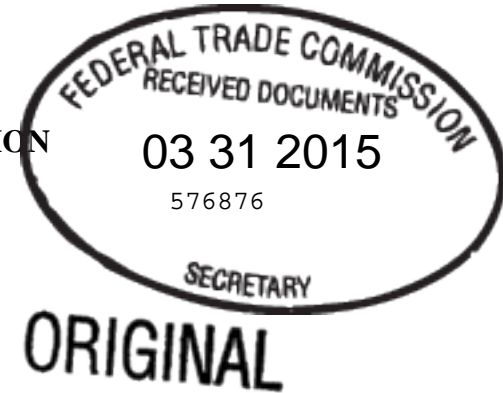


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



In the Matter of

SYSCO CORPORATION,

and

USF HOLDING CORP.,

and

US FOODS, INC.,

Docket No. 9364

VIA EMAIL

Stephen Weissman
Federal Trade Commission
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Re: Respondents' Preliminary Witness List

Pursuant to the Scheduling Order in this matter, Respondents' counsel provides this preliminary list of fact witnesses whom Respondents currently contemplate calling to testify orally by live witness at the hearing in this matter based on the information available to us at this time. Subject to the limitations in the Order filed in this action, Respondents reserve the right:

- A. To present testimony, by deposition transcript, declaration, or orally by live witness, from any other person who has been or may be identified by Complainants as a potential witness in this matter;
- B. For any individual non-Party witness listed below, to substitute the 30(b)(6) witness designated by that non-Party in response to a 30(b)(6) notice;

- C. To present testimony by deposition transcript of any person identified by a Party or non-Party as a 30(b)(6) representative of that Party or non-Party pursuant to a 30(b)(6) notice served by Complainants or Respondents;
- D. To call the custodian of records of any non-party from whom documents or records have been obtained—specifically including, but not limited to, those non-parties listed below—to the extent necessary to authenticate documents in the event a stipulation cannot be reached concerning the authentication of non-party documents;
- E. To supplement this list in light of the fact that discovery in this matter is ongoing;
- F. To call representatives of the companies on Complainants’ list of National Customers as that term is used in Complainants’ complaint, and to call representatives of companies that purchase foodservice distribution but are excluded from Complainants’ National Customer list, once Complainants’ disclose that list to Respondents.
- G. Not to call at the hearing any of the persons listed below, as circumstances may warrant;
- H. To call any witnesses to rebut the testimony of witnesses proffered by Complainants;
- I. To call any of these or other witnesses for rebuttal testimony;
- J. To call any witness on the Complainants’ preliminary witness list dated March 24, 2015 and any subsequent witness list.

Subject to these reservations of rights, Respondents preliminary list of party and non-party live testimony witnesses is as follows:

1. **William DeLaney.** Mr. DeLaney is the President and Chief Executive Officer of Sysco Corporation. Mr. DeLaney is responsible for the overall management of Sysco Corporation, including sales and operations. Mr. DeLaney will testify about the competitiveness of the foodservice and foodservice distribution industry; the ease with which competitors can and do enter and expand their business; the ways Sysco is adapting to stay competitive; Sysco’s past, present and future role in that industry, the reasons for the merger with US Foods and the benefits that the merger will bring to the industry and its customers. Mr. DeLaney will testify about how Sysco works with its customers and faces competitive pressure continuously to deliver more value to customers. He also will testify about Performance Food Group as a competitor and the divestiture to Performance Food Group as part of the Sysco-US Foods transaction.
2. **Scott Sonnemaker.** Mr. Sonnemaker is the Senior Vice President of Sales for Sysco Corporation. Mr. Sonnemaker is responsible for Sysco Corporation’s overall sales activity. Mr. Sonnemaker will testify about the competitiveness of the foodservice and foodservice distribution industry, about Sysco’s role in that industry and its

