

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES



In the Matter of)
)
Ardagh Group S.A.,)
a public limited liability company, and)
)
Compagnie de Saint-Gobain,)
a corporation, and)
)
Saint-Gobain Containers, Inc.,)
a corporation.)
)
_____)

DOCKET NO. 9356

**RESPONDENTS' MEMORANDUM IN OPPOSITION TO COMPLAINT COUNSEL'S
MOTION *IN LIMINE* TO EXCLUDE TESTIMONY FROM WITNESSES THAT
RESPONDENTS ADDED TO THEIR FINAL WITNESS LIST BUT FAILED TO
DISCLOSE IN THEIR PRELIMINARY WITNESS LIST**

Heather L. Kafele
SHEARMAN & STERLING LLP
801 Pennsylvania Avenue N.W.
Washington, DC 20004
Tel: (202) 508-8000
Email: hkafele@shearman.com

Wayne D. Collins
Alan S. Goudiss
Richard F. Schwed
Lisl Dunlop
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, New York 10022
Tel: (212) 848-4000
Email: rschwed@shearman.com

Counsel for Respondent Ardagh Group, S.A.

Christine A. Varney
Yonatan Even
Athena Cheng
Rory Leraris
CRAVATH, SWAINE & MOORE LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1140
yeven@cravath.com

*Counsel for Respondents Compagnie de
Saint-Gobain and Saint-Gobain Containers, Inc.*

December 11, 2013

Ardagh Group, S.A. (“Ardagh”), Compagnie de Saint-Gobain, and Saint-Gobain Containers, Inc. (“Saint-Gobain”) (together, “Respondents”) respectfully submit this memorandum in opposition to Complaint Counsel’s Motion *In Limine* to Exclude Testimony from Witnesses that Respondents Added to Their Final Witness List but Failed to Disclose on Their Preliminary Witness List.

PRELIMINARY STATEMENT

Complaint Counsel’s motion seeking to exclude testimony from seven witnesses on Respondents’ final witness list is based on a partial and misleading recitation of the facts. As an initial matter, the motion fails to mention that six of the witnesses—Paul Coulson, Robert Ganter, Michael Leahy, Jarrell A. Reeves, J. Steven Rhea, and Kenneth Wilkes—are on Complaint Counsel’s *own final witness list*. It is hard to imagine how Complaint Counsel can be prejudiced by the inclusion of witnesses on its own list, particularly since both parties expressly reserved the right to present testimony from any person identified on the other party’s witness list. In other words, because the witnesses are on Complaint Counsel’s list, Respondents could have called those witnesses at the hearing even without including them on their witness list. Moreover, Complaint Counsel can hardly claim that it has been prejudiced since it took testimony from *every single one of the witnesses* at its own investigational hearings, by deposition in connection with these proceedings, or both. And Complaint Counsel’s supposed outrage at the addition of seven new witnesses rings particularly hollow given that Complaint Counsel itself added *seven* new witnesses to its own final list without providing any notice whatsoever, much less taking any of the steps it now claims were required under Additional Provision 15 of the Court’s Scheduling Order—a provision that by its terms applies to *all* parties.

The seventh witness is the financial buyer of any divested assets. The request to exclude the buyer’s testimony is nothing more than a reprise of Complaint Counsel’s motion *in limine* to

exclude evidence of Respondent's divestitures, which is addressed in Ardagh's opposition to that motion. In any event, Complaint Counsel's argument on this point rings hollow where, just as with the executive witnesses, Complaint Counsel itself reserved the right to call witnesses to testify in connection a potential divestiture.

Finally, Complaint Counsel's request to exclude testimony from "unidentified third-party witnesses" is much ado about nothing. These are not "new" witnesses, as they were on Respondents' initial witness list. Prior to filing the instant motion, Complaint Counsel had never objected to the inclusion of these witnesses—and Complaint Counsel in fact never mentioned this category of witnesses in its pre-motion meet and confer. In any event, Respondents identified by name a witness for each third party and intend to call only the witness identified by name. Respondents' inclusion of any "additional representative" represents nothing more than a good-faith effort to secure the ability to offer testimony from an alternate representative of the third party in the event that exigent circumstances prevent the named individual from being able to testify. Respondents are not seeking pre-approval to call any such witness; rather, in the unlikely event that exigent circumstances require such testimony to be offered, Respondents will seek Court approval at that time.

ARGUMENT

I. Complaint Counsel Had Notice of the Six Executives on Its Own Witness List And Is Not Prejudiced by those Executives' Inclusion on Respondents' Witness List

Complaint Counsel's attempt to bar testimony from six executives from Ardagh and Saint-Gobain should be rejected for several reasons.

First, far from being "new" and unknown, the six executives whose testimony Complaint Counsel seeks to exclude were included on its own final witness list. Complaint Counsel thus cannot feign surprise that these witnesses would testify or that Respondents included these six

witnesses on their final witness list. In fact, the inclusion of these executives was consistent with the express reservation of rights in Respondents' preliminary witness list "[t]o present testimony . . . from any person who *has been or may be identified* by the Federal Trade Commission as a potential witness in this matter." *See* Motion Ex. 3 at 1 (emphasis added).¹ Complaint Counsel never objected to that reservation of rights and, in fact, made the same reservation of rights in its own preliminary witness list. *See* Ex. 2 (Complaint Counsel's Preliminary Witness List) at 1. Complaint Counsel was thus on notice that the witnesses it identified, including Messrs. Coulson, Ganter, Leahy, Reeves, Rhea, and Wilkes, could be named by Respondents. Indeed, pursuant to the express reservations made by both parties, Respondents could have called those witnesses merely because they were on Complaint Counsel's witness list—even without adding them to Respondents' final witness list.

Second, Complaint Counsel's motion ignores the fact that Complaint Counsel added *seven* new witnesses to its own final list without taking the steps it claims were required under Additional Provision 15. *Compare* Ex. 2 (Complaint Counsel's Preliminary Witness List) with Ex. 1 (Complaint Counsel's Final Proposed Witness List, adding Reiner Brand, Paul Coulson, Michael Leahy, Doug Bell, Lynn Bragg, Ryan Frank, and Joseph Redner). Complaint Counsel's argument that Respondents failed to comply with Additional Provision 15 of the Scheduling Order is therefore curious, as Additional Provision 15 by its terms applies to *all* Parties, not merely to Respondents. *See* Motion Ex. 2 at 7.

Third, Complaint Counsel's suggestion that it was deprived of adequate notice is belied by the discovery record, which undermines any suggestion of prejudice. Complaint Counsel

¹ References to the exhibits attached to this opposition are cited as "Ex. __ at __." References to Complaint Counsel's Motion in Limine to Exclude Testimony From Witnesses that Respondents Added to Their Final Witness List but Failed to Disclose on Their Preliminary Witness List is cited as "Motion at __." References to exhibits attached to Complaint Counsel's motion are cited as "Motion Ex. __ at __."

emphasizes that Additional Provision 15 was intended “to facilitate the completion of discovery within the dates of the scheduling order,” but glosses over the fact that it has actually obtained formal discovery of *each* of the executives. In fact, Complaint Counsel got not one but two bites at the discovery apple with several of these witnesses:

- Paul Coulson was deposed by Complaint Counsel on September 19, 2013;
- Robert Ganter testified at an investigational hearing by Complaint Counsel on May 15, 2013;
- Michael Leahy was deposed by Complaint Counsel on September 26, 2013;²
- Jarrell Reeves testified at an investigational hearing on May 8, 2013 and was deposed by Complaint Counsel on September 17, 2013;
- Steven Rhea testified at an investigational hearing on May 16, 2013 and was deposed by Complaint Counsel on August 20, 2013; and
- Kenneth Wilkes testified at an investigational hearing on May 1, 2013 and was deposed by Complaint Counsel on October 25, 2013.

It is difficult to fathom how Complaint Counsel can claim inadequate notice and insufficient discovery under the circumstances. To the contrary, it effectively concedes that it has had adequate opportunity to take discovery from the executives, having listed them all in its final witness list and stated therein that it expects each witness to testify as to “matters discussed or raised in his deposition,” “matters discussed or raised in his investigational hearing,” or both. *See* Ex. 1 (Complaint Counsel’s Final Proposed Witness List) ¶¶ 4, 6, 8, 11, 12, 17.³

² With respect to Complaint Counsel’s concern that it only conducted a “limited examination of Michael Leahy in his capacity as a corporate spokesman on specific topics” (*see* Motion at 6), Respondents do not intend to call him as a witness as to topics beyond the topics in Complaint Counsel’s own deposition notice.

³ To the extent that Complaint Counsel also takes issue with Respondents’ description of its witnesses’ proposed testimony, that issue was raised for the first time in this motion rather than directly with Respondents, in apparent disregard of this Court’s stated preference against motions *in limine*. *See* Motion Ex. 2 ¶ 9 (“Motions *in limine* are discouraged. . . . Evidence should be excluded in advance of trial on a motion *in limine* only when the evidence is clearly inadmissible on all potential grounds.”) (internal citations omitted) (emphasis in original). In any event, Respondents will provide Complaint Counsel with a revised final witness list expanding the descriptions.

