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June 10, 2013

The Honorable Denise L. Cote
 United States District Court Judge
 Southern District of New York
 500 Pearl Street, Room 1610
 New York, NY 10007

Re: *In re: Electronic Books Antitrust Litigation*, No. 11-md-02293-DLC (S.D.N.Y)
 also file in : 12-cv-2826 (DLC)

Dear Judge Cote:

Amazon respectfully requests that the Court redact from the public file portions of two exhibits that were prepared by Plaintiffs' experts. The exhibits are attached for the Court's *in camera* review; the portions to be redacted are highlighted on these copies. In each case, after conferring with Plaintiffs, Amazon has agreed not to seek redaction of the entire figure but only to seek redaction of the numbers on the Y-axis of the figure, so as to avoid disclosure of actual sales volumes.

Figure 7 reveals the volume of *print books* from the First Wave Agency Publishers sold by Amazon over the course of 2010. This is information that Amazon has never made public. From this data, Amazon's competitors could discern Amazon's total sales and extrapolate from these figures to current sales volumes. Thus, the data is not stale even though it is a few years old.

Figure 11 reveals the growth rate for free e-books at Amazon over a two-year period from April 2009 – March 2011. Again, this is information that Amazon has never publicly disclosed and it would be particularly easy from this figure to extrapolate to current volumes.

The relevance of these figures, as we understand it, is to compare certain metrics regarding the pre-agency period with those same metrics for the post-agency period. Amazon submits that the actual volumes, which would be revealed by the unredacted exhibits, are not necessary for the Court to compare the pre- and post-agency world. At the same time, for the

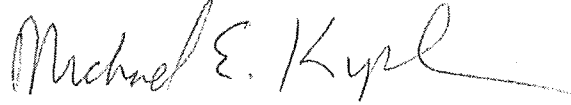
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reasons set out herein and in our prior submissions to the Court,¹ disclosure of Amazon's sales volumes for print books and the number of free eBooks distributed to its customers would disclose highly confidential proprietary information and significantly harm Amazon's competitive standing. *In re Parmalat Securities Lit.*, 258 F.R.D. 236, 244 (S.D.N.Y. 2009).

It is our understanding that Plaintiffs do not object to redacting this information from the public record, though they do seek to have your Honor review it. Anne Beaumont, of Friedman Kaplan Seiler & Adelman LLP (Amazon's local counsel), will be present in Court on June 11 to address this issue if the Court wishes to hear additional argument.

Sincerely,

KIPLING LAW GROUP PLLC



Michael E. Kipling
Counsel for Non-Party Amazon.com, Inc.

cc: Counsel for All Parties

¹ See, in particular, Amazon's May 14, 2013 letter to the Court and the accompanying Declaration of John Lange at ¶ 5 (docket no. 344).