covers documents and information in your possession or under your actual or constructive custody or control; including documents and information in the possession, custody, or control of your attorneys, accountants, directors, officers, employees, service providers, and other agents and consultants, whether or not such documents or information were received from or disseminated to any person or entity.

I-5. **Identification of Responsive Documents:** For specifications requesting production of documents, you must identify in writing the documents that are responsive to the specification. Documents that may be responsive to more than one specification of this CID need not be produced more than once. If any documents responsive to this CID have been previously supplied to the FTC, you may identify the documents previously provided and the date of submission.

I-6. **Maintain Document Order:** You must produce documents in the order in which they appear in your files or as electronically stored. If documents are removed from their original folders, binders, covers, containers, or electronic source, you must specify the folder, binder, cover, container, or electronic media or file paths from which such documents came.

I-7. **Numbering of Documents:** You must number all documents in your submission with a unique identifier such as a Bates number or a document ID.

I-8. **Production of Copies:** Unless otherwise stated, you may submit copies in lieu of original documents if they are true, correct, and complete copies of the originals and you preserve and retain the originals in their same state as of the time you received this CID. Submission of copies constitutes a waiver of any claim as to the authenticity of the copies should the FTC introduce such copies as evidence in any legal proceeding.

I-9. **Production in Color:** You must produce copies of advertisements in color, and you must produce copies of other materials in color if necessary to interpret them or render them intelligible.

I-10. **Electronically Stored Information:** See the Production Requirements ("Production Requirements"), which detail all requirements for the production of electronically stored information pursuant to this CID. You must discuss issues relating to the production of electronically stored information with FTC staff **prior** to production.

I-11. **Sensitive Personally Identifiable Information ("Sensitive PII") or Sensitive Health Information ("SHI"):** If any materials responsive to this CID contain Sensitive PII or SHI, please contact FTC counsel before producing those materials to discuss whether there are steps you can take to minimize the amount of Sensitive PII or SHI you produce, and how to securely transmit such information to the FTC.

Sensitive PII includes an individual's Social Security number; an individual's biometric data (such as fingerprints or retina scans, but not photographs); and an individual's name, address, or phone number in combination with one or more of the following: date of birth, Social Security number, driver's license or state identification number (or foreign country equivalent), passport number, financial account number, credit card number, or debit card number. SHI includes medical records and other individually identifiable health information

relating to the past, present, or future physical or mental health or conditions of an individual, the provision of health care to an individual, or the past, present, or future payment for the provision of health care to an individual.

I-12. Interrogatory Responses: For specifications requesting answers to written interrogatories, answer each interrogatory and each interrogatory subpart separately and fully, in writing, and under oath.

I-13. Oral Testimony Procedures: The taking of oral testimony pursuant to this CID will be conducted in conformity with Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, and with Part 2A of the FTC's Rules, 16 C.F.R. §§ 2.7(f), 2.7(h), and 2.9.

PRODUCTION REQUIREMENTS

1. A covering letter should be included with each production and should include the following:
 - a. A reference to the request being made by the CMA (if such a reference is available)
 - b. A list of each piece of media included in the production with its unique production volume number
 - c. The documents being produced and their applicable date ranges
 - d. A list of custodians, identifying the Bates range for each custodian
 - e. Any redactions made to the documents for LPP and the basis of those redactions
 - f. Any claim of confidentiality over a document
 - g. An explanation of any de-duplication process
 - h. The time zone in which the emails were standardized during conversion.
2. Data can be produced on CD, DVD, USB etc., using the media appropriate to the data size and labelled with the following:
 - a. Case/Project reference
 - b. Production date
 - c. Producing party
 - d. Bates range
3. All submitted data must be organised by custodian unless otherwise instructed.
4. All document family groups (email attachments, embedded files) should be produced together and the Bates numbering of child files should sequentially follow their parent file.
5. All loadfile productions should include only one data load file and one image pointer file.

6. All loadfile text must be produced as separate text files in .txt format.
7. All loadfile productions should account for custodians in the custodian field.
8. Audio files should be separated from data files if both are included in the production.
9. Only alphanumeric characters and the underscore (_) character are permitted in file and folder names. Special characters are not permitted.
10. All electronic productions submitted on media must be produced using industry standard self-extracting encryption software.
11. Electronic productions may be submitted via Secure File Transfer.
12. Productions containing HMG-Classified material must be delivered on encrypted physical media. The CMA cannot accept electronic transmission of such material. Any Classified material produced should be segregated and appropriately marked and should be produced separately from other case related material.
13. Passwords for electronic documents, files, compressed archives and encrypted media must be provided separately either via email or in a separate cover letter from the media. Password protection and/or encryption should be removed from all produced native files.
14. All electronic productions should be produced free of computer viruses; electronic files, including extracted text, coding/metadata, and load files should not be infected by any malicious software.

Appendix A – Nuix Load File Format

The load file should be provided in Concordance data file (.DAT) format, with column headings identifying the field names in the first line of the load file. For non-redacted files the production should contain native and pdf versions, along with a text extract for each file. For redacted files, provide the pdf and text of the redacted version. The native, pdf and txt files should have the DOCID as the file name: i.e. ABC00000100.xls, ABC00000100.pdf, ABC00000100.txt.

The .DAT file should be in UTF-8 format, with the following delimiters:

- Between fields: U+0014 (HEX 14). (Not displayable, or displayed as “DC4”).
- Around field content: U+00FE (HEX C3 BE). (P).

If other delimiters are used, these must be specified with the submission.

File text content should also be in UTF-8 format, and must be produced as separate text files, not as fields within the .DAT file.

The metadata of electronic document collections should be extracted and provided in the .DAT file using the field formatting specified below:

Field Name	Sample Data	Description
DOCID	ABC000003	Unique identifier for the file
PARENT_DOCID	ABC000001	DOCID of the parent item. Leave blank if the document is itself the top-level parent, or if the parent item has been withheld from production
Name	20170930 Agenda.doc	File name of a document. Subject of an email/calendar item
Item Date	03/05/2018 14:32:10	Populated with sent datetime for email/ calendar items, and modified datetime for documents. DD/MM/YYYY HH:MM:SS
File Created	28/04/2018 11:19:22	Creation Datetime of the file. DD/MM/YYYY HH:MM:SS
File Modified	03/05/2018 14:32:10	Modification Datetime of file. DD/MM/YYYY HH:MM:SS

Field Name	Sample Data	Description
Date Sent	05/04/2018 11:43:23	Sent Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Date Received	05/04/2018 11:43:25	Received Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Meeting Start Time	10/06/2018 11:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Meeting End Time	10/06/2018 13:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Timezone	GMT	Time zone for the dates/times associated with the file.
Meeting Location	Meeting Room 001	Meeting location field from calendar items.
To	Bob Jones <bjones@yahoo.co.uk>; John Smith <jsmith@hotmail.co.uk>	Recipients from email/calendar To field. Semi-colon should be used to separate multiple entries.
From	Alice Williams <awilliams@hotmail.co.uk>	Sender
CC	Thomas Carter <Thomas.carter@xyz.com>	Carbon Copy Recipients. Semi-colon should be used to separate multiple entries.
BCC	Edward Evans <evansed@firm.com>	Blind Carbon Copy Recipients. Semi-colon should be used to separate multiple entries
Email Subject	RE: May Expenses	Subject line of the email or calendar item
Title	May Expenses Document Template	Title metadata field of the native file.
File Extension	docx	Extension of the native file
File Type	EMAIL	Category of file: e.g. email, word document, pdf, calendar, etc.
Author	John Smith	Author metadata field of the native file.
File Size	14351	File size in bytes, of the native file.

Field Name	Sample Data	Description
File Path	G:\Data\SmithJ\20170930 Agenda.doc	Original location of the file. For mailbox items, the path information should include both the path to the mailbox, and the path within the mailbox.
CUSTODIAN	Smith, John	Mailbox Item: Name of individual/ department in whose mailbox the item resides. Other File Type: Name of individual/ department from where the document originated. E.g. for documents stored on John Smith's laptop, the custodian would be 'Smith, John'. From the Sales team's general Sharepoint area, the custodian would be 'Sales'.
MD5HASH	a12345b12345c12345d12345e12345f12345	MD5 Hash of the native file
ITEM_PATH	NATIVE\001\ABC00003.doc	Relative path to the native copy of the file
PDF_PATH	PDF\001\ABC00003.pdf	Relative path to the pdf copy of the file
TEXT_PATH	TEXT\001\ABC00003.txt	Relative path to the extracted text of the file

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
 Maureen K. Ohlhausen
 Terrell McSweeney

**RESOLUTION DIRECTING USE OF COMPULSORY PROCESS IN NON-PUBLIC
INVESTIGATION OF UNNAMED PERSONS, PARTNERSHIPS OR CORPORATIONS
ENGAGED IN THE DECEPTIVE OR UNFAIR USE OF E-MAIL, METATAGS,
COMPUTER CODE OR PROGRAMS, OR DECEPTIVE OR UNFAIR PRACTICES
INVOLVING INTERNET-RELATED GOODS OR SERVICES**

File No. 9923259

Nature and Scope of Investigation:

To determine whether unnamed persons, partnerships or corporations have been or are engaged in the deceptive or unfair use of e-mail, metatags, computer code or programs, or deceptive or unfair practices involving Internet-related goods or services, in violation of Sections 5 or 12 of the Federal Trade Commission Act, 15 U.S.C. §§ 45, 52, as amended. The investigation is also to determine whether Commission action to obtain equitable monetary relief for injury to consumers or others would be in the public interest.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with this investigation for a period not to exceed five years from the date of issuance of this resolution. The expiration of this five-year period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the five-year period. The Federal Trade Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the five-year period.

Authority to Conduct Investigation:

Sections 6, 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46, 49, 50, and 57b-1, as amended; FTC Procedures and Rules of Practice, 16 C.F.R. Part 1.1 et seq. and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 1, 2016

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Maureen K. Ohlhausen
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter

RESOLUTION AUTHORIZING USE OF COMPULSORY PROCESS
TO PROVIDE INVESTIGATIVE ASSISTANCE
TO UNITED KINGDOM LAW ENFORCEMENT AGENCIES

File No. 182 3092

Nature and Scope of Investigative Assistance:

To provide investigative assistance at the request of any of the following United Kingdom law enforcement agencies: the Competition and Markets Authority; the National Crime Agency; the Metropolitan Police Service; the City of London Police; the Financial Conduct Authority; and local trading standards authorities (collectively "UK Law Enforcement Agencies") in determining whether unnamed persons, partnerships, corporations, or others have or are engaged in violations of United Kingdom laws prohibiting fraudulent or deceptive commercial practices or other practices substantially similar to practices prohibited by any provision of the laws administered by the Federal Trade Commission, other than federal antitrust laws.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with requests for investigative assistance by any of the designated UK Law Enforcement Agencies for five years from the date of the resolution or until the expiration of authority granted under the U.S. SAFE WEB Act, whichever occurs sooner. The expiration of this period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the period. The Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the period.

This resolution authorizes the use of compulsory process in connection with requests for investigative assistance by the designated UK Law Enforcement Agencies in any subject matter area that falls within any Commission resolution authorizing the use of compulsory process in Commission investigations, other than investigations with respect to federal antitrust laws. A copy of this resolution and the applicable subject matter resolution shall be attached to any compulsory process issued pursuant to this resolution.

Authority: Sections 6(j), 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46(j), 49, 50, 57b-1, as amended; FTC Procedure and Rules of Practice, 16 C.F.R. § 1.1 et seq., and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 29, 2018

CERTIFICATION OF RECORDS OF REGULARLY CONDUCTED ACTIVITY
Pursuant to 28 U.S.C. § 1746

1. I, _____, have personal knowledge of the facts set forth below and am competent to testify as follows:
2. I have authority to certify the authenticity of the records produced by Pugnacious Endeavors, Inc. (the "Company") and attached hereto.
3. The documents produced and attached hereto by the Company are originals or true copies of records of regularly conducted activity that:
 - a) Were made at or near the time of the occurrence of the matters set forth by, or from information transmitted by, a person with knowledge of those matters;
 - b) Were kept in the course of the regularly conducted activity of the Company; and
 - c) Were made by the regularly conducted activity as a regular practice of the Company.

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

Date: _____

Signature _____

EXHIBIT 4



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

SEP 13 2018

Via Federal ExpressGrover Street, Inc.
c/o National Registered Agents, Inc.
160 Greentree Dr., Suite 101
Dover, DE 19904

FTC Matter No. 1823087

Dear Sir/Madam:

The Federal Trade Commission ("FTC") has issued the attached Civil Investigative Demand ("CID") asking for information as part of a non-public investigation. Our purpose is to determine whether Grover Street, Inc. and/or other entities have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. Please read the attached documents carefully. Here are a few important points we would like to highlight:

1. **Contact FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov as soon as possible to schedule an initial meeting to be held within 14 days.** You can meet in person or by phone to discuss any questions you have, including whether there are changes to how you comply with the CID that would reduce your cost or burden while still giving the FTC the information it needs. Please read the attached documents for more information about that meeting.
2. **You must immediately stop any routine procedures for electronic or paper document destruction, and you must preserve all paper or electronic documents that are in any way relevant to this investigation, even if you believe the documents are protected from discovery by privilege or some other reason.**
3. **The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces.** We will not disclose the information under the Freedom of Information Act, 5 U.S.C. § 552. We may disclose the information in response to a valid request from Congress, or other civil or criminal federal, state, local, or foreign law enforcement agencies for their official law enforcement purposes. The FTC or other agencies may use and disclose

your response in any federal, state, or foreign civil or criminal proceeding, or if required to do so by law. However, we will not publicly disclose your information without giving you prior notice.

4. **Please read the attached documents closely.** They contain important information about how you should provide your response and they contain important information about where and when the company's designee must appear to give testimony.

Please contact FTC counsel as soon as possible to set up an initial meeting. We appreciate your cooperation.

Very truly yours,

Handwritten signature of Donald S. Clark in black ink, appearing as "Donald S. Clark by JCF".

Donald S. Clark
Secretary of the Commission



CIVIL INVESTIGATIVE DEMAND

<p>1. TO</p> <p>Grover Street, Inc. c/o National Registered Agents, Inc. 160 Greentree Dr., Suite 101 Dover, DE 19904</p>	<p>1a. MATTER NUMBER</p> <p>1823087</p>
---	---

This demand is issued pursuant to Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, in the course of an investigation to determine whether there is, has been, or may be a violation of any laws administered by the Federal Trade Commission by conduct, activities or proposed action as described in Item 3.

2. ACTION REQUIRED

You are required to appear and testify.

<p>LOCATION OF HEARING</p> <p>Carvel State Building 820 N. French Street, 5th Floor Wilmington, DE 19801</p>	<p>YOUR APPEARANCE WILL BE BEFORE</p> <p>Sara DePaul or other duly designated person</p> <hr/> <p>DATE AND TIME OF HEARING OR DEPOSITION</p> <p>December 13, 2018</p>
--	---

- You are required to produce all documents described in the attached schedule that are in your possession, custody, or control, and to make them available at your address indicated above for inspection and copying or reproduction at the date and time specified below.
- You are required to answer the interrogatories or provide the written report described on the attached schedule. Answer each interrogatory or report separately and fully in writing. Submit your answers or report to the Records Custodian named in Item 4 on or before the date specified below.
- You are required to produce the tangible things described on the attached schedule. Produce such things to the Records Custodian named in Item 4 on or before the date specified below.

DATE AND TIME THE DOCUMENTS, ANSWERS TO INTERROGATORIES, REPORTS, AND/OR TANGIBLE THINGS MUST BE AVAILABLE

OCT 15 2018

3. SUBJECT OF INVESTIGATION

See attached Schedule and resolutions

<p>4. RECORDS CUSTODIAN/DEPUTY RECORDS CUSTODIAN</p> <p>Lynne Colbert / Will Ducklow Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite CC-10528 Washington, D.C. 20580</p>	<p>5. COMMISSION COUNSEL</p> <p>Sara C. DePaul (202-326-3429) Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite H-461 Washington, D.C. 20580</p>
---	---

<p>DATE ISSUED</p> <p>9/13/18</p>	<p>COMMISSIONER'S SIGNATURE</p> <p><i>Robert Chan</i></p>
-----------------------------------	---

INSTRUCTIONS AND NOTICES

The delivery of this demand to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply. The production of documents or the submission of answers and report in response to this demand must be made under a sworn certificate, in the form printed on the second page of this demand, by the person to whom this demand is directed or, if not a natural person, by a person or persons having knowledge of the facts and circumstances of such production or responsible for answering each interrogatory or report question. This demand does not require approval by OMB under the Paperwork Reduction Act of 1980.

PETITION TO LIMIT OR QUASH

The Commission's Rules of Practice require that any petition to limit or quash this demand be filed within 20 days after service, or, if the return date is less than 20 days after service, prior to the return date. The original and twelve copies of the petition must be filed with the Secretary of the Federal Trade Commission, and one copy should be sent to the Commission Counsel named in Item 5.

YOUR RIGHTS TO REGULATORY ENFORCEMENT FAIRNESS

The FTC has a longstanding commitment to a fair regulatory enforcement environment. If you are a small business (under Small Business Administration standards), you have a right to contact the Small Business Administration's National Ombudsman at 1-888-REGFAIR (1-888-734-3247) or www.sba.gov/ombudsman regarding the fairness of the compliance and enforcement activities of the agency. You should understand, however, that the National Ombudsman cannot change, stop, or delay a federal agency enforcement action.

The FTC strictly forbids retaliatory acts by its employees, and you will not be penalized for expressing a concern about these activities.

TRAVEL EXPENSES

Use the enclosed travel voucher to claim compensation to which you are entitled as a witness for the Commission. The completed travel voucher and this demand should be presented to Commission Counsel for payment. If you are permanently or temporarily living somewhere other than the address on this demand and it would require excessive travel for you to appear, you must get prior approval from Commission Counsel.

A copy of the Commission's Rules of Practice is available online at <http://bit.ly/FTCSRulesofPractice>. Paper copies are available upon request.

Form of Certificate of Compliance*

I/We do certify that all of the documents, information and tangible things required by the attached Civil Investigative Demand which are in the possession, custody, control, or knowledge of the person to whom the demand is directed have been submitted to a custodian named herein.

If a document or tangible thing responsive to this Civil Investigative Demand has not been submitted, the objections to its submission and the reasons for the objection have been stated.

If an interrogatory or a portion of the request has not been fully answered or a portion of the report has not been completed, the objections to its submission and the reasons for the objections have been stated.

Signature _____

Title _____

Sworn to before me this day

Notary Public

*In the event that more than one person is responsible for complying with this demand, the certificate shall identify the documents for which each certifying individual was responsible. In place of a sworn statement, the above certificate of compliance may be supported by an unsworn declaration as provided for by 28 U.S.C. § 1746.

**FEDERAL TRADE COMMISSION ("FTC")
CIVIL INVESTIGATIVE DEMAND ("CID") SCHEDULE
FTC File No. 1823087**

Meet and Confer: You must contact **FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov** as soon as possible to schedule a meeting (telephonic or in person) to be held within fourteen (14) days after you receive this CID. At the meeting, you must discuss with FTC counsel any questions you have regarding this CID or any possible CID modifications that could reduce your cost, burden, or response time yet still provide the FTC with the information it needs to pursue its investigation. The meeting also will address how to assert any claims of protected status (*e.g.*, privilege, work-product, *etc.*) and the production of electronically stored information. You must make available at the meeting personnel knowledgeable about your information or records management systems, your systems for electronically stored information, custodians likely to have information responsive to this CID, and any other issues relevant to compliance with this CID.