II. Complaint Counsel Has No Basis for Objecting to Other Witnesses

Complaint Counsel's objection to the testimony of the financial buyer of any divested assets is meritless. First, on the very first page of its Final Proposed Witness List, Complaint Counsel set out a broad reservation of the right to call such a witness, stating that it "reserve[d] the right. . . [t]o call any witnesses regarding any proposals to sell glass container plants operated by the Respondents after the proposed transaction, or any other actions by the Respondents that may impact the competitive effects resulting from the proposed transaction." Ex. 1 at 1.

Second, this request relies on the same arguments set forth in Complaint Counsel's Motion *In Limine* to Exclude Any Evidence of Respondents' Possible Divestitures to Undetermined Buyers ("Divestiture Motion"), which should be rejected for the reasons set forth in Ardagh's opposition to that motion. Moreover, Complaint Counsel cannot credibly argue that it does not know the potential subject matter of such a witness's testimony (*see* Motion at 6) as it is self-evident that the divestiture buyer will testify about the financial buyer's business plan with respect to any divested assets. Furthermore, as set forth in Ardagh's opposition to the Divestiture Motion, filed this same date, Complaint Counsel already has met with an interested buyer and management, and Respondents are willing to provide any additional discovery needed with respect to the buyer or the transaction.

Finally, Complaint Counsel's objection to testimony of representatives for third parties who are "knowledgeable regarding [third party's] strategy and practices relating to beer (or spirits) containers" (Motion at 2, 4-5) is equally meritless. These are not "new" witnesses as they were on Respondents' preliminary witness list. Complaint Counsel did not object to the inclusion of these witnesses at any point prior to filing the instant motion, including in its pre-motion meet and confer. In any event, Respondents named a witness for each third party and

intend to call only the witness identified by name, absent exigent circumstances, in which case Respondents will seek Court approval at the appropriate time.

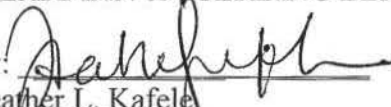
CONCLUSION

For all of the foregoing reasons, Respondents respectfully request that the Court deny Complaint Counsel's Motion *In Limine* to Exclude Testimony From Witnesses that Respondents Added to Their Final Witness List But Failed to Disclose on Their Preliminary Witness List.

Dated: December 11, 2013

Respectfully submitted,

SHEARMAN & STERLING LLP

By: 
Heather L. Kafele
801 Pennsylvania Avenue N.W.
Washington, DC 20004
Tel: (202) 508-8000
Email: hkafele@shearman.com

Wayne D. Collins
Alan S. Goudiss
Richard F. Schwed
Lisl Dunlop
599 Lexington Avenue
New York, New York 10022
Tel: (212) 848-4000
Email: rschwed@shearman.com

Counsel for Respondent Ardagh Group, S.A.

By: /s/ Yonatan Even
Christine A. Varney
Yonatan Even
Athena Cheng
Rory Leraris
CRAVATH, SWAINE & MOORE LLP
825 Eighth Avenue
New York, NY 10019
Tel: (212) 474-1140
yeven@cravath.com

Counsel for Respondents Compagnie de

PUBLIC

*Saint-Gobain and Saint-Gobain Containers,
Inc.*

CERTIFICATE OF SERVICE

I, Jason M. Swergold, an associate at Shearman & Sterling LLP, hereby certify that on December 11, 2013, I caused the foregoing document to be filed using the FTC's E-Filing System, which will send notifications of such filing to:

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580

I also certify that I delivered via electronic mail and hand delivery a copy of the foregoing document to:

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-110
Washington, DC 20580

I further certify that I delivered via electronic mail a copy of the foregoing document to:

Edward D. Hassi
Catharine M. Moscatelli
Brendan J. McNamara
Sebastian Lorigo
Victoria Lippincott
Meredith Robinson
Devon Kelly
James Abell
Teresa Martin
Amanda Hamilton
U.S. Federal Trade Commission
600 Pennsylvania Avenue, NW
Washington, DC 20580
ehassi@ftc.gov
cmoscatelli@ftc.gov
bmcnamara@ftc.gov
slorigo@ftc.gov
vlippincott@ftc.gov
mrobinson@ftc.gov
dkelly2@ftc.gov
jabell@ftc.gov
tmartin@ftc.gov
ahamilton1@ftc.gov

Complaint Counsel

December 11, 2013

By: /s/ Jason M. Swergold
Jason M. Swergold

CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties and the adjudicator.

December 11, 2013

By: /s/ Jason M. Swergold
Jason M. Swergold

EXHIBIT 1

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES**

In the Matter of

Ardagh Group S.A.,
a public limited liability company, and

Compagnie de Saint-Gobain, a corporation,
and

Saint-Gobain Containers, Inc.,
a corporation.

DOCKET NO. 9356

COMPLAINT COUNSEL'S FINAL PROPOSED WITNESS LIST

The list designates the fact witnesses whom Complaint Counsel contemplates calling to testify, by deposition and/or investigational hearing transcript, declaration, or orally by live witness, at the hearing in this matter. Subject to the limitations in the Scheduling Order entered in this action, Complaint Counsel reserves the right:

- A. To present testimony, by deposition and/or investigational hearing transcript, declaration, or orally by live witness, from any other person who has been identified by Respondents as a witness in this matter;
- B. To call the custodian of records of any non-party from whom documents or records have been obtained – specifically including, but not limited to, those non-parties listed below – to the extent necessary for the admission of documents, deposition, or investigational hearing testimony into evidence in the event a stipulation cannot be reached concerning the admissibility of such documents or testimony;
- C. Not to call at the hearing any of the persons listed below, as circumstances may warrant;
- D. To call any witnesses to rebut the testimony of witnesses proffered by Respondents;
- E. To call any witnesses regarding any proposals to sell glass container plants operated by the Respondents after the proposed transaction, or any other actions by the Respondents that may impact the competitive effects resulting from the proposed transaction; or

- F. To call any of these or any unnamed witnesses for rebuttal testimony. Subject to these reservations of rights, Complaint Counsel's final proposed list of witnesses is as follows:
1. **Frederick Warren-Boulton.** Dr. Warren-Boulton is a Principal/Director at MiCRA Inc. We expect Dr. Warren-Boulton to provide expert testimony regarding the relevant markets, market structure, competitive effects, entry, and efficiencies as well as other economic issues related to the proposed transaction.
 2. **H. Gabriel Dagen.** Mr. Dagen is the Director of Financial Analysis and Accounting at the Federal Trade Commission. We expect Mr. Dagen to provide expert testimony regarding the Respondents' claimed cost savings, efficiencies, and synergies related to the proposed transaction, and to what extent, if any, such savings will be passed on to consumers.
 3. **Reiner Brand.** Mr. Brand is the Chief Commercial Officer for Ardagh Group's glass business. We expect Mr. Brand will testify about Ardagh Group's business and negotiations with Anheuser-Busch InBev. We further expect Mr. Brand will testify about matters discussed or raised in his deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 4. **Paul Coulson.** Mr. Coulson is Chairman of Ardagh Group S.A. We expect Mr. Coulson will testify about the glass container industry, as well as glass container sales to beer and spirits customers and potential customers. We also expect Mr. Coulson to testify about the acquisition, including the reasons for the acquisition, the timing of the acquisition, the negotiations surrounding the acquisition, and any plans for integrating Saint-Gobain Containers, Inc. into Ardagh Group S.A. We also expect Mr. Coulson will testify about matters discussed or raised in his deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 5. **James Fredlake.** Mr. Fredlake is President of Ardagh North America and former President and Chief Executive Officer of Anchor Glass Container Corporation ("Anchor"). We expect Mr. Fredlake will testify about the glass container industry, as well as the sales, operations, and supply chain of Ardagh Glass Americas. We also expect Mr. Fredlake will testify about the facts and circumstances surrounding efforts to sell Anchor. We further expect Mr. Fredlake will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 6. **Joseph Robert Ganter.** Mr. Ganter is General Manager and Senior Vice President of the Beer Sector of Activity for Saint-Gobain Containers, Inc. We expect Mr. Ganter will testify about the glass container industry, as well as beer sales in North

- America for Saint-Gobain Containers, Inc. We further expect Mr. Ganter will testify about matters discussed or raised in his investigational hearing and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
7. **Joseph Grewe.** Mr. Grewe is President and Chief Executive Officer of Saint-Gobain Containers, Inc. We expect Mr. Grewe will testify about the glass container industry, as well as the beer and spirits sectors of activity of Saint-Gobain Containers, Inc. We also expect Mr. Grewe to testify about the acquisition, including the reasons for the acquisition, the timing of the acquisition, the negotiations surrounding the acquisition, and any plans for integrating Saint-Gobain Containers, Inc. into Ardagh Group S.A. We further expect Mr. Grewe will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 8. **Michael Leahy.** Mr. Leahy is Operational Excellence Director of Glass, Europe, for Ardagh Group S.A. We expect Mr. Leahy will testify about Ardagh Group S.A.'s acquisition of Saint-Gobain Containers, Inc., including the proposed efficiencies of the acquisition. We further expect Mr. Leahy will testify about matters discussed or raised in his deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 9. **Gordon Love.** Mr. Love is Vice President of Sales for Ardagh North America. We expect Mr. Love will testify about the glass container industry, as well as sales activities for spirits and beer accounts at Ardagh North America, including competitive bidding, price negotiations, and analyses of competition. We further expect Mr. Love will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 10. **Philip McPherson.** Mr. McPherson is General Manager of the Food, Beverage, and Spirits Sector of Saint-Gobain Containers, Inc. We expect Mr. McPherson will testify about Saint-Gobain Containers, Inc.'s efforts to increase the efficiency of its operations and issues related to Ardagh's claimed efficiencies from the acquisition. We also expect Mr. McPherson will testify about competition in the market for glass containers purchased by Distillers. We further expect Mr. McPherson will testify about matters discussed or raised in his investigational hearing and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 11. **Jarrell Reeves.** Mr. Reeves is Vice President of Sales of the Food, Beverage, and Spirits Sector of Saint-Gobain Containers, Inc. We expect Mr. Reeves will testify about sales, customers, and competition in the market for glass containers purchased

