

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

<b>FEDERAL TRADE COMMISSION,</b>	)	
	)	
<b>et al.,</b>	)	Civil Action
	)	No. 15-256
<b>Plaintiffs,</b>	)	
	)	Thursday, May 7, 2015
<b>v.</b>	)	9:00 a.m.
	)	
<b>SYSCO CORPORATION,</b>	)	Washington, D.C.
	)	
<b>et al.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DAY 3 - MORNING SESSION**  
**TRANSCRIPT OF EVIDENTIARY HEARING PROCEEDINGS**  
**(EXCLUDING SEALED PORTION)**  
**BEFORE THE HONORABLE AMIT P. MEHTA,**  
**UNITED STATES DISTRICT COURT JUDGE**

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1 MORNING SESSION, MAY 7, 2015

2 (9:01 a.m.)

3 THE COURT: Good morning, everyone. Please be seated.

4 THE COURTROOM CLERK: Civil Action 15-256, *Federal Trade*  
5 *Commission et al., versus Sysco Corporation, et al.* For the  
6 plaintiffs, Stephen Weissman, Alexis Gilman, Mark Seidman, Victor  
7 Domen, and Melissa Davenport. For the defense, Richard Parker,  
8 Ian Simmons, Edward Hassi, Katy Robson -- actually, I don't see  
9 Ms. Robson, I'm sorry -- Joseph Tringali, Peter Herrick and  
10 Philip Mirrer-Singer.

11 THE COURT: Bear with me everyone, if you would, please.

12 Okay. All right. Are we ready to proceed? Is there  
13 anything that we ought to deal with as to preliminary matters?

14 MR. WEISSMAN: I don't believe so, Your Honor.

15 MR. HASSI: No, Your Honor.

16 THE COURT: All right. Great. Mr. Weissman.

17 MR. WEISSMAN: Thank you, Your Honor. We'd like to resume  
18 the testimony of Mr. Holm.

19 THE COURT: Just for both parties' purposes, I think what  
20 we'll try and do this morning is we'll do one break. I know  
21 we're starting a little early, but we'll go until about 10:30 and  
22 we'll take 15 minutes and then we'll try to power through for the  
23 final hour and three-quarters until the lunch break.

24 Mr. Holm, good morning.

25 THE WITNESS: Good morning.

1                    CONTINUED DIRECT EXAMINATION OF GEORGE HOLM

2   BY MR. WEISSMAN:

3   **Q.**      Good morning, Mr. Holm. How are you doing?

4   **A.**      Good.

5   **Q.**      Thanks for staying overnight. Appreciate it. I want to  
6 go back and just make sure I cover one thing we covered with  
7 regard to the systems distribution and broadline yesterday. I  
8 want to do the same thing for specialty distribution and  
9 broadline.

10            Is it fair to say that PFG generally does not encounter  
11 independent restaurant customers threatening to switch, much  
12 less actually switching, a portion of their purchases away from  
13 broadline to specialty distributors in response to price  
14 changes?

15   **A.**      Not, not their business in its entirety, no, they  
16 wouldn't be capable.

17   **Q.**      Okay. But it's fair to say that, again, PFG does not  
18 encounter independent restaurants threatening to switch, much  
19 less actually switching, a portion of their purchases away from  
20 broadline to specialty distributors in response to price  
21 changes?

22   **A.**      I think it depends on what type of specialty company  
23 you're talking about, but I would say all in all I agree with  
24 that.

25   **Q.**      Okay. Thank you. And we can also agree that the prices

1 and services offered by specialty distributors do not  
2 significantly affect the prices and services offered by PFG's  
3 broadline division to broadline customers, correct?

4 A. Correct.

5 Q. You -- one of the benefits you mentioned yesterday of  
6 national customers using a single broadline distributor  
7 throughout the U.S. was what you refer to as consistent  
8 delivery, correct?

9 A. I don't remember saying --

10 Q. Okay. Let me back up. Is it fair to say that using a  
11 national broadliner also has the benefit for national customers  
12 of receiving consistent delivery?

13 A. I think that that is the case and that when they put that  
14 specification into an agreement, particularly.

15 Q. And it's fair to say, isn't it, that PFG is currently  
16 unable to compete with Sysco and US Foods for customers  
17 requiring national broadline foodservice distribution?

18 A. Without the divestiture package, that's accurate.

19 Q. And we'll get to the divestiture package.

20 A. Okay.

21 Q. PFG has either bid for and loss or has not been invited  
22 to bid for RFPs issued by national broadline customers requiring  
23 distribution across the United States, correct?

24 A. Correct.

25 Q. And it's true, isn't it, that national broadline

1 customers may occasionally invite PFG to respond to a national  
2 RFP, but PFG is not able to win national broadline business due  
3 to its lack of national broadline geographic scope?

4 A. Correct.

5 Q. And, in fact, foodservice management companies, also  
6 known as contractor feeders, overwhelmingly use a broadliner  
7 with national reach, correct?

8 A. Yeah. I'm going to stress overwhelmingly. Okay? It's  
9 not 100 percent.

10 Q. Understood. For example, Aramark, one of the biggest  
11 ones, correct?

12 A. Correct.

13 Q. One of the biggest contract feeders in the U.S., correct,  
14 uses Sysco for all but a handful of markets and locations,  
15 right?

16 A. Correct.

17 Q. And Compass does the same, another contract feeder,  
18 correct?

19 A. I would say they use others a little bit more than  
20 whatever a handful would be. It's more than what Aramark does.

21 Q. But it's still overwhelmingly using Sysco, correct?

22 A. That's correct.

23 Q. Same with Hilton, correct?

24 A. Correct.

25 Q. Now, Hilton is actually owned by Blackstone, your parent,

1 correct?

2 A. They were the -- at least last I saw, they were the  
3 largest shareholder. They have taken the company public,  
4 though, a while ago.

5 Q. But you don't -- you don't cover Hilton properties in all  
6 areas where you have geographic coverage, correct?

7 A. That's correct.

8 Q. Why not?

9 A. From them? We -- because we don't have national  
10 coverage.

11 Q. Okay. But even where you do have regional coverage,  
12 Hilton sometimes doesn't use PFG, correct?

13 A. That's correct.

14 Q. Okay. Do you know why not?

15 A. I can only tell you what they tell us, and that's that we  
16 don't have national coverage.

17 Q. Even if you have coverage in a specific region, they  
18 don't use you in that region because you don't have national  
19 coverage?

20 A. Correct.

21 Q. Okay. And Sodexo, another contract feeder that  
22 overwhelmingly uses Sysco, correct?

23 A. Yes. Once again, not to the extent of Aramark, but yes.

24 Q. Still overwhelmingly?

25 A. Overwhelmingly, yeah.



1 Q. And Avendra, the GPO, uses US Foods for all but a handful  
2 of markets and customers, correct?

3 A. I believe that to be still correct. They have done more  
4 regionalization, but I still believe that to be correct.

