

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

**RESPONDENT'S MEMORANDUM IN OPPOSITION TO COMPLAINT COUNSEL'S
MOTION *IN LIMINE* TO EXCLUDE ANY EVIDENCE OF RESPONDENTS'
POSSIBLE DIVESTITURES TO UNDETERMINED BUYERS**

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

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

December 11, 2013

Counsel for Respondent Ardagh Group, S.A.

PRELIMINARY STATEMENT

In seeking to exclude evidence of Respondent's restructuring of the original transaction, Complaint Counsel depicts the restructuring as an unexpected and undefined last-ditch attempt to avoid litigation on the merits. This depiction is belied by the facts. Complaint Counsel has known of Respondent's intent to implement divestitures since September. Respondent not only identified the specific plants to be divested but subsequently changed the number and mix of plants *based on feedback from Complaint Counsel*. And at the time it filed its motion, Complaint Counsel was scheduled to meet the very next day with an interested buyer and (for the second time) with the management team of the proposed divestiture business ("Newco").

The current divestiture package was established at the October 31 Settlement Conference before the Court. Pursuant to the process discussed at the Settlement Conference, Respondent has provided senior Bureau of Competition management and Complaint Counsel with detailed information about the four plants in the divestiture package, detailed presentations on the Newco business plan, and a presentation by a sophisticated and well-capitalized interested purchaser. Complaint Counsel has not requested any additional information regarding these matters.

Complaint Counsel offers no justification for the illogical result inherent in the relief it seeks: that the Court travel back in time and adjudicate the competitive impact of a transaction that will never take place. Indeed, since September, Respondent has made clear to Complaint Counsel that, should agreement not be reached on a divestiture to settle the case, Respondent will restructure the transaction and enter into a binding agreement to sell a divestiture package (conditional upon closing of Ardagh's acquisition of Saint-Gobain) and defend against the complaint on this basis.

FACTUAL BACKGROUND

Since the Commission filed its administrative complaint to enjoin Ardagh's proposed acquisition of Saint-Gobain, Respondents have diligently sought to settle the matter. In September, Ardagh proposed a four-plant divestiture to the FTC staff that was designed to resolve the competitive concerns raised in the complaint. The FTC staff rejected Ardagh's proposal. In order to facilitate the settlement process, Ardagh requested a Settlement Conference. At the October 31 Settlement Conference, Complaint Counsel raised certain concerns with Ardagh's divestiture proposal, and Ardagh agreed to amend its then-existing divestiture package to address those concerns. The new divestiture package includes plants producing beer bottles located in two geographic regions and a liquor-bottle producing plant that produces more liquor bottles than the plant in the original four-plant package. The process discussed at the Settlement Conference was that Ardagh would (1) market this package to potential buyers through an auction process run by Citibank and (2) present a buyer for the FTC staff to assess. Hewitt Decl. ¶ 4.

Immediately following the Settlement Conference, Ardagh instructed Citibank to initiate a new sales process for the revised divestiture business. Hewitt Decl. ¶ 5. In addition, Citibank worked with the Newco management team¹ to conduct diligence on the plants in the package and to develop a new business plan and a management presentation to buyers. Fredlake Decl. ¶ 5. Beginning the week of November 11, prospective buyers conducted diligence and received a presentation on the proposed Newco business plan from the Newco management team. Hewitt Decl. ¶ 7; Fredlake Decl. ¶ 5. The management team met with the FTC staff on November 18 to explain their business plan and respond to operational questions about the proposed divestiture

¹ The Newco management team includes the former CEO and CFO of Ardagh North America's business, who have been on a leave of absence to participate in the sales process. Fredlake Decl. ¶ 3, ¶ 4.

business. Fredlake Decl. ¶ 6. Respondents also met with the FTC staff on November 22, at which time the staff raised additional questions. Hewitt Decl. ¶ 9. Then, on December 5, the Newco management team had a second meeting with FTC staff and senior Bureau management to provide an updated business plan and answers to the staff's operational questions. Fredlake Decl. ¶ 7.

Prospective buyers submitted their bid for the revised divestiture package on November 25, and following further negotiations, three bidders were selected to be taken forward. Hewitt Decl. ¶ 10. The three bidders have proceeded to conduct additional diligence, including plant tours, review of data room materials and further meetings with the management team, and negotiated the terms of an asset purchase agreement. Hewitt Decl. ¶ 11. One of the prospective buyers made a detailed presentation to the FTC staff on the afternoon of December 5, following the Newco management meeting with the staff in the morning.