Document Retention: You must retain all documentary materials used in preparing responses to this CID. The FTC may require the submission of additional documents later during this investigation. **Accordingly, you must suspend any routine procedures for document destruction and take other measures to prevent the destruction of documents** that are in any way relevant to this investigation, even if you believe those documents are protected from discovery. *See* 15 U.S.C. § 50; *see also* 18 U.S.C. §§ 1505, 1519.

Sharing of Information: The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces. We will not disclose such information under the Freedom of Information Act, 5 U.S.C. § 552. We also will not disclose such information, except as allowed under the FTC Act (15 U.S.C. § 57b-2), the Commission's Rules of Practice (16 C.F.R. §§ 4.10 & 4.11), or if required by a legal obligation. Under the FTC Act, we may provide your information in response to a request from Congress or a proper request from another law enforcement agency. However, we will not publicly disclose such information without giving you prior notice.

Manner of Production: You may produce documentary material or tangible things by making them available for inspection and copying at your principal place of business. Alternatively, you may send all responsive documents and tangible things to **Lynne Colbert, Federal Trade Commission, 600 Pennsylvania Ave, N.W., Suite CC-10528, Washington, D.C. 20580**. If you are sending the materials, use a courier service such as Federal Express or UPS because heightened security measures delay postal delivery to the FTC. You must inform FTC counsel by email or telephone of how you intend to produce materials responsive to this CID at least five days before the return date.

Certification of Compliance: You or any person with knowledge of the facts and circumstances relating to the responses to this CID must certify that such responses are complete by completing the "Form of Certificate of Compliance" set forth on the back of the CID form or by signing a declaration under penalty of perjury pursuant to 28 U.S.C. § 1746.

Certification of Records of Regularly Conducted Activity: Attached is a Certification of Records of Regularly Conducted Activity. Please execute and return this Certification with your response. Completing this certification may reduce the need to subpoena you to testify at future proceedings to establish the admissibility of documents produced in response to this CID.

Definitions and Instructions: Please review carefully the Definitions and Instructions that appear after the Specifications and provide important information regarding compliance with this CID.

SUBJECT OF INVESTIGATION

Whether the Company and the Foreign Entities (as defined herein) have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. See also attached resolutions.

SPECIFICATIONS

Applicable Time Period: Unless otherwise directed, the applicable time period for the requests set forth below is from **July 1, 2016, until the date of full and complete compliance with this CID.**

A. Investigational Hearing Testimony: the Company must designate and make available one or more officers, directors, or managing agents, or others who consent, to testify on its behalf. Unless a single individual is designated, the Company must designate in advance and in writing the matters on which each designee will testify. The person(s) designated must testify about information known or reasonably available to the Company and their testimony shall be binding upon it. 16 C.F.R. § 2.7(h). The person(s) designated must be prepared to provide testimony related to the following topics:

1. The Company's interactions with the Foreign Entities.
2. The Company's interactions relating to www.viagogo.co.uk, Ticket Reselling directed to the UK, or the viagogo Brand with viagogo Inc.; viagogo Entertainment Inc.; Pugnacious Endeavors, Inc.; Grover Street Holdings, Inc.; FJ Labs LLC; and Basset Capital LLC, individually or in any combination.
3. The Company's practices relating to Ticket Reselling directed to the UK.
4. The Company's knowledge of Ticket Reselling directed to the UK.
5. The Company's knowledge of the operation of www.viagogo.co.uk and Ticket Reselling through www.viagogo.co.uk.
6. The Company's knowledge of Ticket Reselling through the viagogo Brand.

7. The Company's knowledge of government investigations (whether U.S. or foreign) into the viagogo Brand, www.viagogo.co.uk, and the Company's Ticket Reselling directed to the UK.
8. The Company's knowledge of the use and content of Availability Messages on www.viagogo.co.uk, Secondary Ticket Facilities operating in the UK, or websites using or operating under the viagogo Brand.

B. Interrogatories

1. Specify the complete legal name of the Company and all other names under which it has done business; its corporate mailing address and telephone number; and its date and state of incorporation.
2. Provide an overview of the Company, including, for each year, a description of the Company's products and services, and the Company's annual gross revenues.
3. Identify all current and former officers, directors, principals, and owners of the Company; and all shareholders with 5 percent or more ownership of the Company, stating each shareholder's percentage of ownership.
4. Identify each parent, subsidiary, and other affiliate that forms part of the Company; and describe in detail the relationship between the Company and each entity, including whether there are any known directors and shareholders in common and a description of any agreement(s) between the Company and each parent, subsidiary or affiliate (*e.g.*, assignment of assets, service agreements, license agreements) relating to www.viagogo.co.uk and Ticket Reselling directed to the UK.
5. To the extent not already answered in response to Interrogatory 4, describe in detail the Company's relationship to the following entities, including whether there are any known directors and/or shareholders in common, and a description of any agreement(s) between the Company and each entity (*e.g.*, assignment of assets, service agreements, license agreements) relating to the operation or content of www.viagogo.co.uk and/or Ticket Reselling directed to the UK:
 - a. viagogo AG;
 - b. viagogo SA;
 - c. viagogo Limited;
 - d. VGL Services Limited;
 - e. IFOT Services Limited;
 - f. VGL Support Services Ireland Limited;

- g. viagogo Inc.;
 - h. viagogo Entertainment Inc.;
 - i. Pugnacious Endeavors, Inc.;
 - j. Grover Street Holdings, Inc.;
 - k. FJ Labs LLC; and
 - l. Basset Capital LLC
6. Describe in detail any relationship between the entities identified in Interrogatory 5.a-l relating to www.viagogo.co.uk and Ticket Reselling directed to the UK, including the services provided by these entities to one another and, where applicable, a description of any agreement(s) between these entities (e.g., assignment of assets, service agreements, license agreements).
7. Describe in detail the provision of any other services by the Company relating to:
- a. www.viagogo.co.uk (including the creation, display and implementation of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and/or
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
8. Describe in detail how the Company makes decisions relating to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
9. Identify any employee of the Company employed by or providing services to one or more of the Foreign Entities in relation to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;

- c. the use of the viagogo Brand by one of the Foreign Entities;
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
10. Describe in detail the Company's association with Eric Baker.
 11. Describe in detail Eric Baker's association with each of the Foreign Entities.
 12. Describe in detail the Company's association with Brian L. Frank.
 13. Describe in detail Brian L. Frank's association with each of the Foreign Entities.
 14. Describe in detail the Company's association with James Fields.
 15. Describe in detail James Fields' association with each of the Foreign Entities.
 16. Describe in detail the Company's association with Steve Roest.
 17. Describe in detail the Steve Roest's association with each of the Foreign Entities.
 18. Describe in detail the Company's association with Prabhat Shah.
 19. Describe in detail Prabhat Shah's association with each of the Foreign Entities.
 20. Describe in detail the Company's association with Stanley Shin.
 21. Describe in detail Stanley Shin's association with each of the Foreign Entities.
 22. To the extent not already answered in response to the previous Interrogatories describe in detail the Company's association with any other entities:
 - a. which are involved in the operation of www.viagogo.co.uk (including the creation, display, and implementation of the Availability Messages);
 - b. associated with the provision of services relating to Ticket Reselling directed to the UK;
 - c. that have owned, or operated under, the viagogo Brand in the UK;
 - d. that own or license intellectual property rights relating to the viagogo Brand in the UK; and
 - e. that have been otherwise associated with www.viagogo.co.uk or the viagogo Brand in the UK.
 23. Describe in detail the relationship between any entity referred to in Interrogatory 22 and the Foreign Entities.

24. Describe any policies, practices, or procedures of the Company relating to www.viagogo.co.uk or any other Ticket Reselling directed at the UK, including with respect to:
 - a. Cancellations and refunds of sales;
 - b. Receiving, processing, and responding to complaints from buyers, sellers, brokers, or event organizers;
 - c. The ownership or licensing of:
 - i. the viagogo Brand (both in the UK and throughout the world); and
 - ii. intellectual property rights relating to www.viagogo.co.uk or the viagogo Brand (including the ownership or licensing of such intellectual property rights within the UK);
 - d. The operation of www.viagogo.co.uk;
 - e. The creation, design, display, implementation, and efficacy of Availability Messages;
 - f. The Company's relationship or affiliation with each of the Foreign Entities;
 - g. The relationship or affiliations between the Foreign Entities; and
 - h. The relationship or affiliations between the Foreign Entities and any entity referred to in your responses to Interrogatory 22.
25. Describe how the policies, practices, or procedures identified in response to Interrogatory 24 are:
 - a. Implemented, recorded, and disseminated within the Company; and
 - b. Communicated to:
 - i. the Foreign Entities; and
 - ii. any other entities associated with Ticket Reselling directed to the UK.
26. Without regard to time period, for each investigation or proceeding (if any) related to the viagogo Brand, www.viagogo.co.uk, or Ticket Reselling by any federal, state, or foreign agency:
 - a. State the forum and name of the investigation or proceeding, and identify all the parties;

- b. State the dates on which the investigation or proceeding was initiated and on which you first became aware of it;
 - c. Describe the nature of the investigation or proceeding and state each statute, regulation, industry guideline, or other rule the other parties allege may have been violated; and
 - d. Describe the current status or disposition of the matter.
27. Describe all changes made to the Company's affiliation with the viagogo Brand, www.viagogo.co.uk, business operations relating to Secondary Ticket Facilities, and business operations relating to Ticket Reselling in response to investigations, enforcement actions, and lawsuits referred to in your response to Interrogatory 26, including the date of the change and the reasons for the change.
28. Identify all persons at the Company who participated in preparing responses to this CID.

C. Document Requests

- 1. All documents relied on in preparing your written responses to the Interrogatories above.
- 2. Submit one copy of each organizational chart, personnel directory, and corporate diagram in effect at the Company at any time during the Applicable Time Period, including but not limited to charts, directories, and diagrams that show the Company's relationship with:
 - a. all entities associated with Ticket Reselling directed to the UK;
 - b. all entities that have owned, or operated, under the viagogo Brand;
 - c. all entities that own or license intellectual property rights relating to the viagogo Brand;
 - d. all entities that have been associated with www.viagogo.co.uk;
 - e. the Foreign Entities;
 - f. all entities associated with the Foreign entities; and
 - g. the parent or holding companies for all such entities identified above.
- 3. Submit all agreements between the Company and the Foreign Entities, individually or collectively.
- 4. Submit all agreements between the Company and:
 - a. viagogo Inc.;

- b. viagogo Entertainment Inc.;
 - c. Pugnacious Endeavors, Inc.;
 - d. Grover Street Holdings, Inc.;
 - e. FJ Labs LLC; and
 - f. Basset Capital LLC.
5. Submit all agreements between the Company and:
- a. Eric Baker;
 - b. Brian L. Frank;
 - c. James Fields;
 - d. Steve Roest;
 - e. Prabhat Shah; and
 - f. Stanley Shin.
6. Submit all agreements relating to:
- a. The licensing or use of the viagogo Brand within the UK;
 - b. The ownership or operation of www.viagogo.co.uk;
 - c. The ownership or licensing of the viagogo Brand or other intellectual property rights in connection with www.viagogo.co.uk; and
 - d. Ticket Reselling directed to the UK.
7. Submit all documents concerning, relating, or referring to:
- a. The rationale and strategy behind all Availability Messages displayed on www.viagogo.co.uk or through a website using the viagogo Brand that offers Ticket Reselling directed to the UK;
 - b. The creation, design, display, implementation, impact, and effectiveness of all Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;
 - c. Research, studies, or analyses commissioned, carried out, or received by the Company in relation to the use or effect of Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;

- d. The results of research, studies, or analyses regarding the experience of users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, any surveys conducted at the conclusion of the purchasing process on www.viagogo.co.uk or through websites using or operating under the viagogo Brand;
 - e. The analysis of complaints generated by users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, the number of complaints, the types of subject matter of the complaints, and/or their outcome.
8. Submit all documents referring or relating to complaints in relation to www.viagogo.co.uk or Ticket Reselling directed to the United Kingdom.
 9. Submit all documents relating to the Company's commissioning, procurement of, or distribution of intellectual property rights, or other rights, to the viagogo Brand.
 10. Submit all documents referring or relating to communications between the Company and each of the Foreign Entities relating to law enforcement investigations by government agencies located in the UK.

DEFINITIONS

The following definitions apply to this CID:

D-1. **"Advertisement"** or **"Advertising"** or **"Ad"** means any written or verbal statement, illustration, or depiction that promotes the sale of a good or service or is designed to increase consumer interest in a brand, good, or service. Advertising media includes, but is not limited to: packaging and labeling; promotional materials; print; television; radio; and Internet, social media, and other digital content.

D-2. **"Availability Messages"** means Advertising messages concerning the popularity, scarcity, and/or value of tickets listed for sale on a Secondary Ticket Facility.

D-3. **"Company," "You,"** or **"Your"** means **Grover Street, Inc.**, its wholly or partially owned subsidiaries, unincorporated divisions, joint ventures, operations under assumed names, and affiliates, and all directors, officers, members, employees, agents, consultants, and other persons working for or on behalf of the foregoing.

D-4. **"Document"** means the complete original, all drafts, and any non-identical copy, whether different from the original because of notations on the copy, different metadata, or otherwise, of any item covered by 15 U.S.C. § 57b-1(a)(5), 16 C.F.R. § 2.7(a)(2), or Federal Rule of Civil Procedure 34(a)(1)(A).

D-5. **"Foreign Entities"** means viagogo AG; VGL Services Limited; IFOT Services Limited; and VGL Support Services Ireland Limited, and their successors and assigns.

D-6. **“Identify” or “the identity of”** requires identification of (a) natural persons by name, title, present business affiliation, present business address, telephone number, and email address or, if a present business affiliation or present business address is not known, the last known business and home addresses; and (b) businesses or other organizations by name, address, and the identities of your contact persons at the business or organization.

D-7. **“Secondary Ticket Facility”** means an internet-based facility for the resale of tickets for recreational, sporting, or cultural events.

D-8. **“Ticket Reselling”** means the internet-based provision of marketing and services in relation to the supply of tickets for sale or resale (including where applicable direct sale to consumers by the Company or the Foreign Entities) to potential or existing buyers, sellers or event organizers, or for recreational, sporting, or cultural events.

D-9. **“UK”** means the United Kingdom.

D-10. **“viagogo Brand”** means the offering, provision, or facilitation of Ticket Reselling under the trade name “viagogo.”

INSTRUCTIONS

I-1. **Petitions to Limit or Quash:** You must file any petition to limit or quash this CID with the Secretary of the FTC no later than twenty (20) days after service of the CID, or, if the return date is less than twenty (20) days after service, prior to the return date. Such petition must set forth all assertions of protected status or other factual and legal objections to the CID and comply with the requirements set forth in 16 C.F.R. § 2.10(a)(1) – (2). **The FTC will not consider petitions to quash or limit if you have not previously met and conferred with FTC staff and, absent extraordinary circumstances, will consider only issues raised during the meet and confer process.** 16 C.F.R. § 2.7(k); *see also* § 2.11(b). **If you file a petition to limit or quash, you must still timely respond to all requests that you do not seek to modify or set aside in your petition.** 15 U.S.C. § 57b-1(f); 16 C.F.R. § 2.10(b).

I-2. **Withholding Requested Material / Privilege Claims:** If you withhold from production any material responsive to this CID based on a claim of privilege, work product protection, statutory exemption, or any similar claim, you must assert the claim no later than the return date of this CID, and you must submit a detailed log, in a searchable electronic format, of the items withheld that identifies the basis for withholding the material and meets all the requirements set forth in 16 C.F.R. § 2.11(a) – (c). The information in the log must be of sufficient detail to enable FTC staff to assess the validity of the claim for each document, including attachments, without disclosing the protected information. If only some portion of any responsive material is privileged, you must submit all non-privileged portions of the material. Otherwise, produce all responsive information and material without redaction. 16 C.F.R. § 2.11(c). The failure to provide information sufficient to support a claim of protected status may result in denial of the claim. 16 C.F.R. § 2.11(a)(1).

I-3. **Modification of Specifications:** The Bureau Director, a Deputy Bureau Director, Associate Director, Regional Director, or Assistant Regional Director must agree in writing to any modifications of this CID. 16 C.F.R. § 2.7(l).

I-4. Scope of Search: This CID covers documents and information in your possession or under your actual or constructive custody or control, including documents and information in the possession, custody, or control of your attorneys, accountants, directors, officers, employees, service providers, and other agents and consultants, whether or not such documents or information were received from or disseminated to any person or entity.

I-5. Identification of Responsive Documents: For specifications requesting production of documents, you must identify in writing the documents that are responsive to the specification. Documents that may be responsive to more than one specification of this CID need not be produced more than once. If any documents responsive to this CID have been previously supplied to the FTC, you may identify the documents previously provided and the date of submission.

I-6. Maintain Document Order: You must produce documents in the order in which they appear in your files or as electronically stored. If documents are removed from their original folders, binders, covers, containers, or electronic source, you must specify the folder, binder, cover, container, or electronic media or file paths from which such documents came.

I-7. Numbering of Documents: You must number all documents in your submission with a unique identifier such as a Bates number or a document ID.

I-8. Production of Copies: Unless otherwise stated, you may submit copies in lieu of original documents if they are true, correct, and complete copies of the originals and you preserve and retain the originals in their same state as of the time you received this CID. Submission of copies constitutes a waiver of any claim as to the authenticity of the copies should the FTC introduce such copies as evidence in any legal proceeding.

I-9. Production in Color: You must produce copies of advertisements in color, and you must produce copies of other materials in color if necessary to interpret them or render them intelligible.

I-10. Electronically Stored Information: See the Production Requirements (“Production Requirements”), which detail all requirements for the production of electronically stored information pursuant to this CID. You must discuss issues relating to the production of electronically stored information with FTC staff **prior** to production.

I-11. Sensitive Personally Identifiable Information (“Sensitive PII”) or Sensitive Health Information (“SHI”): If any materials responsive to this CID contain Sensitive PII or SHI, please contact FTC counsel before producing those materials to discuss whether there are steps you can take to minimize the amount of Sensitive PII or SHI you produce, and how to securely transmit such information to the FTC.

Sensitive PII includes an individual’s Social Security number; an individual’s biometric data (such as fingerprints or retina scans, but not photographs); and an individual’s name, address, or phone number in combination with one or more of the following: date of birth, Social Security number, driver’s license or state identification number (or foreign country equivalent), passport number, financial account number, credit card number, or debit card number. SHI includes medical records and other individually identifiable health information

relating to the past, present, or future physical or mental health or conditions of an individual, the provision of health care to an individual, or the past, present, or future payment for the provision of health care to an individual.

I-12. Interrogatory Responses: For specifications requesting answers to written interrogatories, answer each interrogatory and each interrogatory subpart separately and fully, in writing, and under oath.

I-13. Oral Testimony Procedures: The taking of oral testimony pursuant to this CID will be conducted in conformity with Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, and with Part 2A of the FTC's Rules, 16 C.F.R. §§ 2.7(f), 2.7(h), and 2.9.