5 Q. Avendra overwhelmingly uses US Foods, correct?

6 A. I don't know that I can make that statement today because  
7 they've made so many changes, but they're a big customer, yes.

8 Q. Okay. But it -- I'm sorry, were you done? I'm sorry.

9 A. Yes, I am.

10 Q. But had you made that statement to the FTC within the  
11 last year, that would have been true?

12 A. Yes. Yes, absolutely.

13 Q. Okay. And other GPOs like Premier and Novation  
14 overwhelmingly use US Foods, correct?

15 A. Correct.

16 Q. And today PFG's not able to provide broadline foodservice  
17 distribution in most of the western half of the United States,  
18 correct?

19 A. Correct.

20 Q. Nor is PFG able to provide broadline distribution in  
21 portions of the Great Lakes region, correct?

22 A. Correct.

23 Q. And, at least as of August, 2014, when you signed your  
24 declaration, PFG was not able to provide broadline distribution  
25 in portions of Florida, correct?

1 A. That's correct, at that date.

2 Q. You also believe that regional distributors, other than  
3 PFG, are similarly unsuccessful in serving customers requiring  
4 national broadline distribution, correct?

5 A. Correct.

6 Q. Those include Gordon, correct?

7 A. Correct.

8 Q. Reinhart?

9 A. Correct.

10 Q. FSA, correct?

11 A. Correct.

12 Q. And from -- in your view, and based on your extensive  
13 experience in the industry, for many customers, Sysco and  
14 US Foods are each other's closest competitors and the only  
15 viable choice for national broadline customers?

16 A. That's correct.

17 Q. And, in fact, based on your experience, you know that  
18 regional broadline distributors recognize that many national  
19 customers refuse to work with multiple separate regional  
20 distributors, and they actually attempted to patch together some  
21 national coverage through consortiums, correct?

22 A. Are you referring to DMA?

23 Q. I am.

24 A. Okay. Yes.

25 Q. You're familiar with DMA?

1 A. It's a distributor marketing alliance, I believe, is what  
2 DMA stands for.

3 Q. And DMA is a sales and marketing cooperative that  
4 attempts to bid principally on RFPs for national restaurant  
5 chains, correct?

6 A. That would be the majority of what they bid on.

7 Q. They're not big players in hospitality or healthcare,  
8 correct?

9 A. Certain markets, they do well in healthcare. I wouldn't  
10 say it's with the national customer, though.

11 Q. Okay. So to the extent DMA has any significant success  
12 with national customers, it's really with national restaurant  
13 chains, correct?

14 A. Correct.

15 Q. PFG hasn't joined DMA, right?

16 A. That's correct.

17 Q. And in your view it wouldn't meaningfully advance your  
18 prospects of gaining national distribution business?

19 A. It would not. It would not.

20 Q. Okay. And in your experience, national broadline  
21 customers have found DMA not to be a viable alternative to Sysco  
22 or US Foods, correct?

23 A. I would say that the majority have not.

24 Q. And again, we're talking today's world without the  
25 divestiture. Okay?

1           You believe that Sysco post-merger would be in a position  
2 to obtain higher prices for many broadline customers, including  
3 national broadline accounts, correct?

4     **A.**     I made that statement. To a great degree I feel that  
5 same way, but I have been surprised at people's verbal  
6 willingness to regionalize.

7     **Q.**     Let me show you, sir, your declaration you signed back in  
8 August.

9     **A.**     Oh, yeah. Yeah, I think I just said that in that -- at  
10 the time of that declaration that's what I felt.

11    **Q.**     Okay. So you're saying that after that declaration was  
12 signed and after you signed up the deal to align with Sysco,  
13 your views have changed, correct?

14    **A.**     I didn't say that my view had changed. I said that  
15 people have expressed a verbal willingness to regionalize.  
16 Okay? That's -- that's all I'm saying.

17    **Q.**     Okay. But your view hasn't changed, correct?

18    **A.**     My personal view -- I've been surprised by that, but my  
19 personal view, no, has not changed.

20    **Q.**     And you were surprised by that after you signed up the  
21 divestiture and aligned with Sysco on this matter, correct?

22    **A.**     That is not correct. Those things don't equate at all.

23    **Q.**     When did your -- when did your surprise happen?

24    **A.**     Well, I was somewhat surprised with Aramark. They  
25 expressed an interest in doing business with us, expressed an

1 interest in regionalization. We did a lot of work for them,  
2 several maps. I went to an event at Sodexo, and they also  
3 expressed an interest, but we've done no work for them at this  
4 point. And I'm really uncomfortable talking about customers,  
5 but I got to answer your question. Compass, not at the highest  
6 level there, but has shown interest. So those are the ones.  
7 But I've -- you know, I've met, spent a lot of time with,  
8 they've shown interest.

9 Q. But it's fair to say you don't have any commitments from  
10 these customers, correct?

11 A. That's correct.

12 Q. And it's fair to say they haven't done regional business  
13 with you, correct?

14 A. Sodexo does today; Compass does today.

15 Q. But other than in a couple of areas, you don't do  
16 business with them, correct?

17 A. Both are in two markets.

18 Q. Correct. And for Aramark you don't do business there?

19 A. We don't do any business.

20 Q. Okay. And what was the other one you mentioned?

21 A. Avendra.

22 Q. Avendra, you don't do business with them, correct?

23 A. Well, I better be careful here. Vistar does business  
24 with each one of those, okay, but Performance Foodservice, no.

25 Q. I'm talking broadline.

1 A. I'm -- I just want to make sure I don't say something  
2 that's not correct.

3 Q. Understood. Broadline, you don't do business with  
4 Avendra?

5 A. We do not.

6 Q. In fact, you bid for Avendra's business a couple years  
7 ago and you didn't get it, correct?

8 A. That's correct.

9 Q. And they told you you didn't get it because you didn't  
10 have the geographic coverage, correct?

11 A. That's correct.

12 Q. And you believe, sir, that on a national level,  
13 foodservice management companies, GPOs and certain restaurant  
14 groups will be particularly vulnerable to price increases after  
15 the merger, correct?

16 A. That's correct.

17 Q. And in your experience --

18 A. Now, I want to make sure we're talking about  
19 pre-divestiture still. Okay?

20 Q. We are.

21 A. All right.

22 Q. In your experience, these customers, these national  
23 customers, have obtained lower prices by bidding Sysco and  
24 US Foods against each other?