Against this backdrop, any suggestion that Complaint Counsel lacked knowledge of the Newco package, the Newco business plan, the prospective buyers, or Ardagh's intent to litigate the restructured transaction is mind-boggling. Complaint Counsel recognized this possibility in its final witness list by reserving the right to "call any witness regarding any proposals to sell glass container plants." *See* Complaint Counsel Final Witness List, at 1, attached as Ex. A. Ardagh is continuing – as it said it would – to proceed towards obtaining an agreement for the sale of the Newco business, conditioned on closing of transaction. Hewitt Decl. ¶ 11. Although Complaint Counsel now suggests in its motion—filed the day *before* the second meeting with the Newco management team and the first meeting with a prospective buyer—that a sale of four plants is unlikely to eliminate its concerns, this goes to the competitive merits of the restructured transaction, not the fact that the restructuring will occur.

ARGUMENT

I. The Court Should Not Issue An Advisory Opinion On A Transaction That Will Not Be Implemented

Complaint Counsel's motion is premised on the fact that a divestiture agreement has not been signed with a definitive buyer. But that fact does not and cannot require the parties to litigate and the Court to adjudicate a transaction that Respondent took off the table months ago. Far from a hypothetical promise, Respondent has articulated a divestiture plan that it will effectuate with or without a consent decree.² That an agreement has yet to be signed cannot possibly trigger the automatic rewind button that Complaint Counsel is asking this Court to press.

Nor does the law support such an illogical proposition. To the contrary, courts have consistently held that merging parties may restructure their transaction and that the merits of the restructured transaction will be adjudicated at trial. In *FTC v. Libbey, Inc.*, the district court in a preliminary injunction proceeding rejected an effort by the FTC to exclude evidence of a restructured transaction and to have the court evaluate the original transaction:

[T]he Court concludes that parties to a merger agreement that is being challenged by the government can abandon that agreement and propose a new one in an effort to address the government's concerns. And when they do so under circumstances as occurred in this case, it becomes the new agreement that the Court must evaluate in deciding whether an injunction should be issued.

211 F. Supp. 2d 34, 46 (D.D.C. 2002). After the court entered the preliminary injunction, the defendants restructured aspects of the transaction a second time and sought to vacate the preliminary injunction. See Order at 1-2, *FTC v. Libbey, Inc.*, No. 02-0060 (D.D.C. May 20,

² Respondent remains willing to continue good faith settlement negotiations with Complaint Counsel and senior Bureau Management, including making changes to the divestiture package in response to such discussions.

2002). Significantly, in denying the defendants' motion to vacate the preliminary injunction, the court took evidence and considered the *merits* of the *second revised transaction*. *Id.* at 3.

The *Libbey* rule that courts should adjudicate the current transaction rather than the transaction on which the complaint was originally filed is eminently sensible. First, it permits the merging parties to eliminate the allegedly anticompetitive aspects of their transaction, litigate the merits of the new transaction, and, if the court agrees that the restructuring did, in fact, eliminate any anticompetitive concerns, proceed with the restructured transaction and receive the benefits of their revised transaction, including efficiencies that might accrue to the benefit of customers. Second, the rule conserves significant resources, since otherwise the parties before the court would have to litigate the original transaction and then, if the plaintiff is successful, come back and litigate the restructured transaction. Third, the rule avoids advisory opinions, since a restructured transaction means that the original transaction will never happen.

Not surprisingly, Complaint Counsel does not dispute the *Libbey* rule, but argues instead that the rule does not apply here because Respondent does not yet have a signed definitive purchase agreement. But neither the authority nor the public policy behind the *Libbey* rule supports such a proposition. In the few cases where courts have excluded evidence, it has been where the proposed divestiture was ill-defined and unformed. In *Chemetron Corporation v. Crane Co.*, for example, defendant's offer to sell one of its businesses "was made in the midst of the hearing" and "[n]o specificity attended it," prompting the court to conclude that "such undefined proposals should not be considered in the heat of a hearing for a preliminary injunction." 1977 WL 1491, at *7 (N.D. Ill. Sept. 8, 1977). That is certainly not the case here. Despite Complaint Counsel's self-serving adoption of the catch-phrase "in the heat of a hearing,"

Respondent's restructuring cannot be compared to the off-hand, last-ditch offer made during the preliminary injunction hearing in *Chemetron*.³

The *Libbey* decision, which post-dates *Chemetron* and *Consolidated Gold Fields*, makes clear that when a matter cannot be settled, courts should consider a respondent's "good faith effort to address the FTC's concerns" because doing so is "consistent with the policies underlying Section 7. See *Libbey*, 211 F. Supp. 2d at 46 n.27. Similarly, in *FTC v. Arch Coal, Inc.*, the court rejected the FTC's argument that evidence of the divestiture should be excluded because of the possibility that the post-merger divestiture at issue could be renegotiated, finding sufficient the fact that "senior officers ha[d] affirmed their intent to consummate all aspects of the transaction..." Memorandum Opinion at 5, No. 04-0534 (JDB) (July 7, 2004).

