

ORIGINAL

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION



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

Case Docket No. 9356  
BEAM INC.'S MOTION FOR *IN*  
*CAMERA* TREATMENT OF  
PROPOSED TRIAL EXHIBIT

Beam Inc., a non-party, respectfully submits this Motion for *In Camera* Treatment of Proposed Trial Exhibit. Beam requests that a July 2013 glass bottle procurement summary produced pursuant to subpoena and identified by Bates Numbers BEAM002469-2473 and FTC Exhibit Number PX4827 be maintained *in camera* for three years pursuant to 16 CFR 3.45(b). In support of its Motion, Beam states as follows:

**Introduction**

Beam is a global premium spirits company that makes and sells a diverse portfolio of branded distilled spirits, including Jim Beam Bourbon, Maker's Mark Bourbon, Sauza Tequila, Canadian Club Whisky, Pinnacle Vodka, and Skinnygirl Cocktails.

From March to July 2013, five procurement employees within Beam's Operations Department assembled and finalized a highly detailed, comprehensive and confidential procurement summary (the "Summary") of all Beam's *current* glass bottle purchases across all Beam brands and products. A copy of the Summary is attached as Exhibit A to the Affidavit of Mr. Ken Edwards, Beam's Chief Procurement Officer, accompanying, and filed in support of,

this Motion. The Summary is five pages, and sets forth competitively sensitive information and data concerning Beam's existing glass bottle supply arrangements, including volume, cost components and supplier detail.

The Summary is secret and material to Beam's business. Beam is using the Summary, for example, in connection with *on-going* negotiations with Beam's glass suppliers in connection with a request for proposal (RFP) program addressing glass bottle supply agreements expiring on December 31, 2013.

During discovery in this matter, Beam produced over 2500 pages of documents – including the Summary – in response to subpoenas issued by the FTC and Ardagh Group. Beam identified the Summary with Bates Numbers BEAM002469-73, and further designated the Summary “Confidential” pursuant to the Protective Order entered in *Federal Trade Commission v. Ardagh Group S.A. et al.*, United States District Court, District of Columbia, 13-CV-01021.

On November 25, 2013, the FTC advised Beam that it will introduce the Summary as evidence at trial (as Exhibit PX4827), thus making the Summary publicly available to Beam's competitors and suppliers.

The Summary should be given *in camera* treatment for three years because Beam will suffer serious competitive injury in the event of public disclosure:

- Disclosure of the Summary will give Beam's competitors access to Beam's current glass bottle purchasing arrangements and costs and will allow them to undermine any competitive pricing advantage Beam has achieved through its business strategies and negotiations.
- Disclosure of the Summary will give Beam's suppliers an unfair advantage in contract negotiations, in particular with respect to the on-going RFP involving Beam's supply agreements that expire on December 31, 2013.

Mr. Edwards' Affidavit establishes that: (1) the information in the Summary is not available outside of Beam, (2) distribution of the Summary within Beam has been limited to

eight members of Beam's Operations and Finance Departments and to four representatives of Beam's consultant, A.T. Kearney, (3) Beam has taken steps to guard the secrecy of the Summary; (4) the Summary would be highly valuable to Beam's competitors and suppliers, (5) Beam expended substantial time and resources compiling and finalizing the Summary, and (6) the Summary could not be duplicated outside of Beam.

Beam, moreover, is a third party witness with no direct stake in the outcome of this proceeding. Beam's interest in maintaining the confidentiality of the Summary outweighs the public's interest in access to evidence supporting the FTC's case-in-chief.

Beam, therefore, respectfully requests that the Summary be maintained *in camera* for a period of three years pursuant to 16 CFR 3.45(b).<sup>1</sup>

### **Background**

#### **A. Beam**

Beam is a publicly traded company with annual sales of approximately \$2.5 billion. (Affidavit of Mr. Kenneth Edwards, at ¶ 2) (hereinafter, "Edwards Aff."). Beam's corporate headquarters are in Deerfield, Illinois, and its domestic spirits distilleries are located in Clermont, Kentucky; Frankfort, Kentucky; Loretto, Kentucky; and Lewiston, Maine. (*Id.*). Approximately 60% of Beam's products are made and bottled in the United States. (*Id.*).

Glass and plastic bottles comprise approximately 15% of Beam's cost of goods. (*Id.*, ¶3). Beam's glass and plastic bottle supply arrangements are critical to Beam's on-going operations and profitability. (*Id.*).

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<sup>1</sup> The FTC and Ardagh Group S.A. do not oppose Beam's Motion.

**B. Beam's Competitors**

Beam faces strong competition across all brands. (*Id.*, ¶4). Beam's primary competitors include: Bacardi Limited, Brown-Forman Corporation, Constellation Brands, Inc., Diageo PLC, and Pernod Ricard USA. (*Id.*) Cost of goods, including glass and plastic bottles, is a critical competitive element of the spirits market. (*Id.*, ¶5).

**C. Beam's Glass and Plastic Bottles and Bottle Suppliers**

Beam's brands are sold primarily in glass bottles. (*Id.*, ¶6). Approximately 70% of Beam's spirits sales by volume are in glass bottles. (*Id.*)

Beam's glass bottles span a wide range of sizes, from 200 milliliters to 1.75 liters. (*Id.*, ¶7). Beam designs and purchases bottles in distinctive sizes, shapes and colors that help define and promote the brand of the product. (*Id.*, ¶8).

Beam buys its glass bottles from four primary suppliers: Ardagh Group S.A., Owens-Illinois, Inc., Verallia North America (a unit of Compagnie de Saint-Gobain, SA) and Vitro Packaging LLC. (*Id.*, ¶9). Beam purchases approximately 50% of its glass bottles from Ardagh Group and Verallia. (*Id.*, ¶10).

Glass bottles are the most significant cost component of Beam's products sold in glass. (*Id.*, ¶11). Beam's total domestic, annual spend for glass bottles is approximately \$90 million. (*Id.*, ¶12).

Beam sells a limited number of its brands in plastic bottles. (*Id.*, ¶13). Approximately 29% of Beam's annual sales by volume are in plastic bottles.<sup>2</sup> (*Id.*) Beam purchases plastic bottles from Amcor Limited, Berry Plastics Corporation and Graham Packaging Company. (*Id.*, ¶14). Beam's total domestic annual spend for plastic bottles is approximately \$25 million. (*Id.*)

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<sup>2</sup> Beam sells a very small number of its products in metal containers. (Edwards Aff., ¶15).

**D. The July 2013 Procurement Summary**

In March 2013, Mr. Edwards approved the preparation of a comprehensive analysis of Beam's current, domestic glass procurement. (*Id.*, ¶16). Mr. Chris Kegan, Beam's Director of Packaging and Raw Materials, supervised preparation of the Summary, and directed five members of Beam's Operations Department to gather detailed information and data regarding key components of Beam's glass bottle acquisition arrangements. (*Id.*, ¶17).

Mr. Edwards and Mr. Kegan prepared the Summary to improve Beam's ability to: (1) analyze cost of goods across all brands and products, (2) analytically compare supplier performance, (3) develop strategies regarding supply arrangements, (4) assess proposals for supply agreements, and (5) negotiate favorable supply agreements. (*Id.*, ¶18). The Summary is intended to fully inform Beam's senior management regarding all elements of Beam's glass bottle acquisitions. (*Id.*).

Preparation of the Summary began in March 2013, and a final version of the Summary was completed in late July 2013. (*Id.*, ¶19). Five Beam Procurement Department employees compiled information from a variety of sources, including Beam's current glass procurement contracts, purchase orders and invoices, electronically compiled purchase data and Beam's suppliers. (*Id.*, ¶20). Completion of the Summary required hundreds of man hours. (*Id.*, ¶21).

The Summary sets forth the following information for over 250 Beam products:

- Product brand
- Supplier mold number
- Beam mold number
- Brand name
- Description of glass bottle
- Beam product code
- Size of bottle
- Bottle plant location
- Quantity
- Glass price
- Freight price

- Paper/box packaging price
- Other prices
- Total price
- Supplier
- Glass factory location
- Bottles per container (or package) (*Id.*, Exhibit A).

Beam has provided a copy of the Summary on a strictly confidential basis to four representatives of A.T. Kearney, Beam's consultant. (*Id.*, ¶22). The information in the Summary is not otherwise available outside Beam. (*Id.*). While Beam's competitors and suppliers might assemble a limited portion of the data through publicly available means (and might make estimations concerning other data), they do not have access to, or the ability to assemble, all of the detailed and proprietary information in the Summary. (*Id.*, ¶23).