25 A. Yes.

1 Q. And for foodservice management companies, GPOs and  
2 certain national chain restaurants, you believe that a  
3 Sysco/US Foods merger would combine the only two viable  
4 distributors that have the geographic scope to service them,  
5 correct?

6 A. Yeah, that's correct. I want to, once again, say,  
7 pre-divestiture.

8 Q. And, in fact, today, PFG would not be able to constrain  
9 or merge Sysco/US Foods, correct?

10 A. That would be difficult, yes.

11 Q. And other regional distributors, which are smaller than  
12 PFG, would be even less able to constrain a combined  
13 Sysco/US Foods, correct?

14 A. Correct, unless the customer's willing to regionalize,  
15 because they do cover other regions, those guys.

16 Q. Let me shift gears for a second.

17 A. Okay.

18 MR. WEISSMAN: I'm trying to get as much as I can while  
19 we're still in a public session, Your Honor.

20 BY MR. SEIDMAN:

21 Q. Let's talk a little bit about local markets. Okay?

22 A. Um-hmm.

23 Q. For independent and -- restaurants and other local  
24 broadline customers, Sysco and US Foods are often local  
25 customers' first and second choices for foodservice

1 distribution, correct?

2 **A.** They're, in many markets, the largest and the second  
3 largest in the market, yeah.

4 **Q.** And in most local markets where PFG does business today,  
5 Sysco and US Foods are among the top two or three largest and  
6 most competitively significant broadliners, correct?

7 **A.** I would say there are markets where we would be one or  
8 two, but in those markets, Sysco is either one and three or two  
9 and three.

10 **Q.** Okay. But there are markets where Sysco and US Foods are  
11 one and two, correct?

12 **A.** Correct.

13 **Q.** Okay. And let's talk about a couple of those.

14 The two most competitively significant broadline  
15 distributors in Columbia, South Carolina market are US Foods and  
16 Sysco, correct?

17 **A.** I would say in that market, that US would be the largest  
18 and probably Sysco second largest.

19 **Q.** And the two most competitively significant broadline  
20 distributors in Charleston, South Carolina are US Foods and  
21 Sysco, correct?

22 **A.** Remember, I'm saying largest. Now, when it comes to  
23 competitive, that's a market where we're going 41 percent.  
24 Okay? So, yes, those would be the two largest distributors in  
25 that market.



1 Q. They're also the two most competitively significant,  
2 correct?

3 A. I think we're the most competitive company in those  
4 markets today.

5 Q. Okay. Can you please open your -- remember I took your  
6 deposition about a month ago?

7 A. Um-hmm.

8 Q. Can you please open your deposition binder to -- it  
9 should be the first tab -- and turn to page 71. Again, it's a  
10 mini transcript so there are four pages.

11 A. Okay.

12 Q. And I'm going to direct you to line 15 on page 71. And  
13 for context, I'll start on line 12.

14 MR. NANNES: Your Honor, I'm counsel for PFG, so could  
15 we --

16 MR. WEISSMAN: Yeah, can we take that off, please.

17 THE COURT: Yes, we can take that off.

18 MR. WEISSMAN: I'm sorry, John.

19 MR. NANNES: That's okay.

20 BY MR. WEISSMAN:

21 Q. Okay. Are you at the page, sir?

22 A. Yes.

23 Q. I'm not going to read it because it is competitively  
24 sensitive, but take a minute and tell me if that's -- if my  
25 question to you is properly answered by this deposition

1 transcript?

2 **A.** I would say at that time, that term "competitively  
3 significant," okay, I would say that I was thinking in a way in  
4 which I thought those two, because they're the two biggest.  
5 Okay? But if I look at who's competitive in that market, Steve,  
6 we're growing at 41 percent. I mean, we are competitive in that  
7 market. Okay? So I answered it one way there, and I answered  
8 it one way here. So I can explain it further if you want to ask  
9 me anything else about it.

10 **Q.** Okay.

11 **A.** Okay.

12 **Q.** The transcript says what it says, correct?

13 **A.** And I said what I said.

14 **Q.** And I took your deposition a month ago, correct?

15 **A.** That's correct. That's correct.

16 **Q.** And we can agree as well, sir, that -- or maybe we don't  
17 agree, but we can -- let me just ask you: The two most  
18 competitively significant broadline distributors in the Raleigh,  
19 North Carolina market are US Foods and Sysco, correct?

20 **A.** They are the two largest. I would say US first and I  
21 would say Sysco second, and I would say in that market we would  
22 not be as competitive as those two in that market.

23 **Q.** Okay. Two most competitively significant in the  
24 Raleigh --

25 **A.** In that market I would say, yes.

1 Q. US Foods and Sysco?

2 A. In Raleigh, I would say yes.

3 Q. Who is Doug Pearce?

4 A. Doug Pearce is a -- I know of him as a distant relative  
5 of Mac Pearce. He does some work with some specific accounts,  
6 and he has a daughter that works for us as a salesperson  
7 somewhere in North Carolina.

8 Q. Did Mr. Pearce used to work for US Foods?

9 A. I think he used to work for PY Monarch, before they  
10 bought US Foods. I'm not so sure that he worked for US. He may  
11 have, but I -- I'm not so sure.

12 Q. So a US Foods' predecessor company, correct?

13 A. That's correct.

14 Q. In the Carolinas?

15 A. In the Carolinas.

16 Q. And do you remember Mr. Pearce just last October sending  
17 you an e-mail informing you that US Foods and Sysco together  
18 would control about 70 percent of sales in the south --  
19 Columbia, South Carolina area?

20 A. I do remember that, yes.

21 Q. Huh?

22 A. I do remember that.

23 MR. NANNES: Can I speak to Mr. Weissman for a moment  
24 about confidentiality?

25 THE COURT: Sure. Make it quick, Counsel. Make it quick,

1 please.

2 (Discussion had off the record between attorneys.)

3 BY MR. WEISSMAN:

4 Q. Okay. The two most -- Southwest Virginia, two most  
5 competitively significant broadline distributors in Southwest  
6 Virginia are US Foods and Sysco, correct?

7 A. I would put them number one and two in size.

8 Q. In competitive significance, correct?

9 A. You know, I -- I don't -- I struggle with that term.  
10 Okay? They are the two largest distributors in that  
11 marketplace. We are doing extraordinarily well in that  
12 marketplace, extraordinarily well, Steve.

13 Q. You're number three, right?

14 A. In that market, that's my opinion. Okay?

15 Q. And is it fair to say, putting aside the markets we've  
16 just talked about, that you believe Sysco/US Foods merger would  
17 result in significant concentration increases in many local  
18 markets across the United States?

19 A. Be careful. I'm going to be careful with this. You're  
20 saying across the United States, but you're not talking  
21 specifically about the Carolinas or Southwest Virginia.