PRODUCTION REQUIREMENTS

1. A covering letter should be included with each production and should include the following:
 - a. A reference to the request being made by the CMA (if such a reference is available)
 - b. A list of each piece of media included in the production with its unique production volume number
 - c. The documents being produced and their applicable date ranges
 - d. A list of custodians, identifying the Bates range for each custodian
 - e. Any redactions made to the documents for LPP and the basis of those redactions
 - f. Any claim of confidentiality over a document
 - g. An explanation of any de-duplication process
 - h. The time zone in which the emails were standardized during conversion.
2. Data can be produced on CD, DVD, USB etc., using the media appropriate to the data size and labelled with the following:
 - a. Case/Project reference
 - b. Production date
 - c. Producing party
 - d. Bates range
3. All submitted data must be organised by custodian unless otherwise instructed.
4. All document family groups (email attachments, embedded files) should be produced together and the Bates numbering of child files should sequentially follow their parent file.
5. All loadfile productions should include only one data load file and one image pointer file.

6. All loadfile text must be produced as separate text files in .txt format.
7. All loadfile productions should account for custodians in the custodian field.
8. Audio files should be separated from data files if both are included in the production.
9. Only alphanumeric characters and the underscore (_) character are permitted in file and folder names. Special characters are not permitted.
10. All electronic productions submitted on media must be produced using industry standard self-extracting encryption software.
11. Electronic productions may be submitted via Secure File Transfer.
12. Productions containing HMG Classified material must be delivered on encrypted physical media. The CMA cannot accept electronic transmission of such material. Any Classified material produced should be segregated and appropriately marked and should be produced separately from other case related material.
13. Passwords for electronic documents, files, compressed archives and encrypted media must be provided separately either via email or in a separate cover letter from the media. Password protection and/or encryption should be removed from all produced native files.
14. All electronic productions should be produced free of computer viruses; electronic files, including extracted text, coding/metadata, and load files should not be infected by any malicious software.

Appendix A – Nuix Load File Format

The load file should be provided in Concordance data file (.DAT) format, with column headings identifying the field names in the first line of the load file. For non-redacted files the production should contain native and pdf versions, along with a text extract for each file. For redacted files, provide the pdf and text of the redacted version. The native, pdf and txt files should have the DOCID as the file name: i.e. ABC00000100.xls, ABC00000100.pdf, ABC00000100.txt.

The .DAT file should be in UTF-8 format, with the following delimiters:

- Between fields: U+0014 (HEX 14). (Not displayable, or displayed as “DC4”).
- Around field content: U+00FE (HEX C3 BE). (P).

If other delimiters are used, these must be specified with the submission.

File text content should also be in UTF-8 format, and must be produced as separate text files, not as fields within the .DAT file.

The metadata of electronic document collections should be extracted and provided in the .DAT file using the field formatting specified below:

Field Name	Sample Data	Description
DOCID	ABC000003	Unique identifier for the file
PARENT_DOCID	ABC000001	DOCID of the parent item. Leave blank if the document is itself the top-level parent, or if the parent item has been withheld from production
Name	20170930 Agenda.doc	File name of a document. Subject of an email/calendar item
Item Date	03/05/2018 14:32:10	Populated with sent datetime for email/ calendar items, and modified datetime for documents. DD/MM/YYYY HH:MM:SS
File Created	28/04/2018 11:19:22	Creation Datetime of the file. DD/MM/YYYY HH:MM:SS
File Modified	03/05/2018 14:32:10	Modification Datetime of file. DD/MM/YYYY HH:MM:SS

Field Name	Sample Data	Description
Date Sent	05/04/2018 11:43:23	Sent Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Date Received	05/04/2018 11:43:25	Received Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Meeting Start Time	10/06/2018 11:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Meeting End Time	10/06/2018 13:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Timezone	GMT	Time zone for the dates/times associated with the file.
Meeting Location	Meeting Room 001	Meeting location field from calendar items.
To	Bob Jones < bjones@yahoo.co.uk >; John Smith < jsmith@hotmail.co.uk >	Recipients from email/calendar To field. Semi-colon should be used to separate multiple entries.
From	Alice Williams < awilliams@hotmail.co.uk >	Sender
CC	Thomas Carter < Thomas.carter@xyz.com >	Carbon Copy Recipients. Semi-colon should be used to separate multiple entries.
BCC	Edward Evans < evansed@firm.com >	Blind Carbon Copy Recipients. Semi-colon should be used to separate multiple entries.
Email Subject	RE: May Expenses	Subject line of the email or calendar item
Title	May Expenses Document Template	Title metadata field of the native file.
File Extension	docx	Extension of the native file
File Type	EMAIL	Category of file: e.g. email, word document, pdf, calendar, etc.
Author	John Smith	Author metadata field of the native file.
File Size	14351	File size in bytes, of the native file.

Field Name	Sample Data	Description
File Path	G:\Data\SmithJ\20170930 Agenda.doc	Original location of the file. For mailbox items, the path information should include both the path to the mailbox, and the path within the mailbox.
CUSTODIAN	Smith, John	Mailbox Item: Name of individual/ department in whose mailbox the item resides. Other File Type: Name of individual/ department from where the document originated. E.g. for documents stored on John Smith's laptop, the custodian would be 'Smith, John'. From the Sales team's general Sharepoint area, the custodian would be 'Sales'.
MD5HASH	a12345b12345c12345d12345e12345f12345	MD5 Hash of the native file
ITEM_PATH	NATIVE\001\ABC00003.doc	Relative path to the native copy of the file
PDF_PATH	PDF\001\ABC00003.pdf	Relative path to the pdf copy of the file
TEXT_PATH	TEXT\001\ABC00003.txt	Relative path to the extracted text of the file

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
Maureen K. Ohlhausen
Terrell McSweeney

RESOLUTION DIRECTING USE OF COMPULSORY PROCESS IN NON-PUBLIC
INVESTIGATION OF UNNAMED PERSONS, PARTNERSHIPS OR CORPORATIONS
ENGAGED IN THE DECEPTIVE OR UNFAIR USE OF E-MAIL, METATAGS,
COMPUTER CODE OR PROGRAMS, OR DECEPTIVE OR UNFAIR PRACTICES
INVOLVING INTERNET-RELATED GOODS OR SERVICES

File No. 9923259

Nature and Scope of Investigation:

To determine whether unnamed persons, partnerships or corporations have been or are engaged in the deceptive or unfair use of e-mail, metatags, computer code or programs, or deceptive or unfair practices involving Internet-related goods or services, in violation of Sections 5 or 12 of the Federal Trade Commission Act, 15 U.S.C. §§ 45, 52, as amended. The investigation is also to determine whether Commission action to obtain equitable monetary relief for injury to consumers or others would be in the public interest.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with this investigation for a period not to exceed five years from the date of issuance of this resolution. The expiration of this five-year period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the five-year period. The Federal Trade Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the five-year period.

Authority to Conduct Investigation:

Sections 6, 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46, 49, 50, and 57b-1, as amended; FTC Procedures and Rules of Practice, 16 C.F.R. Part 1.1 et seq. and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 1, 2016

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Maureen K. Ohlhausen
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter

RESOLUTION AUTHORIZING USE OF COMPULSORY PROCESS
TO PROVIDE INVESTIGATIVE ASSISTANCE
TO UNITED KINGDOM LAW ENFORCEMENT AGENCEIS

File No. 182 3092

Nature and Scope of Investigative Assistance:

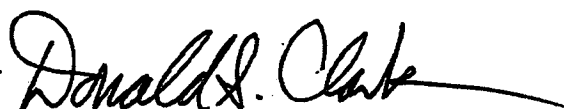
To provide investigative assistance at the request of any of the following United Kingdom law enforcement agencies: the Competition and Markets Authority; the National Crime Agency; the Metropolitan Police Service; the City of London Police; the Financial Conduct Authority; and local trading standards authorities (collectively "UK Law Enforcement Agencies") in determining whether unnamed persons, partnerships, corporations, or others have or are engaged in violations of United Kingdom laws prohibiting fraudulent or deceptive commercial practices or other practices substantially similar to practices prohibited by any provision of the laws administered by the Federal Trade Commission, other than federal antitrust laws.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with requests for investigative assistance by any of the designated UK Law Enforcement Agencies for five years from the date of the resolution or until the expiration of authority granted under the U.S. SAFE WEB Act, whichever occurs sooner. The expiration of this period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the period. The Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the period.

This resolution authorizes the use of compulsory process in connection with requests for investigative assistance by the designated UK Law Enforcement Agencies in any subject matter area that falls within any Commission resolution authorizing the use of compulsory process in Commission investigations, other than investigations with respect to federal antitrust laws. A copy of this resolution and the applicable subject matter resolution shall be attached to any compulsory process issued pursuant to this resolution.

Authority: Sections 6(j), 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46(j), 49, 50, 57b-1, as amended; FTC Procedure and Rules of Practice, 16 C.F.R. § 1.1 et seq., and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 29, 2018

CERTIFICATION OF RECORDS OF REGULARLY CONDUCTED ACTIVITY
Pursuant to 28 U.S.C. § 1746

1. I, _____, have personal knowledge of the facts set forth below and am competent to testify as follows:
2. I have authority to certify the authenticity of the records produced by Grover Street, Inc. (the "Company") and attached hereto.
3. The documents produced and attached hereto by the Company are originals or true copies of records of regularly conducted activity that:
 - a) Were made at or near the time of the occurrence of the matters set forth by, or from information transmitted by, a person with knowledge of those matters;
 - b) Were kept in the course of the regularly conducted activity of the Company; and
 - c) Were made by the regularly conducted activity as a regular practice of the Company.

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

Date: _____

Signature

EXHIBIT 5



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

SEP 13 2018

Via Federal Express

Grover Street Holdings, Inc.
c/o National Registered Agents, Inc.
160 Greentree Dr., Suite 101
Dover, DE 19904

FTC Matter No. 1823087

Dear Sir/Madam:

The Federal Trade Commission ("FTC") has issued the attached Civil Investigative Demand ("CID") asking for information as part of a non-public investigation. Our purpose is to determine whether Grover Street Holdings, Inc. and/or other entities have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. Please read the attached documents carefully. Here are a few important points we would like to highlight:

1. **Contact FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov as soon as possible to schedule an initial meeting to be held within 14 days.** You can meet in person or by phone to discuss any questions you have, including whether there are changes to how you comply with the CID that would reduce your cost or burden while still giving the FTC the information it needs. Please read the attached documents for more information about that meeting.
2. **You must immediately stop any routine procedures for electronic or paper document destruction, and you must preserve all paper or electronic documents that are in any way relevant to this investigation, even if you believe the documents are protected from discovery by privilege or some other reason.**
3. **The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces.** We will not disclose the information under the Freedom of Information Act, 5 U.S.C. § 552. We may disclose the information in response to a valid request from Congress, or other civil or criminal federal, state, local, or foreign law enforcement agencies for their official law enforcement purposes. The FTC or other agencies may use and disclose

your response in any federal, state, or foreign civil or criminal proceeding, or if required to do so by law. However, we will not publicly disclose your information without giving you prior notice.

4. **Please read the attached documents closely.** They contain important information about how you should provide your response and they contain important information about where and when the company's designee must appear to give testimony.

Please contact FTC counsel as soon as possible to set up an initial meeting. We appreciate your cooperation.

Very truly yours,

Donald S. Clark by JFF
Donald S. Clark
Secretary of the Commission



CIVIL INVESTIGATIVE DEMAND

<p>1. TO</p> <p>Grover Street Holdings, Inc. c/o National Registered Agents, Inc. 160 Greentree Dr., Suite 101 Dover, DE 19904</p>	<p>1a. MATTER NUMBER</p> <p>1823087</p>
--	---

This demand is issued pursuant to Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, in the course of an investigation to determine whether there is, has been, or may be a violation of any laws administered by the Federal Trade Commission by conduct, activities or proposed action as described in Item 3.

2. ACTION REQUIRED

You are required to appear and testify.

<p>LOCATION OF HEARING</p> <p>Carvel State Building 820 N. French Street, 5th Floor Wilmington, DE 19801</p>	<p>YOUR APPEARANCE WILL BE BEFORE</p> <p>Sara DePaul or other duly designated person</p>
<p>DATE AND TIME OF HEARING OR DEPOSITION</p> <p>December 14, 2018</p>	

- You are required to produce all documents described in the attached schedule that are in your possession, custody, or control, and to make them available at your address indicated above for inspection and copying or reproduction at the date and time specified below.
- You are required to answer the interrogatories or provide the written report described on the attached schedule. Answer each interrogatory or report separately and fully in writing. Submit your answers or report to the Records Custodian named in Item 4 on or before the date specified below.
- You are required to produce the tangible things described on the attached schedule. Produce such things to the Records Custodian named in Item 4 on or before the date specified below.

DATE AND TIME THE DOCUMENTS, ANSWERS TO INTERROGATORIES, REPORTS, AND/OR TANGIBLE THINGS MUST BE AVAILABLE
OCT 15 2018

3. SUBJECT OF INVESTIGATION

See attached Schedule and resolutions

<p>4. RECORDS CUSTODIAN/DEPUTY RECORDS CUSTODIAN</p> <p>Lynne Colbert / Will Ducklow Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite CC-10528 Washington, D.C. 20580</p>	<p>5. COMMISSION COUNSEL</p> <p>Sara C. DePaul (202-326-3429) Federal Trade Commission 600 Pennsylvania Ave, N.W., Suite H-461 Washington, D.C. 20580</p>
---	---

<p>DATE ISSUED</p> <p>9/13/18</p>	<p>COMMISSIONER'S SIGNATURE</p> <p><i>Robert C. Anderson</i></p>
-----------------------------------	--

INSTRUCTIONS AND NOTICES

The delivery of this demand to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply. The production of documents or the submission of answers and report in response to this demand must be made under a sworn certificate, in the form printed on the second page of this demand, by the person to whom this demand is directed or, if not a natural person, by a person or persons having knowledge of the facts and circumstances of such production or responsible for answering each interrogatory or report question. This demand does not require approval by OMB under the Paperwork Reduction Act of 1980.

PETITION TO LIMIT OR QUASH

The Commission's Rules of Practice require that any petition to limit or quash this demand be filed within 20 days after service, or, if the return date is less than 20 days after service, prior to the return date. The original and twelve copies of the petition must be filed with the Secretary of the Federal Trade Commission, and one copy should be sent to the Commission Counsel named in Item 5.

YOUR RIGHTS TO REGULATORY ENFORCEMENT FAIRNESS

The FTC has a longstanding commitment to a fair regulatory enforcement environment. If you are a small business (under Small Business Administration standards), you have a right to contact the Small Business Administration's National Ombudsman at 1-888-REGFAIR (1-888-734-3247) or www.sba.gov/ombudsman regarding the fairness of the compliance and enforcement activities of the agency. You should understand, however, that the National Ombudsman cannot change, stop, or delay a federal agency enforcement action.

The FTC strictly forbids retaliatory acts by its employees, and you will not be penalized for expressing a concern about these activities.

TRAVEL EXPENSES

Use the enclosed travel voucher to claim compensation to which you are entitled as a witness for the Commission. The completed travel voucher and this demand should be presented to Commission Counsel for payment. If you are permanently or temporarily living somewhere other than the address on this demand and it would require excessive travel for you to appear, you must get prior approval from Commission Counsel.

A copy of the Commission's Rules of Practice is available online at <http://bit.ly/FTCSRulesofPractice>. Paper copies are available upon request.

Form of Certificate of Compliance*

I/We do certify that all of the documents, information and tangible things required by the attached Civil Investigative Demand which are in the possession, custody, control, or knowledge of the person to whom the demand is directed have been submitted to a custodian named herein.

If a document or tangible thing responsive to this Civil Investigative Demand has not been submitted, the objections to its submission and the reasons for the objection have been stated.

If an interrogatory or a portion of the request has not been fully answered or a portion of the report has not been completed, the objections to its submission and the reasons for the objections have been stated.

Signature _____

Title _____

Sworn to before me this day

Notary Public

*In the event that more than one person is responsible for complying with this demand, the certificate shall identify the documents for which each certifying individual was responsible. In place of a sworn statement, the above certificate of compliance may be supported by an unsworn declaration as provided for by 28 U.S.C. § 1746.

**FEDERAL TRADE COMMISSION (“FTC”)
CIVIL INVESTIGATIVE DEMAND (“CID”) SCHEDULE
FTC File No. 1823087**

Meet and Confer: You must contact FTC counsel, Sara DePaul at (202) 326-3429 or sdepaul@ftc.gov as soon as possible to schedule a meeting (telephonic or in person) to be held within fourteen (14) days after you receive this CID. At the meeting, you must discuss with FTC counsel any questions you have regarding this CID or any possible CID modifications that could reduce your cost, burden, or response time yet still provide the FTC with the information it needs to pursue its investigation. The meeting also will address how to assert any claims of protected status (*e.g.*, privilege, work-product, *etc.*) and the production of electronically stored information. You must make available at the meeting personnel knowledgeable about your information or records management systems, your systems for electronically stored information, custodians likely to have information responsive to this CID, and any other issues relevant to compliance with this CID.

Document Retention: You must retain all documentary materials used in preparing responses to this CID. The FTC may require the submission of additional documents later during this investigation. **Accordingly, you must suspend any routine procedures for document destruction and take other measures to prevent the destruction of documents** that are in any way relevant to this investigation, even if you believe those documents are protected from discovery. *See* 15 U.S.C. § 50; *see also* 18 U.S.C. §§ 1505, 1519.

Sharing of Information: The FTC will use information you provide in response to the CID for the purpose of investigating violations of the laws the FTC enforces. We will not disclose such information under the Freedom of Information Act, 5 U.S.C. § 552. We also will not disclose such information, except as allowed under the FTC Act (15 U.S.C. § 57b-2), the Commission’s Rules of Practice (16 C.F.R. §§ 4.10 & 4.11), or if required by a legal obligation. Under the FTC Act, we may provide your information in response to a request from Congress or a proper request from another law enforcement agency. However, we will not publicly disclose such information without giving you prior notice.

Manner of Production: You may produce documentary material or tangible things by making them available for inspection and copying at your principal place of business. Alternatively, you may send all responsive documents and tangible things to **Lynne Colbert, Federal Trade Commission, 600 Pennsylvania Ave, N.W., Suite CC-10528, Washington, D.C. 20580**. If you are sending the materials, use a courier service such as Federal Express or UPS because heightened security measures delay postal delivery to the FTC. You must inform FTC counsel by email or telephone of how you intend to produce materials responsive to this CID at least five days before the return date.

Certification of Compliance: You or any person with knowledge of the facts and circumstances relating to the responses to this CID must certify that such responses are complete by completing the “Form of Certificate of Compliance” set forth on the back of the CID form or by signing a declaration under penalty of perjury pursuant to 28 U.S.C. § 1746.

Certification of Records of Regularly Conducted Activity: Attached is a Certification of Records of Regularly Conducted Activity. Please execute and return this Certification with your response. Completing this certification may reduce the need to subpoena you to testify at future proceedings to establish the admissibility of documents produced in response to this CID.

Definitions and Instructions: Please review carefully the Definitions and Instructions that appear after the Specifications and provide important information regarding compliance with this CID.

SUBJECT OF INVESTIGATION

Whether the Company and the Foreign Entities (as defined herein) have engaged in deceptive acts or practices in connection with the operation of websites offering the resale of tickets for recreational, sporting, or cultural events in violation of foreign laws prohibiting fraudulent or deceptive commercial practices, or other practices substantially similar to those prohibited by the Federal Trade Commission Act, other than federal antitrust laws, such as Section 5 of the FTC Act, 15 U.S.C. § 45. See also attached resolutions.