Mr. Edwards and Mr. Kegan have restricted distribution of the Summary within Beam. (*Id.*, ¶24). The Summary has been provided to eight members of Beam's Operations and Finance Departments. (*Id.*). The Summary is not available outside of the Procurement and Finance Departments, and may not be accessed through Beam's shared computer system. (*Id.*).

**E. On-Going 2013 Request for Proposal**

Beam's current glass bottle supply agreements conclude on December 31, 2013. (*Id.*, ¶25). Accordingly, in mid-2013, Beam commenced a RFP program for all of its glass bottle requirements. (*Id.*, ¶26). Beam invited Ardagh Group, Owens-Illinois, Verallia and Vitro to submit proposals for all or portions of Beam's glass bottle portfolio. (*Id.*).

The suppliers have submitted proposals, and Beam has used – and *is using* – the Summary to review and assess the bids. (*Id.*, ¶27). The suppliers' bids include one year and three year proposed agreements. (*Id.*, ¶26).

The proposal process remains open, and Beam expects to receive additional supplier information, and continue negotiations, through December 2013. (*Id.* ¶27). Indeed, negotiations will enter a critical phase as conclusion of the existing agreements at year end approaches. (*Id.*)

**F. Competitive Injury From Disclosure**

Beam will suffer severe competitive injury in the event the Summary is acquired by Beam's competitors and suppliers.

**1. Beam Will Suffer Serious Injury if the Summary is Disclosed to Competitors**

Beam's competitors will learn every detail regarding Beam's primary cost of goods and will, therefore, have an enormous and unfair advantage to attack Beam's strengths and exploit Beam's weaknesses. (*Id.*, ¶¶28-29). Beam's competitors may seek to undermine those brands in which Beam has favorable glass bottle pricing by pressuring their own suppliers to provide similar pricing. (*Id.*) The competitors may also attempt to attack Beam brands that do not have advantageous pricing. (*Id.*)

Put simply, disclosure of the Summary to competitors will create an uneven playing field: Beam's competitors will be fully informed concerning Beam's internal costs, while Beam will operate without commensurate information. (*Id.*) Disclosure will deprive Beam of the fruits of its business strategies and undermine its ability to compete.

**2. Beam Will Suffer Serious Injury if the Summary is Disclosed to Suppliers**

Disclosure of the Summary to Beam's suppliers – particularly at this critical moment in Beam's RFP process – will destroy Beam's ability to negotiate favorable pricing for glass bottles. (*Id.*, ¶30). Beam's suppliers will have inside information that may be leveraged to extract cost concessions from Beam on the eve of the conclusion of Beam's supply agreements. (*Id.*) Beam will have no choice but to accept the increased costs in order to finalize the agreements and insure a continuous supply of glass bottles into 2014. (*Id.*)

The information in the Summary will continue to be sensitive following the conclusion of the RFP. (*Id.*, ¶31). The Summary reflects Beam's cost structure across all brands, and gives insight into Beam's supply strategies. (*Id.*). The confidentiality of the information in the Summary is vital to Beam's ability to continue to achieve favorable arrangements with its suppliers on a continuing basis. (*Id.*).

### 3. The Summary Will Remain Secret and Material for Three Years

The information in the Summary will remain sensitive and critical during the duration of Beam's new one to three year agreements and into Beam's next contracting cycle. (*Id.* ¶31). Disclosure of the Summary prior to three years will seriously impact Beam's current and future negotiating position and negatively impact Beam's business strategies and advantages. (*Id.*).

#### Procedural Background

In July 2013, just at the time the Summary was completed, the FTC and Ardagh Group issued subpoenas to Beam requesting production of a wide range of documents relating to Beam's glass and plastic bottle agreements, purchase arrangements and acquisition strategies.

Beam cooperated fully with the FTC and Ardagh Group, and undertook a thorough document identification and collection protocol. Beam produced over 2500 pages of documents on disc and via secure FTP file transfer.

The recently concluded Summary was included in Beam's production and identified with Bates Numbers BEAM002469-73. Beam designated the Summary "Confidential" pursuant to the Protective Order issued in *Federal Trade Commission v. Ardagh Group, S.A., et al.*, United States District Court, District of Columbia, 13-CV-01021.

The FTC thereafter requested deposition testimony on a broad spectrum of topics from a Beam corporate representative. Beam designated Mr. Edwards, in his capacity as Chief Procurement Officer, as its corporate representative. Mr. Edwards spent substantial time



preparing for the deposition, reviewed Beam's entire production and familiarized himself with all designated deposition topics.

Mr. Edwards' deposition was conducted on August 19, 2013. The FTC introduced the Summary as an exhibit during the deposition. Mr. Edwards answered all questions concerning the Summary forthrightly and completely.

### Argument

For the reasons set forth below, the Summary should be treated *in camera* for three years pursuant to 16 CFR 3.45(b).

#### A. General Principles

The principles governing Beam's request are well-established. As a general proposition, "[t]he Federal Trade Commission strongly favors making available to the public the full record of its adjudication to permit public evaluation of the fairness of the Commission's work, and to provide guidance to persons affected by its actions." *In the Matter of Dura Lube Corp.*, 1999 FTC LEXIS 255, at \*4-5 (Dec. 23, 1999). A defendant or third party witness, however, may seek *in camera* treatment of a document or information if "public disclosure will likely result in a clearly defined, serious injury." 16 CFR 3.45(b). "Serious injury requires [a movant] to show that the documents are secret [and] that they are material to the movant's business." *In the Matter of Bristol-Myers Company*, 1977 FTC LEXIS 25, at \*4 (Nov. 11, 1977).

Six factors may be assessed in determining whether "serious injury" will occur as a result of public disclosure:

- The extent to which the information is known outside of the moving party's business.
- The extent to which the information is known by employees and others involved in the moving party's business.

- The extent of measures taken by the moving party to guard the secrecy of the information.
- The value of the information to the moving party and its competitors.
- The amount of effort or money expended by the moving party in developing the information.
- The ease or difficulty with which the information could be properly acquired or duplicated by others. *In the Matter of Bristol Meyers*, 1977 FTC LEXIS 25, at \*5.

A party's business records may be afforded *in camera* treatment if it will lose a "business advantage" through public disclosure. *In the Matter of Dura Lube*, 1999 FTC LEXIS 255, at \*7. Business records that include competitively sensitive information — such as detailed cost information, business strategies, pricing policies or sales documents — are frequently given *in camera* treatment. *See, e.g., In the Matter of McWane, Inc.*, 2012 FTC LEXIS 143, at \*5-6 (Aug. 17, 2012); *In the Matter of Rambus, Inc.*, 2003 FTC LEXIS 68, at \*5 (April 23, 2003). *In the Matter of E.I. DuPont de Nemours & Company*, 1990 FTC LEXIS 134, at \*1-5 (April 25, 1999).

**B. Beam Will Suffer Serious Competitive Injury if the Summary is Disclosed**

Beam will be competitively harmed if its competitors or suppliers have access to the Summary. (Edwards Aff., ¶¶28-31). The Summary provides a comprehensive picture of the most important component of Beam's cost of goods. (*Id.*, ¶28). The Summary is unique, highly confidential and critical to Beam's analytic assessment of its glass bottle position and acquisition arrangements. (*Id.*, ¶¶28-31). Beam's supply strategies and negotiating leverage will be severely compromised in the event the Summary is made public. (*Id.*). Beam respectfully submits that such an outcome is contrary to the purpose of the FTC's mission and this administrative proceeding, and should not be permitted.

The likelihood of serious competitive injury is confirmed by application of the six factors governing *in camera* requests.

**1. The Summary is not Available Outside of Beam**

The Summary sets forth highly confidential information that is accessible only within Beam. (*Id.*, ¶¶22-24). Beam does not share detailed information concerning its glass bottle purchasing arrangements. (*Id.*, ¶¶22-24, 32). While Beam discloses general information concerning its cost of goods, Beam does not reveal specific data concerning glass bottle molds, purchasing volume or costs on a product-by-product basis. While a competitor or supplier might successfully locate (or estimate) a limited amount of the information in the Summary, the precise data and the method in which it is compiled and presented in the Summary is not publicly available. (*Id.*, ¶23).