- by Distillers. We further expect Mr. Reeves will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
12. **J. Steven Rhea.** Mr. Rhea is Senior Vice President, Strategic Development, of Saint-Gobain Containers, Inc. and Chairman of the Glass Packaging Institute. We expect Mr. Rhea will testify about corporate strategy, capacity planning, purchasing, marketing, corporate organization, and financial performance at Saint-Gobain Containers, Inc. We also expect that Mr. Rhea will testify about the glass container industry, competitive conditions, glass production, and supply and demand dynamics in the glass container industry. We also expect Mr. Rhea to testify about glass marketing. We further expect Mr. Rhea will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
13. **John Riordan.** Mr. Riordan is Finance Director of Ardagh Group S.A. We expect Mr. Riordan will testify about Ardagh Group S.A.'s acquisition of Saint-Gobain Containers, Inc., including the reasons for the acquisition, the timing of the acquisition, the negotiations surrounding the acquisition, and any plans for integrating Saint-Gobain Containers, Inc. into Ardagh Group S.A. We also expect Mr. Riordan will testify regarding the proposed efficiencies of the acquisition. We further expect Mr. Riordan will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
14. **Robert Shanteau.** Mr. Shanteau is Vice President of Sales, Beer Sector of Activity, for Saint-Gobain Containers, Inc. We expect Mr. Shanteau will testify about the glass container industry, as well as beer sales and customers in North America for Saint-Gobain Containers, Inc. We further expect Mr. Shanteau will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
15. **Niall Wall.** Mr. Wall is Chief Executive Officer of Ardagh Group S.A. We expect Mr. Wall will testify about the glass container industry, as well as glass container sales to beer and spirits customers and potential customers. We also expect Mr. Wall to testify about the acquisition, including the reasons for the acquisition, the timing of the acquisition, the negotiations surrounding the acquisition, and any plans for integrating Saint-Gobain Containers, Inc. into Ardagh Group S.A. We also expect Mr. Wall will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.

16. **Thomas Wieclaw.** Mr. Wieclaw is Vice President of Sales for Ardagh North America. We expect Mr. Wieclaw will testify about the glass container industry, including glass container sales to customers and potential customers of Ardagh North America. We further expect Mr. Wieclaw will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
17. **Kenneth Wilkes.** Mr. Wilkes is Chief Financial Officer of Ardagh North America. We expect Mr. Wilkes will testify about corporate strategy, capacity planning, financial performance, pricing, costs and costs drivers, contracts, and competitive conditions. We also expect Mr. Wilkes will testify about the sale of Anchor Glass Containers, Inc. to Ardagh Group S.A. We further expect Mr. Wilkes will testify about matters discussed or raised in his investigational hearing and deposition and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
18. **Samuel Wilson.** Mr. Wilson is Vice President of New Product Development and Technical Sales of Ardagh North America. We expect Mr. Wilson will testify about the glass container industry, as well as product development, innovation, operations, and corporate quality at Ardagh North America. We further expect that Mr. Wilson will testify about matters discussed or raised in his investigational hearing and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
19. **Norman Angel.** Mr. Angel is Vice President of Moulded Glass America at Gerresheimer Glass, Inc. We expect Mr. Angel will testify about Gerresheimer Glass Inc.'s business and operations, including the manufacturing and sales of glass containers by the Moulded Glass Division of Gerresheimer Glass, Inc., and the limited nature of any competition or potential competition between Gerresheimer Glass, Inc. and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect Mr. Angel will testify about matters discussed or raised in his declaration.
20. **Doug Bell.** Doug Bell is the Global Beverage Buyer for Whole Foods Market, Inc. We expect Mr. Bell to testify about Whole Foods Market, Inc.'s beer sales, including its packaging mix. We further expect Mr. Bell will testify about matters discussed or raised in his deposition.
21. **David Blossman.** Mr. Blossman is the President of Abita Brewing Company. We expect Mr. Blossman will testify regarding Abita Brewing Company's purchase and use of packaging materials, including glass containers, as well as marketing and brand strategy for Abita Brewing Company's products. We further expect Mr. Blossman to testify about matters discussed or raised in his declaration and deposition.

22. **Lynn Bragg.** Ms. Bragg is the President of the Glass Packaging Institute (“GPI”), a trade association of glass container manufacturers, including Respondents. We expect Ms. Bragg will testify about the activities and views of GPI and the relationship and interaction between GPI and Respondents. We also expect Ms. Bragg will testify about matters discussed or raised in her deposition, declaration, and other matters relevant to the allegations of the Complaint, the Answer, Respondents’ affirmative defenses, or the remedy to be entered in this case.
23. **Anthony R. Caracciolo.** Mr. Caracciolo is Vice President of Global Sales at Owens-Illinois, Inc. We expect Mr. Caracciolo will testify about the glass container industry, as well as the sales, operations, and customers of Owens-Illinois, Inc. We further expect Mr. Caracciolo will testify about matters raised and discussed in his investigational hearing and deposition.
24. **David Casinelli.** Mr. Casinelli is Chief Operating Officer of D.G. Yuengling & Son, Inc. We expect Mr. Casinelli will testify about the procurement of packaging materials for D.G. Yuengling & Son, Inc., including negotiations with glass container manufacturers. We expect Mr. Casinelli will also testify about marketing and brand strategy for D.G. Yuengling & Son, Inc. products. In addition, we expect Mr. Casinelli will testify about matters discussed or raised in his deposition.
25. **Philip Cissell.** Mr. Cissell is Vice President of Purchasing for Sazerac Company, Inc. We expect Mr. Cissell will testify regarding the purchasing of glass and plastic containers for Sazerac Company, Inc. We also expect Mr. Cissell will testify about matters raised and discussed in his declaration and deposition.
26. **Warren Dibble.** Mr. Dibble is Vice President and Chief Financial Officer of Harpoon Brewery. We expect Mr. Dibble will testify about the procurement of packaging materials for Harpoon Brewery, including negotiations with glass container manufacturers. We expect Mr. Dibble will also testify about marketing and brand strategy for Harpoon Brewery. In addition, we expect Mr. Dibble will testify about matters discussed or raised in his deposition.
27. **Bruce Doelling.** Mr. Doelling is Director of Sales, North America, for Ball Corporation. We expect Mr. Doelling will testify about will testify about the business and operations, including the manufacture and sale of aluminum containers and other packaging by Ball Corporation, and the limited nature of any competition or potential competition between Ball Corporation and respondents. We further expect that Mr. Doelling will testify about matters discussed or raised in his deposition.
28. **Kenneth Edwards.** Mr. Edwards is Chief Procurement Officer of Beam Inc. We expect Mr. Edwards will testify about the procurement of packaging materials for Beam Inc., including negotiations with glass container manufacturers. We expect Mr. Edwards will also testify about marketing and brand strategy for Beam Inc. products. In addition, we expect Mr. Edwards will testify about matters discussed or raised in his deposition.

29. **Judy Embree.** Ms. Embree is Senior Director of Procurement at The Boston Beer Company, Inc. We expect Ms. Embree will testify about glass container procurement, glass supplier relationships and contract negotiations, and container purchasing strategy and marketing at The Boston Beer Company, Inc. In addition, we expect Ms. Embree will testify about matters discussed or raised in her declaration and deposition.
30. **Umberto Filice.** Mr. Filice is Senior Vice President for North American Sales at The Anchor Hocking Company. We expect Mr. Filice will testify about The Anchor Hocking Company's business and operations, including the manufacture and sale of glass containers by The Anchor Hocking Company and the limited nature of any competition or potential competition between The Anchor Hocking Company and respondents in the manufacture and sale of glass containers to brewers and distillers. We also expect Mr. Filice will testify about matters raised and discussed in his declaration and deposition.
31. **John Foley.** Mr. Foley is a Partner at Wayzata Investment Partners. Wayzata Investment Partners is a former majority-share owner of Anchor. We expect Mr. Foley will testify about Anchor, including the purchase and sale of Anchor by Wayzata Investment Partners, as well as the glass container industry. We further expect that Mr. Foley will testify about matters discussed or raised in his investigational hearing.
32. **Ryan Frank.** Mr. Frank is the brewery production manager at 21st Amendment brewery. We expect Mr. Frank will testify about the procurement of packaging materials for 21st Amendment. We expect Mr. Frank will also testify about marketing and brand strategy for 21st Amendment products. In addition, we expect Mr. Frank will testify about matters discussed or raised in his deposition.
33. **Kenneth Gamer.** Mr. Gamer is President of Gamer Packaging, Inc. We expect Mr. Gamer will testify about Gamer Packaging, Inc.'s business and operations, including the sale of glass, plastic, and aluminum containers. We also expect Mr. Gamer will testify about matters raised or discussed in his deposition. We further expect Mr. Gamer will testify about the role of distributors in the competitive landscape and the commercial relationships between manufacturers, distributors, and brewers and distillers.
34. **Adam Gelles.** Mr. Gelles is Vice President of New Product Development and Purchasing at Pernod Ricard USA, Inc. We expect Mr. Gelles will testify about purchasing, new product development, marketing and brand strategy, and new packaging innovations for Pernod Ricard USA, Inc. We further expect that Mr. Gelles will testify about matters discussed or raised in his declaration and deposition.
35. **Shane Graber.** Mr. Graber is Vice President for Bacardi USA, Inc. We expect Mr. Graber will testify about the procurement of packaging materials for Bacardi USA,