SPECIFICATIONS

Applicable Time Period: Unless otherwise directed, the applicable time period for the requests set forth below is from **July 1, 2016, until the date of full and complete compliance with this CID.**

A. Investigational Hearing Testimony: the Company must designate and make available one or more officers, directors, or managing agents, or others who consent, to testify on its behalf. Unless a single individual is designated, the Company must designate in advance and in writing the matters on which each designee will testify. The person(s) designated must testify about information known or reasonably available to the Company and their testimony shall be binding upon it. 16 C.F.R. § 2.7(h). The person(s) designated must be prepared to provide testimony related to the following topics:

1. The Company's interactions with the Foreign Entities.
2. The Company's interactions relating to www.viagogo.co.uk, Ticket Reselling directed to the UK, or the viagogo Brand with viagogo Inc.; viagogo Entertainment Inc.; Pugnacious Endeavors, Inc.; Grover Street, Inc.; FJ Labs LLC; and Basset Capital LLC, individually or in any combination.
3. The Company's practices relating to Ticket Reselling directed to the UK.
4. The Company's knowledge of Ticket Reselling directed to the UK.
5. The Company's knowledge of the operation of www.viagogo.co.uk and Ticket Reselling through www.viagogo.co.uk.
6. The Company's knowledge of Ticket Reselling through the viagogo Brand.

7. The Company's knowledge of government investigations (whether U.S. or foreign) into the viagogo Brand, www.viagogo.co.uk, and the Company's Ticket Reselling directed to the UK.
8. The Company's knowledge of the use and content of Availability Messages on www.viagogo.co.uk, Secondary Ticket Facilities operating in the UK, or websites using or operating under the viagogo Brand.

B. Interrogatories

1. Specify the complete legal name of the Company and all other names under which it has done business; its corporate mailing address and telephone number; and its date and state of incorporation.
2. Provide an overview of the Company, including, for each year, a description of the Company's products and services, and the Company's annual gross revenues.
3. Identify all current and former officers, directors, principals, and owners of the Company; and all shareholders with 5 percent or more ownership of the Company, stating each shareholder's percentage of ownership.
4. Identify each parent, subsidiary, and other affiliate that forms part of the Company; and describe in detail the relationship between the Company and each entity, including whether there are any known directors and shareholders in common and a description of any agreement(s) between the Company and each parent, subsidiary or affiliate (e.g., assignment of assets, service agreements, license agreements) relating to www.viagogo.co.uk and Ticket Reselling directed to the UK.
5. To the extent not already answered in response to Interrogatory 4, describe in detail the Company's relationship to the following entities, including whether there are any known directors and/or shareholders in common, and a description of any agreement(s) between the Company and each entity (e.g., assignment of assets, service agreements, license agreements) relating to the operation or content of www.viagogo.co.uk and/or Ticket Reselling directed to the UK:
 - a. viagogo AG;
 - b. viagogo SA;
 - c. viagogo Limited;
 - d. VGL Services Limited;
 - e. IFOT Services Limited;
 - f. VGL Support Services Ireland Limited;

- g. viagogo Inc.;
 - h. viagogo Entertainment Inc.;
 - i. Pugnacious Endeavors, Inc.;
 - j. Grover Street, Inc.;
 - k. FJ Labs LLC; and
 - l. Basset Capital LLC
6. Describe in detail any relationship between the entities identified in Interrogatory 5.a-l relating to www.viagogo.co.uk and Ticket Reselling directed to the UK, including the services provided by these entities to one another and, where applicable, a description of any agreement(s) between these entities (*e.g.*, assignment of assets, service agreements, license agreements).
7. Describe in detail the provision of any other services by the Company relating to:
- a. www.viagogo.co.uk (including the creation, display and implementation of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and/or
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
8. Describe in detail how the Company makes decisions relating to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;
 - c. the use of the viagogo Brand by one of the Foreign Entities; and
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
9. Identify any employee of the Company employed by or providing services to one or more of the Foreign Entities in relation to:
- a. www.viagogo.co.uk (including the creation, display, implementation, and efficiency of the Availability Messages);
 - b. Ticket Reselling directed to the UK;

- c. the use of the viagogo Brand by one of the Foreign Entities;
 - d. the use of the viagogo Brand in relation to Ticket Reselling or other activities directed to the UK.
10. Describe in detail the Company's association with Eric Baker.
 11. Describe in detail Eric Baker's association with each of the Foreign Entities.
 12. Describe in detail the Company's association with Brian L. Frank.
 13. Describe in detail Brian L. Frank's association with each of the Foreign Entities.
 14. Describe in detail the Company's association with James Fields.
 15. Describe in detail James Fields' association with each of the Foreign Entities.
 16. Describe in detail the Company's association with Steve Roest.
 17. Describe in detail the Steve Roest's association with each of the Foreign Entities.
 18. Describe in detail the Company's association with Prabhat Shah.
 19. Describe in detail Prabhat Shah's association with each of the Foreign Entities.
 20. Describe in detail the Company's association with Stanley Shin.
 21. Describe in detail Stanley Shin's association with each of the Foreign Entities.
 22. To the extent not already answered in response to the previous Interrogatories describe in detail the Company's association with any other entities:
 - a. which are involved in the operation of www.viagogo.co.uk (including the creation, display, and implementation of the Availability Messages);
 - b. associated with the provision of services relating to Ticket Reselling directed to the UK;
 - c. that have owned, or operated under, the viagogo Brand in the UK;
 - d. that own or license intellectual property rights relating to the viagogo Brand in the UK; and
 - e. that have been otherwise associated with www.viagogo.co.uk or the viagogo Brand in the UK.
 23. Describe in detail the relationship between any entity referred to in Interrogatory 22 and the Foreign Entities.

24. Describe any policies, practices, or procedures of the Company relating to www.viagogo.co.uk or any other Ticket Reselling directed at the UK, including with respect to:
 - a. Cancellations and refunds of sales;
 - b. Receiving, processing, and responding to complaints from buyers, sellers, brokers, or event organizers;
 - c. The ownership or licensing of:
 - i. the viagogo Brand (both in the UK and throughout the world); and
 - ii. intellectual property rights relating to www.viagogo.co.uk or the viagogo Brand (including the ownership or licensing of such intellectual property rights within the UK);
 - d. The operation of www.viagogo.co.uk;
 - e. The creation, design, display, implementation, and efficacy of Availability Messages;
 - f. The Company's relationship or affiliation with each of the Foreign Entities;
 - g. The relationship or affiliations between the Foreign Entities; and
 - h. The relationship or affiliations between the Foreign Entities and any entity referred to in your responses to Interrogatory 22.
25. Describe how the policies, practices, or procedures identified in response to Interrogatory 24 are:
 - a. Implemented, recorded, and disseminated within the Company; and
 - b. Communicated to:
 - i. the Foreign Entities; and
 - ii. any other entities associated with Ticket Reselling directed to the UK.
26. Without regard to time period, for each investigation or proceeding (if any) related to the viagogo Brand, www.viagogo.co.uk, or Ticket Reselling by any federal, state, or foreign agency:
 - a. State the forum and name of the investigation or proceeding, and identify all the parties;

- b. State the dates on which the investigation or proceeding was initiated and on which you first became aware of it;
 - c. Describe the nature of the investigation or proceeding and state each statute, regulation, industry guideline, or other rule the other parties allege may have been violated; and
 - d. Describe the current status or disposition of the matter.
27. Describe all changes made to the Company's affiliation with the viagogo Brand, www.viagogo.co.uk, business operations relating to Secondary Ticket Facilities, and business operations relating to Ticket Reselling in response to investigations, enforcement actions, and lawsuits referred to in your response to Interrogatory 26, including the date of the change and the reasons for the change.
28. Identify all persons at the Company who participated in preparing responses to this CID.

C. Document Requests

- 1. All documents relied on in preparing your written responses to the Interrogatories above.
- 2. Submit one copy of each organizational chart, personnel directory, and corporate diagram in effect at the Company at any time during the Applicable Time Period, including but not limited to charts, directories, and diagrams that show the Company's relationship with:
 - a. all entities associated with Ticket Reselling directed to the UK;
 - b. all entities that have owned, or operated, under the viagogo Brand;
 - c. all entities that own or license intellectual property rights relating to the viagogo Brand;
 - d. all entities that have been associated with www.viagogo.co.uk;
 - e. the Foreign Entities;
 - f. all entities associated with the Foreign entities; and
 - g. the parent or holding companies for all such entities identified above.
- 3. Submit all agreements between the Company and the Foreign Entities, individually or collectively.
- 4. Submit all agreements between the Company and:
 - a. viagogo Inc.;

- b. viagogo Entertainment Inc.;
 - c. Pugnacious Endeavors, Inc.;
 - d. Grover Street, Inc.;
 - e. FJ Labs LLC; and
 - f. Basset Capital LLC.
5. Submit all agreements between the Company and:
- a. Eric Baker;
 - b. Brian L. Frank;
 - c. James Fields;
 - d. Steve Roest;
 - e. Prabhat Shah; and
 - f. Stanley Shin.
6. Submit all agreements relating to:
- a. The licensing or use of the viagogo Brand within the UK;
 - b. The ownership or operation of www.viagogo.co.uk;
 - c. The ownership or licensing of the viagogo Brand or other intellectual property rights in connection with www.viagogo.co.uk; and
 - d. Ticket Reselling directed to the UK.
7. Submit all documents concerning, relating, or referring to:
- a. The rationale and strategy behind all Availability Messages displayed on www.viagogo.co.uk or through a website using the viagogo Brand that offers Ticket Reselling directed to the UK;
 - b. The creation, design, display, implementation, impact, and effectiveness of all Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;
 - c. Research, studies, or analyses commissioned, carried out, or received by the Company in relation to the use or effect of Availability Messages displayed on www.viagogo.co.uk or any website using or operating under the viagogo Brand;

- d. The results of research, studies, or analyses regarding the experience of users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, any surveys conducted at the conclusion of the purchasing process on www.viagogo.co.uk or through websites using or operating under the viagogo Brand;
 - e. The analysis of complaints generated by users of www.viagogo.co.uk or websites using or operating under the viagogo Brand, including, but not limited to, the number of complaints, the types of subject matter of the complaints, and/or their outcome.
8. Submit all documents referring or relating to complaints in relation to www.viagogo.co.uk or Ticket Reselling directed to the United Kingdom.
 9. Submit all documents relating to the Company's commissioning, procurement of, or distribution of intellectual property rights, or other rights, to the viagogo Brand.
 10. Submit all documents referring or relating to communications between the Company and each of the Foreign Entities relating to law enforcement investigations by government agencies located in the UK.

DEFINITIONS

The following definitions apply to this CID:

- D-1. **"Advertisement"** or **"Advertising"** or **"Ad"** means any written or verbal statement, illustration, or depiction that promotes the sale of a good or service or is designed to increase consumer interest in a brand, good, or service. Advertising media includes, but is not limited to: packaging and labeling; promotional materials; print; television; radio; and Internet, social media, and other digital content.
- D-2. **"Availability Messages"** means Advertising messages concerning the popularity, scarcity, and/or value of tickets listed for sale on a Secondary Ticket Facility.
- D-3. **"Company," "You," or "Your"** means **Grover Street Holdings, Inc.**, its wholly or partially owned subsidiaries, unincorporated divisions, joint ventures, operations under assumed names, and affiliates, and all directors, officers, members, employees, agents, consultants, and other persons working for or on behalf of the foregoing.
- D-4. **"Document"** means the complete original, all drafts, and any non-identical copy, whether different from the original because of notations on the copy, different metadata, or otherwise, of any item covered by 15 U.S.C. § 57b-1(a)(5), 16 C.F.R. § 2.7(a)(2), or Federal Rule of Civil Procedure 34(a)(1)(A).
- D-5. **"Foreign Entities"** means viagogo AG; VGL Services Limited; IFOT Services Limited; and VGL Support Services Ireland Limited, and their successors and assigns.

D-6. **“Identify” or “the identity of”** requires identification of (a) natural persons by name, title, present business affiliation, present business address, telephone number, and email address or, if a present business affiliation or present business address is not known, the last known business and home addresses; and (b) businesses or other organizations by name, address, and the identities of your contact persons at the business or organization.

D-7. **“Secondary Ticket Facility”** means an internet-based facility for the resale of tickets for recreational, sporting, or cultural events.

D-8. **“Ticket Reselling”** means the internet-based provision of marketing and services in relation to the supply of tickets for sale or resale (including where applicable direct sale to consumers by the Company or the Foreign Entities) to potential or existing buyers, sellers or event organizers, or for recreational, sporting, or cultural events.

D-9. **“UK”** means the United Kingdom.

D-10. **“viagogo Brand”** means the offering, provision, or facilitation of Ticket Reselling under the trade name “viagogo.”

INSTRUCTIONS

I-1. **Petitions to Limit or Quash:** You must file any petition to limit or quash this CID with the Secretary of the FTC no later than twenty (20) days after service of the CID, or, if the return date is less than twenty (20) days after service, prior to the return date. Such petition must set forth all assertions of protected status or other factual and legal objections to the CID and comply with the requirements set forth in 16 C.F.R. § 2.10(a)(1) – (2). **The FTC will not consider petitions to quash or limit if you have not previously met and conferred with FTC staff and, absent extraordinary circumstances, will consider only issues raised during the meet and confer process.** 16 C.F.R. § 2.7(k); *see also* § 2.11(b). **If you file a petition to limit or quash, you must still timely respond to all requests that you do not seek to modify or set aside in your petition.** 15 U.S.C. § 57b-1(f); 16 C.F.R. § 2.10(b).

I-2. **Withholding Requested Material / Privilege Claims:** If you withhold from production any material responsive to this CID based on a claim of privilege, work product protection, statutory exemption, or any similar claim, you must assert the claim no later than the return date of this CID, and you must submit a detailed log, in a searchable electronic format, of the items withheld that identifies the basis for withholding the material and meets all the requirements set forth in 16 C.F.R. § 2.11(a) – (c). The information in the log must be of sufficient detail to enable FTC staff to assess the validity of the claim for each document, including attachments, without disclosing the protected information. If only some portion of any responsive material is privileged, you must submit all non-privileged portions of the material. Otherwise, produce all responsive information and material without redaction. 16 C.F.R. § 2.11(c). The failure to provide information sufficient to support a claim of protected status may result in denial of the claim. 16 C.F.R. § 2.11(a)(1).

I-3. **Modification of Specifications:** The Bureau Director, a Deputy Bureau Director, Associate Director, Regional Director, or Assistant Regional Director must agree in writing to any modifications of this CID. 16 C.F.R. § 2.7(l).

I-4. **Scope of Search:** This CID covers documents and information in your possession or under your actual or constructive custody or control, including documents and information in the possession, custody, or control of your attorneys, accountants, directors, officers, employees, service providers, and other agents and consultants, whether or not such documents or information were received from or disseminated to any person or entity.

I-5. **Identification of Responsive Documents:** For specifications requesting production of documents, you must identify in writing the documents that are responsive to the specification. Documents that may be responsive to more than one specification of this CID need not be produced more than once. If any documents responsive to this CID have been previously supplied to the FTC, you may identify the documents previously provided and the date of submission.

I-6. **Maintain Document Order:** You must produce documents in the order in which they appear in your files or as electronically stored. If documents are removed from their original folders, binders, covers, containers, or electronic source, you must specify the folder, binder, cover, container, or electronic media or file paths from which such documents came.

I-7. **Numbering of Documents:** You must number all documents in your submission with a unique identifier such as a Bates number or a document ID.

I-8. **Production of Copies:** Unless otherwise stated, you may submit copies in lieu of original documents if they are true, correct, and complete copies of the originals and you preserve and retain the originals in their same state as of the time you received this CID. Submission of copies constitutes a waiver of any claim as to the authenticity of the copies should the FTC introduce such copies as evidence in any legal proceeding.

I-9. **Production in Color:** You must produce copies of advertisements in color, and you must produce copies of other materials in color if necessary to interpret them or render them intelligible.

I-10. **Electronically Stored Information:** See the Production Requirements ("Production Requirements"), which detail all requirements for the production of electronically stored information pursuant to this CID. You must discuss issues relating to the production of electronically stored information with FTC staff prior to production.

Sensitive Personally Identifiable Information ("Sensitive PII") or Sensitive Health Information ("SHI"): If any materials responsive to this CID contain Sensitive PII or SHI, please contact FTC counsel before producing those materials to discuss whether there are steps you can take to minimize the amount of Sensitive PII or SHI you produce, and how to securely transmit such information to the FTC.

Sensitive PII includes an individual's Social Security number; an individual's biometric data (such as fingerprints or retina scans, but not photographs); and an individual's name, address, or phone number in combination with one or more of the following: date of birth, Social Security number, driver's license or state identification number (or foreign country equivalent), passport number, financial account number, credit card number, or debit card number. SHI includes medical records and other individually identifiable health information

relating to the past, present, or future physical or mental health or conditions of an individual, the provision of health care to an individual, or the past, present, or future payment for the provision of health care to an individual.

I-11. Interrogatory Responses: For specifications requesting answers to written interrogatories, answer each interrogatory and each interrogatory subpart separately and fully, in writing, and under oath.

I-12. Oral Testimony Procedures: The taking of oral testimony pursuant to this CID will be conducted in conformity with Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, and with Part 2A of the FTC's Rules, 16 C.F.R. §§ 2.7(f), 2.7(h), and 2.9.

PRODUCTION REQUIREMENTS

1. A covering letter should be included with each production and should include the following:
 - a. A reference to the request being made by the CMA (if such a reference is available)
 - b. A list of each piece of media included in the production with its unique production volume number
 - c. The documents being produced and their applicable date ranges
 - d. A list of custodians, identifying the Bates range for each custodian
 - e. Any redactions made to the documents for LPP and the basis of those redactions
 - f. Any claim of confidentiality over a document
 - g. An explanation of any de-duplication process
 - h. The time zone in which the emails were standardized during conversion.
2. Data can be produced on CD, DVD, USB etc., using the media appropriate to the data size and labelled with the following:
 - a. Case/Project reference
 - b. Production date
 - c. Producing party
 - d. Bates range
3. All submitted data must be organised by custodian unless otherwise instructed.
4. All document family groups (email attachments, embedded files) should be produced together and the Bates numbering of child files should sequentially follow their parent file.
5. All loadfile productions should include only one data load file and one image pointer file.

6. All loadfile text must be produced as separate text files in .txt format.
7. All loadfile productions should account for custodians in the custodian field.
8. Audio files should be separated from data files if both are included in the production.
9. Only alphanumeric characters and the underscore (_) character are permitted in file and folder names. Special characters are not permitted.
10. All electronic productions submitted on media must be produced using industry standard self-extracting encryption software.
11. Electronic productions may be submitted via Secure File Transfer.
12. Productions containing HMG Classified material must be delivered on encrypted physical media. The CMA cannot accept electronic transmission of such material. Any Classified material produced should be segregated and appropriately marked and should be produced separately from other case related material.
13. Passwords for electronic documents, files, compressed archives and encrypted media must be provided separately either via email or in a separate cover letter from the media. Password protection and/or encryption should be removed from all produced native files.
14. All electronic productions should be produced free of computer viruses; electronic files, including extracted text, coding/metadata, and load files should not be infected by any malicious software.

Appendix A – Nuix Load File Format

The load file should be provided in Concordance data file (.DAT) format, with column headings identifying the field names in the first line of the load file. For non-redacted files the production should contain native and pdf versions, along with a text extract for each file. For redacted files, provide the pdf and text of the redacted version. The native, pdf and txt files should have the DOCID as the file name: i.e. ABC00000100.xls, ABC00000100.pdf, ABC00000100.txt.

The .DAT file should be in UTF-8 format, with the following delimiters:

- Between fields: U+0014 (HEX 14). (Not displayable, or displayed as “DC4”).
- Around field content: U+00FE (HEX C3 BE). (P).