**2. Distribution of the Summary Within Beam has Been Restricted**

The highly sensitive nature of the Summary is further reflected by its limited circulation within Beam. Mr. Edwards and Mr. Kegan have restricted distribution of the Summary to eight members of the Operations and Finance Departments and to four representatives of A.T. Kearney on a strictly confidential basis. (*Id.*, ¶¶22-24). Recipients of the Summary have been advised that it is to be treated confidentially and is not for general distribution within Beam. (*Id.*, ¶24). The Summary may not be accessed through Beam's computer system. (*Id.*).

**3. Beam has Taken Measures to Guard the Secrecy of the Summary**

Mr. Edwards and Mr. Kegan have instructed members of the Operations and Finance Departments to maintain the confidentiality of the Summary. (*Id.*). The Summary is considered highly confidential was never intended to be made available to any third party. (*Id.*).

**4. The Summary is Valuable to Beam's Competitors and Suppliers**

If made public, the Summary will be extremely valuable to Beam's competitors and suppliers. Beam's competitors will have an unprecedented and unfair understanding of Beam's cost structure and, therefore, a road map to attack Beam's strengths and exploit its weaknesses. (*Id.*, ¶¶28-29). Beam's suppliers will have information that will permit them to completely undermine Beam's negotiating position, in particular with respect to the current RFP process. (*Id.*, ¶¶30-31). In both instances, Beam will lose the advantages of its confidential business strategies and market position. (*Id.*, ¶¶28-31).

**5. Beam has Expended Significant Time and Effort to Develop the Summary**

Five Beam employees participated in the preparation of the Summary, expending hundreds of hours over three months reviewing and gathering data and information from multiple sources. (*Id.*, ¶¶20-21). The Summary represents a significant corporate commitment and investment.

**6. The Summary may not be Acquired or Duplicated Outside of Beam**

The information set forth in the Summary is highly confidential, and is not publicly available. (*Id.*, ¶22). While Beam's competitors or suppliers might successfully compile or estimate limited portions of the data, the Summary in its entirety is well beyond the reach of any third party. (*Id.*, ¶23).

**C. The Summary Should Be Treated *In Camera* for Three Years.**

The information set forth in the Summary reveals Beam's cost structure and strategies across all brands. The information, therefore, will remain relevant and critical to Beam even after the conclusion of the current RFP process and negotiations of new supply agreements. Beam's new agreements will have durations of one to three years, and the confidentiality of Beam's Summary will remain vital through that time frame and into subsequent negotiations.

**D. Beam is a Third Party Witness and the Summary Should Remain Confidential**

Beam has no direct role or stake in this proceeding. Beam is a neutral, third party that has been subjected to multiple demands for substantial amounts of documents and information. Beam has responded to those demands in good faith. Beam has cooperated fully with the FTC and Ardagh Group, and has produced a significant volume of internal business records that Beam otherwise would have maintained privately confidentially. Beam has expended considerable resources responding to the parties' subpoenas, and Beam's responses have included the participation of Beam's senior management. Beam should not have to suffer a loss in its competitive position after having cooperated in good faith in a proceeding in which Beam sought to protect its confidential information.

Beam, moreover, is requesting *in camera* treatment for a single, five page document. Beam recognizes the FTC's interest in open proceedings, and Beam has not sought *in camera* treatment for any other document identified by the FTC or Ardagh Group as potential exhibits.

Beam respectfully submits that, in this instance, its interest in the continued confidentiality of the Summary outweighs the public's interest in access to the information supporting the FTC's case-in-chief. *In camera* treatment of the Summary will neither impact the public's ability to judge the fairness of the FTC's administrative action nor hinder guidance to other parties subject to the FTC's authority.

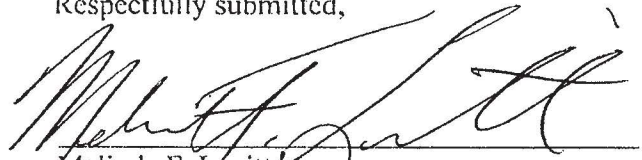
**Conclusion**

For the reasons set forth herein, Beam respectfully requests that the Summary identified by Bates Numbers BEAM002469-2473 and FTC Exhibit Number PX4827 be treated *in camera* for a period of three years.

Dated:

12/9/13

Respectfully submitted,



Melinda F. Levitt

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## CERTIFICATE OF SERVICE

I hereby certify that on December 9, 2013, I caused the foregoing Third Party Beam, Inc.'s Motion for *In Camera* Treatment of Proposed Trial Exhibit, Declaration of Ken Edwards in support of said motion, and a [Proposed] Order Granting Beam, Inc.'s Motion to be filed electronically using the Federal Trade Commission's E-Filing System and hand delivery with the following:

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

I also certify that on December 9, 2013, I caused the foregoing Third Party Beam, Inc.'s Motion for *In Camera* Treatment of Proposed Trial Exhibit, Declaration of Ken Edwards in support of said motion, and a [Proposed] Order Granting Beam, Inc.'s Motion to be delivered by hand the following:

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

I also certify that I served via email the foregoing I emailed the foregoing Third Party Beam, Inc.'s Motion for *In Camera* Treatment of Proposed Trial Exhibit, Declaration of Ken Edwards in support of said motion, and a [Proposed] Order Granting Beam, Inc.'s Motion:

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December 9, 2013

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#### **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 9, 2013

/s/ Melinda F. Levitt

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Attorneys for Beam, Inc.

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

In the Matter of )  
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Ardagh Group S.A., a public limited liability )  
company, )  
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corporation. )  
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**Case Docket No. 9356  
AFFIDAVIT OF  
KENNETH EDWARDS**

Kenneth Edwards, being duly sworn on oath, as and for his Affidavit in Support of Beam Inc.'s Motion for *In Camera* Treatment of Proposed Trial Exhibit, states as follows:

1. I am the Chief Procurement Officer of Beam Inc. and I have personal knowledge of the matters set forth herein. My responsibilities include supervision of Beam's acquisition of glass and plastic bottles. Beam's procurement unit is within Beam's Operations Department. I submit this Affidavit in support of Beam's Motion for *In Camera* Treatment of Proposed Trial Exhibit, specifically, a July 2013 glass procurement summary attached hereto as Exhibit A and bearing Bates Numbers BEAM002468-2473.

2. Beam is a global premium spirits company that makes and sells a diverse portfolio of branded distilled spirits. Beam's brands include Jim Beam Bourbon, Maker's Mark Bourbon, Sauza Tequila, Canadian Club Whisky, Pinnacle Vodka, and Skinnygirl Cocktails. Beam is a public company with its corporate headquarters in Deerfield, Illinois and domestic

distilleries in Clermont, Kentucky; Frankfort, Kentucky; Loretto, Kentucky and Lewiston, Maine. Beam has annual sales of approximately \$2.5 billion. Approximately 60% of Beam's products are produced and bottled in the United States.

3. Glass and plastic bottles constitute approximately 15% of Beam's overall cost of goods. Beam's glass and plastic bottle supply arrangements and contracts are vital to Beam's business and profitability.

4. Beam has strong competition for all of its brands. Beam's primary competitors are Bacardi Limited, Brown-Forman Corporation, Constellation Brands, Inc., Diageo PLC, and Pernod Ricard USA.

5. Cost of goods, including glass and plastic bottles, is a critical competitive element of the spirits market.

6. The majority of Beam's brands are sold in glass bottles. Approximately 70% of Beam's spirits sales by volume are sold in glass bottles.

7. Beam's products are sold in glass bottles in sizes ranging from 200 milliliters to 1.75 liters.

8. Beam designs and purchases bottles in distinctive and unique sizes, shapes and colors. The sizes, shapes and colors of the bottles help define, identify and promote the brand of the product.

9. Beam purchases glass bottles from four primary suppliers: Ardagh Group S.A., Owens-Illinois, Inc., Verallia North America (a unit of Compagnie de Saint-Gobain, SA) and Vitro Packaging LLC.

10. Beam purchases approximately 50% of its glass bottles from Ardagh Group and Verallia.

11. Glass bottles are the primary cost component of Beam's products sold in glass.
12. Beam spends approximately \$90 million annually for its domestic glass bottle requirements.
13. Beam sells a limited number of brands in plastic bottles. Approximately 29% of Beam's annual sales by volume are in plastic bottles.
14. Beam purchases plastic bottles from Amcor Limited, Berry Plastics Corporation and Graham Packaging Company. Beam's total domestic annual spend for plastic bottles is approximately \$25 million.
15. Beam makes and sells a very small number of products in metal containers.
16. In March 2013, I directed and approved the preparation of a comprehensive summary of Beam's current, domestic glass procurement.
17. Mr. Chris Kegan, Beam's Director of Packaging and Raw Materials, conceived and supervised preparation of the Summary. Mr. Kegan directed five members of Beam's Operations Department to gather detailed information regarding Beam's glass bottle acquisition arrangements. Mr. Kegan reports directly to me.
18. Mr. Kegan and I directed preparation of the Summary to improve Beam's ability to: (1) analyze cost of goods across all brands and products, (2) analytically compare supplier performance, (3) develop strategies regarding supply arrangements, (4) assess proposals for supply agreements, and (5) negotiate favorable supply agreements. The Summary is intended to fully inform Beam's senior management regarding all elements of Beam's glass bottle acquisitions.