22 Q. Let me give you some examples.

23 A. Okay.

24 Q. Philadelphia.

25 A. There's a huge number of options in Philadelphia.

1 Q. Do you believe that the merger would significantly  
2 increase competition [sic] in Philadelphia?

3 THE COURT: Competition or concentration?

4 MR. WEISSMAN: Concentration, sorry, Your Honor.

5 THE WITNESS: Let me make sure I answer this. What do you  
6 mean by -- what is significantly?

7 BY MR. WEISSMAN:

8 Q. Well, let me --

9 A. I mean, they are the number one and the number two  
10 distributor in that market.

11 MR. WEISSMAN: I'm going to show Mr. Holm a document, and  
12 I don't want to trudge on confidentiality, and I'm really at the  
13 point, too, at the end of this questioning where we were about  
14 ready for me to ask you if we can go in-camera, Your Honor.

15 THE COURT: Okay. Do you want to complete this line of  
16 questioning?

17 MR. WEISSMAN: I'm going to use a document to impeach him,  
18 so --

19 THE COURT: All right.

20 MR. WEISSMAN: -- I don't want to use it.

21 THE COURT: All right. How long do you think this portion  
22 of your examination will be?

23 MR. WEISSMAN: I'm thinking an hour.

24 THE COURT: Okay. All right. Folks, I hate to do this,  
25 but we have to. I think it'll probably foreclose the session for

1 some period of time, not only because of Mr. Weissman's  
2 examination, but I'll ask Mr. Parker to start his  
3 cross-examination with in-camera material until he's ready to  
4 open the courtroom.

5 MR. PARKER: We can do that, Your Honor.

6 THE COURT: So it may be a little bit of time. So unless  
7 you are affiliated or an employee of the party who's permitted to  
8 be here or counsel or an employee of either of the law firms or  
9 the FTC or any of the AG reps, I'll have to ask you to clear the  
10 courtroom, please.

11 (Thereupon the courtroom was cleared and the following  
12 further proceedings were held in-camera:)

13 THE COURT: And we'll have this portion forward on the  
14 transcript be under seal.

15 (Following further proceedings sealed by order of the  
16 Court:)

17 [REDACTED]

18 [REDACTED]

19 [REDACTED]

20 [REDACTED]

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 [REDACTED]

25 [REDACTED]

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This block represents the main body of the document, where each line from 1 to 25 contains redacted text. The redactions are shown as solid black bars of varying lengths and positions. For example, line 1 has a single long redaction bar. Line 2 has two short redaction bars. Line 3 has two long redaction bars. This pattern continues throughout the page, with some lines like 12 and 22 having very long redaction bars that span most of the line's width.

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C E R T I F I C A T E

I, Scott L. Wallace, RDR-CRR, certify that the foregoing is a correct transcript from the record of proceedings in the above-entitled matter.

/s/ Scott L. Wallace  
-----  
**Scott L. Wallace, RDR, CRR**  
**Official Court Reporter**

5/7/15  
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**Date**

I N D E XEXAMINATIONSPage

CONTINUED DIRECT EXAMINATION OF GEORGE HOLM BY MR. WEISSMAN:	642
CROSS-EXAMINATION OF GEORGE HOLM BY MR. PARKER	759

EXHIBITSDESCRIPTION

Plaintiffs' Exhibit 8000 marked	703
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<b>\$</b>	<b>17th</b> [2] - 56:16; 57:5 <b>18</b> [5] - 30:5; 45:24; 130:25; 140:11, 23 <b>19</b> [10] - 38:6; 42:20, 22; 44:11; 45:24; 59:25; 97:22; 98:2, 5; 130:25 <b>197</b> [3] - 85:8, 12 <b>198</b> [1] - 88:1 <b>1:30</b> [1] - 145:18 <b>1st</b> [2] - 82:3	<b>3</b>
<b>\$10</b> [1] - 75:6 <b>\$20</b> [5] - 74:17, 20; 75:24; 81:8; 82:7 <b>\$250</b> [1] - 79:20 <b>\$490</b> [1] - 132:18 <b>\$895</b> [1] - 133:14		<b>3</b> [1] - 1:10 <b>3.2</b> [2] - 85:24; 90:25 <b>30</b> [2] - 81:11; 132:13 <b>30th</b> [1] - 22:25 <b>32</b> [1] - 132:13 <b>3225</b> [1] - 118:16 <b>326-2030</b> [1] - 1:16 <b>326-2579</b> [1] - 1:20 <b>326-2673</b> [1] - 2:5 <b>326-3296</b> [1] - 1:24 <b>34</b> [1] - 121:10 <b>35</b> [4] - 120:14, 19; 124:2 <b>35-pound</b> [1] - 117:19 <b>36</b> [1] - 135:24 <b>383-5300</b> [1] - 2:17 <b>383-5336</b> [1] - 2:20 <b>383-5380</b> [1] - 2:13 <b>383-5414</b> [3] - 2:13, 21, 25 <b>38th</b> [1] - 136:1 <b>3rd</b> [4] - 48:4; 54:3, 14; 55:6
<b>'</b>	<b>2</b>	
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<b>/s</b> [1] - 146:1		
<b>1</b>		<b>4</b>
<b>1</b> [2] - 73:22; 74:1 <b>1.5</b> [5] - 78:1, 14; 79:3; 86:11 <b>10</b> [2] - 64:21; 75:9 <b>100</b> [11] - 7:9; 67:13; 86:16; 103:25; 105:4, 10, 24; 106:4; 107:4, 11 <b>10017</b> [1] - 3:4 <b>10:30</b> [3] - 4:21; 66:6; 72:14 <b>10:47</b> [1] - 72:15 <b>11</b> [37] - 25:14; 38:7; 39:5; 60:8, 25; 61:4; 62:1; 72:11; 73:9; 77:21; 78:23; 83:2; 84:17; 85:19; 89:9, 19; 90:7, 12, 19, 22; 91:2, 9; 100:13; 103:8; 108:10; 113:1; 115:9; 116:22; 117:23; 131:13, 15; 133:14, 20; 143:16; 144:13 <b>1155</b> [2] - 3:7, 11 <b>11:58</b> [1] - 122:8 <b>12</b> [5] - 17:13; 77:1; 78:21; 116:8; 125:12 <b>12-month</b> [2] - 80:16; 116:7 <b>120</b> [2] - 104:1; 107:7 <b>122</b> [1] - 147:5 <b>12:05</b> [1] - 122:9 <b>12:30</b> [3] - 122:15; 144:17 <b>12:33</b> [1] - 145:21 <b>13</b> [17] - 47:21; 49:4; 50:12, 19; 52:7; 54:8, 21; 55:4, 19; 56:8; 57:4, 10; 75:18; 131:10, 12, 14; 133:20 <b>130</b> [3] - 107:7; 116:7 <b>14</b> [2] - 92:5; 125:17 <b>140</b> [3] - 104:1; 107:8 <b>1440</b> [1] - 3:15 <b>15</b> [3] - 4:22; 17:12; 34:16 <b>15-256</b> [2] - 1:4; 4:4 <b>15-minute</b> [1] - 72:11 <b>150</b> [1] - 67:14 <b>16</b> [4] - 34:9; 46:6; 87:15; 125:16 <b>1625</b> [4] - 2:12, 16, 19, 23 <b>166</b> [3] - 63:11, 13, 19 <b>170</b> [1] - 91:3		<b>4</b> [4] - 42:25; 88:25; 89:1, 6 <b>4,000</b> [1] - 23:25 <b>4.8</b> [7] - 77:23; 78:1; 89:12; 90:7, 20, 23 <b>40</b> [5] - 75:24; 81:12; 83:21; 85:23; 86:16 <b>400</b> [2] - 39:1, 11 <b>41</b> [2] - 16:23; 18:6 <b>410</b> [1] - 2:9 <b>42</b> [2] - 124:3 <b>425</b> [1] - 3:3 <b>44th</b> [1] - 125:13 <b>455-2502</b> [1] - 3:5 <b>455-3840</b> [1] - 3:4 <b>47</b> [1] - 77:16 <b>490</b> [1] - 133:19 <b>4th</b> [1] - 55:18
		<b>5</b>
		<b>5</b> [6] - 45:7, 10; 86:15; 104:15; 111:7; 147:4 <b>5,000</b> [2] - 142:9 <b>5/7/15</b> [1] - 146:1 <b>50</b> [2] - 96:11; 142:1 <b>576-6470</b> [1] - 2:9 <b>58</b> [1] - 45:9
		<b>6</b>
		<b>6</b> [3] - 74:7, 9; 111:7 <b>60</b> [2] - 43:5; 123:24