If other delimiters are used, these must be specified with the submission.

File text content should also be in UTF-8 format, and must be produced as separate text files, not as fields within the .DAT file.

The metadata of electronic document collections should be extracted and provided in the .DAT file using the field formatting specified below:

Field Name	Sample Data	Description
DOCID	ABC000003	Unique identifier for the file
PARENT_DOCID	ABC000001	DOCID of the parent item. Leave blank if the document is itself the top-level parent, or if the parent item has been withheld from production
Name	20170930 Agenda.doc	File name of a document. Subject of an email/calendar item
Item Date	03/05/2018 14:32:10	Populated with sent datetime for email/ calendar items, and modified datetime for documents. DD/MM/YYYY HH:MM:SS
File Created	28/04/2018 11:19:22	Creation Datetime of the file. DD/MM/YYYY HH:MM:SS
File Modified	03/05/2018 14:32:10	Modification Datetime of file. DD/MM/YYYY HH:MM:SS

Field Name	Sample Data	Description
Date Sent	05/04/2018 11:43:23	Sent Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Date Received	05/04/2018 11:43:25	Received Datetime of email/calendar item. DD/MM/YYYY HH:MM:SS
Meeting Start Time	10/06/2018 11:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Meeting End Time	10/06/2018 13:00:00	Populated for calendar items. DD/MM/YYYY HH:MM:SS
Timezone	GMT	Time zone for the dates/times associated with the file.
Meeting Location	Meeting Room 001	Meeting location field from calendar items.
To	Bob Jones < bjones@yahoo.co.uk >; John Smith < jsmith@hotmail.co.uk >	Recipients from email/calendar To field. Semi-colon should be used to separate multiple entries.
From	Alice Williams < awilliams@hotmail.co.uk >	Sender
CC	Thomas Carter < Thomas.carter@xyz.com >	Carbon Copy Recipients. Semi-colon should be used to separate multiple entries.
BCC	Edward Evans < evansed@firm.com >	Blind Carbon Copy Recipients. Semi-colon should be used to separate multiple entries
Email Subject	RE: May Expenses	Subject line of the email or calendar item
Title	May Expenses Document Template	Title metadata field of the native file.
File Extension	docx	Extension of the native file
File Type	EMAIL	Category of file: e.g. email, word document, pdf, calendar, etc.
Author	John Smith	Author metadata field of the native file.
File Size	14351	File size in bytes, of the native file.

Field Name	Sample Data	Description
File Path	G:\Data\SmithJ\20170930 Agenda.doc	Original location of the file. For mailbox items, the path information should include both the path to the mailbox, and the path within the mailbox.
CUSTODIAN	Smith, John	Mailbox Item: Name of individual/ department in whose mailbox the item resides. Other File Type: Name of individual/ department from where the document originated. E.g. for documents stored on John Smith's laptop, the custodian would be 'Smith, John'. From the Sales team's general Sharepoint area, the custodian would be 'Sales'.
MD5HASH	a12345b12345c12345d12345e12345f12345	MD5 Hash of the native file
ITEM_PATH	NATIVE\001\ABC00003.doc	Relative path to the native copy of the file
PDF_PATH	PDF\001\ABC00003.pdf	Relative path to the pdf copy of the file
TEXT_PATH	TEXT\001\ABC00003.txt	Relative path to the extracted text of the file

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
 Maureen K. Ohlhausen
 Terrell McSweeney

**RESOLUTION DIRECTING USE OF COMPULSORY PROCESS IN NON-PUBLIC
INVESTIGATION OF UNNAMED PERSONS, PARTNERSHIPS OR CORPORATIONS
ENGAGED IN THE DECEPTIVE OR UNFAIR USE OF E-MAIL, METATAGS,
COMPUTER CODE OR PROGRAMS, OR DECEPTIVE OR UNFAIR PRACTICES
INVOLVING INTERNET-RELATED GOODS OR SERVICES**

File No. 9923259

Nature and Scope of Investigation:

To determine whether unnamed persons, partnerships or corporations have been or are engaged in the deceptive or unfair use of e-mail, metatags, computer code or programs, or deceptive or unfair practices involving Internet-related goods or services, in violation of Sections 5 or 12 of the Federal Trade Commission Act, 15 U.S.C. §§ 45, 52, as amended. The investigation is also to determine whether Commission action to obtain equitable monetary relief for injury to consumers or others would be in the public interest.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with this investigation for a period not to exceed five years from the date of issuance of this resolution. The expiration of this five-year period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the five-year period. The Federal Trade Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the five-year period.

Authority to Conduct Investigation:

Sections 6, 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46, 49, 50, and 57b-1, as amended; FTC Procedures and Rules of Practice, 16 C.F.R. Part 1.1 et seq. and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 1, 2016

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Joseph J. Simons, Chairman**
 Maureen K. Ohlhausen
 Noah Joshua Phillips
 Rohit Chopra
 Rebecca Kelly Slaughter

**RESOLUTION AUTHORIZING USE OF COMPULSORY PROCESS
TO PROVIDE INVESTIGATIVE ASSISTANCE
TO UNITED KINGDOM LAW ENFORCEMENT AGENCIES**

File No. 182 3092

Nature and Scope of Investigative Assistance:

To provide investigative assistance at the request of any of the following United Kingdom law enforcement agencies: the Competition and Markets Authority; the National Crime Agency; the Metropolitan Police Service; the City of London Police; the Financial Conduct Authority; and local trading standards authorities (collectively "UK Law Enforcement Agencies") in determining whether unnamed persons, partnerships, corporations, or others have or are engaged in violations of United Kingdom laws prohibiting fraudulent or deceptive commercial practices or other practices substantially similar to practices prohibited by any provision of the laws administered by the Federal Trade Commission, other than federal antitrust laws.

The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with requests for investigative assistance by any of the designated UK Law Enforcement Agencies for five years from the date of the resolution or until the expiration of authority granted under the U.S. SAFE WEB Act, whichever occurs sooner. The expiration of this period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the period. The Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the period.

This resolution authorizes the use of compulsory process in connection with requests for investigative assistance by the designated UK Law Enforcement Agencies in any subject matter area that falls within any Commission resolution authorizing the use of compulsory process in Commission investigations, other than investigations with respect to federal antitrust laws. A copy of this resolution and the applicable subject matter resolution shall be attached to any compulsory process issued pursuant to this resolution.

Authority: Sections 6(j), 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46(j), 49, 50, 57b-1, as amended; FTC Procedure and Rules of Practice, 16 C.F.R. § 1.1 et seq., and supplements thereto.

By direction of the Commission.



Donald S. Clark
Secretary

Issued: August 29, 2018

CERTIFICATION OF RECORDS OF REGULARLY CONDUCTED ACTIVITY
Pursuant to 28 U.S.C. § 1746

1. I, _____, have personal knowledge of the facts set forth below and am competent to testify as follows:
2. I have authority to certify the authenticity of the records produced by Grover Street Holdings, Inc. (the "Company") and attached hereto.
3. The documents produced and attached hereto by the Company are originals or true copies of records of regularly conducted activity that:
 - a) Were made at or near the time of the occurrence of the matters set forth by, or from information transmitted by, a person with knowledge of those matters;
 - b) Were kept in the course of the regularly conducted activity of the Company; and
 - c) Were made by the regularly conducted activity as a regular practice of the Company.

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

Date: _____

Signature

EXHIBIT 6

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)
)
)
September 13, 2018 Civil Investigative Demands)
Issued to viagogo, Inc., viagogo Entertainment) File No. 1823087
Inc., Pugnacious Endeavors, Inc., Grover Street,)
Inc., and Grover Street Holdings, Inc.)

DECLARATION OF CLIVE GRINGRAS IN SUPPORT OF
VIAGOGO, INC., VIAGOGO ENTERTAINMENT INC., PUGNACIOUS ENDEAVORS,
INC., GROVER STREET, INC., AND GROVER STREET HOLDINGS, INC.'S
PETITION TO LIMIT CIVIL INVESTIGATIVE DEMANDS

CLIVE GRINGRAS hereby declares and states pursuant to 28 U.S.C. § 1746:

1. I am a partner of the law firm CMS Cameron McKenna Nabarro Olswang LLP (“CMS”), and its Head of Technology, Media and Telecommunications. I serve as counsel to viagogo AG in an enforcement matter brought against the Swiss company, viagogo AG (“viagogo AG”) by the Competition and Markets Authority (the “CMA”) in the High Court of Justice of England, Wales under claim number FS-2018-000011 (the “English Proceedings”). As such, I am fully familiar with the facts set forth herein and make the statements based herein upon my own personal knowledge and upon a review of the documents in my possession. I submit this declaration in support of viagogo, Inc., viagogo Entertainment Inc., Pugnacious Endeavors, Inc., Grover Street, Inc., and Grover Street Holdings, Inc.’s Petition To Limit Civil Investigative Demands in the above-captioned matter.

2. On 30 August 2018, the CMA issued the English Proceedings, seeking an enforcement order under section 217 of the UK’s Enterprise Act 2002 (the “EA 2002”) together

with an interim enforcement order under section 218 of the EA 2002. viagogo AG is the sole defendant to the English Proceedings. I note that viagogo, Inc., viagogo Entertainment Inc., Pugnacious Endeavors, Inc., Grover Street, Inc., and Grover Street Holdings, Inc (the “US Entities”) are not parties to the English Proceedings.

3. viagogo AG opposes the English Proceedings in full, including the CMA’s application for an interim enforcement order.

4. I understand that the CMA has also issued a second claim against viagogo AG, with claim number FS-2018-000012 (the “**Second English Proceedings**”). The CMA has informed viagogo AG that the Second English Proceedings will, in due course, be served on viagogo AG in accordance with the process provided for in the Hague Convention on the Service Abroad of Judicial and Extrajudicial documents in Civil or Commercial Matters. So far as I am aware, the Second English Proceedings has not yet been served on viagogo AG and I have not had sight of any documents in relation to the Second English Proceedings.

5. The CMA is a public body in the UK whose responsibilities include the enforcement of consumer protection legislation. Pursuant to s.213(1)(a) of the EA 2002 the CMA is a general enforcer for the purposes of Part 8 of the EA 2002 and it is empowered, under section 215 of the EA 2002, to apply for Enforcement Orders in respect of Domestic Infringements and/or Community Infringements, as defined in sections 211 and 212 EA 2002 respectively. To avoid doubt, Switzerland does not fall within the set of countries deemed within the Community.

6. The CMA’s enforcement proceedings are brought under Part 8 of the EA 2002 and relates to alleged breaches of the following UK domestic legislation:

- a. The Consumer Rights Act 2015 (the “CRA 2015”);
- b. The Consumer Protection from Unfair Trading Regulations 2008 (“CPUT 2008”);

- c. The Consumer Contracts (Information, Cancellation and Additional Charges) Regulations 2013 (the “CCRs 2013”); and
 - d. The E-Commerce (EC Directive) Regulations 2002 (the “ECRs 2013”)
7. Specifically, the CMA has alleged that the following, in respect of the website www.viagogo.co.uk (the “Website”), are in breach of the above referenced legislation and, in some instances, undertakings previously provided by viagogo AG to the CMA:
- a. failing to ensure that the following information is provided to consumers purchasing tickets through the Website:
 - i. the identity and contact details of business sellers;
 - ii. information about the existence of restrictions on the use of tickets (included related to resale) which could result in the buyer being denied entry to the event;
 - iii. the seat number applicable to the ticket; and
 - iv. the face value of the ticket;
 - b. the “viagogo guarantee” and the manner in which consumer complaints and claims under the “viagogo guarantee” are handled;
 - c. statements on the Website about the availability and popularity of certain tickets and related pressure selling techniques; and
 - d. tickets have been listed for resale before they have been released by the event organiser and / or before an event has been confirmed.
8. By way of relief, the CMA is seeking an “enforcement order” under section 217 of the EA 2002 (the “Final Enforcement Order”). The CMA is also seeking an interim enforcement order from the Court under section 218 of the EA 2002 (the “Interim Enforcement Order”).

9. The specified relief sought by the CMA at the interim stage consists entirely of matters concerning conduct. Attached hereto as Exhibit A is a true and correct copy of the draft Interim Enforcement Order sought by the CMA in the English Proceedings, which sets out particulars of the relief sought. The CMA does not seek any compensation, financial penalty or fine against viagogo AG, or any entity, in the Interim Enforcement Order.

10. The specified relief sought by the CMA in the Final Enforcement Order is wider than that sought in the Interim Enforcement Order. Attached hereto as Exhibit B is a true and correct copy of the draft Final Enforcement Order sought by the CMA in the English Proceedings, which sets out particulars of the relief sought. However, again, the relief sought in the Final Enforcement Order consists entirely of matters concerning conduct (including where appropriate the provision of redress to consumers). The CMA seeks no financial penalty or fine against viagogo AG, or any entity.

11. In light of the CMA's case and the relief it is seeking against viagogo AG (at both the final and the interim stage) I do not consider how it can reasonably be asserted that the revenue of the US Entities bears any relevance to the English Proceedings. This information does not adversely affect or support either parties' contentions in the proceedings, is not required for the fair disposal of the proceedings, and has no impact or bearing on the nature and extent of the relief sought.

12. I note that UK trading standards bodies, or certain other government bodies (including the CMA), are afforded the opportunity to seek some financial relief in the event of certain breaches of the above stated UK domestic consumer legislation. For example, pursuant to section 93 of the CRA 2015, where an enforcement authority is satisfied on the balance of probabilities that a person has breached a duty or prohibition imposed by the relevant provision of

the CRA 2015, the authority may impose a financial penalty on the person in respect of that breach up to a maximum of £5,000 “*in respect of the same breach*”. Equally, offences under the CPUT carry criminal sanctions, and those found guilty of offences can face up to an unlimited fine imposed by a criminal court.

13. As such, I acknowledge the possibility that, at some point in the future, if an enforcement authority alleges that viagogo AG is in breach of certain aspects of consumer legislation in respect of the Website, financial relief *could* be sought against viagogo AG (whether by the CMA or otherwise). However, even in this scenario, I do not consider that it can reasonably be asserted that information concerning the revenue of the US Entities is required for the fair disposal of such an enforcement action for the aforementioned breaches.

14. Attached hereto as Exhibit C is a true and correct copy of the claim form issued by the CMA on 30 August 2018, and deemed served on viagogo AG on 14 September 2018, in the English Proceedings (the “**Claim Form**”).

15. Attached hereto as Exhibit D is a true and correct copy of the CMA’s Endorsement for Part 8 Claim, attached to the Claim Form, and setting out details of the CMA’s claim in the English Proceedings.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 9th day of November 2018.

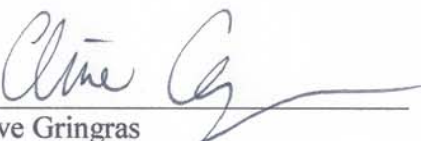

Clive Gringras

EXHIBIT A

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

EXHIBIT B

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

**DOCUMENT REDACTED
IN ENTIRETY**

EXHIBIT C



Claim Form (CPR Part 8)

In the HIGH COURT OF JUSTICE BUSINESS AND PROPERTY COURTS	
Claim no.	30 Aug 2018
Fee Account no.	
Help with Fees - Ref no. (if applicable)	H W F -



FS-2018-000011

Claimant
THE COMPETITION AND MARKETS AUTHORITY

VICTORIA HOUSE
SOUTHAMPTON ROW
LONDON
WC1B 4AD



Defendant(s)
VIAGOGO AG

RUE DU COMMERCE 4
1204
GENEVE
SWITZERLAND

Does your claim include any issues under the Human Rights Act 1998? Yes No

Details of claim (see also overleaf)

PART 8 OF THE CIVIL PROCEDURE RULES APPLIES TO THIS CLAIM.

THE CLAIMANT SEEKS AN ENFORCEMENT ORDER UNDER S.217 OF THE ENTERPRISE ACT 2002 (EA02), AND AN INTERIM ENFORCEMENT ORDER UNDER S.218 OF THE EA02.

THE CLAIMANT APPLIES FOR THE ORDERS ON THE GROUNDS THAT THE DEFENDANT HAS ENGAGED AND/OR CONTINUES TO ENGAGE IN ACTS OR OMISSIONS WHICH CONSTITUTE DOMESTIC AND COMMUNITY INFRINGEMENTS WITHIN THE MEANING OF S.211 AND S.212 OF THE EA02, IN PARTICULAR BREACHES OF:

- i) THE CONSUMER RIGHTS ACT 2015;
- ii) THE CONSUMER CONTRACTS (INFORMATION, CANCELLATION AND ADDITIONAL CHARGES) REGULATIONS 2013;
- iii) THE CONSUMER PROTECTION FROM UNFAIR TRADING REGULATIONS 2008; AND
- iv) THE ELECTRONIC COMMERCE (EC DIRECTIVE) REGULATIONS 2002.

Defendant's name and address

VIAGOGO AG
(CO. NUMBER CH-270.3.014.628-0)

RUE DU COMMERCE 4
1204
GENEVE
SWITZERLAND

	£
Court fee	528.00
Legal representative's costs	
Issue date	

For further details of the courts www.gov.uk/find-court-tribunal.
When corresponding with the Court, please address forms or letters to the Manager and always quote the claim number.

Claim no.

Details of claim *(continued)*

DETAILS ARE SET OUT IN THE ENDORSEMENT ATTACHED TO THIS CLAIM FORM.

Statement of Truth

*~~(I believe)~~ (The Claimant believes) that the facts stated in these particulars of claim are true.

* I am duly authorised by the claimant to sign this statement.

Full name SIMON JONES

Name of claimant's legal representative's firm CMA LEGAL

signed Simon Jones

position or office held Director of

~~*(Claimant)~~ (Litigation friend)
(Legal representative's solicitor)

(if signing on behalf of firm or company Lithgavin.)

**delete as appropriate*

JAMES GRANSHAW
THE COMPETITION AND MARKETS AUTHORITY
VICTORIA HOUSE
SOUTHAMPTON ROW
LONDON
WC1B 4AD

Claimant's or claimant's legal representative's address to which documents should be sent if different from overleaf. If you are prepared to accept service by DX, fax or e-mail, please add details.

EXHIBIT D

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
BUSINESS LIST
FINANCIAL SERVICES AND REGULATORY SUB-LIST

BETWEEN:

COMPETITION AND MARKETS AUTHORITY

Claimant

-and-

VIAGOGO AG

Defendant

ENDORSEMENT FOR PART 8 CLAIM

The Claimant

1. The CMA is an independent non-ministerial department whose responsibilities include the enforcement of consumer protection legislation. Pursuant to s.213(1)(a) of the Enterprise Act 2002 (EA02) the CMA is a general enforcer for the purposes of Part 8 of the EA02 and it is empowered, under s. 215 EA02 to apply for Enforcement Orders in respect of Domestic Infringements and/or Community Infringements, as defined in sections 211 and 212 EA02 respectively.

The Defendant

2. The Defendant (**viagogo**) is a Swiss company. Its registered address is Rue de Lyon 109, 1203 Geneva, Switzerland. viagogo describes itself as “*the world’s largest secondary marketplace for tickets to live events*”. viagogo provides an online

platform which operates through a number of websites and through which consumers are able to purchase tickets for recreational, sporting or cultural events.