19. Preparation of the Summary began in March 2013, and a final version of the Summary was completed in late July 2013.

20. The Beam procurement employees assembled information from a variety of sources, including Beam's current glass procurement contracts, purchase orders and invoices, electronically compiled purchase data and Beam's suppliers.

21. Mr. Kegan has advised me that completion of the Summary required hundreds of man hours.

22. The information set forth in the Summary is not generally available outside Beam. Mr. Kegan and I have shared the Summary, on a strictly confidential basis, with four representatives of A.T. Kearney. Beam has engaged A.T. Kearney as a consultant on procurement and cost-savings matters.

23. Beam's competitors and suppliers might successfully assemble limited portions of the data set forth in the Summary through publicly available means. Beam's competitors and suppliers might also make estimations and assumptions concerning some of the data in the Summary. Beam's competitors and suppliers, however, do not have access to, or the ability to assemble, all of the information in the Summary.

24. Mr. Kegan and I have limited distribution of the Summary within Beam. The Summary has been circulated to eight members of Beam's Operations and Finance Departments, but is not available outside of the Operations and Finance Departments. The Summary may not be acquired through Beam's shared drive. Mr. Kegan and I have advised recipients of the Summary that it is to be given confidential treatment and is not to be distributed generally within the company. The Summary was never intended to be made available to any third party.

25. Beam's current glass bottle supply agreements terminate on December 31, 2013.

26. In mid-2013, Beam commenced a RFP program to replace its expiring glass bottle supply agreements and to address its glass bottle requirements. A.T. Kearney is providing consulting services on the RFP. Beam sent the RFP to Ardagh Group, Owens-Illinois, Verallia and Vitro and invited them to submit proposals for all or portions of Beam's glass bottle portfolio. Beam has requested proposals for one to three year supply agreements.

27. The suppliers have submitted proposals, and Beam has utilized the Summary to review and assess the proposals. The proposal process has not concluded, and Beam expects to receive additional supplier information, and continue negotiations, through December 2013. Beam continues to use the Summary in connection with the RFP process. Negotiations will enter a critical phase as conclusion of the existing agreements approaches at year end.

28. Beam will be competitively injured if its competitors or suppliers have access to the Summary. The Summary provides a complete and detailed overview of the most important component of Beam's cost of goods. The Summary is unique, highly confidential and critical to Beam's analytic assessment of its glass bottle position and acquisition arrangements.

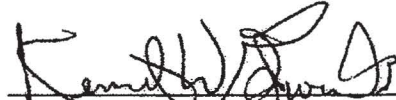
29. Beam's competitors will learn every detail regarding Beam's primary cost of goods and will, therefore, have a significant and unfair advantage to attack Beam's strengths and exploit Beam's weaknesses. Beam's competitors may seek to undermine those brands in which Beam has favorable glass bottle pricing by pressuring their own suppliers to provide similar pricing. The competitors may also attempt to attack Beam brands that do not have advantageous pricing. Beam's ability to compete will be severely compromised.

30. Disclosure of the Summary to Beam's suppliers will eliminate Beam's ability to negotiate favorable pricing for glass bottles. Beam's suppliers, who are currently submitting proposals to Beam for new supply agreements as part of the RFP process, will have inside information that may be leveraged to extract cost concessions from Beam on the eve of the conclusion of Beam's existing supply agreements. Beam will have no choice but to accept the increased costs in order to finalize the agreements and insure glass bottle supply in 2014.

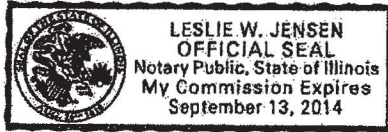
31. The information in the Summary will continue to be sensitive following the conclusion of the RFP. The Summary reflects Beam's cost structure across all brands and products, and gives insight into Beam's purchasing and supply strategies. The information will remain critical to Beam's competitive position during the one to three year terms of agreements secured during the RFP and into Beam's next contracting cycle. The importance of the Summary will not diminish and maintaining the Summary's confidentiality is vital. The Summary will remain central to Beam's future negotiating positions and disclosure will negatively impact Beam's business strategies and advantages.

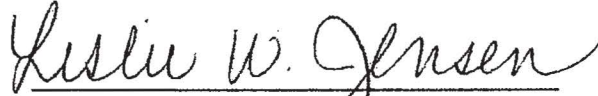
32. While Beam discloses general information concerning its cost of goods, Beam does not reveal specific data concerning glass bottle molds, purchasing volume or costs on a product-by-product basis.

I declare under penalty of perjury pursuant to the laws of the United States of America that the foregoing is true and correct. Executed this 9th day of December, 2013.

  
Kenneth Edwards  
Chief Procurement Officer  
Beam Inc.

Subscribed and sworn to before me this 9th day of December, 2013.



  
Notary Public  
Leslie W. Jensen  
Printed Name

9-13-2014  
My Commission Expires



PUBLIC VERSION

**EXHIBIT A**  
**(REDACTED FROM PUBLIC FILING)**

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

In the Matter of	)	
	)	
Ardagh Group S.A., a public limited liability company,	)	
	)	
and	)	
	)	<b>Case Docket No. 9356</b>
Saint-Gobain Containers, Inc., a corporation,	)	
	)	
and	)	
	)	
Compagnie de Saint-Gobain, SA, a corporation.	)	
	)	
<hr/>		

**PROPOSED ORDER**

1. On December 9, 2013, non-party Beam Inc. (“Beam”) filed a Motion for *In Camera* Treatment of Proposed Trial Exhibit pursuant to 16 CFR 3.45(b) and supporting affidavit of Mr. Ken Edwards, Beam’s Chief Procurement Officer. Beam requests that a five page glass bottle procurement summary (the “Summary”) bearing Bates Numbers BEAM002649-2673 and FTC Trial Exhibit Number PX4827 be given *in camera* treatment for a period of three years.

2. Mr. Edwards’ Affidavit describes the secret and material nature of the information set forth in the Summary. The Summary describes, in detail, Beam’s glass bottle acquisition arrangements, including molds, costs, volume and suppliers, for all of Beam’s brands and products. The Summary was prepared in July 2013, and the information contained therein is relevant to Beam’s current business and supply strategies, in particular with respect to an on-going request for proposal process for Beam’s supply agreements concluding on December 31, 2013.

3. Disclosure of the Summary will cause a clearly defined, serious injury to Beam. Beam's competitors and suppliers will have otherwise confidential information that will harm Beam's competitive position and business advantages.

4. Mr. Edwards' Affidavit describes the measures that Beam has taken to protect the confidentiality of the Summary. The Affidavit further describes the competitive injury Beam will incur upon public disclosure.

5. Beam has met its burden of demonstrating that the Summary should be provided *in camera* treatment.

6. **IT IS ORDERED**, therefore, that Beam's Motion is GRANTED and the Summary bearing Bates Numbers BEAM002649-2673 and FTC Trial Exhibit Number PX4827 shall be given *in camera* treatment for a period of three years.