<p><b>600</b> [4] - 1:15, 19, 23; 2:4  <b>61</b> [1] - 120:17  <b>62</b> [1] - 85:19  <b>636-5500</b> [1] - 3:8  <b>636-5502</b> [2] - 3:9, 12  <b>636-5527</b> [1] - 3:12  <b>6503</b> [1] - 3:19  <b>66</b> [1] - 147:9</p>	<p><b>ability</b> [7] - 80:3, 23; 113:22; 115:3; 116:17; 135:21  <b>able</b> [13] - 7:2; 9:16, 20, 24; 15:8, 12; 29:12; 45:23; 62:15; 87:21; 88:7; 114:12; 145:11  <b>above-entitled</b> [1] - 145:25  <b>absolutely</b> [6] - 9:12; 45:3; 62:17; 115:1; 118:8; 121:17  <b>access</b> [2] - 112:2  <b>accomplish</b> [2] - 82:16; 91:20  <b>account</b> [12] - 78:4, 25; 83:8; 84:16; 94:7; 115:18; 116:13; 138:22, 25; 139:4; 143:19  <b>accounts</b> [24] - 12:3; 19:5; 29:13; 36:17; 78:6; 83:5; 84:11, 15, 18; 85:23; 90:11; 107:20; 108:14; 110:3; 111:20, 23; 116:2, 17; 118:6; 140:21; 141:14; 142:22  <b>accurate</b> [1] - 6:18  <b>achieve</b> [1] - 101:10  <b>acquire</b> [7] - 25:24; 36:13; 73:9; 77:22; 89:15; 131:3  <b>acquired</b> [2] - 73:25; 100:11  <b>acquiring</b> [7] - 83:15, 18; 86:9, 12; 89:14; 103:8; 116:18  <b>acquisition</b> [3] - 61:22; 84:25; 132:9  <b>acquisitions</b> [1] - 132:9  <b>acronym</b> [1] - 114:14  <b>Action</b> [2] - 1:4; 4:4  <b>adamant</b> [2] - 131:23; 132:5  <b>add</b> [3] - 73:1; 90:25; 104:18  <b>added</b> [1] - 125:2  <b>addition</b> [13] - 49:25; 62:8; 65:1; 103:3; 104:5, 25; 105:5, 14, 21; 108:10; 132:11; 136:17; 139:21  <b>additional</b> [3] - 33:15; 37:21; 82:9  <b>additions</b> [2] - 109:12; 132:19  <b>address</b> [1] - 94:6  <b>addressed</b> [1] - 33:9  <b>advance</b> [2] - 11:17; 29:5  <b>advantage</b> [1] - 124:8  <b>advisor</b> [2] - 27:2; 133:13  <b>affect</b> [2] - 6:2; 107:1  <b>affected</b> [1] - 36:17  <b>affects</b> [1] - 107:3  <b>affiliated</b> [4] - 22:7; 27:1; 72:22; 133:11  <b>afternoon</b> [3] - 144:25; 145:10, 12  <b>AG</b> [1] - 22:9  <b>aggressive</b> [2] - 125:5; 131:1  <b>aggressively</b> [3] - 123:7, 17  <b>agilman@ftc.gov</b> [1] - 1:21  <b>ago</b> [9] - 8:4; 14:7; 17:6; 18:14; 24:16; 54:16; 141:4, 9, 21  <b>agree</b> [21] - 5:23, 25; 18:16; 56:7; 59:24; 60:6; 86:21, 24; 87:2; 95:13; 98:22; 101:15, 24; 102:2; 103:17; 107:13, 16; 109:23; 120:19, 24  <b>agreed</b> [4] - 25:11; 62:22; 109:11; 132:18</p>	<p><b>agreement</b> [11] - 6:14; 35:17; 114:4, 13, 15, 20-21; 115:13, 23; 134:15; 138:24  <b>ahead</b> [5] - 36:8; 54:10; 84:1, 4; 115:22  <b>aided</b> [1] - 3:22  <b>AIG</b> [3] - 133:2  <b>Airlines</b> [1] - 132:25  <b>akin</b> [6] - 62:23; 63:1, 4, 24; 65:21  <b>al</b> [4] - 1:4, 8; 4:5  <b>Alabama</b> [6] - 30:14; 70:10; 95:24; 99:10  <b>Albany</b> [2] - 30:24; 142:2  <b>Albuquerque</b> [13] - 30:10; 38:12, 17, 21, 24; 39:11; 50:18, 23; 51:21; 60:10; 68:1  <b>Alexis</b> [2] - 1:18; 4:6  <b>align</b> [1] - 12:12  <b>aligned</b> [1] - 12:21  <b>alliance</b> [1] - 11:1  <b>alluded</b> [1] - 88:18  <b>almost</b> [3] - 23:25; 134:5; 137:25  <b>alternative</b> [3] - 11:21; 34:3, 16  <b>alternatives</b> [3] - 32:11; 33:20, 24  <b>Alternatives</b> [1] - 33:21  <b>Altoona</b> [3] - 39:24; 40:9, 19  <b>ambiguity</b> [1] - 65:7  <b>ambitious</b> [2] - 145:12, 15  <b>Amicus</b> [1] - 3:14  <b>AMIT</b> [1] - 1:11  <b>amount</b> [6] - 43:8; 45:22; 79:9; 80:19; 81:2; 143:1  <b>Amy</b> [2] - 27:10; 28:2  <b>analysis</b> [4] - 30:4; 34:22; 108:21, 25  <b>analyze</b> [2] - 26:3; 29:2  <b>analyzing</b> [1] - 25:24  <b>Angeles</b> [10] - 25:7; 31:5, 9; 57:24; 58:2; 59:1; 67:21; 94:18, 24; 137:12  <b>announced</b> [1] - 26:8  <b>annual</b> [1] - 77:23  <b>answer</b> [11] - 13:5; 21:5; 42:3; 46:19; 63:23; 80:21; 84:6; 102:12-14; 109:18  <b>Answer</b> [5] - 64:1; 85:21; 88:9; 104:17, 22  <b>answer's</b> [2] - 80:8  <b>answered</b> [3] - 17:25; 18:7  <b>answers</b> [1] - 87:6  <b>anticompetitive</b> [1] - 24:23  <b>antitrust</b> [6] - 37:18; 126:5, 9, 12; 129:24; 135:9  <b>anyway</b> [1] - 88:15  <b>apologize</b> [2] - 36:11; 141:3  <b>Appearances</b> [1] - 3:1  <b>APPEARANCES</b> [2] - 1:13; 2:1  <b>appeared</b> [2] - 35:23  <b>appendix</b> [1] - 44:8  <b>appreciate</b> [1] - 5:5  <b>approach</b> [1] - 66:16  <b>approval</b> [1] - 134:25</p>
<b>7</b>		
<p><b>7</b> [7] - 1:5; 4:1; 37:10; 42:13; 54:21; 91:5  <b>70</b> [2] - 19:18; 79:12  <b>71</b> [2] - 17:9, 12  <b>75</b> [1] - 97:7  <b>79</b> [1] - 84:24</p>		
<b>8</b>		
<p><b>8</b> [11] - 63:13, 19; 76:2; 78:15; 79:4; 83:3; 86:12; 107:23; 108:6  <b>8,000</b> [1] - 73:1  <b>80</b> [4] - 84:7, 23-24; 142:1  <b>8000</b> [4] - 66:20, 23-24; 147:9</p>		
<b>9</b>		
<p><b>9</b> [3] - 77:19; 80:18  <b>9045</b> [5] - 23:13; 43:24; 44:9, 11; 121:8  <b>9059</b> [1] - 64:19  <b>9060</b> [6] - 73:5, 11, 22; 81:18; 88:23; 92:5  <b>9060-0024</b> [1] - 81:19  <b>9070</b> [2] - 56:21, 23  <b>9137-006</b> [1] - 111:7  <b>9173</b> [1] - 107:23  <b>9173-008</b> [1] - 108:9  <b>9174</b> [2] - 27:17; 30:5  <b>9181</b> [1] - 99:18  <b>9181-002</b> [1] - 100:15  <b>9185</b> [6] - 42:5, 13; 45:7, 10; 46:7  <b>9185-006</b> [1] - 45:10  <b>9185-008</b> [1] - 42:14  <b>9192</b> [1] - 52:24  <b>9193</b> [2] - 32:18, 20  <b>9197</b> [3] - 37:8, 10; 42:23  <b>9258</b> [2] - 47:25; 48:1  <b>9317</b> [1] - 110:21  <b>9325</b> [2] - 118:19  <b>9:00</b> [1] - 1:6  <b>9:01</b> [1] - 4:2  <b>9th</b> [2] - 26:9; 125:22</p>		
<b>A</b>		
<p><b>a.m</b> [5] - 1:6; 4:2; 72:14; 122:8</p>		