- relationships with its customers, the reasons for the merger with US Foods and the benefits that the merger will bring to the industry and its customers. Mr. Sonnemaker will testify about Sysco's customer relationships, the dynamics of working with customers, and how Sysco competes for those customers. He will testify about Sysco's operations, products and services and the many competing options customers have for those products and services. Mr. Sonnemaker also will testify about Performance Food Group as a competitor and the divestiture to Performance Food Group as part of the Sysco-US Foods transaction.
3. **Carter Wood.** McKinsey has been involved in the analysis of the synergies and efficiencies that will be realized as a result of the merger. Mr. Wood of McKinsey will testify regarding the efficiencies and synergies that the merger will bring to the combined company and its customers, including the quantification and merger-specificity of those efficiencies.
 4. **David Schreiberman.** Mr. Schreiberman is the Executive Vice President of Strategy for US Foods, Inc. Mr. Schreiberman is responsible for US Foods' strategic planning, operational strategies, and mergers and acquisitions. Mr. Schreiberman will testify about the competitiveness of the foodservice and foodservice distribution industry; how food is distributed to foodservice locations; about US Foods' role in that industry; the reasons for the merger with Sysco; and the benefits that the merger will bring to the industry and its customers. Mr. Schreiberman also will testify about Performance Food Group as a competitor and the divestiture to Performance Food Group as part of the Sysco-US Foods transaction.
 5. **Tom Lynch.** Mr. Lynch is the Senior Vice President for National Sales for US Foods, Inc. Mr. Lynch is responsible for overall sales activity. Mr. Lynch will testify about the competitiveness of the foodservice and foodservice distribution industry, about US Foods' role in that industry, and its relationships with its customers. Mr. Lynch will testify about US Foods' customer relationships, the dynamics of working with customers, and how US Foods competes for those customers. He will testify about US Foods' operations, products and services, and the many competing options customers have for those products and services. Mr. Lynch also will testify about Performance Food Group as a competitor and the divestiture to Performance Food Group as part of the Sysco-US Foods transaction.
 6. **George Holm.** Mr. Holm is the President and Chief Executive Officer of Performance Food Group. Mr. Holm is responsible for the overall management of Performance Food Group, including sales and operations. Mr. Holm will testify about the competitiveness of the foodservice distribution industry; about PFG as a competitor to Sysco, US Foods and other food and foodservice distribution options in particular local markets; about PFG's role in that industry, PFG's contract to buy and integrate personnel and assets including 11 distribution centers from the merged company and the role an expanded PFG will play in the industry and with its customers.

7. **Jim Hope.** Mr. Hope is the Executive Vice President of Operations of Performance Food Group. Mr. Hope is responsible for the overall management of Performance Food Group's operations. Mr. Hope will testify about the competitiveness of the foodservice distribution industry; about PFG as a competitor to Sysco, US Foods and other food and foodservice options in particular local markets; about PFG's role in that industry, PFG's contract to buy and integrate personnel and assets including 11 distribution centers from the merged company and the role an expanded PFG will play in the industry and with its customers.
8. **Centralized Supply Chain Services LLC.** Mr. Paul Allegri of Centralized Supply Chain Services LLC will testify regarding Applebee's/IHOP's strategy and options relating to the sourcing, procurement and distribution of food and foodservice items.
9. **Centerplate, Inc.** Mr. Paul Daly or a representative of Centerplate with knowledge of Centerplate's strategy and options relating to the sourcing, procurement and distribution of food and foodservice items.
10. **Culver's Franchising System, Inc.** Mr. Craig Culver or a representative of Culver's with knowledge of Culver's strategy and options relating to the sourcing, procurement and distribution of food and foodservice items.
11. **Del Frisco's Restaurant Group.** Mr. David Tashman will testify regarding Del Frisco's strategy and options relating to the sourcing, procurement and distribution of food and foodservice items
12. **Five Guys Enterprises, LLC.** Mr. Carl Napiwocki or a representative of Five Guys with knowledge of Five Guys' strategy and options relating to the sourcing, procurement and distribution of food and foodservice items.
13. **Hilton Supply Management, LLC.** Mr. William Kornegay or a representative of Hilton Supply Management LLC with knowledge of Hilton's strategy and options relating to the sourcing, procurement and distribution of food and foodservice items.
14. **HPSI Purchasing Services.** Mr. David Lindahl will testify regarding HPSI's strategy and options relating to the sourcing, procurement and distribution of food and foodservice items for its members.
15. **Independent Purchasing Cooperative, Inc.** Mr. Robert Baker or Mr. George Getenbach will testify regarding Independent Purchasing Cooperative's efforts to optimize Subway's strategy and options relating to the sourcing, procurement and distribution of food and foodservice items.
16. **MedAssets, Inc.** Scott Grubenhoff is Vice President of Sourcing for MedAssets. Mr. Grubenhoff oversees MedAssets' dietary distribution portfolios, including all foodservice distribution negotiations and contracts. Mr. Grubenhoff will testify regarding MedAssets strategy and options in the procurement of foodservice and

- foodservice distribution contracts for its members and how its members take advantage of those options.
17. **Sodexo, Inc./Entegra Procurement Services LLC.** Mr. Jim Pazzanese or a representative of Sodexo with knowledge of Sodexo and Entegra's strategy and options relating to the sourcing, procurement and distribution of food and foodservice items.
 18. Purchasers of foodservices in some or all of the 32 local markets identified by Complainants in their complaint at Appendix A.
 19. Representatives of competitors to Sysco and US Foods. Representatives of various competitors in the foodservice and foodservice distribution industry will testify to how they compete with Sysco and US Foods locally and nationally every day for customers of foodservice products and distribution.

Dated: March 31, 2015

Respectfully Submitted,

By: /s/ Edward D. Hassi

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*Counsel for Respondents USF Holding
Corp. and US Foods, Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on March 31, 2015, I served the foregoing document via electronic mail to:

D. Michael Chappell
Chief Administrative Law Judge
Federal Trade Commission, Office of Administrative Law Judges
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Rm. H-10

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/s/ Edward D. Hassi

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