ORDERED: \_\_\_\_\_  
D. Michael Campbell  
Administrative Law Judge

DATED: \_\_\_\_\_

PX1183	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1185	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1192	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1193	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1194	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1195	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1198	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1199	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

PX1203	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1204	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1207	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1212	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1214	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1215	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy

PX1216	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Terms and Current/Future Business Strategy
PX1218	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1219	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1220	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1223	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1224	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1226	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1232	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations

PX1233	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1235	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1238	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1240	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1242	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1243	PX pg. 018, 025 - 042	5 years	December 9, 2018	Plant Capabilities and Operations
PX1244	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX1245	PX pg. 008, 010, 012 - 013	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1246	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1247	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1249	PX pg. 003, 005, 009 - 012	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations
PX1250	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1253	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy



PX1259	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1260	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1261	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1263	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1264	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1265	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1270	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1271	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX1272	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1273	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1274	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1276	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1278	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1280	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1281	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1282	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1283	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1288	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1291	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1296	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Terms and Current/Future Business Strategy

PX1297	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1298	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1299	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1308	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1337	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1338	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1339	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations
PX1341	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1344	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy

PX1346	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1347	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1350	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1351	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1352	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1356	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1361	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Terms and Current/Future Business Strategy
PX1362	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1366	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1369	All	5 years	December 9, 2018	Plant Capabilities and Operations

PX1378	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1389	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1393	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1394	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1406	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1417	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1418	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations
PX1423	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1424	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1428	PX pg. 031 - 032, 036 - 043	5 years	December 9, 2018	Plant Capabilities and Operations
PX1479	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations
PX1491	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX1504	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1505	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1511	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1518	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1519	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1527	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1528	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1531	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1534	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1535	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy

PX1536	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1537	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1540	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1541	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1542	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1543	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1547	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1548	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1549	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1550	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1551	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1571	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1572	All	5 years	December 9, 2018	Plant Capabilities and Operations

PX1581	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1598	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1599	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1600	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1603	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1610	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1611	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1620	PX pg. 020 - 022	20 years	December 9, 2033	Contracts and Related Negotiations
PX1621	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1624	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
PX1625	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy



PX1629	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1633	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX1638	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1639	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1640	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1641	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1642	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1643	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1644	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX1651	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1657	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1658	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1672	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1682	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX1684	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1687	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1691	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1702	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX1708	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2355	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2385	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2401	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2449	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4003	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4004	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX4010	Spreadsheet tabs entitled "Capacity", "CapacityPlan", and "Tons Packed"	5 years	December 9, 2018	Plant Capabilities and Operations
PX4022	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX4030	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4031	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4032	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4211	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4236	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4414	All	20 years	December 9, 2033	Contracts and Related Negotiations; Plant Capabilities and Operations
PX4417	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4421	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4425	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX4434	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4507	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Terms and Current/Future Business Strategy
PX4543	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4545	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4546	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4547	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4551	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4553	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4554	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4554	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4555	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX4598	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4721	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4727	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4729	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4740	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4771	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4816	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4826	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Terms and Current/Future Business Strategy
PX4827	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX5013	PX pg. 002 - 005 (paras. 9, 14 - 18)	20 years	December 9, 2033	Contracts and Related Negotiations
PX5020	PX pg. 007 (para. 30)	20 years	December 9, 2033	Contracts and Related Negotiations

Expert Report of Dr. Frederick Warren-Boulton	Paragraphs 75 (including accompanying table and note 67), 76, 136, Page 47.	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Terms and Current/Future Business Strategy
Expert Report of H. Gabriel Dagen	All	5 years	December 9, 2018	Plant Capabilities and Operations
Investigational Hearing of Samuel Wilson - 4/23/2013	45:3-11; 125:19-133:11; 134:12-136:21; 188:8-193:12; 197:6-198:14	20 years	December 9, 2033	Contacts and Related Negotiations
	36:3-23; 59:6-60:14; 74:23-77:16; 83:1-12; 83:24-84:4; 85:2-89:23; 90:21-91:7; 91:24-93:12; 97:10-98:3; 111:16-25; 112:1-25; 142:25-143:22; 144:13-145:5; 145:12-148:6; 152:16-158:14; 177:17-179:12; 184:11-185:16; 186:9-188:7	5 years	December 9, 2018	Plant Capabilities and Operations
	159:4-161:11;	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Investigational Hearing of Gordon Love - 4/25/2013	32:5-25; 33:22-36:18; 75:8-25; 78:5-80:25; 82:9-83:15; 88:5-88:20; 93:16-94:3; 94:18-96:5; 99:8-25; 100:9-15; 100:22-101:21; 115:12-117:7; 136:7-18; 139:14-140:25; 166:1-167:4; 175:13-176:13	20 years	December 9, 2033	Contacts and Related Negotiations
	25:13-26:3;	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Investigational Hearing of Thomas Wieclaw - 4/29/2013	164:13-165:4; 218:1-219:20	20 years	December 9, 2033	Contracts and Related Negotiations

Investigational Hearing of Kenneth Wilkes - 5/1/2013	22:6-25:1; 47:25-49:4; 72:13-76:25; 125:1-7; 129:17-130:20; 139:15-143:21; 195:24-196:23; 218:19-221:2; 223:3-224:25; 229:6-230:10; 230:14-237:5; 243:4-245:20;	20 years	December 9, 2033	Contracts and Related Negotiations
	61:7-8; 61:11-22; 62:1-63:21; 98:13-100:6; 104:3-111:1; 120:25-121:13; 126:20-127:8; 159:13-160:16; 161:3-162:17; 164:7-166:5; 200:4-201:23; 205:10-209:4; 212:8-215:23; 239:1-240:6; 245:21-246:8; 256:21-261:7; 264:1-25	5 years	December 9, 2018	Plant Capabilities and Operations
	156:21-25	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Investigational Hearing of James Fredlake - 5/3/2013	173:12-175:4; 242:10-25; 248:20-249:25; 250:1-25; 266:21-25; 267:1-16; 288:4-295:18; 305:10-306:22	20 years	December 9, 2033	Contracts and Related Negotiations
	190:4-193:3; 193:19-196:22; 197:14-198:18; 236:9-237:10; 296:19-302:9	5 years	December 9, 2018	Plant Capabilities and Operations
	129:8-133:25; 137:11-138:1; 234:1-21; 239:6-25; 240:1-241:2; 257:5-21	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

<p>Deposition of John Riordan - 5/7/2013</p>	<p>10:25-11:15; 31:14-32:25; 33:3-37:1-2; 39:22-47:1; 48:24-54:1; 59:1-62:22; 64:11-71:17; 71:23-73:10; 78:23-80:16; 81:18-83:20; 84:25-85:14; 86:21-87:2; 87:6-88:15; 90:19-23; 91:2-92:6; 94:18-96:2; 98:1-13; 99:1-100:3; 101:19-102:3; 113:18-115:13; 115:19-117:5; 119:18-120:2; 120:22-123:1; 123:16-124:4; 129:17-131:17; 133:11-135:19; 136:23-137:15; 145:20-146:8; 153:19-155:14; 158:5-159:1; 159:23-161:14; 162:10-20; 166:13-23; 168:9-170:5; 173:2-174:10; 179:24-181:17; 185:22-187:25; 189:1-191:6; 192:14-194:13; 195:10-198:17; 200:8-202:9; 202:25-204:2; 206:17-208:5; 209:14-211:14; 215:24-216:11; 220:18-225:17; 228:6-230:24; 231:25-233:25; 234:9-237:3; 244:12-245:5; 245:24-246:25; 248:22-249:24; 277:24-279:4</p>	<p>5 years</p>	<p>December 9, 2018</p>	<p>Plant Capabilities and Operations</p>
<p>Investigational Hearing of Niall Wall - 5/9/2013</p>	<p>58:24-59:10; 64:1-65:14; 166:4-183:15; 190:18-191:16; 194:5-15; 201:10-202:1; 204:18-205:6; 233:17-234:16;</p>	<p>20 years</p>	<p>December 9, 2033</p>	<p>Contracts and Related Negotiations</p>
	<p>52:13-54:3; 94:17-95:2; 95:10-21; 98:8-15; 99:4-106:10</p>	<p>5 years</p>	<p>December 9, 2018</p>	<p>Plant Capabilities and Operations</p>



	78:8-81:21; 264:13-266:5; ;268:14-269:10	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Investigational Hearing of Herbert Sachs on behalf of Saxco International - 5/9/2013	90:21-91:14	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Thomas Wieclaw - 8/1/2013	69:5-70:16; 81:23-84:1; 89:25-93:15; 99:15-103:16; 277:6-280:4; 281:14-284:7; 292:1-293:1	20 years	December 9, 2033	Contracts and Related Negotiations
	95:16-97:6	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Deposition of Gordon Love - 8/6/2013	17:12-17; 18:7-12; 18:22-24; 21:17-20; 22:5-8; 23:23-24:9; 24:22-25:2; 39:3-40:18; 53:8-55:8; 56:13-57:25; 64:22-65:5; 67:9-24;71:4-9; 74:12-15; 74:21-75:21; 77:21-78:8; 85:13-87:24; 89:7-91:7; 92:13-93:8; 93:24-95:12; 95:24-97:24; 99:2-17; 100:23-103:11; 105:1-5; 105:24-107:22; 115:8-24; 117:23-119:11; 125:21-126:18; 127:10-128:4; 131:14-132:25; 138:10-19; 152:21-153:12; 153:23-154:13; 156:22-157:4; 163:7-164:18; 176:17-177:6; 178:10-16; 180:15-182:2; 182:20-183:8; 193:2-20; 194:20-195:12; 215:19-216:12; 221:1-12; 228:20-230:5; 230:17-234:19	20 years	December 9, 2033	Contracts and Related Negotiations