<p><b>approve</b> [1] - 135:4  <b>April</b> [2] - 110:15; 128:25  <b>Aramark</b> [8] - 7:10, 20; 8:23; 12:24; 13:18; 76:16; 77:10  <b>area</b> [28] - 19:19; 31:9; 40:23, 25; 41:13; 59:1, 16, 22; 62:10, 25; 67:18, 21; 69:7; 70:24; 93:1; 94:21; 95:25; 98:12; 106:19, 22, 25; 116:6; 137:9; 140:9; 141:22, 24; 142:24  <b>areas</b> [8] - 8:6; 13:15; 29:18; 35:15; 98:15; 106:5; 117:4; 138:7  <b>arise</b> [1] - 36:13  <b>Aroma</b> [1] - 127:19  <b>Arps</b> [4] - 3:14; 126:9; 129:23  <b>arranged</b> [3] - 124:23; 127:10  <b>aside</b> [1] - 20:15  <b>Assets</b> [1] - 111:16  <b>assets</b> [20] - 25:12, 14; 36:13; 47:5; 49:22; 50:4; 55:15; 73:24; 100:12; 105:6; 109:24; 111:11; 115:16; 126:2; 129:1; 132:15; 134:21; 135:11  <b>assigned</b> [2] - 47:18; 49:10  <b>Assistant</b> [1] - 2:6  <b>associated</b> [1] - 119:18  <b>assume</b> [4] - 48:16; 88:3; 122:21; 144:24  <b>assumes</b> [3] - 73:24; 90:7, 21  <b>assuming</b> [2] - 54:23; 109:8  <b>assumption</b> [2] - 73:8; 90:14  <b>asterisk</b> [2] - 34:9, 12  <b>asterisks</b> [2] - 35:23; 38:9  <b>Atlanta</b> [6] - 102:24; 103:2, 6, 12; 104:19  <b>Attached</b> [2] - 33:14; 37:21  <b>attachment</b> [3] - 38:4; 48:4, 10  <b>attempted</b> [1] - 10:20  <b>attempts</b> [1] - 11:4  <b>attention</b> [1] - 46:8  <b>ATTORNEY</b> [1] - 2:7  <b>Attorney</b> [5] - 1:14, 18, 22; 2:2, 6  <b>attorneys</b> [3] - 20:2; 127:22; 130:2  <b>attractive</b> [1] - 109:9  <b>attractiveness</b> [1] - 108:21  <b>August</b> [3] - 9:23; 12:8; 129:5  <b>available</b> [2] - 100:17; 129:2  <b>Avendra</b> [6] - 9:1, 5; 13:21; 14:4; 48:23  <b>Avendra's</b> [1] - 14:6  <b>Avenue</b> [6] - 1:15, 19, 23; 2:4; 3:3, 15  <b>avoid</b> [1] - 46:22  <b>award</b> [1] - 137:24  <b>aware</b> [2] - 44:12; 95:16</p>	<p><b>bare</b> [1] - 56:9  <b>barriers</b> [2] - 93:11; 95:21  <b>BARTLETT</b> [3] - 3:3, 7, 10  <b>base</b> [6] - 63:9; 92:9; 117:5; 121:3; 138:12  <b>Base</b> [2] - 92:6; 97:24  <b>based</b> [8] - 10:12, 17; 44:16; 54:7; 73:8; 83:14, 18; 137:25  <b>Based</b> [1] - 85:18  <b>basis</b> [4] - 80:10, 23; 109:17; 116:7  <b>Beach</b> [1] - 70:21  <b>bear</b> [1] - 4:11  <b>become</b> [3] - 37:22; 57:22; 111:12  <b>BEFORE</b> [1] - 1:11  <b>began</b> [1] - 126:13  <b>beginning</b> [2] - 145:7, 20  <b>behind</b> [1] - 34:22  <b>belief</b> [1] - 81:16  <b>believes</b> [2] - 118:13; 119:17  <b>below</b> [1] - 74:21  <b>Ben</b> [1] - 38:18  <b>benefit</b> [2] - 6:11; 97:5  <b>benefits</b> [1] - 6:5  <b>best</b> [3] - 75:17; 128:11; 131:2  <b>bet</b> [1] - 144:20  <b>better</b> [8] - 13:23; 52:6, 16; 55:7; 82:18; 107:11; 112:19; 137:16  <b>between</b> [6] - 20:2; 62:14; 96:12; 102:16; 114:2; 133:25  <b>beyond</b> [2] - 69:19; 81:13  <b>bid</b> [12] - 6:21; 11:4, 6; 14:6; 55:14; 122:23; 123:7, 17-18; 139:20  <b>bidder</b> [1] - 138:11  <b>bidders</b> [3] - 49:25; 52:13; 54:10  <b>bidding</b> [6] - 14:23; 49:21; 50:3; 52:9; 138:9, 13  <b>big</b> [11] - 9:7; 11:7; 29:3; 35:12, 20-21; 36:6, 16; 80:20; 