- Inc., including negotiations with glass container manufacturers. We expect Mr. Graber will also testify about marketing and brand strategy for Bacardi USA, Inc. products. In addition, we expect Mr. Graber will testify about matters discussed or raised in his deposition.
36. **Hans Hartjens.** Mr. Hartjens is Director of Finance at Gallo Glass Company. We expect Mr. Hartjens will testify about Gallo Glass Company's business and operations, including the manufacture and sale of glass containers by Gallo Glass Company and the limited nature of any competition or potential competition between Gallo Glass Company and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect Mr. Hartjens to testify about matters discussed or raised in his declaration.
37. **John Horan.** Mr. Horan is Tax and Assistant Treasurer for The Gambrinus Company. We expect Mr. Horan will testify regarding the purchase of packaging materials. We also expect Mr. Horan will testify regarding The Gambrinus Company's purchase and use of packaging materials, including glass containers as well as the marketing and brand strategy of The Gambrinus Company's products. We further expect Mr. Horan to testify about matters discussed or raised in his declaration as well as his deposition.
38. **Lee Keathley.** Mr. Keathley is Vice President of Procurement for the North American Zone of Anheuser-Busch Companies, LLC, a subsidiary of Anheuser-Busch InBev ("ABI"). We expect Mr. Keathley will testify about marketing and brand strategy, and the procurement of packaging for ABI beer brewed and filled in North America. We further expect that Mr. Keathley will testify about matters discussed or raised in his declaration and deposition.
39. **Kevin Keeter.** Mr. Keeter is Purchasing Manager for Big Sky Brewing Company. We expect Mr. Keeter will testify about the purchasing of packaging materials for Big Sky Brewing Company. We further expect Mr. Keeter will testify regarding the marketing and brand strategy for Big Sky Brewing Company. In addition, we expect Mr. Keeter will testify about matters discussed or raised in his declaration and deposition
40. **William Kelman.** Mr. Kelman is the Founder, Owner and Chief Executive Officer of Kelman Bottles LLC. We expect Mr. Kelman will testify about Kelman Bottles LLC's business and operations, including the manufacture and sale of glass containers by Kelman Bottles LLC prior to March 2011, when Kelman Bottles LLC ceased production of glass containers. We further expect Mr. Kelman to testify about matters discussed or raised in his declaration.
41. **Daniel Kenary.** Mr. Kenary is President and Co-Founder of Harpoon Brewery. We expect Mr. Kenary will testify about the purchasing of packaging materials for Harpoon Brewery, including negotiations with glass container manufacturers, as well

- as Harpoon Brewery marketing and brand strategy. In addition, we expect Mr. Kenary will testify about matters discussed or raised in his declaration and deposition.
42. **Ray Kor.** Mr. Kor is Chief Financial Officer of Bruni Glass Packaging. We expect Mr. Kor will testify about the sourcing of packaging materials for beer and spirits customers in the United States, including the circumstances under which Bruni Glass Packaging seeks to source glass beer and spirits containers from foreign versus domestic sources. We further expect Mr. Kor will testify about the role of distributors in the competitive landscape and the commercial relationships between manufacturers, distributors, and brewers and distillers. In addition, Mr. Kor will testify about matters discussed or raised in his deposition.
 43. **David Kroll.** Mr. Kroll is Vice President of Innovation and Insights for MillerCoors LLC. We expect Mr. Kroll will testify about consumer research and insights into MillerCoors LLC container choices, as well as the marketing and brand strategy for MillerCoors LLC. In addition, we expect Mr. Kroll will testify about matters discussed or raised in his deposition.
 44. **Jeffery Krum.** Mr. Krum is Chief Financial Officer at Boulevard Brewing Company. We expect Mr. Krum will testify about the purchasing of packaging materials for Boulevard Brewing Company, including negotiations with glass container manufacturers, as well as marketing and brand strategy. In addition, we expect Mr. Krum will testify about matters discussed or raised in his declaration and deposition.
 45. **David Larsen.** Mr. Larsen is Packaging and Materials Buyer at New Belgium Brewing Company. We expect Mr. Larsen will testify about the purchasing of packaging materials for New Belgium Brewing Company including negotiations with glass container manufacturers. We further expect Mr. Larsen will testify about matters discussed or raised in his declaration and deposition.
 46. **Gerald Lemieux.** Mr. Lemieux is Chief Executive Officer of Bennu Glass LLC. We expect Mr. Lemieux will testify about Bennu Glass LLC's business and operations, including the manufacture and sale of glass containers by Bennu Glass LLC and the limited nature of any competition or potential competition between Bennu Glass LLC and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect that Mr. Lemieux will testify about matters discussed or raised in his declaration.
 47. **Corey Lewis.** Mr. Lewis is Director of Strategy, Research, and Business Support at The Boston Beer Company, Inc. We expect Mr. Lewis will testify about glass container procurement, glass supplier relationships and contract negotiations, and container purchasing strategy and marketing at The Boston Beer Company, Inc. In addition, we expect Mr. Lewis will testify about matters discussed or raised in his deposition.

48. **Peter Lijewski.** Mr. Lijewski is Vice President of Procurement at Constellation Brands, Inc. We expect Mr. Lijewski will testify about the purchasing of packaging materials for Constellation Brands, Inc., including negotiations with glass container manufacturers as well as contract bottlers. We further expect Mr. Lijewski will testify about marketing and brand strategy for Constellation Brands, Inc. We further expect that Mr. Lijewski will testify about matters discussed or raised in his declaration and deposition.
49. **Theodore Marti.** Mr. Marti is President of August Schell Brewing Company. We expect Mr. Marti will testify about the procurement of packaging materials for August Schell Brewing Company, including negotiations with glass container manufacturers. We expect Mr. Marti will also testify about marketing and brand strategy for August Schell Brewing Company. In addition, we expect Mr. Marti will testify about matters discussed or raised in his deposition.
50. **Alfred Matt.** Mr. Matt is President of F.X. Matt Brewing Company. We expect Mr. Matt will testify about the procurement of packaging materials for F.X. Matt Brewing Company, including negotiations with glass container manufacturers. We expect Mr. Matt will also testify about marketing and brand strategy for F.X. Matt Brewing Company products. In addition, we expect Mr. Matt will testify about matters discussed or raised in his deposition.
51. **Frederick O’Neill Mitchell.** Mr. Mitchell is Vice President of Marketing and Strategic Development for the Beer Can Division, in the United States and Canada, of Crown Holdings, Inc. We expect Mr. Mitchell will testify about the business and operations, including the manufacture and sale of aluminum containers and other packaging by Crown Holdings, Inc. and the limited nature of any competition or potential competition between Crown Holdings, Inc. and respondents. We further expect that Mr. Mitchell will testify about matters discussed or raised in his deposition.
52. **Timothy Nall.** Mr. Nall is Vice President at Brown-Forman Corporation. We expect Mr. Nall will testify about the procurement of packaging materials, and marketing and brand strategy, for Brown-Forman Corporation. We further expect that Mr. Nall will testify about matters discussed or raised in his declaration and deposition.
53. **Daniel O’Connor.** Mr. O’Connor is Chief Financial Officer of Oskar Blues Brewing Company. We expect Mr. O’Connor will testify about the procurement of packaging materials for Oskar Blues Brewing Company, including negotiations with aluminum can manufacturers. We expect Mr. O’Connor will also testify about marketing and brand strategy for Oskar Blues Brewing Company products. In addition, we expect Mr. O’Connor will testify about matters discussed or raised in his deposition.
54. **Andrew Oland.** Mr. Oland is the President of Moosehead Breweries Limited. We expect Mr. Oland will testify about the purchasing of packaging materials for Moosehead Breweries Limited, including negotiations with glass container

manufacturers. We also expect Mr. Oland will testify about marketing and brand strategy for Moosehead Breweries Limited. We further expect Mr. Oland will testify about matters discussed or raised in his deposition.