Deposition of Alfred Matt on behalf of F.X. Matt Brewing Company - 8/12/2013	55:22-56:7; 84:2-5; 88:6-89:3	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Brad Stevenson on behalf of Founders Brewing Company - 8/13/2013	15:4-16:5; 51:13-53:13	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of David Blossman on behalf of Abita Brewing Company - 8/15/2013	140:9-11	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of John Horan on behalf of The Gambrinus Company - 8/16/2013	124:5-11	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of James Fredlake - 8/16/2013	12:5-22; 19:25-20:3; 20:17-21; 39:9-20; 46:9-13; 47:14-48:3; 66:20-67:22; 73:15-25; 74:17-76:22;	20 years	December 9, 2033	Contracts and Related Negotiations
	65:10-12; 139:10-141:19; 144:20-145:6; 145:11-146:3; 151:3-11; 177:15-178:9; 178:11-179:7; 179:9-16; 207:6-210:24; 213:18-214:5	5 years	December 9, 2018	Plant Capabilities and Operations

	90:9-16; 108:10-17; 108:19-109:10; 166:20-22;	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Deposition of Patricia Pelzer on behalf of US Distilled Products - 8/16/2013	22:22-25; 77:15-78:8	20 years	December 9, 2033	Contacts and Related Negotiations
Deposition of Timothy Nall on behalf of Brown- Forman Corporation - 8/19/2013	96:7-10; 97:1-4; 98:6-7	20 years	December 9, 2033	Contacts and Related Negotiations
Deposition of Kenneth Edwards on behalf of Beam Inc. - 8/19/2013	70:8-19; 71:14-18; 116:18-20; 116:22-117:7; 125:9-127-7; 127:9- 14; 127:17-19; 143:13-19; 147:13- 15; 148:1-149:18; 160:10-12	20 years	December 10, 2033	Contacts and Related Negotiations
Deposition of Rick Thielen on behalf of Diageo North America - 8/20/2013	46:7-47:15; 51:13-55:11; 89:17- 90:11; 91:2-4; 91:6-7; 91:10-21; 94:2-8; 94:20-95:11	20 years	December 11, 2033	Contacts and Related Negotiations

Deposition of John Riordan - 8/20/2013	348:12-350:20; 352:21-353:21; 358:23-360:2; 386:10-387:3; 387:19-389:18; 389:25-390:13; 392:15-19; 395:5-17; 396:21-397:1; 397:8-398:1; 398:22-24; 399:3- 400:1; 400:6-402:3; 402:23-403:3; 403:22-405:1; 405:12-25; 410:14- 18; 411:7-10; 414:10-13; 415:6- 419:7; 419:17-421:8; 423:14- 425:13; 425:22-428:25; 429:7- 430:18; 430:23-433:18; 434:1-22; 435:2-16; 439:16-20; 439:24-442:-7; 450:22-451:3; 454:11-455:14	5 years	December 9, 2018	Plant Capabilities and Operations
Deposition of John Riordan - 8/20/2013	321:18-323:15; 324:10-18	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Deposition of Adam Gelles on behalf of Pernod Ricard U.S.A., LLC - 8/21/2013	102:4-25; 210:15-211:7	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Phillip Cissell on behalf of Sazerac - 8/22/2013	84:24-85:16	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of S. Lee Keathley on behalf of Anheuser-Busch Companies - 8/23/2013	83:11-84:16; 118:19-119:5; 130:7-9; 130:18-21; 185:5-185:15; 190:3- 191:22; 193:3-19; 194:1-11; 194:13; 225:1-9; 225:11-16; 225:18-21; 225:23-226:8; 226:22-24; 227:4- 228:7; 233:2-5; 270:17-22	20 years	December 9, 2033	Contracts and Related Negotiations

Deposition of Max Shapira on behalf of Heaven Hill Distilleries, Inc. - 8/26/2013	18:24-20:24; 23:24-24:13; 108:1-9; 109:16-24; 115:3-117:18; 127:14-128:25	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Judy Embree on behalf of Boston Beer Co. - 8/27/2013	78:20-22; 92:23-93:14; 93:16-23; 97:15-23; 99:11-15; 101:8-21; 103:2-9; 104:13-20; 107:1-7; 107:14-108:9; 111:22-112:9; 145:8-19	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Warren Dibble on behalf of Harpoon - 8/28/2013	31:3-13; 31:16-32:15; 33:14-18	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Kenneth Gamer on behalf of Gamer Packaging - 8/29/2013	49:3-15; 50:20-51:12; 65:1-5; 84:1-15; 85:20-86:12; 86:16-22; 87:9-23; 89:3-25	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Reiner Brand - 9/4/2013	13:8-15:5; 15:19-20:4; 21:4-24:11; 26:8-29:17; 32:14-33:6; 34:14-35:5; 39:3-40:2; 53:6-56:22; 58:13-59:18; 60:22-61:3; 82:1-12; 86:11-87:19; 88:8-23; 90:2-10; 93:6-15; 103:16-104:10; 107:18-108:6	20 years	December 9, 2033	Contracts and Related Negotiations

Deposition of Niall Wall - 9/12/2013	8:11-18; 11:9-12:11; 28:5-36:15; 38:1-39:20; 40:4-42:20; 44:20-46:5; 46:11-48:17; ; 49:14-24; 50:19-21; 52:4-53:4; 58:7-59:2; 59:7-65:4; 67:17-69:6; 70:19-72:23; 73:5-17; 75:10-25; 76:3-78:22; 82:1-12; 85:1-86:6; 86:19-87:5; 87:11-19; 89:18-23; 106:12-109:11; 110:3-5; 111:16-24; 112:4-23; 114:6-10; 114:25-115:6; 115:19-116:12; 116:15-117:21; 118:4-20; 119:13-120:14; 121:11-122:13; 122:17-23; 124:9-14; 124:16-125:12; 125:14-126:2; 126:15-20; 128:10-129:22; 130:1-10; 134:10-16; 156:18-19; 159:5-14; 188:6-25; 239:19-240:4; 243:21-25	20 years	December 9, 2033	Contracts and Related Negotiations
	138:19-140:16; 142:3-144:7; 194:22-195:2; 232:22-233:2; 237:5-13	5 years	December 9, 2018	Plant Capabilities and Operations
Deposition: H. Gabriel Dagen – 9/19/2013	All	5 years	December 9, 2018	Plant Capabilities and Operations
Deposition of Paul Coulson – 9/19/2013	104:24-108:24; 109:10-22	20 years		Contracts and Related Negotiations
	65:23-66:12; 71:15-72:11	5 years		Plant Capabilities and Operations

	62:25-64:18; 64:22-65:22; 74:3-76:10; 76:17-77:24; 78:1-12; 78:14-79:21; 80:12-82:8; 82:14-18; 82:20-83:12; 83:14-84:20; 84:23-24; 85:2-22; 85:24-87:8; 87:10-90:19; 90:22-91:20; 91:23-93:6; 93:8-94:23; 95:3-24; 97:1-98:9; 98:12-20; 98:22; 99:4-21; 100:1-4; 100:8-19; 100:21-102:7; 102:10-23; 103:5-15; 103:19-104:1; 104:3-23; 108:25-109:9; 111:4-112:12; 113:10-114:1; 116:17-19; 116:21-117:10; 117:13-118:20	3 years		Financial Terms and Current/Future Business Strategy
Deposition: Dr. Frederick Warren-Boulton – 9/20/2013	248-255, 258-262, 266-269	20 Years	December 9, 2033	Contracts and Related Negotiations