There is no question of Respondent's good faith or diligence here. Respondent has been seeking to settle the case since the day after the administrative complaint was filed. The task has been especially difficult, since the FTC staff has insisted that they cannot even begin to evaluate whether a divestiture package could be acceptable in the absence of a buyer. Nonetheless, as Complaint Counsel is well aware, Ardagh's efforts to restructure its transaction are very advanced, the sales process is on track, and Ardagh is diligently working to have an agreement in place.

At the end of the day, there is no merit to Complaint Counsel's suggestion that Respondent would ask the Court to rule on an undefined transaction. Just as Respondent does not expect the Court to adjudicate a transaction that is no longer on the table, Respondent is not

³ Similarly unavailing is Complaint Counsel's reliance on *Consolidated Gold Fields, Inc. v. Newmont Mining Corp.*, where the court specified that defendants' announced intention of selling certain mines after the takeover "should be accorded no weight in a preliminary injunction hearing" because the acquiring firm did not yet control one of the mines. 698 F. Supp. 487, 502 (S.D.N.Y. 1988), *rev'd in part on other grounds*, 871 F.2d 252 (2d Cir. 1989) (emphasis added). Not only is this matter well past the preliminary injunction stage, but courts since *Consolidated Gold Fields*, like the court in *FTC v. Arch Coal, Inc.*, discussed *infra*, have rejected the notion that a post-merger remedy must be consummated before it can be considered.

asking the Court to adjudicate a hypothetical future transaction. Rather, Respondent will only offer evidence once an agreement is in place.

II. Complaint Counsel Will Not Be Prejudiced By Admitting Evidence of A Divestiture

In an effort to salvage its motion, Complaint Counsel contends that because discovery has closed, it would be prejudiced if its motion were denied. This argument fails for multiple reasons. First, Complaint Counsel has not been blindsided by the divestiture—they have received substantial informal discovery regarding the divestiture package, the management team that will operate the business, the business plan, and interested buyers. Indeed, Complaint Counsel appears to have had sufficient information about the proposed divestiture to discuss it “with a broad array of market participants” and reach a preliminary view on it. *See* Motion at 3, n.5. Moreover, Complaint Counsel’s purported prejudice rings hollows given that their final witness list, served on November 1, recognized the potential need to introduce evidence on a divestiture by reserving the right to “call any witnesses regarding any proposals to sell glass container plants...” *See* Ex. A at 1.

While Complaint Counsel now cries prejudice, if it believes it needs formal discovery on any aspect of the divestiture, it should have sought it. At the Settlement Conference, Ardagh stated that it would have no objections to such discovery. And Respondent maintains that position – namely, once a definitive purchase agreement is signed, Respondent agrees to expedited discovery of the final buyer and the terms of the agreement, adjusting the trial schedule if necessary. The discovery should not be unduly burdensome, since discovery will largely serve to memorialize what Complaint Counsel already knows: the plants in the divestiture package, the experience and qualifications of the Newco management team, and the Newco business plan. As such, Complaint Counsel will not be deprived of the opportunity to

take that discovery, and any potential prejudice resulting from Respondent's inability to provide a copy of the final agreement or identify the final buyer at this juncture is moot.

CONCLUSION

For the foregoing reasons, the FTC's Motion *In Limine* to Exclude Any Evidence of Respondents' Possible Divestitures to Undetermined Buyers should be denied with prejudice in its entirety.

Dated: December 11, 2013

Respectfully submitted,

SHEARMAN & STERLING LLP

By:  /s/

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.

CERTIFICATE OF SERVICE

I, Jason M. Swergold, an associate at Shearman & Sterling LLP, hereby certify that on December 12, 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
slorgio@ftc.gov
vlippincott@ftc.gov
mrobinson@ftc.gov
dkelly2@ftc.gov
jabell@ftc.gov
tmartin@ftc.gov
ahamilton1@ftc.gov

Complaint Counsel

Christine Varney
Yonatan Even
Athena Cheng
Rory Leraris
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

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

December 12, 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 12, 2013

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

EXHIBIT A

**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 Tipre.** Mr. Tipre is Chief Executive Officer of Piramal Glass-USA, Inc. We expect Mr. Tipre will testify about the business and operations of Piramal Glass-USA, Inc. including the manufacture and sale of glass containers by Piramal Glass-USA, Inc., and the limited nature of any competition or potential competition between Piramal Glass-USA, Inc., and respondents in the manufacture and sale of glass containers to brewers and distillers. We further expect that Mr. Tipre 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