55. **Patricia Pelzer.** Ms. Pelzer is Chief Financial Officer of United States Distilled Products. We expect Ms. Pelzer will testify about United States Distilled Products' business and operations, including the procurement of packaging materials and negotiations with glass container manufacturers. We also expect Ms. Pelzer will also testify about marketing and brand strategy for United States Distilled Products. In addition, we expect Ms. Pelzer will testify about matters discussed or raised in her deposition.
56. **Frederick Piercy, Jr.** Mr. Piercy is Business Director for Spirits, Wine, and Beer at Amcor Rigid Plastics USA, Inc. We expect Mr. Piercy will testify about the business and operations of Amcor Rigid Plastics USA, Inc., including the manufacture and sale of plastic containers by Amcor Rigid Plastics USA, Inc., and the limited nature of any competition or potential competition between Amcor Rigid Plastics USA, Inc., and respondents in the sale of containers to brewers and distillers. We further expect Mr. Piercy will testify about matters discussed or raised in his deposition.
57. **Anthony Rampley.** Mr. Rampley is President and Chief Executive Officer of Arkansas Glass Container Corporation. We expect Mr. Rampley will testify about the business and operations of Arkansas Glass Container Corporation, including the manufacture and sale of glass containers by Arkansas Glass Container Corporation and the limited nature of any competition or potential competition between Arkansas Glass Container Corporation and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect that Mr. Rampley will testify about matters discussed or raised in his declaration.
58. **Joseph Redner.** Mr. Redner is President and Chief Executive Officer of Cigar City Brewing, LLC. We expect Mr. Redner will testify about the procurement of packaging materials for Cigar City Brewing, LLC, including negotiations with glass container manufacturers. We expect Mr. Redner will also testify about marketing and brand strategy for Cigar City Brewing, LLC. In addition, we expect Mr. Redner will testify about matters discussed or raised in his deposition.
59. **Herbert Sachs.** Mr. Sachs is President of Saxco International, LLC. We expect Mr. Sachs will testify about the sourcing of packaging materials for beer and spirits customers in the United States, including the circumstances under which Saxco International, LLC, seeks to source glass beer and spirits containers from foreign versus domestic sources. We further expect Mr. Sachs will testify about the role of distributors in the competitive landscape and the commercial relationships between manufacturers, distributors, and brewers and distillers.
60. **John Shaddox.** Mr. Shaddox is President of United States Operations for Vitro Packaging LLC. We expect Mr. Shaddox will testify about the production,

packaging, distribution, marketing, and selling of glass beer or spirits containers by Vitro Packaging LLC. We also expect Mr. Shaddox will testify about competition between glass packaging and other substrate manufacturers and distributors. In addition, we expect Mr. Shaddox will testify about matters discussed or raised in his deposition.

61. **Max Shapira.** Mr. Shapira is President of Heaven Hill Distilleries, Inc. We expect Mr. Shapira will testify about the procurement of packaging materials for Heaven Hill Distilleries, Inc., including negotiations with glass container manufacturers. We expect Mr. Shapira will also testify about marketing and brand strategy for Heaven Hill Distilleries, Inc. products. In addition, we expect Mr. Shapira will testify about matters discussed or raised in his deposition.
62. **Leon Sharyon.** Mr. Sharyon is the Chief Financial Officer of Lagunitas Brewing Company. We expect Mr. Sharyon will testify about the purchasing of packaging materials, marketing, and brand strategy for Lagunitas Brewing Company. In addition, we expect Mr. Sharyon will testify about matters discussed or raised in his declaration and deposition.
63. **James Sheehy.** Mr. Sheehy is Vice President of Procurement for MillerCoors LLC. We expect Mr. Sheehy will testify about the purchase of packaging materials and negotiation of supply agreements for glass bottles, aluminum cans, and plastic bottles by MillerCoors LLC for use in the United States. We further expect Mr. Sheehy to testify about matters discussed or raised in his declaration and deposition.
64. **Albert Spinelli.** Mr. Spinelli is Director of Operations at Sierra Nevada Brewing Company. We expect Mr. Spinelli will testify about the procurement of packaging materials for Sierra Nevada Brewing Company, including negotiations with glass container manufacturers. We expect Mr. Spinelli will also testify about marketing and brand strategy for Sierra Nevada Brewing Company. In addition, we expect Mr. Spinelli will testify about matters discussed or raised in his declaration and deposition.
65. **Brad Stevenson.** Mr. Stevenson is Vice President of Operations at Founders Brewing Company. We expect Mr. Stevenson will testify about the procurement of packaging materials for Founders Brewing Company, including negotiations with glass container manufacturers. We expect Mr. Stevenson will also testify about marketing and brand strategy for Founders Brewing Company products. In addition, we expect Mr. Stevenson will testify about matters discussed or raised in his deposition.
66. **Rick Thielen.** Mr. Thielen is Vice President of Procurement for Diageo North America. We expect Mr. Thielen will testify about the procurement of packaging materials for Diageo North America, including negotiations with glass container manufacturers. We expect Mr. Thielen will also testify about marketing and brand

- strategy for Diageo North America products. In addition, we expect Mr. Thielen will testify about matters discussed or raised in his deposition.
67. **Niraj Tiple.** Mr. Tiple is Chief Executive Officer of Piral Glass-USA, Inc. We expect Mr. Tiple will testify about the business and operations of Piral Glass-USA, Inc. including the manufacture and sale of glass containers by Piral Glass-USA, Inc., and the limited nature of any competition or potential competition between Piral Glass-USA, Inc., and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect that Mr. Tiple will testify about matters discussed or raised in his declaration.
68. **Steven Wyant.** Mr. Wyant is Vice President of Sales and Marketing for Sazerac Company, Inc. We expect Mr. Wyant will testify regarding Sazerac Company Inc.'s sales, marketing, brand strategy, and procurement of packaging. We also expect Mr. Wyant will testify about matters raised or discussed in his declaration and deposition.
69. **Richard Yuengling, Jr.** Mr. Yuengling is Owner and President of D.G. Yuengling & Son, Inc. We expect Mr. Yuengling will testify about the procurement of packaging materials for D.G. Yuengling & Son, Inc., including negotiations with glass container manufacturers. We expect Mr. Yuengling will also testify about marketing and brand strategy for D.G. Yuengling & Son, Inc., products. In addition, we expect Mr. Yuengling will testify about matters discussed or raised in his deposition.
70. **Mars & Co. Representative.** Complaint Counsel may call as a witness a representative of Mars & Co. who is most knowledgeable about client Anheuser-Busch InBev's purchase of glass and other substrate containers, as well as client Anheuser-Busch InBev's strategic approach to container sourcing. We further expect this individual will testify about the potential impact of the proposed acquisition of Saint-Gobain Containers by Ardagh Group S.A. on client Anheuser-Busch InBev.
71. **Summary Witnesses.** Complaint Counsel may call as witnesses one or more individuals to testify regarding the preparation and admissibility of any summaries, charts, or calculations of voluminous writings, recordings, or photographs that cannot be conveniently examined in Court.

November 1, 2013

Respectfully submitted,

By: /s/ Edward D. Hassi

EDWARD D. HASSI
Chief Litigation Counsel
Federal Trade Commission
Bureau of Competition
600 Pennsylvania Ave., NW
Washington, DC 20580
Telephone: (202) 326-2470
Facsimile: (202) 326-2884
Email: ehassi@ftc.gov

Attorney for Complaint Counsel

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on November 1, 2013, I served the foregoing document via electronic mail to:

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-110
Washington, DC 20580

I FURTHER CERTIFY that on November 1, 2013, I served the foregoing document via electronic mail to:

Alan Goudiss
Dale Collins
Richard Schwed
Lisl Dunlop
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
(202) 848-4906
agoudiss@shearman.com
wcollins@shearman.com
rschwed@shearman.com
ldunlop@shearman.com

Counsel for Respondent Ardagh Group S.A.

Christine Varney
Yonatan Even
Athena Cheng
Rory Leraris
Pierre Gemson
Sarah Colombo
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1140
cvarney@cravath.com
yeven@cravath.com
acheng@cravath.com
rleraris@cravath.com
pgemson@cravath.com
scolombo@cravath.com

Counsel for Respondent Saint-Gobain Containers, Inc.

November 1, 2013

By: /s/ Devon Kelly
Litigation Support Specialist

EXHIBIT 2

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES**

)	
In the Matter of)	
)	
Ardagh Group S.A,)	
a public limited liability company, and)	DOCKET NO. 9356
)	
Saint-Gobain Containers, Inc.,)	
a corporation, and)	
)	
Compagnie de Saint-Gobain, a corporation.)	
)	

COMPLAINT COUNSEL’S PRELIMINARY WITNESS LIST

The list designates the fact witnesses whom Complaint Counsel currently contemplates calling to testify, by deposition and/or investigational hearing transcript, declaration, or orally by live witness, at the hearing in this matter based on the information available to us at this time. Discovery is ongoing and that discovery will likely have an impact on our final witness list. Subject to the limitations in the Scheduling Order entered in this action, Complaint Counsel reserves the right:

- A. To present testimony, by deposition and/or investigational hearing transcript, declaration, or orally by live witness, from any other person who has been or may be identified by Respondents as a potential witness in this matter;
- B. For any individual non-Party witness listed below, to substitute the 30(b)(6) witness designated by that non-Party in response to a 30(b)(6) notice;
- C. To present testimony by deposition transcript of any person identified by a Party or non-Party as a 30(b)(6) representative of that Party or non-Party pursuant to a 30(b)(6) notice served by Complaint Counsel or Respondents;
- D. To call the custodian of records of any non-party from whom documents or records have been obtained – specifically including, but not limited to, those non-parties listed below – to the extent necessary for the admission of documents or deposition or

investigational hearing testimony into evidence in the event a stipulation cannot be reached concerning the admissibility of such documents or testimony;

- E. To supplement this list in light of the fact that discovery in this matter is ongoing;
- F. Not to call at the hearing any of the persons listed below, as circumstances may warrant;
- G. To call any witnesses to rebut the testimony of witnesses proffered by Respondents; or
- H. To call any of these or any unnamed witnesses for rebuttal testimony.