84:18; 128:21  <b>bigger</b> [1] - 95:5  <b>biggest</b> [5] - 7:10, 13; 18:4; 98:13; 128:22  <b>Bill</b> [2] - 25:22; 130:14  <b>billion</b> [35] - 74:17, 20; 75:6, 9, 18, 20, 24; 76:2; 77:16, 19, 23; 78:1, 14, 18; 79:1, 3, 6; 80:18; 81:6, 8; 82:7; 85:24; 86:11; 89:12; 90:7, 20, 25; 109:12; 126:24; 133:18; 142:19  <b>billion-and-a-half</b> [2] - 78:18; 79:1  <b>binder</b> [2] - 17:8; 27:16  <b>Birmingham</b> [2] - 70:12; 96:12  <b>Bismarck</b> [1] - 41:10  <b>Bismark</b> [1] - 41:18  <b>bit</b> [11] - 7:19; 15:21; 22:6; 25:9; 34:2; 53:16; 79:13; 88:18; 94:7; 95:20; 101:14  <b>Blackstone</b> [17] - 7:25; 27:1; 47:11; 50:2; 53:14, 20; 108:1, 9, 20; 109:10, 16; 132:20; 133:12, 25; 139:22  <b>blended</b> [1] - 141:13</p>	<p><b>blue</b> [3] - 57:20; 68:3  <b>board</b> [17] - 26:24; 42:1, 16; 43:1; 45:15; 53:12, 20, 23; 54:13; 59:25; 73:16; 90:3, 5; 130:14  <b>Boca</b> [1] - 31:3  <b>book</b> [1] - 118:17  <b>boss</b> [3] - 33:12; 132:23; 133:11  <b>bottle</b> [1] - 96:19  <b>bottom</b> [2] - 53:25; 78:12  <b>bought</b> [1] - 19:10  <b>bounced</b> [1] - 130:17  <b>boxes</b> [1] - 76:24  <b>boy</b> [1] - 36:21  <b>brand</b> [8] - 117:3, 10-11, 13, 17, 25; 118:2, 8  <b>branded</b> [1] - 112:15  <b>brands</b> [8] - 111:24; 112:2, 4; 115:6-8; 116:18  <b>break</b> [9] - 4:20, 23; 72:11, 14; 88:11; 122:8, 15-16; 144:21  <b>breaking</b> [2] - 144:16, 18  <b>Brief</b> [4] - 27:24; 42:7; 53:5; 122:12  <b>bring</b> [7] - 24:10; 35:18; 103:23; 107:22; 113:25; 114:3; 143:11  <b>broader</b> [1] - 74:18  <b>Broadline</b> [2] - 42:18; 45:12  <b>broadline</b> [122] - 5:7, 9, 13, 20; 6:3, 6, 17, 22, 25; 7:2; 9:16, 20, 24; 10:4, 15, 18; 11:20; 12:2; 13:25; 14:3; 15:24; 16:14, 19; 18:18; 20:5; 24:9; 29:13; 33:16; 37:22; 38:19; 39:3, 10; 43:2, 5, 8; 44:16; 47:22; 57:4, 10, 15, 20; 59:7, 10; 61:23; 62:3, 6, 9, 14-15, 20; 63:2, 4, 6-7, 9, 22; 64:8, 13, 23; 65:15, 19-20, 23, 25; 66:1; 67:4; 74:11, 16; 75:3, 5, 8-11; 76:4; 78:2, 14; 79:3, 10, 17-19, 24; 80:4, 15, 17; 81:13; 82:8, 16; 83:3, 20; 87:22; 89:18; 93:21; 94:14, 17, 23; 97:6; 101:15, 24; 102:23; 103:9; 105:7; 107:21; 109:25; 111:16; 120:14, 24; 124:17; 127:20; 135:14; 136:18; 141:13, 25; 142:24  <b>broadliner</b> [4] - 6:11; 7:6; 101:9; 111:10  <b>broadliners</b> [2] - 16:6; 101:11  <b>broadlines</b> [1] - 59:13  <b>broken</b> [1] - 74:20  <b>Bruce</b> [1] - 130:14  <b>budget</b> [1] - 92:15  <b>Buffalo</b> [10] - 39:22; 40:9, 15; 71:25; 92:25; 93:22; 99:7; 100:23; 141:23  <b>Buffalo/Pittsburgh</b> [2] - 93:1; 98:12  <b>build</b> [11] - 87:9; 94:25; 95:3, 14; 96:3, 13; 97:8; 101:19; 132:12; 137:8; 139:21  <b>building</b> [2] - 94:20; 138:9  <b>buildings</b> [1] - 115:16  <b>built</b> [2] - 92:2; 124:18  <b>bullet</b> [5] - 44:15; 73:23; 81:24; 82:6; 121:11  <b>Bureau</b> [3] - 1:19, 23; 2:3</p>
<b>B</b>		
<p><b>backhaul</b> [6] - 113:23; 114:5, 8; 124:24  <b>bad</b> [2] - 119:22; 130:16  <b>Baltimore</b> [2] - 2:9; 24:12  <b>Banker</b> [1] - 143:10</p>		