3. The service or function provided by viagogo through these websites is referred to in these particulars as **the Facility**. The Facility includes listings of tickets for sale or resale (**Ticket Listings**). The CMA will aver that the Facility advertises, markets, promotes and/or offers for sale or resale tickets for recreational, sporting or cultural events.
4. One of the Websites through which viagogo provides the Facility is www.viagogo.co.uk (**the Website**). The Website has a particular focus on events in the UK and is used particularly by consumers in the UK.
5. The great majority of Ticket Listings on the Website relate to tickets which are offered for resale (**Secondary Tickets**). Further, at least in relation to the great majority of Secondary Tickets, the seller of the relevant ticket is not viagogo but another person. In certain cases, the seller of the ticket is acting in the course of a trade, business, craft, profession or commercial activity (**a Business Seller**).
6. Where a consumer purchases a ticket using the Facility, the consumer is or becomes party to contracts with:
 - a. viagogo in relation to the use of the Facility; and
 - b. the seller for the purchase of the ticket.
7. The former contract between the consumer and viagogo includes a guarantee with respect to the ticket purchased (**the Guarantee**). The Guarantee is described on the Website in the following terms: *“buyers are guaranteed to receive valid tickets in time for the event. If a problem arises, viagogo will step in to provide comparable replacement tickets or a refund. Sellers are guaranteed to get paid for the tickets they sell and fulfil on time.”* The terms of the Guarantee are set out in further detail in the Terms and Conditions on the Website, at clauses 1.3 and 2.15.

8. The Facility provided through the Website is operated for or on behalf of viagogo by VGL Services Limited and/or IFOT Services Limited pursuant to services agreements which they have entered into with viagogo.

Application of relevant consumer protection legislation

9. For the purposes of the Consumer Rights Act 2015 (**the CRA**):
 - a. viagogo is the operator of a secondary ticketing facility;
 - b. viagogo is a trader entering into contracts with a consumer for the supply of services to the consumer.
10. For the purposes of the Electronic Commerce (EC Directive) Regulations 2002 (**the ECRs**):
 - a. viagogo is a “service provider” (that is, it provides an “information society service”); and
 - b. Ticket Listings on the Website are commercial communications on behalf of Business Sellers which form part of the information society service which viagogo provides.
11. For the purposes of the Consumer Contracts (Information, Cancellation and Additional Charges Regulations) 2013 (**the CCRs**):
 - a. viagogo and a Business Seller are each a “trader”;
 - b. In providing the Facility, viagogo acts for purposes relating to its trade, business, craft profession and in the name or of on behalf of sellers including Business Sellers;
 - c. Where a consumer purchases a ticket sold by a Business Seller, both viagogo and the Business Seller will enter into “distance contracts” with the consumer.

12. For the purposes of the Consumer Protection from Unfair Trading Regulations 2008 (the CPUTRs):

- a. viagogo and a Business Seller are each a trader.
- b. in providing the Facility, viagogo acts both for purposes relating to its business and in the name or of on behalf of sellers including Business Sellers.
- c. Ticket Listings on the Website comprise or include acts, omissions, a course of conduct, representations and/or commercial communications which constitute one or more “commercial practice(s)”:
 - i. Ticket Listings are directly connected with the promotion, sale or supply of the ticket and/or of the Facility to consumers; and
 - ii. Ticket Listings occur before, during or after commercial transactions relating to one or more tickets and/or the Facility.
- d. Ticket Listings constitute or include an invitation to purchase.
- e. a “transactional decision” is:
 - i. a decision made by a consumer concerning whether, how and on what terms to purchase a ticket using the Facility, including whether to purchase a ticket at all and/or whether to purchase a particular ticket and/or whether to purchase a ticket using viagogo’s Facility rather than from any other source; and/or
 - ii. a decision made by a consumer in connection with the exercise of contractual rights against sellers (including whether to seek to exercise those rights and if so how).

Breaches of consumer protection legislation

13. viagogo is in breach of the CRA, the ECRs, the CCRs, the CPUTRs, and its contract with consumers as set out below.

(A) Failure to provide Business Seller Information

14. Ticket Listings on the Website do not state:

- a. the identity of any Business Seller
- b. the address or contact details of any Business Seller; or
- c. the fact that the seller is a Business Seller, where applicable.

together, **Business Seller Information**.

15. In the absence of Business Seller Information:

- a. consumers do not know who is selling a ticket;
- b. consumers do not know whether the seller is a Business Seller against whom they may have additional rights under consumer law; and
- c. consumers are unable to exercise their contractual and statutory rights against sellers including Business Sellers.

16. viagogo's failure to provide Business Seller Information is in breach of:

- a. as regards the identity of the Business Seller, regulation 7(b) of the ECRs (as to which paragraphs 10.a and b above are repeated).

- b. as regards the identity and address of the Business Seller, regulation 13(1)(a) and schedule 2(d) to the CCRs (as to which paragraph 11.b.above is repeated);
- c. regulations 3(1) and 3(3) CPUTRs, on the basis that:
 - i. the requirements of professional diligence require that Ticket Listings include Business Seller Information; and
 - ii. the failure to provide Business Seller Information materially distorts or is likely materially to distort the economic behaviour of the average consumer with respect to the purchase of tickets and/or the use of the Facility and/or the exercise of contractual rights against Business Sellers;
- d. regulations 3(1) and 6 CPUTRs, on the basis that:
 - i. Business Seller Information is material information within the meaning of regulation 6(3), being information the average consumer requires to make an informed transactional decision and/or is material information in an invitation to purchase pursuant to regulation 6(4)(b) and (c). The omission of Business Seller Information from Ticket Listings is accordingly a misleading omission for the purposes of regulation 6(1);
 - ii. the failure to provide Business Seller Information causes or is likely to cause the average consumer to take a transactional decision he or she would not have taken otherwise; and
- e. paragraph 22 of Schedule 1 CPUTRs, which provides that falsely claiming or creating the impression that a trader is not acting for purposes relating to his trade or business, is a commercially unfair practice.

(B) Failure to identify viagogo's role in the process of purchase and/or sale of tickets

17. As noted above, in the majority of instances, viagogo is not party to the purchase or sale of the tickets which are the subject of Ticket Listings. However, in particular instances, viagogo has arrangements with event organisers in relation to the purchase and/or sale of tickets (referred to below as Partner Arrangements). viagogo's Partner Arrangements relate (amongst others) to events organised by Manchester City, Manchester United and Matchroom (including the Professional Darts Corporation and World Snooker Limited) and those arrangements form the basis for the paragraphs which follow.

18. Under the said Partner Arrangements, viagogo purchases or has the right to purchase tickets from the event organiser (whether on its own or together with another entity) and/or holds an obligation to purchase such tickets and/or has the right to designate another purchaser. The CMA understands that the tickets which are the subject of these arrangements (or some of them) are then sold through the Facility. Tickets which are the subject of viagogo's Partnering Arrangements and which are listed on the Website are referred to as **Partner Listings**.

19. Although the CMA does not have specific information as to who in fact sells these tickets on the Website (and viagogo has declined to provide such information), the CMA infers that some or all of the said tickets are sold either by viagogo itself or by Bassett Capital LLC (**Bassett**), which shares the right to purchase tickets under certain of the Partnering Arrangements and/or has been designated by viagogo as a purchaser.

20. Accordingly viagogo is party to arrangements by which tickets are bought from event organisers and/or the chain of contracts by which such tickets are acquired and sold to consumers, further it is party to and/or involved in the arrangements by which Bassett acquires any tickets which it sells.

21. The CMA will aver that Bassett does not operate independently and at arm's length from viagogo in relation to the purchase and sale of tickets (and so the CMA will aver that Bassett should not be regarded as a "third party" in this context).

22. Partner Listings omit Business Seller Information and are accordingly in breach of the same obligations as are set out in paragraph 16 above.

23. In addition, Partner Listings are in breach of:

a. Section 90(6) and (7) of the CRA which specifically require the operator of a secondary ticketing facility to ensure that the purchaser of a ticket is informed of the fact that the seller of a ticket is the operator of the secondary ticketing facility or a person employed by or engaged by the operator of the facility;

b. regulations 3(1) and 6 CPUTRs, on the basis that:

i. viagogo's involvement and interest in the purchase and/or sale of the ticket, as distinct from its role as the operator of the Facility, is material information within the meaning of regulation 6(3), being information the average consumer requires to make an informed transactional decision and/or is material information in an invitation to purchase pursuant to regulation 6(4)(b) and (c). The omission of the information from Ticket Listings is accordingly a misleading omission for the purposes of regulation 6(1);

ii. the failure to provide the information causes or is likely to cause the average consumer to take a transactional decision he or she would not have taken otherwise.

24. In addition, the existence of Partner Listings means that other statements on the Website are misleading, including the following:

a. *“viagogo does not take title to the underlying ticket and the actual transactions are between the Buyers and Sellers”;*

b. *“We are not involved in the actual transactions between Buyers and Sellers”.*

- c. *“Why are some tickets listed for more than face value? Viagogo is a marketplace and doesn’t buy or sell tickets. Viagogo provides a platform for third party sellers to sell tickets to event goers. Viagogo does not set ticket prices, sellers set their own prices, which may be above or below the original face value. Where demand is high and tickets are limited, prices increase.*
- d. *Why are tickets in the same section for the same event offered at different prices? Viagogo provides a platform for third party sellers to sell tickets to event goers. Viagogo does not set ticket prices, sellers set their own prices. Customers will often find multiple sets of tickets for the same section at different prices. Ticket sellers compete to offer the best price to customers.”*

25. Such statements are in breach of regulations 3(1) and 5 CPUTRs, on the basis that:
- a. the presentation of the Partner Listings in the context of these statements is likely to deceive the average consumer as to the motives for the commercial practice, the nature of the sales process and the nature, attributes and rights or the trader and/or consumer’s rights within the meaning of regulation 5(2); and
 - b. the presentation is likely to cause the average consumer to take a transactional decision he or she would not have taken otherwise.

(C) Failure to enable Event Organisers to identify themselves as such

26. Section 90(6) and (7) of the CRA require the operator of a secondary ticketing facility to ensure that the purchaser of a ticket is informed of the fact that the seller of a ticket is an event organiser or acting on behalf of an event organiser, where applicable.
27. The Facility does not require or enable the Seller of a ticket to state that it is an event organiser in any Ticket Listing. In that regard, viagogo’s Facility is in breach of regulations 3(1) and 3(3) CPUTRs, on the basis that:
- a. Professional diligence requires that viagogo’s Facility should operate in a way which complies and/or facilitates compliance with the law and/or which is likely to be material to consumers; and

- b. the absence of the information required by section 90(6) and (7) materially distorts or is likely materially to distort the economic behaviour of the average consumer with respect to the purchase of tickets and/or the use of the Facility and/or the exercise of contractual rights against sellers.

(D) Failure to Provide Information about Resale Restrictions

- 28. Tickets for events may be the subject of terms which restrict or purport to restrict the use of the ticket if it is resold (**Resale Restrictions**).
- 29. Where a Resale Restriction applies to a Secondary Ticket, its effect is or may be that, if the Ticket is purchased through the Facility, the purchaser of the ticket is unable to use the ticket to obtain entry to the event at all.
- 30. Ticket Listings on the Website do not include details of any Resale Restrictions which apply to Secondary Tickets. Nor is information about any Resale Restrictions which apply to a ticket required or obtained from sellers when they list a ticket on the Facility.
- 31. viagogo's failure to obtain and/or provide information about Resale Restrictions which apply to Secondary Tickets is in breach of:
 - a. Section 90(2) and (3)(b) of the CRA, on the basis that an effective Resale Restriction limits the use of the ticket to persons of a particular description;
 - b. regulation 13(1)(a) and schedule 2(a) to the CCRs, on the basis that a Resale Restriction is a main characteristic of a ticket;
 - c. regulations 3(1) and 3(3) CPUTRs, on the basis that:
 - i. the requirements of professional diligence require that Ticket Listings contain information about any Resale Restrictions which apply to the ticket; and

- ii. the failure to provide information about any Resale Restrictions which apply materially distorts or is likely materially to distort the economic behaviour of the average consumer with respect to the purchase of tickets and/or the use of the Facility;
- d. regulations 3(1), 5 and 6 CPUTRs, on the basis that:
- i. the listing of a ticket on the facility expressly or implicitly communicates to the consumer that the ticket will be valid for use when purchased through the Facility, when (if the ticket is subject to a Resale Restriction), it will or may not be;
 - ii. The overall presentation of the Ticket Listing is likely to deceive the average consumer as to the main characteristics of the product (including its benefits) and/or consumer's rights within the meaning of regulation 5(2);
 - iii. the application of a Resale Restriction to a ticket is material information within the meaning of regulation 6(3), being information the average consumer requires to make an informed transactional decision and/or is material information in an invitation to purchase pursuant to regulation 6(4)(a), constituting a main characteristic of the ticket. The omission of any Resale Restriction from a Ticket Listing is accordingly a misleading omission for the purposes of regulation 6(1); and
 - iv. the failure to provide details of any Resale Restriction which applies or may apply to a ticket causes or is likely to cause the average consumer to take a transactional decision he or she would not have taken otherwise.

(E) Failure to Provide Seat Information

32. Where a ticket relates to a particular seat at the relevant venue, Ticket Listings on the Website do not include details of the seat location, in particular row and seat number (**Seat Information**).
33. Consumers require Seat Information to make an informed decision about whether a seat is suitable for their needs, the quality of the seat and how much to pay for the ticket in question.
34. viagogo's failure to provide Seat Information is in breach of:
 - a. Section 90(2) and (3)(a) of the CRA, which require viagogo to ensure that the potential buyer of a ticket is provided with information to enable the buyer to identify the seat;
 - b. regulation 13(1)(a) and schedule 2(a) to the CCRs, on the basis that Seat Information is a main characteristic of a ticket;
 - c. regulation 3(1) and 3(3) CPUTRs, on the basis that:
 - i. the requirements of professional diligence require that Ticket Listings include Seat Information; and
 - ii. the failure to Seat Information materially distorts or is likely materially to distort the economic behaviour of the average consumer with respect to the purchase of tickets and/or the use of the Facility;
 - d. regulation 3(1) and 6 CPUTRs on the basis that:
 - i. Seat Information is material information within the meaning of regulation 6(3), being information the average consumer requires to make an informed transactional decision and/or is material information in an invitation to purchase pursuant to regulation 6(4)(a), constituting a

main characteristic of the ticket, The omission of Seat Information from a Ticket Listing is accordingly a misleading omission for the purposes of regulation 6(1); and

- ii. the failure to provide Seat Information causes or is likely to cause the average consumer to take a transactional decision it would not have taken otherwise.

(F) Failure to provide information about the Face Value of the ticket

35. Secondary Tickets are frequently sold at a price which differs from, and is in excess of, the original price of the ticket when the ticket was first sold (**the Face Value**).

36. The Face Value of a ticket provides a measure or indication of the quality of the ticket, particularly when compared to other tickets which may have a higher or a lower Face Value. The Face Value also enables the consumer to understand whether they are paying a premium to purchase a Secondary Ticket and if so the amount of that premium.

37. The CMA has identified Ticket Listings from 2017 which failed to include the Face Value of the relevant tickets.

38. viagogo's failure to provide the Face Value is in breach of:

- a. Section 90(2) and (3)(c) of the CRA, which require viagogo to ensure that the potential buyer of a ticket is provided with the Face Value;
- b. regulation 13(1)(a) and schedule 2(a) to the CCRs, on the basis that the Face Value is a main characteristic of a ticket;
- c. regulations 3(1) and 3(3) CPUTRs, on the basis that:
 - i. the requirements of professional diligence require that Ticket Listings include the Face Value; and

- ii. the failure to provide the Face Value materially distorts or is likely materially to distort the economic behaviour of the average consumer with respect to the purchase of tickets and/or the use of the Facility;
- d. regulations 3(1) and 6 CPUTRs, on the basis that:
- i. the Face Value is material information within the meaning of regulation 6(3), being information the average consumer requires to make an informed transactional decision and/or is material information in an invitation to purchase pursuant to regulation 6(4)(a), constituting a main characteristic of the ticket. The omission of the Face Value from a Ticket Listing is accordingly a misleading omission for the purposes of regulation 6(1); and
 - ii. the failure to provide the Face Value causes or is likely to cause the average consumer to take a transactional decision it would not have taken otherwise.

(G) Misleading and aggressive practices during the purchase process

39. When a consumer is purchasing a ticket using the Facility, a number of messages and/or displays appear on screen during the purchase process. Particulars of the messages are contained in the evidence which accompanies this claim. The effect of the said messages must be considered individually and in aggregate and with reference to the timing, location, content, frequency and persistence of the said messages.

40. The effect of the messages, individually and/or cumulatively, is:

- a. to mislead consumers as to the demand for and/or availability of tickets for the event in question and/or whether the ticket represents value for money; and/or

- b. to pressurise consumers so that it is more likely that they make transactional decisions (including purchasing tickets) which they would not otherwise have made.

41. Individually and/or cumulatively, the said messages are in breach of regulation 3(1) CPUTRs and:

- a. regulation 3(4)(d) CPUTRs on the basis that they are contrary to:
 - i. Schedule 1 paragraph 7, in that they falsely state that a ticket will only be available for a very limited time, or that it will only be available on particular terms for a very limited time, in order to elicit an immediate decision and deprive consumers of sufficient opportunity or time to make an informed choice; and
 - ii. Schedule 1 paragraph 18 in that they pass on materially inaccurate information on market conditions or on the possibility of finding a ticket elsewhere with the intention of inducing the consumer to acquire the product at conditions less favourable than normal market conditions.
- b. Regulations 3(4)(a) and 5 CPUTRs on the basis that the messages, or some of them, contain false information and are therefore untruthful, alternatively deceive or are likely to deceive the average consumer, as to the availability of tickets;
- c. Regulations 3(4)(b) and 6 CPUTRs on the basis that the messages omit material information within the meaning of regulation 6(3), being information the average consumer requires to understand the extent of the demand for and/or availability of tickets generally and on the website, and so to make an informed transactional decision;
- d. Regulations 3(4)(c) and 7 CPUTRs, on the basis that the messages (individually and cumulatively) significantly impair or are likely significantly to impair the

average consumer's freedom of choice or conduct in relation to the purchase of tickets through the use of harassment, coercion or undue influence; and

- e. individually or in aggregate, the messages cause or are likely to cause the average consumer to take a transactional decision he or she would not have taken otherwise.

(H) Claims under the Guarantee

42. The Guarantee is described at paragraph 7 above. Pursuant to the Guarantee, viagogo guarantees that:

- a. The ticket purchased by a consumer will conform to the description on the Website; and
- b. The ticket purchased will be valid for use by the consumer.

43. The CMA has been provided with complaints from consumers that viagogo has failed to honour the terms of the Guarantee, in particular by not providing a refund when a ticket purchased through the Facility was not valid. This includes cases in which the ticket in question had been resold through the facility in breach of an undisclosed Resale Restriction.

44. A failure by viagogo to honour the terms of the Guarantee is a breach of the contract between viagogo and the purchaser of a given ticket (and gives rise to a Domestic Infringement for the purposes of Part 8 of EA02 as pleaded further below).

45. Further the CMA has been provided with complaints from consumers that it was difficult for them to make claims pursuant to the Guarantee because:

- a. It was difficult to contact viagogo by email and/or telephone;
- b. viagogo did not respond to the claim or complaint made;
- c. viagogo would not accept an ostensibly valid claim;

- d. Further or alternatively, viagogo would not accept an ostensibly valid claim until the customer had actually been refused entry, notwithstanding that the consumer had identified that the ticket was not valid beforehand. The customer was therefore forced to travel to the event only to be refused entry before it could make any claim;
- e. viagogo told consumers to re-list invalid tickets rather than provide them with a refund.