Subject to these reservations of rights, Complaint Counsel's preliminary list of witnesses is as follows:

1. **James Fredlake.** Mr. Fredlake is President of Ardagh North America and former President and Chief Executive Officer of Anchor Glass Container Corporation ("Anchor"). We expect Mr. Fredlake will testify about the glass container industry, as well as the sales, operations, and supply chain of Ardagh Glass Americas. We also expect Mr. Fredlake will testify about the facts and circumstances surrounding efforts to sell Anchor. We further expect Mr. Fredlake will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
2. **Joseph Robert Ganter.** Mr. Ganter is General Manager and Senior Vice President of the Beer Sector of Activity for Saint-Gobain Containers, Inc. We expect Mr. Ganter will testify about the glass container industry, as well as beer sales in North America for Saint-Gobain Containers, Inc. We further expect Mr. Ganter will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
3. **Joseph Grewe.** Mr. Grewe is President and Chief Executive Officer of Saint-Gobain Containers, Inc. We expect Mr. Grewe will testify about the glass container industry, as well as the beer and spirits sectors of activity of Saint-Gobain Containers, Inc. We also expect Mr. Grewe to testify about the acquisition, including the reasons for the acquisition, the timing of the acquisition, the negotiations surrounding the acquisition, and any plans for integrating Saint-Gobain Containers, Inc. into Ardagh Group S.A. We further expect Mr. Grewe will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.

4. **Gordon Love.** Mr. Love is Vice President of Sales for Ardagh North America. We expect Mr. Love will testify about the glass container industry, as well as sales activities for spirits and beer accounts at Ardagh North America, including competitive bidding, price negotiations, and analyses of competition. We further expect Mr. Love will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
5. **Philip McPherson.** Mr. McPherson is General Manager of the Food, Beverage, and Spirits Sector of Saint-Gobain Containers, Inc. We expect Mr. McPherson will testify about Saint-Gobain Containers, Inc.'s efforts to increase the efficiency of its operations and issues related to Ardagh's claimed efficiencies from the acquisition. We also expect Mr. McPherson will testify about competition in the market for glass containers purchased by Distillers. We further expect Mr. McPherson will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
6. **Jarrell Reeves.** Mr. Reeves is Vice President of Sales of the Food, Beverage, and Spirits Sector of Saint-Gobain Containers, Inc. We expect Mr. Reeves will testify about sales, customers, and competition in the market for glass containers purchased by Distillers. We further expect Mr. McPherson will testify about matters discussed or raised in his investigational hearing and deposition, if he is deposed, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
7. **J. Steven Rhea.** Mr. Rhea is Senior Vice President, Strategic Development, of Saint-Gobain Containers, Inc. and Chairman of the Glass Packaging Institute. We expect Mr. Rhea will testify about corporate strategy, capacity planning, purchasing, marketing, corporate organization, and financial performance at Saint-Gobain Containers, Inc. We also expect that Mr. Rhea will testify about the glass container industry, competitive conditions, glass production, and supply and demand dynamics in the glass container industry. We also expect Mr. Rhea to testify about glass marketing. We further expect Mr. Rhea will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
8. **John Riordan.** Mr. Riordan is Finance Director of Ardagh Group S.A. We expect Mr. Riordan will testify about Ardagh Group S.A.'s acquisition of Saint-Gobain Containers, Inc., including the reasons for the acquisition, the timing of the acquisition, the negotiations surrounding the acquisition, and any plans for integrating Saint-Gobain Containers, Inc. into Ardagh. We also expect Mr. Riordan will testify regarding the proposed efficiencies of the acquisition. We further expect Mr. Riordan will testify about matters discussed or raised in his investigational hearing and

- deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
9. **Robert Shanteau.** Mr. Shanteau is Vice President of Sales, Beer Sector of Activity, for Saint-Gobain Containers, Inc. We expect Mr. Shanteau will testify about the glass container industry, as well as beer sales and customers in North America for Saint-Gobain Containers, Inc. We further expect Mr. Shanteau will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 10. **Niall Wall.** Mr. Wall is Chief Executive Officer of Ardagh Group S.A. We expect Mr. Wall will testify about the glass container industry, as well as glass bottle sales to beer and spirits customers and potential customers. We also expect Mr. Wall to testify about the acquisition, including the reasons for the acquisition, the timing of the acquisition, the negotiations surrounding the acquisition, and any plans for integrating Saint-Gobain Containers, Inc. into Ardagh Group S.A. We also expect Mr. Wall will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 11. **Thomas Wieclaw.** Mr. Wieclaw is Vice President of Sales for Ardagh North America. We expect Mr. Wieclaw will testify about the glass container industry, including glass container sales to customers and potential customers of Ardagh North America. We further expect Mr. Wieclaw will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 12. **Kenneth Wilkes.** Mr. Wilkes is Chief Financial Officer of Ardagh North America. We expect Mr. Wilkes will testify about corporate strategy, capacity planning, financial performance, pricing, costs and costs drivers, contracts, and competitive conditions. We also expect Mr. Wilkes will testify about the sale of Anchor Glass Containers, Inc. to Ardagh Group S.A. We further expect Mr. Wilkes will testify about matters discussed or raised in his investigational hearing and deposition, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.
 13. **Samuel Wilson.** Mr. Wilson is Vice President of New Product Development and Technical Sales of Ardagh North America. We expect Mr. Wilson will testify about the glass container industry, as well as product development, innovation, operations, and corporate quality at Ardagh North America. We further expect that Mr. Wilson will testify about matters discussed or raised in his investigational hearing and deposition, if he is deposed, and other matters relevant to the allegations of the Complaint, the Answer, Respondents' affirmative defenses, or the remedy to be entered in this case.

14. **Norman Angel.** Mr. Angel is Vice President of Moulded Glass America at Gerresheimer Glass, Inc. We expect Mr. Angel, or such other person from the organization with knowledge of these topics, will testify about Gerresheimer Glass Inc.'s business and operations, including the manufacturing and sales of glass containers by the Moulded Glass Division of Gerresheimer Glass, Inc., and the limited nature of any competition or potential competition between Gerresheimer Glass, Inc. and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect Mr. Angel will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
15. **David Blossman.** Mr. Blossman is the President of Abita Brewing Company. We expect Mr. Blossman, or such other person from the organization with knowledge of these topics, will testify regarding Abita Brewing Company's purchase and use of packaging materials, including glass bottles, as well as marketing and brand strategy for Abita Brewing Company's products. We further expect Mr. Blossman to testify about matters discussed or raised in his declaration and deposition.
16. **Anthony R. Caracciolo.** Mr. Caracciolo is Vice President of Global Sales at Owens-Illinois. We expect Mr. Caracciolo, or such other person from the organization with knowledge of these topics, will testify about the glass container industry, as well as the sales, operations, and customers of Owens-Illinois. We further expect Mr. Caracciolo will testify about matters raised and discussed in his investigational hearing and deposition, if he is deposed.
17. **Philip Cissell.** Mr. Cissell is Vice President of Purchasing for Sazerac Co. We expect Mr. Cissell, or such other person from the organization with knowledge of these topics, will testify regarding the purchasing of glass and plastic containers for Sazerac Co. We also expect Mr. Cissell will testify about matters raised and discussed in his declaration and deposition.
18. **John Dixon.** Mr. Dixon is the Chief Operating Officer of Waterloo Container Company. We expect Mr. Dixon, or such other person from the organization with knowledge of these topics, will testify about the sourcing of packaging materials for beer and spirits customers in the United States, including the circumstances under which Waterloo Container Company seeks to source glass beer and spirits bottles from foreign versus domestic sources. We further expect Mr. Dixon will testify about the role of distributors in the competitive landscape and the commercial relationships between manufacturers, distributors, and brewers and distillers. In addition, we expect Mr. Dixon will testify about matters discussed or raised in his deposition.
19. **Judy Embree.** Ms. Embree is Senior Director of Procurement at Boston Beer Corporation. We expect Ms. Embree, or such other person from the organization with knowledge of these topics, will testify about glass bottle procurement, glass supplier relationships and contract negotiations, and container purchasing strategy and marketing at Boston Beer Corporation. In addition, we expect Ms. Embree will

- testify about matters discussed or raised in her declaration and deposition, if she is deposed.
20. **Bert Filice.** Mr. Filice is Senior Vice President for North American Sales at Anchor Hocking. We expect Mr. Filice, or such other person from the organization with knowledge of these topics, will testify about Anchor Hocking's business and operations, including the manufacturing and sale of glass containers by Anchor Hocking and the limited nature of any competition or potential competition between Anchor Hocking and respondents in the manufacture and sale of glass containers to brewers and distillers. We also expect Mr. Filice will testify about matters raised and discussed in his declaration and deposition.
 21. **John Foley.** Mr. Foley is a Partner at Wayzata Investment Partners. Wayzata Investment Partners is a former majority-share owner of Anchor. We expect Mr. Foley, or such other person from the organization with knowledge of these topics, will testify about Anchor, including the purchase and sale of Anchor by Wayzata Investment Partners, as well as the glass container industry. We further expect that Mr. Foley will testify about matters discussed or raised in his investigational hearing and deposition, if he is deposed.
 22. **Kenneth Gamer.** Mr. Gamer is President of Gamer Packaging. We expect Mr. Gamer, or such other person from the organization with knowledge of these topics, will testify about Gamer Packaging's business and operations, including the sale of glass, plastic, and aluminum containers. We further expect Mr. Gamer will testify about matters raised or discussed in his deposition.
 23. **Adam Gelles.** Mr. Gelles is Vice President of New Product Development and Purchasing at Pernod Ricard USA. We expect Mr. Gelles, or such other person from the organization with knowledge of these topics, will testify about purchasing, new product development, marketing and brand strategy, and new packaging innovations for Pernod Ricard USA. We further expect that Mr. Gelles will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
 24. **Hans Hartjens.** Mr. Hartjens is Director of Finance at Gallo Glass Company. We expect Mr. Hartjens, or such other person from the organization with knowledge of these topics, will testify about Gallo Glass Company's business and operations, including the manufacture and sale of glass containers by Gallo Glass Company and the limited nature of any competition or potential competition between Gallo Glass Company and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect Mr. Hartjens to testify about matters discussed or raised in his declaration as well as his deposition, if he is deposed.
 25. **John Horan.** Mr. Horan is Tax and Assistant Treasurer for the Gambrinus Company. We expect Mr. Horan, or such other person from the organization with knowledge of these topics, will testify regarding the purchase of packaging materials. We also expect Mr. Horan will testify regarding the Gambrinus Company's purchase and use