<p>Deposition of Mick Leahy – 9/26/2013</p>	<p>15:21-16:14; 17:8-21:21; 23:7-19; 23:24-24:5; 24:8-30:6; 30:8-33:1; 35:4-36:15; 37:6-38:7; 38:22-39:3; 40:2-42:13; 43:1-11; 43:20-47:24; 48:13-52:17; 53:1-56:11; 56:18-59:5; 60:9-61:5; 62:3-15; 64:10-65:6; 65:11-66:16; 67:1-24; 68:5-8; 68:10-17; 68:19-22; 68:24-70:21; 70:24-25; 71:9-72:3; 75:2-76:10; 77:12-78:9; 78:21-79:2; 79:22-80:25; 81:3-82:19; 84:22-86:18; 86:21-87:6; 87:8-88:4; 88:8-19; 88:22-89:20; 90:5-17; 91:2-96:16; 96:20-97:3; 98:24-100:4; 100:16-102:8; 102:11-103:18; 104:11-105:25; 107:6-109:3; 109:5-7; 109:10-17; 109:18-110:7; 113:6-8; 114:15-19; 115:7-117:4; 117:22-118:16; 125:18-126:5; 126:8-127:6; 127:8-15; 128:2-8; 129:11-132:3; 132:6-8; 133:11-134:3; 135:8-14; 135:16; 135:18</p>	<p>5 years</p>	<p>December 9, 2018</p>	<p>Plant Capabilities and Operations</p>
<p>Deposition of Kenneth Wilkes Part I - 10/25/2013</p>	<p>59:12-60:12; 112:8-19; 121:18-122:6; 157:1-158:17</p>	<p>20 years</p>	<p>December 9, 2033</p>	<p>Contracts and Related Negotiations</p>
	<p>47:17-19; 142:2-18; 143:5-144:21</p>	<p>3 years</p>	<p>December 9, 2016</p>	<p>Financial Terms and Current/Future Business Strategy</p>



Deposition of Kenneth Wilkes Part II - 10/25/2013	33:16-39:25; 41:24-42:20; 46:10-47:22; 48:17-50:13; 51:2-52:3; 53:17-54:1; 54:3-20; 56:14-57:4; 57:14-58:1; 70:3-16; 75:20-76:18; 77:6-18; 82:10-83:10; 88:10-23; 96:1-23; 100:10-101:6	5 years	December 9, 2018	Plant Capabilities and Operations
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**APPENDIX B**

<b>Exhibit Number</b>	<b>Applicable Pages</b>	<b>Length of <i>In Camera</i> Treatment</b>	<b>Expiration of <i>In Camera</i> Treatment</b>	<b>Category</b>
DX077	PX pg. 005 - 008, 010, 025 - 026, 028, 042, 059, 060, 067 - 069, 094 - 095, 098, 106, 109, 128, 133, 135, 139, 141, 143, 145, 147 - 148	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
DX083	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
DX103	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Information and Current/Future Business Strategy
DX104	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Information and Current/Future Business Strategy
DX134	DX pg. 014 - 016, 018 - 019	5 years	December 9, 2018	Plant Capabilities and Operations
DX140	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

DX151	DX pg. 004, 007, 014, 016, 017	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
DX165	DX pg. 052, 053, 054, 092	20 years	December 9, 2033	Contracts and Related Negotiations
DX168	DX pg. 003, 004, 025	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
DX169	DX pg. 004, 005, 007, 010	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
DX229	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX241	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX249	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX319	DX pg. 10	20 years	December 9, 2033	Contracts and Related Negotiations
DX327	DX pg. 27	20 years	December 9, 2033	Contracts and Related Negotiations
DX329	All	20 years	December 9, 2033	Contracts and Related Negotiations

DX336	DX pg. 12	20 years	December 9, 2033	Contracts and Related Negotiations
DX344	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX346	DX pg. 2 - 3	20 years	December 9, 2033	Contracts and Related Negotiations
DX352	DX pg. 005, 009, 014	20 years	December 9, 2033	Contracts and Related Negotiations
DX353	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX357	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX367	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX390	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX391	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX412	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX431	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX432	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX465	DX pg. 28 - 29	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

DX468	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX478	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX490	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX495	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX497	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX509	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX513	DX pg. 16, 22, 27, 29, 36 -37, 40, 42, 44, 46, 48, 50, 52, 54, 56, 58	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
DX518	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX531	DX pg. 056 - 061	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX539	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
DX540	All	20 years	December 9, 2033	Contracts and Related Negotiations

DX557	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX628	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX629	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX630	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX634	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX663	DX pg. 164 - 65	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
DX723	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX750	All	20 years	December 9, 2033	Contracts and Related Negotiations
DX751	DX pg. 4	20 years	December 9, 2033	Contracts and Related Negotiations
PX1340	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2000	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2001	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

PX2007	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX2009	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2013	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2019	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2022	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2025	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2026	PX pg. 007	20 years	December 9, 2033	Contracts and Related Negotiations
PX2038	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2040	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2043	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2047	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2048	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX2049	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2055	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2063	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2069	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2078	PX pg. 059 - 069	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2080	PX pg. 003, 006, 028, 030 - 032, 034	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX2082	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX2093	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2094	PX pg. 010	20 years	December 9, 2033	Contracts and Related Negotiations
PX2110	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2115	All	5 years	December 9, 2018	Proprietary bottle design



PX2116	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2120	PX pg. 003	20 years	December 9, 2033	Contracts and Related Negotiations
PX2121	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2126	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2136	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2142	PX pg. 005, 009, 014	20 years	December 9, 2033	Contracts and Related Negotiations
PX2143	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2149	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2151	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2152	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2164	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2167	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2168	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2169	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

PX2173	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2178	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2180	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2184	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX2185	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2186	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2187	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Information and Current/Future Business Strategy
PX2188	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2211	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX2213	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2219	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2222	PX pg. 008	20 years	December 9, 2033	Contracts and Related Negotiations
PX2224	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2237	PX pg. 056 - 061	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2243	PX pg. 066, 068 - 071	5 years	December 9, 2018	Plant Capabilities and Operations
PX2244	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

PX2245	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX2246	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Information and Current/Future Business Strategy
PX2253	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2257	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX2266	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

PX2284	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2287	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2289	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2292	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Information and Current/Future Business Strategy
PX2293	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2296	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2311	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2312	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Information and Current/Future Business Strategy

PX2314	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2318	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2319	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2321	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2334	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2342	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2343	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2354	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2355	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

PX2365	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2366	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2367	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2368	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2369	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2370	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2371	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX2372	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2373	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2381	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2385	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2401	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2409	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2418	All	5 years	December 9, 2018	Plant Capabilities and Operations; Financial Information and Current/Future Business Strategy
PX2434	All	5 years	December 9, 2018	Plant Capabilities and Operations



PX2435	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX2436	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX2437	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX2439	All	5 years	December 9, 2018	Plant Capabilities and Operations
PX2443	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2444	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2445	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX2446	PX pg. 050, 052 - 054, 056 - 062	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX2449	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4028	PX pg. 028 - 029	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

PX4030	PX pg. 016, 022, 027, 029, 036 - 037, 040, 042, 044, 046, 048, 050, 052, 054, 056, 058	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4031	PX pg. 003, 004, 025	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4032	PX pg. 004, 007, 014, 016, 017	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4065	PX pg. 006	20 years	December 9, 2033	Contracts and Related Negotiations
PX4206	PX pg. 028 - 029	20 years	December 9, 2033	Contracts and Related Negotiations
PX4236	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4278	All	20 years	December 9, 2033	Contracts and Related Negotiations

PX4284	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4287	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4404	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4429	PX pg. 007 - 008	20 years	December 9, 2033	Contracts and Related Negotiations
PX4435	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4447	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4465	PX pg. 004, 007	20 years	December 9, 2033	Contracts and Related Negotiations
PX4493	PX pg. 006, 009	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy

PX4507	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4511	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4512	PX pg. 006, 100 - 101, 106 - 107, 113 - 115	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4513	PX pg. 004, 010, 011	20 years	December 9, 2033	Contracts and Related Negotiations
PX4514	All	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4549	All	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
PX4551	PX pg. 003, 004, 006, 009	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4553	PX pg. 002, 003, 009, 010, 011	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy

PX4554	PX pg. 002, 004, 007, 009, 010, 015, 016	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4555	PX pg. 002, 004, 007, 009, 010, 015, 016	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4598	PX pg. 003 - 012, 019 - 022, 030 - 035, 041	20 years	December 9, 2033	Contracts and Related Negotiations; Financial Information and Current/Future Business Strategy
PX4669	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4702	All	5 years	December 9, 2018	Proprietary bottle design
PX4721	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4725	PX pg. 003	20 years	December 9, 2033	Contracts and Related Negotiations
PX4735	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX4827	All	20 years	December 9, 2033	Contracts and Related Negotiations
PX5020	PX pg. 007 (para 31)	20 years	December 9, 2033	Contracts and Related Negotiations

