

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF WISCONSIN  
MILWAUKEE DIVISION**

UNITED STATES OF AMERICA,	)	
	)	
STATE OF WISCONSIN,	)	
	)	
STATE OF ILLINOIS, and	)	
	)	
STATE OF MICHIGAN	)	
	)	
<i>Plaintiffs,</i>	)	
	)	
v.	)	Civil Action No. 2:10-cv 00059-JPS
	)	
DEAN FOODS COMPANY,	)	
	)	
<i>Defendant.</i>	)	
	)	

**DECLARATION OF JOSHUA H. SOVEN IN SUPPORT OF PLAINTIFFS' RESPONSE  
TO MOTION TO COMPEL A DISCOVERY RESPONSE TO THE FIRST  
INTERROGATORY OF DEAN FOODS COMPANY**

I, Joshua H. Soven, declare as follows:

1. I am the Chief of the Litigation I Section of the Antitrust Division of the United States Department of Justice. I have held this position since July 2007. From 2004 to 2007, I was an Attorney-Adviser to Deborah Platt Majoras, Chairman of the Federal Trade Commission (“FTC”). The FTC shares antitrust enforcement authority with the Antitrust Division of the U.S. Department of Justice. From 1998 to 2004, I was a staff attorney in the Antitrust Division's Networks and Technology Enforcement Section, where I was lead attorney on a number of antitrust investigations.

2. The statements made in this declaration are based upon my personal knowledge and upon information that is routinely made available to me in order to carry out my official duties.

3. As the Chief of the Litigation I Section, I am responsible for supervising and coordinating the work of the Section's attorneys, paralegal specialists, and support staff. Since April 2009, I have supervised and directed the investigation of the acquisition challenged in this litigation.

4. In my experience as both a staff attorney and a manager in the Antitrust Division, voluntary interviews with third parties are an important method by which the Division gathers information needed to formulate a recommendation whether to challenge a merger transaction under the antitrust laws. In the vast majority of our merger investigations, including this one, there are a very large number of customers, distributors, competitors, and other industry participants from whom we need to obtain information to assess the competitive effects of the acquisition under investigation. Issuing compulsory process under the Antitrust Civil Process Act, 15 U.S.C. § 1312, et seq., is a time-consuming method of gathering information because of the requirements for issuing Civil Investigative Demands (“CIDs”) under that statute. By contrast, voluntary interviews conducted over the telephone can be scheduled and completed very quickly. In this investigation, the Division issued CIDs to Dean and 20 third parties. The staff conducted a much larger number—approximately 170—of voluntary interviews during the investigation.

5. The information obtained from these voluntary interviews was an important input into the Antitrust Division's decision whether to file a lawsuit challenging Dean Foods'

acquisition of the Foremost Farms milk processing assets. For example, several of these memoranda were provided to members of the Division's leadership as they evaluated whether to challenge this transaction.

6. I am aware, both as a former staff attorney and now a section chief, that a large number of persons we interview during our investigation express concerns about the confidentiality of the information provided during these interviews. In my judgment, if all of the information obtained in voluntary interviews were forced to be disclosed on a routine basis in the event of litigation, a significant number of persons we attempt to interview would either decline to be interviewed or be less candid in providing information to the Antitrust Division on a voluntary basis.

I declare under penalty of perjury that the foregoing is true and correct. Executed on August 13, 2010, in Washington, DC.

s/Joshua H. Soven  
Joshua H. Soven