46. viagogo is in breach of regulation 3(1) CPUTRs and:

- a. Regulation 3(3) CPUTRs, on the basis that:
 - i. the handling of claims and complaints by viagogo is a commercial practice for the purposes of the CPUTRs;
 - ii. viagogo is required to but (for the reasons set out in paragraph 45 above) has failed to process claims pursuant to the Guarantee in accordance with the requirements of professional diligence; and
 - iii. viagogo's failure to do so materially distorts or is likely materially to distort the economic behaviour of the average consumer in particular in relation to the enforcement of their rights against viagogo;
- b. Regulation 3(4)(d) and schedule 1 paragraph 27 CPUTRs on the basis that viagogo has failed systematically to respond to pertinent correspondence in order to dissuade a consumer from enforcing his or her contractual rights;
- c. Regulations 3(4)(a) and 5(1) CPUTRs on the basis that:
 - i. viagogo falsely informs consumers that they are required to attend the event and be refused admission before they can make a claim under the Guarantee, which is untruthful and/or deceives or is likely to deceive the consumer as to his or her rights;

- ii. the statement causes or is likely to cause the average consumer to take a transactional decision he or she would not have taken otherwise;
 - d. Regulations 3(4)(c) and 7 CPUTRs, on the basis that viagogo's unwillingness to honour the Guarantee unless the consumer attends an event for which he or she does not have a valid ticket:
 - i. significantly impairs or is likely significantly to impair the average consumer's freedom of choice or conduct in relation to the product concerned through the use of harassment, coercion or undue influence; and
 - ii. causes or is likely to cause the average consumer to take a transactional decision he or she would not have taken otherwise; and
 - e. Regulation 6(1)(c) of the ECRs on the basis that viagogo does not provide a rapid, direct and effective means to consumers to communicate with it.
- 47. Further, in breach of regulation 3(1) CPUTRs (by reference to regulations 3(4)(a), 5(2) and 5(4)(k) CPUTRs), the statement on the Website that viagogo "*guarantee[s] that you'll get valid tickets in time for the event*":
 - a. is false and untruthful as to the consumer's rights and/or deceives or is likely to deceive the consumer in respect of the same, as viagogo does not in fact ensure that consumers obtain valid tickets in time for the event, and in any event a consumer may only obtain a refund pursuant to the Guarantee; and
 - b. causes or is likely to cause the average consumer to take a transactional decision it would not have taken otherwise, by relying on the statement.
- 48. Further, clause 2.15 of viagogo's terms and conditions provides as follows:

...Should you experience problems with your tickets on the day of the event you must contact viagogo within 48 hours of the incident to report the issue. In certain

circumstances, you may be required to complete a Dispute Claim Form and provide additional information in order to claim a refund. Forms must be returned to viagogo 5 working days after receiving them, in order to apply for a refund. viagogo reserves the right to prohibit anyone who brings a fraudulent claim from having further access to our website.

49. Clause 2.15 is in breach of section 62(4) of the CRA on the basis that the unduly short time limits which it establishes for the enforcement of claims under the Guarantee after a consumer has experienced problems on the day of the event are contrary to the requirement of good faith and causes a significant imbalance in the parties rights and obligations under the contract between viagogo and the consumer, to the detriment of the consumer.

(I) Speculative listings

50. Particular Ticket Listings on the Website relate, or have related, to tickets which had not (at the time of the listing) been made available for sale by the original seller. It follows that, in such cases, the seller of the said tickets did not in fact own, possess or have an automatic right to purchase a specific identifiable ticket, and that the seller was instead offering a ticket for sale on the basis that he or she would subsequently seek to acquire a ticket for onward sale (**Speculative Listings**).

51. Under the terms and conditions applicable to the use of the Website, viagogo requires sellers to warrant that they own the tickets they list for sale and guarantees that consumers will receive the tickets they purchase. This expressly or implicitly communicates to consumers, or is likely to create the impression, that any tickets listed on the Website are tickets which the seller owns or possesses and is able to offer for sale.

52. The average consumer using the Facility:

- a. will understand or assume that a seller offering a ticket for sale through the Website does in fact have a ticket to sell; and

- b. would not wish to enter into a transaction which is dependent on the seller subsequently being able to acquire the ticket.

53. The Speculative Listings on the Website are in breach of:

- a. regulations 3(1) and 3(3) CPUTRs, on the basis that:

- i. professional diligence requires that:

- 1. Ticket Listings should only concern or relate to specific identifiable tickets which the seller owns, possesses or has an automatic right to purchase and is thus able to offer for sale (having regard to the terms and conditions on the Website and/or in any event), and/or
- 2. viagogo should take steps to check and/or verify and/or inquire as to whether the tickets are available for sale and/or the seller owns, possesses or has an automatic right to purchase the specific identifiable tickets offered for sale;

- ii. Speculative Listings materially distort or are likely materially to distort the economic behaviour of the average consumer with respect to the purchase of tickets and/or the use of the Facility;

- b. regulations 3(1) and 5 CPUTRs, on the basis that:

- i. a Speculative Listing and/or its overall presentation are likely to deceive the average consumer as to the existence of the product and/or the main characteristics of the product (including its availability); and
- ii. Speculative Listings cause or are likely to cause the average consumer to take a transactional decision he or she would not have taken otherwise.

Domestic and Community Infringements

54. The past and/or continuing breaches of Chapter 5 of Part 3 of the CRA set out above are Domestic Infringements within the meaning of section 211 EA02, in that they are acts or omissions:
- a. done in the course of viagogo's business;
 - b. of a description specified in The Enterprise Act 2002 (Part 8 Domestic Infringements) Order 2015;
 - c. in breach of a non-contractual duty owed to a person by virtue of an enactment or rule of law and enforceable by civil proceedings, and in relation to paragraph 43 above, are in breach of contract;
 - d. relating to goods or services supplied or sought to be supplied to consumers within the United Kingdom; and
 - e. which harm the collective interests of consumers.
55. The past and or continuing breaches of the CRA (in relation to unfair terms) and/or the CPUTRs and/or CCRs and/or ECRs above constitute Community infringements within the meaning of section 212 EA02, in that they are acts or omissions which:
- a. harm the collective interests of consumers; and
 - b. contravene the CPRs and/or CCRs and/or ECRs, which each give effect to listed Directives for the purposes of section 212(1)(a) EA02.

Relief

56. By a letter dated 2 March 2018, and in accordance with section 214 EA02, the CMA engaged in appropriate consultation with viagogo for the purposes of achieving a cessation of the relevant infringements and/or ensuring that there will be no

repetition of the infringements and/or no further infringement. To the extent necessary the CMA will rely on its further correspondence with viagogo since 2 March 2018.

57. The CMA seeks:

- a. an enforcement order pursuant to sections 215 and 217 EA02 in the form attached; and
- b. pending the determination of the CMA's application for an enforcement order, an interim enforcement order pursuant to section 218 EA02 in the form attached.

58. For the purposes of section 215(5)(za) EA02, viagogo carries on business in England and Wales including through its ownership, control, and/or operation of the Website which is used by and/or has a particular focus on UK consumers.

EXHIBIT 7



United States of America
FEDERAL TRADE COMMISSION
Washington, D.C. 20580

Division of Advertising Practices

October 10, 2018

Via Email and First Class Mail

John E. Schmiddlein
Williams & Connolly LLP
725 Twelfth Street, N.W.
Washington, D.C. 20005
jschmiddlein@wc.com

Re: CIDs issued to viagogo Inc., viagogo Entertainment Inc., Pugnacious Endeavors, Inc., Grover Street, Inc., and Grover Street Holdings, Inc. on September 13, 2018

Dear Mr. Schmiddlein:

I write to confirm the Federal Trade Commission's understanding and agreement to a modified production schedule in regard to, and extension of the deadline to file a petition to limit or quash, the Civil Investigative Demands issued on September 13, 2018 to your clients, viagogo, Inc., viagogo Entertainment Inc., Pugnacious Endeavors, Inc., Grover Street, Inc., and Grover Street Holdings, Inc.

Pursuant to your request to Sara DePaul and Stacy Feuer on October 2, and your subsequent discussions, we agree to a one-time 30-day extension of time for your clients to file petitions to limit or quash the CIDs pursuant to 16 C.F.R. § 2.10. You must file any petition to limit or quash the CIDs 30 days from today, on November 9.

In addition, we agree to modify the CID schedule to require the production of responsive documents on a rolling basis closing on December 14, 2018. We also agree to a 30-day extension for production of interrogatory responses until November 14, 2018. Finally, we agree to reschedule the investigational hearings for the week of January 14 (30 days after your document production is complete) at the FTC's Washington, D.C. offices located at 600 Pennsylvania Ave, N.W. Please see the attached addendum for the new dates and times for the investigational hearings for each of your clients.

I understand that you will discuss with my colleagues possible resolutions to your concerns with certain of the document requests and interrogatories during the extension period. Absent extraordinary circumstances, we will not grant any additional extensions for the deadline to file petitions to limit or quash the CIDs.

John E. Schmittlein
October 10, 2018
Page 2

I thank you for your continued cooperation in this matter.

Very truly yours,

A handwritten signature in black ink that reads "Mary K. Engle". The signature is written in a cursive style with a large, prominent "M" and "E".

Mary K. Engle
Associate Director

cc: Jonathan Pitt (via email only)

EXHIBIT 8

From: DePaul, Sara
To: [Pitt, Jonathan](#)
Cc: [Feuer, Stacy](#)
Subject: FTC Civil Investigative Demands - Response to Objections
Date: Tuesday, November 06, 2018 4:50:30 PM

Dear Jonathan,

This email is to follow-up our discussions late last week regarding your clients' objections to Interrogatories 2 and 3 and Document Production Requests 5 and 10 in the civil investigative demands issued by the Commission on September 13, 2018. When we spoke, I promised to provide you information and citations relating to how the FTC Act and rules protect information gathered via civil investigative demands from disclosure. I also had an opportunity to confer with the CMA regarding your objections and, where relevant, proposed modifications. I provide you with responses to those issues below as well.

First, with respect to the protection of confidential information, I understand that your clients object to Interrogatories 2 and 3 (in part) on the basis that the information sought is sensitive, particularly because they are privately-held companies. My understanding is that these concerns stem from the request for annual gross revenues in Interrogatory 2 and the request in Interrogatory 3 for identifying information of all current and former officers, directors, principals, owners, and shareholders with a greater than 5% interest with respect to Pugnacious Endeavors. As an initial matter, I note that Congress expressly authorized the Commission to investigate "persons," which it defined as "any natural person, partnership, corporation, association, or other legal entity." 15 U.S.C. § 57b-1(a)(6); *see also* 15 U.S.C. § 57b01(c)(1) (authorizing the Commission to issue civil investigative demands to "any person"). That definition plainly covers private companies, such as your clients, which therefore may not decline to respond to civil investigative demand requests because they are privately held.

With respect to the sensitivity or confidentiality of the information sought, courts have routinely rejected the idea that confidentiality justifies withholding information requested by a civil investigative demand. *FTC v. Invention Submission Corp.*, Misc. No. 89-272(RCL), 1991 WL 47104, at *4 (D.D.C. Feb. 14, 1991), *aff'd*, 965 F.2d 1086 (D.C. Cir. 1992) (Congress "did not condition the right to subpoena information on the sensitivity of the information sought. So long as the subpoena meets the requirements of the FTC Act, is properly authorized, and within the bounds of relevance and reasonableness, the confidential information is properly requested and must be complied with); *accord FTC v. Rockefeller*, 441 F. Supp. 234, 242 (S.D.N.Y. 1997) (citing *FTC v. Tuttle*, 244 F.3d 605, 615 (2d. Cir. 1957); *FTC v. Green*, 252 F. Supp. 153, 157 (S.D.N.Y. 1966)). Moreover, your clients' confidentiality concerns are unwarranted in light of the statutes and rules that protect information gathered via civil investigative demands from disclosure. The FTC Act and the Commission's Rules expressly restrict public disclosure by the Commission of confidential information obtained by civil investigative demands. *See* 15 U.S.C. §§ 46(f), 57b-2(b) & (f); 16 C.F.R. §§ 4.10(a)(2), (a)(8), (a)(9); *see also Invention Submission Corp.*, 1991 WL 47104, at *4. Should the FTC need to release information, in a court filing, for example, it must notify the original submitter of the

information (in this case, your clients) and give the submitter an opportunity to seek a protective order barring public disclosure. 16 C.F.R. § 4.10(g).

The statutes and rules apply equally when the FTC issues a civil investigative demand on behalf of a foreign law enforcement authority pursuant to the U.S. SAFE WEB Act. *See* 15 U.S.C. § 46(j); 16 C.F.R. § 4.11(j). In that context, the Commission is authorized to share the confidential information with the foreign law enforcement authority. 15 U.S.C. § 46(f)(2). The sharing of that information, however, is bound by the disclosure protections cited above. *See* 15 U.S.C. § 57b-2(b)(6) (providing that information produced pursuant to a civil investigative demand can only be made available to a foreign law enforcement authority “upon the prior certification of an appropriate official of [the foreign agency] . . . that such material will be maintained in confidence and will be used only for official law enforcement purposes . . .”); 16 C.F.R. 4.11(j)(3) (limiting a foreign agency’s access to information subject to the disclosure restrictions in sections 6(f) or 21(b) of the FTC Act or § 4.10(d)).

Second, with respect to the more general objections of relevancy and/or burden that you raised relating to Interrogatories 2 and 3 and Document Requests 5 and 10, below are our individual responses:

- For Interrogatory 2, your clients object to the request for annual gross revenues on the basis that it is not relevant to the UK CMA’s enforcement action. Here, you noted that UK law does not provide for a correlation between revenues and any available penalty, and therefore question the relevancy of the information sought. We disagree with your relevancy claim and note that the revenue information sought is relevant to the scope of harm, theories of liability, and remedies. With respect to remedies, we note that the Consumer Rights Act of 2015 authorizes the CMA to seek redress on behalf of consumers whenever an enforcement action is taken under Part 8 of the Enterprise Act 2002. Thus, I cannot recommend to my manager that we modify the civil investigative demands to remove the requirement that your clients provide information relating to gross revenues. However, in an effort to resolve this issue, I could recommend a modification to the FTC’s approving manager to narrow this request to seek only gross revenues relating to viagogo AG and Ticket Reselling directed to the UK (as defined in the civil investigative demands). I understand that this proposed modification may not entirely meet your clients’ concerns, particularly with respect to their statements that they do not have records to show the sources of their revenues. But without knowing more about their recordkeeping and financial accounting procedures, our expectation would be for them to either comply with Interrogatory 2 as set forth in the demands or accept this modification, along with producing any records they rely on to answer the Interrogatory as requested in Document Production Request 1. If your clients would like to accept this modification, please let me know by **Thursday, November 8** so that we can send you a letter that officially authorizes the modification.
- For Interrogatory 3, your client Pugnacious Endeavors objects to providing the identifying information for all current and former officers, directors, principals, owners, and shareholders with a greater than 5% interest on the basis that it is

sensitive information and not relevant to the underlying investigation/enforcement action. We address the issue of confidential information above. With respect to the relevancy objection, we note that this information is relevant to theories of liability and the type and potential scope of remedies. I cannot recommend any modification to this Interrogatory.

- For Document Production Request 5, your clients have stated that the only agreements that exist are compensation, shareholder, or director indemnification agreements, and ask if we want these types of agreements and object to the relevancy if we do. We note that the documents sought in this request are relevant with respect to theories of liability, and the type and scope of remedies. However, in an effort to resolve the objection, I can recommend a modification where your clients initially need only produce a list of all former and existing agreements that are responsive to this request. After a chance to review the list, we can make a determination if we want any of the agreements to be produced. To do this, I can recommend that we extend the deadline for the petition with respect to this particular Document Production Request. Again, if your clients would like to accept this modification, please let me know by **Thursday, November 8** so that we have time to prepare the formal letter authorizing it.
- For Document Production Request 10, you have stated that there are responsive documents but that most (if not all) are likely protected by attorney-client privilege. You raise an argument of burden for having to search for the records, conduct a privilege review, make a privilege log, and produce the non-privileged documents. You also raise an objection based on the relevancy of the information sought. Taking the relevancy argument first, the records sought by this request, namely communications between your clients and Foreign Entities (as defined in the demands) relating to investigations in the UK are indisputably relevant to this matter. With respect to the burden argument, I do not understand how searching for relevant documents, conducting a privilege review, and producing non-privileged documents could be overly burdensome. Presumably you are doing that for each and every other document production request. I cannot recommend a modification to this document production request.

Because we cannot offer modifications to resolve all of the objections you have raised, I understand that you may file a petition to limit or quash relating to these four requests by the deadline, which is November 9. If you think it would be helpful to discuss this further, I can be available this week by phone. If not, please note that I will be traveling internationally next week and may have difficulty responding to emails or calls in a timely manner. Please CC my colleague, Stacy Feuer, on any responses to help with this.

Kind regards,
Sara

PUBLIC

Federal Trade Commission | 600 Pennsylvania Avenue, NW | Washington, D.C. 20580
Phone: +1.202.326.3429 | Fax: +1.202.326.3045 | Email: sdepaul@ftc.gov

EXHIBIT 9

From: [Pitt, Jonathan](#)
To: [DePaul, Sara](#)
Cc: [Feuer, Stacy](#)
Subject: RE: FTC Civil Investigative Demands - Response to Objections
Date: Thursday, November 08, 2018 9:08:38 AM

Sara,

Thank you for your email.

When we spoke last week, I requested explanations of why the portions of Interrogatories 2 and 3 to which we object are relevant to the CMA proceedings that provide the stated basis for the CIDs. Respectfully, I do not find your explanations below to fit that bill. With no actual explanation as to the relevance of those requests—other than the general statement that you believe they are “relevant to theories of liability and the type and potential scope of remedies”—we are unable to assess the CMA’s or the FTC’s reasons for requesting that information, and we will therefore petition the Commission to limit the CIDs as to the portions of those requests to which we object.

Regarding Document Request No. 5, I can represent that the only responsive documents would be agreements, with the five U.S. companies that were served with CIDs, of the following types:

- loan agreements (*e.g.*, note purchase agreement, convertible note agreements, pledge and security agreements);
- stock warrant agreements;
- D&O indemnification agreements;
- stock option agreements;
- non-disclosure agreements;
- consulting agreements with one individual;
- restricted stock unit award agreements;
- co-sale and first refusal agreements;
- investors’ rights agreements; and
- stock purchase agreements.

(Please note that none of the named individuals has an employment agreement with any of the CID companies.)

Given the above information, I do not believe any documents responsive to Document Request No. 5 could be relevant to the CMA’s proceedings. If, on that basis, you are willing to limit the CIDs to exclude that request, or to defer the deadline for the petition to limit the CIDs as to that request so that you may further consider the issue, we would of course be fine with that; if not, we will include that in our petition to limit the CIDs that we will file on Friday.

Finally, regarding Document Request No. 10, we disagree with your characterization of the burden

involved in creating a privilege log of all attorney-client communications about the CMA proceedings, and we have yet to understand the Commission's rationale for requiring that we respond in any manner to a document request that appears to seek only privileged documents. We will therefore include that request in the petition that we will file on Friday.