- of packaging materials, including glass bottles as well as the marketing and brand strategy of the Gambrinus Company's products. We further expect Mr. Horan to testify about matters discussed or raised in his declaration as well as his deposition, if he is deposed.
26. **Lee Keathley.** Mr. Keathley is Vice President of Procurement for the North American Zone of Anheuser-Busch Companies LLC, a subsidiary of Anheuser-Busch InBev. We expect Mr. Keathley, or such other person from the organization with knowledge of these topics, will testify about marketing and brand strategy, and the procurement of packaging for ABI beer brewed and filled in North America. We further expect that Mr. Keathley will testify about matters discussed or raised in his declaration and deposition.
27. **Kevin Keeter.** Mr. Keeter is Purchasing Manager for Big Sky Brewing Company. We expect Mr. Keeter, or such other person from the organization with knowledge of these topics, will testify about the purchasing of packaging materials for Big Sky Brewing Company. We further expect Mr. Keeter will testify regarding the marketing and brand strategy for Big Sky Brewing Company. In addition, we expect Mr. Keeter will testify about matters discussed or raised in his declaration and deposition
28. **William Kelman.** Mr. Kelman is the Founder, Owner and Chief Executive Officer of Kelman Bottles LLC. We expect Mr. Kelman, or such other person from the organization with knowledge of these topics, will testify about Kelman Bottles LLC's business and operations, including the manufacture and sale of glass containers by Kelman Bottles LLC prior to March 2011, when Kelman Bottles LLC ceased production of glass containers. We further expect Mr. Kelman to testify about matters discussed or raised in his declaration as well as his deposition, if he is deposed.
29. **Daniel Kenary.** Mr. Kenary is President and Co-Founder of Harpoon Brewery. We expect Mr. Kenary, or such other person from the organization with knowledge of these topics, will testify about the purchasing of packaging materials for Harpoon Brewery including negotiations with glass bottle manufacturers, as well as Harpoon Brewery marketing and brand strategy. In addition, we expect Mr. Kenary will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
30. **Jeffery Krum.** Mr. Krum is Chief Financial Officer at Boulevard Brewing Company. We expect Mr. Krum, or such other person from the organization with knowledge of these topics, will testify about the purchasing of packaging materials for Boulevard Brewing including negotiations with glass bottle manufacturers, as well as marketing and brand strategy. In addition, we expect Mr. Krum will testify about matters discussed or raised in his declaration and deposition.
31. **David Larsen.** Mr. Larsen is Packaging and Materials Buyer at New Belgium Brewing Company. We expect Mr. Larsen, or such other person from the organization with knowledge of these topics, will testify about the purchasing of

- packaging materials for New Belgium Brewing Company including negotiations with glass bottle manufacturers. We further expect Mr. Larsen will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
32. **Gerald Lemieux.** Mr. Lemieux is Chief Executive Officer of Bennu Glass LLC. We expect Mr. Lemieux, or such other person from the organization with knowledge of these topics, will testify about Bennu Glass LLC's business and operations, including the manufacture and sale of glass containers by Bennu Glass LLC and the limited nature of any competition or potential competition between Bennu Glass LLC and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect that Mr. Lemieux will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
33. **Peter Lijewski.** Mr. Lijewski is Vice President of Procurement at Constellation Brands, Inc. We expect Mr. Lijewski, or such other person from the organization with knowledge of these topics, will testify about the purchasing of packaging materials for Constellation Brands, Inc., including negotiations with glass bottle manufacturers as well as contract bottlers. We further expect Mr. Lijewski will testify about marketing and brand strategy for Constellation Brands, Inc. We further expect that Mr. Lijewski will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
34. **Tim Nall.** Mr. Nall is Vice President at Brown-Forman Corporation. We expect Mr. Nall, or such other person from the organization with knowledge of these topics, will testify about the procurement of packaging materials, and marketing and brand strategy for Brown-Forman Corporation. We further expect that Mr. Nall will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
35. **Andrew Oland.** Mr. Oland is the President of Moosehead Breweries, Ltd. We expect Mr. Oland, or such other person from the organization with knowledge of these topics, will testify about the purchasing of packaging materials for Moosehead Breweries, Ltd., including negotiations with glass bottle manufacturers. We also expect Mr. Oland will testify about marketing and brand strategy for Moosehead Breweries, Ltd. We further expect Mr. Oland will testify about matters discussed or raised in his deposition.
36. **Fred Piercy.** Mr. Piercy is Business Director for Spirits, Wine, and Beer at Amcor Rigid Plastics USA, Inc. We expect Mr. Piercy, or such other person from the organization with knowledge of these topics, will testify about the business and operations of Amcor Rigid Plastics USA, including the manufacture and sale of plastic containers by Amcor Rigid Plastics USA and the limited nature of any competition or potential competition by Amcor Rigid Plastics USA and respondents in the sale of containers to brewers and distillers. We further expect Mr. Piercy will testify about matters discussed or raised in his deposition.

37. **Anthony Rampley.** Mr. Rampley is President and Chief Executive Officer of Arkansas Glass Container Corporation. We expect Mr. Rampley, or such other person from the organization with knowledge of these topics, will testify about the business and operations of Arkansas Glass Container Corporation, including the manufacture and sale of glass containers by Arkansas Glass Container Corporation and the limited nature of any competition or potential competition between Arkansas Glass Container Corporation and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect that Mr. Rampley will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
38. **Herbert Sachs.** Mr. Sachs is President of Saxco International. We expect Mr. Sachs, or such other person from the organization with knowledge of these topics, will testify about the sourcing of packaging materials for beer and spirits customers in the United States, including the circumstances under which Saxco seeks to source glass beer and spirits bottles from foreign versus domestic sources. We further expect Mr. Sachs will testify about the role of distributors in the competitive landscape and the commercial relationships between manufacturers, distributors, and brewers and distillers. In addition, we expect Mr. Sachs will testify about matters discussed or raised in his deposition, if he is deposed.
39. **Leon Sharyon.** Mr. Sharyon is the Chief Financial Officer of The Lagunitas Brewing Company. We expect Mr. Sharyon, or such other person from the organization with knowledge of these topics, will testify about the purchasing of packaging materials, marketing, and brand strategy for The Lagunitas Brewing Company. In addition, we expect Mr. Sharyon will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
40. **Jim Sheehy.** Mr. Sheehy is Vice President of Procurement for MillerCoors LLC. We expect Mr. Sheehy, or such other person from the organization with knowledge of these topics, will testify about the purchase of packaging materials and negotiation of supply agreements for glass bottles, aluminum cans, and plastic bottles by MillerCoors LLC for use in the United States. We further expect Mr. Sheehy to testify about matters discussed or raised in his declaration and deposition.
41. **Albert Spinelli.** Mr. Spinelli is Director of Operations at Sierra Nevada Brewing Co. We expect Mr. Spinelli, or such other person from the organization with knowledge of these topics, will testify about the procurement of packaging materials for Sierra Nevada Brewing Co., including negotiations with glass bottle manufacturers. We expect Mr. Spinelli will also testify about marketing and brand strategy for Sierra Nevada Brewing Co. In addition, we expect Mr. Spinelli will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
42. **Rick Thielen.** Mr. Thielen is Vice President of Procurement for Diageo North America. We expect Mr. Thielen will testify about the procurement of packaging materials for Diageo North America, including negotiations with glass bottle manufacturers. We expect Mr. Thielen will also testify about marketing and brand

strategy for Diageo North America products. In addition, we expect Mr. Thielen will testify about matters discussed or raised in his deposition.