Deposition of David Blossman on behalf of Abita Brewing Company - 8/15/2013	143:10-17; 144:9-12; 145:3-7; 145:11-146:14; 148:3-5; 148:19-149:4; 149:8; 152:3-153:4; 153:11-22; 158:15-20; 170:7-171:9; 172:18-173:1; 173:14-23; 178:13-25	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Timothy Nall on behalf of Brown-Forman Corporation - 8/19/2013	97:9-10; 98:23-99:13	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Kenneth Edwards on behalf of Beam Inc. - 8/19/2013	117:10-14; 118:8-11; 134:14-135:10; 137:7-22; 139:11-17	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Adam Gelles on behalf of Pernod Ricard U.S.A., LLC - 8/21/2013	43:6-20; 103:10-104:13; 105:10-23; 108:4-19;	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of S. Lee Keathley on behalf of Anheuser-Busch Companies - 8/23/2013	35:17-19; 55:17-21; 57:12-25; 67:5-7; 82:22-25; 108:22-109:2; 109:8-22; 110:13-16; 116:13-117:4; 119:9-18; 184:17-19; 184:21-24; 185:1; 185:17-22; 185:24-187:4; 187:24-188:14; 188:16-23; 220:21-24; 229:2-8; 229:13-230:1; 230:5-231:7	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Judy Embree on behalf of Boston Beer Co. - 8/27/2013	25:20-26:15; 27:9-15; 40:16-25; 86:24-87:4; 97:15-23; 105:1-15; 109:13-110:12; 113:2-5; 141:14-142:4; 143:24-144:17	20 years	December 9, 2033	Contracts and Related Negotiations

Investigational Hearing of Jarrell Reeves - 5/8/2013	64:8-14; 105:7-14; 156:24-157:20; 167:2-8; 167:13-25; 175:22-176:4;	20 years	December 9, 2033	Contracts and Related Negotiations
	128:18-21; 132:15-23; 133:22-24; 134:14-16; 153:25-154:7; 154:15-16; 158:7-16; 160:11-25; 184:15-25; 214:4-215:9;	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Deposition of Jarrell Reeves - 9/17/2013	64:8-9; 64:11-14; 116:24-118:9	20 years	December 9, 2033	Contracts and Related Negotiations
Investigational Hearing of Robert Shanteau - 5/14/2013	23:25-24:3; 26:25-28:18; 29:6-20; 30:11-32:12; 33:1-34:18; 43:3-45:10; 45:14-21; 49:8-50:10; 58:14-59:4; 60:2-9; 60:18-22; 74:19-75:1; 75: 11-20; 77:17-23; 78:6-80:3; 122:6-19; 122:23-123:19; 124:13-25; 143:16-6; 146:1-147:20; 167:21-168:7; 174:8-175:14; 179:6-11; 186:12-187:4; 194:8-25; 197:18-199:3; 199:17-21; 207:6-22; 208:1-8; 208:12-209:2; 231:2-13; 235:11-236:21; 265:1-6; 267:23-268:10; 269:15-271:3; 286:25-287:2; 291:17-292:6; 293:11-294:9	20 years	December 9, 2033	Contracts and Related Negotiations

	38:17-23; 42:1-17; 46:20-47:10; 47:22-49:5; 50:25-51:13; 80:14-84:9; 84:14-5; 85:21-24; 89:25-90:15; 90:19-92:11; 93:18-94:22; 110:8-111:16; 117:19-117:16; 157:5-158:7; 170:17-20; 182:25-183:19; 214:8-18; 226:20-227:22; 229:10-230:22; 238:22-241:19; 243:21-246:4; 248:22-254:21; 256:23-258:15; 258:18-20; 258:22-259:13; 259:22-260:3; 260:4-24; 262:3-263:24; 281:19-282:1; 286:14-23;	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Deposition of Robert Shanteau - 8/2/2013	15:16-21; 18:22-25; 19:25-20:9; 20:11-16; 21:19-20; 25:9-24; 26:14-17; 29:12-14; 29:16-24; 33:5-7; 34:10-11; 34:25-35:7; 35:21; 36:21-37:5; 39:3-10; 41:7-9; 41:11-42:10; 46:10-12; 48:4-20; 49:16-20; 50:6-8; 50:12-13; 51:7-12; 52:2-53:12; 53:20-54:20; 54:22-24; 63:22-64:10; 66:13-70:16; 77:24-79:7; 79:21-80:2; 80:5-9; 83:3-13; 83:15-84:9; 84:24-85:18; 87:4-10; 87:12-88:4; 88:5-16; 88:20-89:11; 89:24-90:3; 90:6-16; 90:18-25; 91:12-92:24; 93:4; 93:6-7; 119:5-120:21; 121:11-123:1	20 years	December 9, 2033	Contracts and Related Negotiations
	14:20-15:1; 15:5-12; 24:6-25:6; 95:6-96:8	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Investigational Hearing of Steven Rhea -	155:15-23; 250:1-9; 252:3-253:2;	20 years	December 9, 2033	Contracts and Related Negotiations



5/16/2013	53:1-54:19; 61:4-62:6; 62:11-63:6; 76:10-77:3; 92:12-93:9; 94:21- 95:11; 161:1-162:1; 255:16-256:14;	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
	255:2-4; 267:1-20;	5 years	December 9, 2018	Plant Capabilities and Operations
Investigational Hearing of Philip McPherson - 5/13/2013	257:21-258:6	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Investigational Hearing of Robert Ganter - 5/15/2013	42:17-43:19; 45:1-46:25; 64:20-22; 65:12-19; 82:3-16	20 years	December 9, 2033	Contracts and Related Negotiations
	47:2-14; 47:17-48:11; 103:15-18	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Investigational Hearing of Joseph Grewe - 5/17/2013	7:22-8:15; 9:17-10:11; 32:3-33:1; 63:14-18; 66:14-68:2; 143:1-16; 143:22-144:9; 161:5-167:21; 169:15-170:1; 174:1-175:13; 193:8- 12; 218:17-219:10; 226:8-232:18	20 years	December 9, 2033	Contracts and Related Negotiations
	27:18-29:19; 61:17-62:16; 71:18- 72:13; 135:20-140:18; 151:24:154:11; 214:22-215:24; 221:22-25	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy
Deposition of Joseph Grewe - 7/31/2013	39:5-43:4; 48:12-49:5; 51:11-53:4; 56:17-20; 69:4-71:16; 85:24-89:18; 90:1-92:8; 96:7-14; 120:13-25; 121:9-12; 124:17-125:8; 193:24- 194:15; 197:7-199:9; 201:19-21; 201:23-203:6; 217:2-7;	20 years	December 9, 2033	Contracts and Related Negotiations
	26:8-16; 26:18-27:19; 28:4-29:6; 29:10-15; 133:5-8; 134:9-135:10; 149:25-151:10;	3 years	December 9, 2016	Financial Terms and Current/Future Business Strategy

Deposition of Jeffery Krum on behalf of Boulevard Brewing Co. - 8/5/2013	15:5-8; 18:2-12; 18:2-12; 19:2-8; 19:23-20:3; 72:15-21; 102:22-24; 103:11-23	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Peter Lijewski on behalf of Constellation - 8/16/2013	59:9; 59:17-1; 60:23-67:17; 68:6-16	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Warren Dibble on behalf of Harpoon - 8/28/2013	18:2-4; 31:3-13; 31:16-32:15; 33:14-18; 35:5-9; 45:20-46:2	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Leon Sharyon on behalf of Lagunitas - 8/13/2013	15:21-25; 17:1-4; 27:16-25; 61:4-5;	20 years	December 9, 2033	Contracts and Related Negotiations
Investigational Hearing of Herbert Sachs on behalf of Saxco International - 5/9/2013	88:1-5; 89:1-6; 94:24-95:14	20 years	December 9, 2033	Contracts and Related Negotiations
Deposition of Philip Cissell on behalf of Sazerac - 8/22/2013	77:18-78:14; 96:14-97:4; 108:9-109:5; 157:22-158:8; 164:21-25; 165:5-166:22; 166:24			Contracts and Related Negotiations

**CERTIFICATE OF SERVICE**

I, Jason M. Swergold, an associate at Shearman & Sterling LLP, hereby certify that on December 9, 2013, I caused the foregoing document to be filed using the FTC's E-Filing System, which will send notifications of such filing to:

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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:

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Brendan J. McNamara  
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*Complaint Counsel*

December 9, 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 9, 2013

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