Kind regards,
Jonathan

Jonathan B. Pitt

Williams & Connolly LLP

725 Twelfth Street, N.W., Washington, DC 20005

(P) 202-434-5341 | (F) 202-434-5029

jpitt@wc.com | www.wc.com/jpitt

From: DePaul, Sara [mailto:SDEPAUL@ftc.gov]

Sent: Tuesday, November 06, 2018 4:51 PM

To: Pitt, Jonathan <JPitt@wc.com>

Cc: Feuer, Stacy <SFEUER@ftc.gov>

Subject: FTC Civil Investigative Demands - Response to Objections

Dear Jonathan,

This email is to follow-up our discussions late last week regarding your clients' objections to Interrogatories 2 and 3 and Document Production Requests 5 and 10 in the civil investigative demands issued by the Commission on September 13, 2018. When we spoke, I promised to provide you information and citations relating to how the FTC Act and rules protect information gathered via civil investigative demands from disclosure. I also had an opportunity to confer with the CMA regarding your objections and, where relevant, proposed modifications. I provide you with responses to those issues below as well.

First, with respect to the protection of confidential information, I understand that your clients object to Interrogatories 2 and 3 (in part) on the basis that the information sought is sensitive, particularly because they are privately-held companies. My understanding is that these concerns stem from the request for annual gross revenues in Interrogatory 2 and the request in Interrogatory 3 for identifying information of all current and former officers, directors, principals, owners, and shareholders with a greater than 5% interest with respect to Pugnacious Endeavors. As an initial matter, I note that Congress expressly authorized the Commission to investigate "persons," which it defined as "any natural person, partnership, corporation, association, or other legal entity." 15 U.S.C. § 57b-1(a)(6); *see also* 15 U.S.C. § 57b01(c)(1) (authorizing the Commission to issue civil investigative demands to "any person"). That definition plainly covers private companies, such as your clients, which therefore may not decline to respond to civil investigative demand requests because they are privately held.

With respect to the sensitivity or confidentiality of the information sought, courts have routinely rejected the idea that confidentiality justifies withholding information requested by a civil investigative demand. *FTC v. Invention Submission Corp.*, Misc. No. 89-272(RCL), 1991 WL 47104, at *4 (D.D.C. Feb. 14, 1991), *aff'd*, 965 F.2d 1086 (D.C. Cir. 1992) (Congress “did not condition the right to subpoena information on the sensitivity of the information sought. So long as the subpoena meets the requirements of the FTC Act, is properly authorized, and within the bounds of relevance and reasonableness, the confidential information is properly requested and must be complied with); *accord FTC v. Rockefeller*, 441 F. Supp. 234, 242 (S.D.N.Y. 1997) (citing *FTC v. Tuttle*, 244 F.3d 605, 615 (2d. Cir. 1957); *FTC v. Green*, 252 F. Supp. 153, 157 (S.D.N.Y. 1966)). Moreover, your clients’ confidentiality concerns are unwarranted in light of the statutes and rules that protect information gathered via civil investigative demands from disclosure. The FTC Act and the Commission’s Rules expressly restrict public disclosure by the Commission of confidential information obtained by civil investigative demands. *See* 15 U.S.C. §§ 46(f), 57b-2(b) & (f); 16 C.F.R. §§ 4.10(a)(2), (a)(8), (a)(9); *see also Invention Submission Corp.*, 1991 WL 47104, at *4. Should the FTC need to release information, in a court filing, for example, it must notify the original submitter of the information (in this case, your clients) and give the submitter an opportunity to seek a protective order barring public disclosure. 16 C.F.R. § 4.10(g).

The statutes and rules apply equally when the FTC issues a civil investigative demand on behalf of a foreign law enforcement authority pursuant to the U.S. SAFE WEB Act. *See* 15 U.S.C. § 46(j); 16 C.F.R. § 4.11(j). In that context, the Commission is authorized to share the confidential information with the foreign law enforcement authority. 15 U.S.C. § 46(f)(2). The sharing of that information, however, is bound by the disclosure protections cited above. *See* 15 U.S.C. § 57b-2(b)(6) (providing that information produced pursuant to a civil investigative demand can only be made available to a foreign law enforcement authority “upon the prior certification of an appropriate official of [the foreign agency] . . . that such material will be maintained in confidence and will be used only for official law enforcement purposes . . .”); 16 C.F.R. 4.11(j)(3) (limiting a foreign agency’s access to information subject to the disclosure restrictions in sections 6(f) or 21(b) of the FTC Act or § 4.10(d)).

Second, with respect to the more general objections of relevancy and/or burden that you raised relating to Interrogatories 2 and 3 and Document Requests 5 and 10, below are our individual responses:

- For Interrogatory 2, your clients object to the request for annual gross revenues on the basis that it is not relevant to the UK CMA’s enforcement action. Here, you noted that UK law does not provide for a correlation between revenues and any available penalty, and therefore question the relevancy of the information sought. We disagree with your relevancy claim and note that the revenue information sought is relevant to the scope of harm, theories of liability, and remedies. With respect to remedies, we note that the Consumer Rights Act of 2015 authorizes the CMA to seek redress on behalf of consumers whenever an enforcement action is taken under Part 8 of the Enterprise Act 2002. Thus, I cannot recommend to my manager that we modify the civil investigative

demands to remove the requirement that your clients provide information relating to gross revenues. However, in an effort to resolve this issue, I could recommend a modification to the FTC's approving manager to narrow this request to seek only gross revenues relating to viagogo AG and Ticket Reselling directed to the UK (as defined in the civil investigative demands). I understand that this proposed modification may not entirely meet your clients' concerns, particularly with respect to their statements that they do not have records to show the sources of their revenues. But without knowing more about their recordkeeping and financial accounting procedures, our expectation would be for them to either comply with Interrogatory 2 as set forth in the demands or accept this modification, along with producing any records they rely on to answer the Interrogatory as requested in Document Production Request 1. If your clients would like to accept this modification, please let me know by **Thursday, November 8** so that we can send you a letter that officially authorizes the modification.

- For Interrogatory 3, your client Pugnacious Endeavors objects to providing the identifying information for all current and former officers, directors, principals, owners, and shareholders with a greater than 5% interest on the basis that it is sensitive information and not relevant to the underlying investigation/enforcement action. We address the issue of confidential information above. With respect to the relevancy objection, we note that this information is relevant to theories of liability and the type and potential scope of remedies. I cannot recommend any modification to this Interrogatory.
- For Document Production Request 5, your clients have stated that the only agreements that exist are compensation, shareholder, or director indemnification agreements, and ask if we want these types of agreements and object to the relevancy if we do. We note that the documents sought in this request are relevant with respect to theories of liability, and the type and scope of remedies. However, in an effort to resolve the objection, I can recommend a modification where your clients initially need only produce a list of all former and existing agreements that are responsive to this request. After a chance to review the list, we can make a determination if we want any of the agreements to be produced. To do this, I can recommend that we extend the deadline for the petition with respect to this particular Document Production Request. Again, if your clients would like to accept this modification, please let me know by **Thursday, November 8** so that we have time to prepare the formal letter authorizing it.
- For Document Production Request 10, you have stated that there are responsive documents but that most (if not all) are likely protected by attorney-client privilege. You raise an argument of burden for having to search for the records, conduct a privilege review, make a privilege log, and produce the non-privileged documents. You also raise an objection based on the relevancy of the information sought. Taking the relevancy argument first, the records sought by this request, namely communications between your clients and Foreign Entities (as defined in the demands) relating to investigations in the UK are indisputably relevant to this matter. With respect to the burden argument, I do not understand how searching for relevant documents,

conducting a privilege review, and producing non-privileged documents could be overly burdensome. Presumably you are doing that for each and every other document production request. I cannot recommend a modification to this document production request.

Because we cannot offer modifications to resolve all of the objections you have raised, I understand that you may file a petition to limit or quash relating to these four requests by the deadline, which is November 9. If you think it would be helpful to discuss this further, I can be available this week by phone. If not, please note that I will be traveling internationally next week and may have difficulty responding to emails or calls in a timely manner. Please CC my colleague, Stacy Feuer, on any responses to help with this.

Kind regards,
Sara

Sara C. DePaul | Counsel for International Consumer Protection | Office of International Affairs
Federal Trade Commission | 600 Pennsylvania Avenue, NW | Washington, D.C. 20580
Phone: +1.202.326.3429 | Fax: +1.202.326.3045 | Email: sdepaul@ftc.gov

EXHIBIT 10

From: DePaul, Sara
To: [Pitt, Jonathan](#)
Cc: [Feuer, Stacy](#)
Subject: RE: FTC Civil Investigative Demands - Response to Objections
Date: Thursday, November 08, 2018 2:39:57 PM

Jonathan,

Thank you for your email. We understand your positions regarding Interrogatories 2 and 3 and Document Request 10, and that you will need to file a petition to limit these requests. With respect to Document Request No. 5, after having reviewed the list of materials you wish to exclude, we will not extend the date for the petition with respect to this request.

Kind regards,
Sara

Sara C. DePaul | Counsel for International Consumer Protection | Office of International Affairs
Federal Trade Commission | 600 Pennsylvania Avenue, NW | Washington, D.C. 20580
Phone: +1.202.326.3429 | Fax: +1.202.326.3045 | Email: sdepaul@ftc.gov

From: Pitt, Jonathan <JPitt@wc.com>
Sent: Thursday, November 08, 2018 9:09 AM
To: DePaul, Sara <SDEPAUL@ftc.gov>
Cc: Feuer, Stacy <SFEUER@ftc.gov>
Subject: RE: FTC Civil Investigative Demands - Response to Objections

Sara,

Thank you for your email.

When we spoke last week, I requested explanations of why the portions of Interrogatories 2 and 3 to which we object are relevant to the CMA proceedings that provide the stated basis for the CIDs. Respectfully, I do not find your explanations below to fit that bill. With no actual explanation as to the relevance of those requests—other than the general statement that you believe they are “relevant to theories of liability and the type and potential scope of remedies”—we are unable to assess the CMA’s or the FTC’s reasons for requesting that information, and we will therefore petition the Commission to limit the CIDs as to the portions of those requests to which we object.

Regarding Document Request No. 5, I can represent that the only responsive documents would be agreements, with the five U.S. companies that were served with CIDs, of the following types:

- loan agreements (*e.g.*, note purchase agreement, convertible note agreements, pledge and security agreements);
- stock warrant agreements;
- D&O indemnification agreements;

- stock option agreements;
- non-disclosure agreements;
- consulting agreements with one individual;
- restricted stock unit award agreements;
- co-sale and first refusal agreements;
- investors' rights agreements; and
- stock purchase agreements.

(Please note that none of the named individuals has an employment agreement with any of the CID companies.)

Given the above information, I do not believe any documents responsive to Document Request No. 5 could be relevant to the CMA's proceedings. If, on that basis, you are willing to limit the CIDs to exclude that request, or to defer the deadline for the petition to limit the CIDs as to that request so that you may further consider the issue, we would of course be fine with that; if not, we will include that in our petition to limit the CIDs that we will file on Friday.

Finally, regarding Document Request No. 10, we disagree with your characterization of the burden involved in creating a privilege log of all attorney-client communications about the CMA proceedings, and we have yet to understand the Commission's rationale for requiring that we respond in any manner to a document request that appears to seek only privileged documents. We will therefore include that request in the petition that we will file on Friday.

Kind regards,
Jonathan

Jonathan B. Pitt

Williams & Connolly LLP

725 Twelfth Street, N.W., Washington, DC 20005

(P) 202-434-5341 | (F) 202-434-5029

jpitt@wc.com | www.wc.com/jpitt

From: DePaul, Sara [<mailto:SDEPAUL@ftc.gov>]

Sent: Tuesday, November 06, 2018 4:51 PM

To: Pitt, Jonathan <JPitt@wc.com>

Cc: Feuer, Stacy <SFEUER@ftc.gov>

Subject: FTC Civil Investigative Demands - Response to Objections

Dear Jonathan,

This email is to follow-up our discussions late last week regarding your clients' objections to

Interrogatories 2 and 3 and Document Production Requests 5 and 10 in the civil investigative demands issued by the Commission on September 13, 2018. When we spoke, I promised to provide you information and citations relating to how the FTC Act and rules protect information gathered via civil investigative demands from disclosure. I also had an opportunity to confer with the CMA regarding your objections and, where relevant, proposed modifications. I provide you with responses to those issues below as well.

First, with respect to the protection of confidential information, I understand that your clients object to Interrogatories 2 and 3 (in part) on the basis that the information sought is sensitive, particularly because they are privately-held companies. My understanding is that these concerns stem from the request for annual gross revenues in Interrogatory 2 and the request in Interrogatory 3 for identifying information of all current and former officers, directors, principals, owners, and shareholders with a greater than 5% interest with respect to Pugnacious Endeavors. As an initial matter, I note that Congress expressly authorized the Commission to investigate “persons,” which it defined as “any natural person, partnership, corporation, association, or other legal entity.” 15 U.S.C. § 57b-1(a)(6); *see also* 15 U.S.C. § 57b01(c)(1) (authorizing the Commission to issue civil investigative demands to “any person”). That definition plainly covers private companies, such as your clients, which therefore may not decline to respond to civil investigative demand requests because they are privately held.

With respect to the sensitivity or confidentiality of the information sought, courts have routinely rejected the idea that confidentiality justifies withholding information requested by a civil investigative demand. *FTC v. Invention Submission Corp.*, Misc. No. 89-272(RCL), 1991 WL 47104, at *4 (D.D.C. Feb. 14, 1991), *aff'd*, 965 F.2d 1086 (D.C. Cir. 1992) (Congress “did not condition the right to subpoena information on the sensitivity of the information sought. So long as the subpoena meets the requirements of the FTC Act, is properly authorized, and within the bounds of relevance and reasonableness, the confidential information is properly requested and must be complied with); *accord FTC v. Rockefeller*, 441 F. Supp. 234, 242 (S.D.N.Y. 1997) (citing *FTC v. Tuttle*, 244 F.3d 605, 615 (2d. Cir. 1957); *FTC v. Green*, 252 F. Supp. 153, 157 (S.D.N.Y. 1966)). Moreover, your clients’ confidentiality concerns are unwarranted in light of the statutes and rules that protect information gathered via civil investigative demands from disclosure. The FTC Act and the Commission’s Rules expressly restrict public disclosure by the Commission of confidential information obtained by civil investigative demands. *See* 15 U.S.C. §§ 46(f), 57b-2(b) & (f); 16 C.F.R. §§ 4.10(a)(2), (a)(8), (a)(9); *see also Invention Submission Corp.*, 1991 WL 47104, at *4. Should the FTC need to release information, in a court filing, for example, it must notify the original submitter of the information (in this case, your clients) and give the submitter an opportunity to seek a protective order barring public disclosure. 16 C.F.R. § 4.10(g).

The statutes and rules apply equally when the FTC issues a civil investigative demand on behalf of a foreign law enforcement authority pursuant to the U.S. SAFE WEB Act. *See* 15 U.S.C. § 46(j); 16 C.F.R. § 4.11(j). In that context, the Commission is authorized to share the confidential information with the foreign law enforcement authority. 15 U.S.C. § 46(f)(2). The sharing of that information, however, is bound by the disclosure protections cited above. *See*

15 U.S.C. § 57b-2(b)(6) (providing that information produced pursuant to a civil investigative demand can only be made available to a foreign law enforcement authority “upon the prior certification of an appropriate official of [the foreign agency] . . . that such material will be maintained in confidence and will be used only for official law enforcement purposes . . .”); 16 C.F.R. 4.11(j)(3) (limiting a foreign agency’s access to information subject to the disclosure restrictions in sections 6(f) or 21(b) of the FTC Act or § 4.10(d)).

Second, with respect to the more general objections of relevancy and/or burden that you raised relating to Interrogatories 2 and 3 and Document Requests 5 and 10, below are our individual responses:

- For Interrogatory 2, your clients object to the request for annual gross revenues on the basis that it is not relevant to the UK CMA’s enforcement action. Here, you noted that UK law does not provide for a correlation between revenues and any available penalty, and therefore question the relevancy of the information sought. We disagree with your relevancy claim and note that the revenue information sought is relevant to the scope of harm, theories of liability, and remedies. With respect to remedies, we note that the Consumer Rights Act of 2015 authorizes the CMA to seek redress on behalf of consumers whenever an enforcement action is taken under Part 8 of the Enterprise Act 2002. Thus, I cannot recommend to my manager that we modify the civil investigative demands to remove the requirement that your clients provide information relating to gross revenues. However, in an effort to resolve this issue, I could recommend a modification to the FTC’s approving manager to narrow this request to seek only gross revenues relating to viagogo AG and Ticket Reselling directed to the UK (as defined in the civil investigative demands). I understand that this proposed modification may not entirely meet your clients’ concerns, particularly with respect to their statements that they do not have records to show the sources of their revenues. But without knowing more about their recordkeeping and financial accounting procedures, our expectation would be for them to either comply with Interrogatory 2 as set forth in the demands or accept this modification, along with producing any records they rely on to answer the Interrogatory as requested in Document Production Request 1. If your clients would like to accept this modification, please let me know by **Thursday, November 8** so that we can send you a letter that officially authorizes the modification.
- For Interrogatory 3, your client Pugnacious Endeavors objects to providing the identifying information for all current and former officers, directors, principals, owners, and shareholders with a greater than 5% interest on the basis that it is sensitive information and not relevant to the underlying investigation/enforcement action. We address the issue of confidential information above. With respect to the relevancy objection, we note that this information is relevant to theories of liability and the type and potential scope of remedies. I cannot recommend any modification to this Interrogatory.
- For Document Production Request 5, your clients have stated that the only agreements that exist are compensation, shareholder, or director indemnification agreements, and

ask if we want these types of agreements and object to the relevancy if we do. We note that the documents sought in this request are relevant with respect to theories of liability, and the type and scope of remedies. However, in an effort to resolve the objection, I can recommend a modification where your clients initially need only produce a list of all former and existing agreements that are responsive to this request. After a chance to review the list, we can make a determination if we want any of the agreements to be produced. To do this, I can recommend that we extend the deadline for the petition with respect to this particular Document Production Request. Again, if your clients would like to accept this modification, please let me know by **Thursday, November 8** so that we have time to prepare the formal letter authorizing it.

- For Document Production Request 10, you have stated that there are responsive documents but that most (if not all) are likely protected by attorney-client privilege. You raise an argument of burden for having to search for the records, conduct a privilege review, make a privilege log, and produce the non-privileged documents. You also raise an objection based on the relevancy of the information sought. Taking the relevancy argument first, the records sought by this request, namely communications between your clients and Foreign Entities (as defined in the demands) relating to investigations in the UK are indisputably relevant to this matter. With respect to the burden argument, I do not understand how searching for relevant documents, conducting a privilege review, and producing non-privileged documents could be overly burdensome. Presumably you are doing that for each and every other document production request. I cannot recommend a modification to this document production request.

Because we cannot offer modifications to resolve all of the objections you have raised, I understand that you may file a petition to limit or quash relating to these four requests by the deadline, which is November 9. If you think it would be helpful to discuss this further, I can be available this week by phone. If not, please note that I will be traveling internationally next week and may have difficulty responding to emails or calls in a timely manner. Please CC my colleague, Stacy Feuer, on any responses to help with this.

Kind regards,
Sara

Sara C. DePaul | Counsel for International Consumer Protection | Office of International Affairs
Federal Trade Commission | 600 Pennsylvania Avenue, NW | Washington, D.C. 20580
Phone: +1.202.326.3429 | Fax: +1.202.326.3045 | Email: sdepaul@ftc.gov

This message and any attachments are intended only for the addressee and may contain information that is privileged and confidential. If you have received this message in error, please do not read, use, copy, distribute, or disclose the contents of the message and any attachments. Instead, please delete the message and any attachments

and notify the sender immediately. Thank you.