43. **Niraj Tiple.** Mr. Tiple is Chief Executive Officer of Piral Glass-USA Inc. We expect Mr. Tiple, or such other person from the organization with knowledge of these topics, will testify about the business and operations of Piral Glass-USA, Inc. including the manufacture and sale of glass containers by Piral Glass-USA, Inc. and the limited nature of any competition or potential competition between Piral Glass-USA, Inc. and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect that Mr. Tiple will testify about matters discussed or raised in his declaration and deposition, if he is deposed.
44. **Steven Wyant.** Mr. Wyant is Vice President of Sales and Marketing for Sazerac Co. We expect Mr. Wyant, or such other person from the organization with knowledge of these topics, will testify regarding Sazerac Co.'s sales, marketing, brand strategy, and procurement of packaging. We also expect Mr. Wyant will testify about matters raised or discussed in his declaration and deposition, if he is deposed.
45. **August Schell Brewing Company Representative.** Complaint Counsel may call as a witness a representative of Founders Brewing Company who is most knowledgeable about the procurement of packaging materials for August Schell Brewing Company, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for August Schell Brewing Company products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
46. **Bacardi USA Inc. Representative.** Complaint Counsel may call as a witness a representative of Bacardi USA Inc. who is most knowledgeable about the procurement of packaging materials for Bacardi USA Inc., including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Bacardi USA Inc. products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
47. **Ball Corporation Representative.** Complaint Counsel may call as a witness a representative of Ball Corporation representative who is most knowledgeable about the sourcing of packaging materials for beer and spirits customers in the United States, including the circumstances under which Ball Corporation seeks to source glass beer and spirits bottles from foreign versus domestic sources. We further expect this individual will testify about the role of distributors in the competitive landscape and the commercial relationships between manufacturers, distributors, and brewers and distillers. In addition, we this individual will testify about matters discussed or raised in his or her deposition or affidavit.
48. **Beam Inc. Representative.** Complaint Counsel may call as a witness a representative of Beam Inc. who is most knowledgeable about the procurement of

- packaging materials for Beam Inc., including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Beam Inc. products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
49. **Bruni Glass Packaging Representative.** Complaint Counsel may call as a witness a representative of Bruni Glass Packaging who is most knowledgeable about the sourcing of packaging materials for beer and spirits customers in the United States, including the circumstances under which Bruni Glass Packaging seeks to source glass beer and spirits bottles from foreign versus domestic sources. We further expect this individual will testify about the role of distributors in the competitive landscape and the commercial relationships between manufacturers, distributors, and brewers and distillers. In addition, we this individual will testify about matters discussed or raised in his or her deposition or affidavit.
50. **Campari America Representative.** Complaint Counsel may call as a witness a representative of Campari America who is most knowledgeable about the procurement of packaging materials for Campari America, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Campari America products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
51. **Crown Holdings Inc. Representative.** Complaint Counsel may call as a witness a representative of Crown Holdings Inc. who is most knowledgeable about the business and operations, including the manufacture and sale of aluminum containers and other packaging by Crown Holdings Inc. and the limited nature of any competition or potential competition between Crown Holdings Inc. and respondents. We further expect that this individual will testify about matters discussed or raised in his or her deposition or affidavit.
52. **Deschutes Brewery Inc. Representative.** Complaint Counsel may call as a witness a representative of Deschutes Brewing Company who is most knowledgeable about the procurement of packaging materials for Deschutes Brewing Company, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Deschutes Brewing company products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
53. **D.G. Yuengling and Son Representative.** Complaint Counsel may call as a witness a representative of D.G. Yuengling and Son who is most knowledgeable about the procurement of packaging materials for D.G Yuengling and Son, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for D.G. Yuengling and Son products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.

54. **Founders Brewing Company Representative.** Complaint Counsel may call as a witness a representative of Founders Brewing Company who is most knowledgeable about the procurement of packaging materials for Founders Brewing Company, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Founders Brewing Company products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
55. **Frank-Lin Distillers Products Ltd. Representative.** Complaint Counsel may call as a witness a representative of Frank-Lin Distilleries who is most knowledgeable about the procurement of packaging materials for Frank-Lin Distilleries, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Frank-Lin Distilleries products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
56. **FX Matt Brewing Representative.** Complaint Counsel may call as a witness a representative of FX Matt Brewing who is most knowledgeable about the procurement of packaging materials for FX Matt Brewing, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for FX Matt Brewing products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
57. **Genesee Brewing Company Representative.** Complaint Counsel may call as a witness a representative of Genesee Brewing Company who is most knowledgeable about the procurement of packaging materials for Genesee Brewing Company, including negotiations with glass bottle manufacturers. We also expect this individual will also testify about marketing and brand strategy for Genesee Brewing Company products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
58. **Graham Packaging Representative.** Complaint Counsel may call as a witness a representative of Graham Packaging who is most knowledgeable about competition in the production, packaging, distribution, marketing, and selling of glass and non-glass beer or spirits containers, as well as the comparative costs, benefits, strengths and weakness of glass and non-glass packaging material. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
59. **Heaven Hill Distilleries, Inc. Representative.** Complaint Counsel may call as a witness a representative of Heaven Hill Distilleries who is most knowledgeable about the procurement of packaging materials for Heaven Hill Distilleries, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Heaven Hill Distilleries products. In

- addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
60. **Lion Brewery, Inc. Representative.** Complaint Counsel may call as a witness a representative of Lion Brewery, Inc. who is most knowledgeable about the procurement of packaging materials for Founders Brewing Company, including negotiations with glass bottle manufacturers, for both Lion Brewery, Inc. produced beer and beer co-packed by Lion Brewery, Inc. We expect this individual will also testify about marketing and brand strategy for Lion Brewery, Inc. products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
61. **Long Trail Brewery Representative.** Complaint Counsel may call as a witness a representative of Long Trail Brewery who is most knowledgeable about the procurement of packaging materials for Long Trail Brewery, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Long Train Brewery. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
62. **Mars & Co. Representative.** Complaint Counsel may call as a witness a representative of Mars & Co. who is most knowledgeable about client Anheuser-Busch InBev's purchase of glass and other substrate containers, as well as client Anheuser-Busch InBev's strategic approach to container sourcing. We further expect this individual will testify about the potential impact of the proposed acquisition of Saint-Gobain Containers by Ardagh Group S.A. on client Anheuser-Busch InBev. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
63. **MillerCoors LLC.** Complaint Counsel may call as a witness a representative of MillerCoors LLC who is most knowledgeable about consumer research and insights into MillerCoors LLC container choices, as well as the marketing and brand strategy for MillerCoors LLC. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
64. **New Glarus Brewing Representative.** Complaint Counsel may call as a witness a representative of New Glarus Brewing who is most knowledgeable about the procurement of packaging materials for New Glarus Brewing, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for New Glarus Brewing. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
65. **Oskar Blues Brewing Company Representative.** Complaint Counsel may call as a witness a representative of Oskar Blues Brewing Company who is most knowledgeable about the procurement of packaging materials for Oskar Blues

- Brewing Company, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Oskar Blues Brewing Company products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
66. **Rexam Inc. Representative.** Complaint Counsel may call as a witness a representative of Rexam Inc. who is most knowledgeable about the business and operations, including the manufacture and sale of aluminum containers by Rexam Inc. and the limited nature of any competition or potential competition between Rexam Inc. and respondents. We further expect that this individual will testify about matters discussed or raised in his or her deposition or affidavit.
67. **Shipyards Brewing Company Representative.** Complaint Counsel may call as a witness a representative of Shipyards Brewing Company who is most knowledgeable about the procurement of packaging materials for Shipyards Brewing Company, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Shipyards Brewing Company products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
68. **Sixpoint Brewery Representative.** Complaint Counsel may call as a witness a representative of Sixpoint Brewery who is most knowledgeable about the procurement of packaging materials for Sixpoint Brewery, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Sixpoint Brewery products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
69. **Sweetwater Brewing Company Representative.** Complaint Counsel may call as a witness a representative of Sweetwater Brewing Company who is most knowledgeable about the procurement of packaging materials for Sweetwater Brewing Company, including negotiations with glass bottle manufacturers. We expect this individual will also testify about marketing and brand strategy for Sweetwater Brewing Company. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
70. **United States Distilled Products Representative.** Complaint counsel may call as a witness a representative of United States Distilled Products who is most knowledgeable about the business and operations, including the procurement of packaging materials for United States Distilled Products and negotiations with glass bottle manufacturers. We also expect this individual will also testify about marketing and brand strategy for United States Distilled Products. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.

71. **Vitro Packaging LLC Representative.** Complaint Counsel may call as a witness a representative from Vitro Packaging LLC who is most knowledgeable about the production, packaging, distribution, marketing and selling of glass beer or spirits bottles by Vitro Packaging LLC. We also expect this individual will testify about competition between glass packaging and other substrate manufacturers and distributors. In addition, we expect this individual will testify about matters discussed or raised in his or her deposition or affidavit.
72. **Summary Witnesses.** Complaint Counsel may call as witnesses one or more individuals to testify regarding the preparation and admissibility of any summaries, charts, or calculations of voluminous writings, recordings, or photographs that cannot be conveniently examined in Court.

August 9, 2013

Respectfully submitted,

s/ Edward D. Hassi

EDWARD D. HASSI
Chief Litigation Counsel
Federal Trade Commission
Bureau of Competition
600 Pennsylvania Ave., NW
Washington, DC 20580
Telephone: (202) 326-2470
Facsimile: (202) 326-2884
Email: ehassi@ftc.gov

Attorney for Complaint Counsel

CERTIFICATE OF SERVICE

This is to certify that on August 9, 2013, I delivered via electronic mail a copy of the foregoing document to:

Alan Goudiss
Dale Collins
Richard Schwed
Lisl Dunlop
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
(202) 848-4906
agoudiss@shearman.com
wcollins@shearman.com
rschwed@shearman.com
ldunlop@shearman.com

Counsel for Respondent Ardagh Group S.A.

Christine Varney
Yonatan Even
Athena Cheng
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1140
cvarney@cravath.com
yeven@cravath.com
acheng@cravath.com

Counsel for Respondent Saint-Gobain Containers, Inc.

August 9, 2013

By: s/ Danielle Sims
Attorney