<p><b>bus</b> [1] - 127:12  <b>Business</b> [1] - 82:6  <b>business</b> [150] - 5:15; 7:2; 11:18; 12:25; 13:12, 16, 18-19, 22-23; 14:3, 6; 16:4; 24:9, 11; 35:14; 44:18; 45:2, 22; 46:17, 23; 47:8; 62:6, 8, 25; 63:2, 6-7, 9; 64:8; 65:1, 15, 23-24; 66:1; 73:8, 11, 24; 74:4, 12-13; 75:5, 24; 76:20; 77:3; 78:2, 7, 15, 19, 22, 24; 79:2, 9; 80:6, 25; 81:4, 25; 82:4, 9, 13-14, 17, 19; 83:3, 20; 84:10, 14; 85:1; 86:11; 87:9, 19, 22; 88:4-6, 8, 17, 22, 25; 89:3, 17, 21; 90:8, 12, 14-15, 17, 19; 91:1, 7, 9-10, 12, 17-19; 92:17, 20-21; 93:4; 94:16; 96:10, 12; 97:3; 101:15, 24; 102:21; 103:7, 9, 23; 104:2, 7; 105:8, 12; 106:7; 107:10; 110:1, 14; 113:11; 115:17; 118:9; 119:15; 123:2, 5; 124:17; 125:16; 128:23; 131:3; 135:12, 25; 137:24; 141:5, 13, 16, 18, 24; 142:6, 16, 21; 143:1, 23; 144:12  <b>buy</b> [3] - 113:22; 128:3; 139:25  <b>buying</b> [2] - 132:15; 133:14  <b>BY</b> [38] - 5:2; 15:20; 17:20; 20:3; 21:7; 22:18; 26:17; 28:1; 29:25; 32:9; 37:4; 42:12; 46:3; 52:3; 53:7; 56:25; 63:18; 65:13; 66:25; 73:4; 76:14; 77:8; 85:3, 7; 86:1; 87:5; 88:24; 96:22; 97:21; 104:12; 115:25; 118:23; 120:6; 122:20; 123:16; 134:16; 147:5</p>	<p><b>Case</b> [1] - 97:24  <b>case</b> [12] - 6:13; 35:16; 44:25; 45:1; 47:24; 48:12; 61:10; 66:22; 92:6, 9; 121:5; 135:19  <b>cases</b> [2] - 36:19; 109:9  <b>Center</b> [1] - 71:6  <b>center</b> [30] - 24:7; 38:23; 39:4, 13; 40:3, 5, 12, 20, 22; 41:13, 15, 18; 59:21; 64:8; 65:11, 20, 24; 68:12; 69:24; 70:11, 23; 71:10; 95:14; 103:13; 106:12, 20; 124:22; 137:9; 139:21  <b>Centerplate</b> [1] - 77:10  <b>centers</b> [77] - 25:14; 30:6, 8; 31:9; 34:7; 38:5, 16, 21; 42:20; 47:2, 4; 50:10, 13, 16; 52:8, 17; 54:21, 24; 55:3; 58:19, 25; 59:25; 61:1; 65:19; 67:21; 68:2, 8-10; 69:6, 9, 14; 70:7, 11, 20; 71:16, 24; 73:9; 77:22, 24; 83:2; 85:19; 90:7, 13, 19, 22; 91:9; 92:2; 96:1; 98:16, 18-19; 100:14; 103:9; 116:22; 120:14, 19-21, 23, 25; 121:7, 20; 124:7, 13; 125:1; 126:2; 127:13, 16; 128:4; 130:19, 24; 131:4; 137:8; 142:24; 143:2  <b>Central</b> [1] - 101:2  <b>CEO</b> [8] - 25:19, 21, 23; 26:18; 27:7; 36:14; 49:13, 18  <b>certain</b> [8] - 11:9; 14:13; 15:2; 25:11; 47:16; 50:9; 75:2; 143:19  <b>certainly</b> [5] - 52:19; 58:1; 132:15; 140:15; 145:15  <b>certify</b> [1] - 145:24  <b>CFO</b> [3] - 27:10; 28:2; 52:12  <b>chain</b> [2] - 15:2; 141:24  <b>chains</b> [3] - 11:5, 13; 75:2  <b>chairman</b> [5] - 26:24; 33:9; 118:11; 133:3  <b>challenging</b> [2] - 107:18; 108:12  <b>chance</b> [1] - 35:3  <b>chances</b> [1] - 145:8  <b>change</b> [4] - 74:5; 111:6, 23; 118:2  <b>changed</b> [5] - 12:13, 17, 19; 35:25  <b>changes</b> [3] - 5:14, 21; 9:7  <b>changing</b> [2] - 24:5; 121:6  <b>charge</b> [2] - 100:3; 143:7  <b>Charleston</b> [1] - 16:20  <b>Chicago</b> [3] - 69:5, 7  <b>choice</b> [2] - 10:15; 116:10  <b>choices</b> [1] - 15:25  <b>Chris</b> [1] - 52:12  <b>Christian</b> [2] - 53:22  <b>Christine</b> [2] - 37:15, 18  <b>Cincinnati</b> [25] - 30:18; 40:1, 11; 50:24; 58:15, 23; 59:18, 20; 61:5; 69:24; 70:4; 93:25; 94:5; 98:13, 23; 100:16; 131:23; 132:13; 139:13; 140:8, 22, 24; 141:18  <b>circumstances</b> [2] - 109:22; 118:3  <b>cities</b> [4] - 40:4; 59:22; 87:10; 138:21  <b>City</b> [22] - 23:20; 30:12; 41:6, 16; 51:1; 58:6; 59:12; 61:13, 19; 62:3, 10; 68:15;</p>	<p>132:6-8, 10; 136:7, 14, 16-17, 20; 142:23  <b>Civil</b> [1] - 1:4  <b>civil</b> [1] - 4:4  <b>clarify</b> [5] - 65:6; 86:6; 120:3, 7  <b>clarifying</b> [1] - 86:23  <b>class</b> [1] - 74:21  <b>clean</b> [1] - 88:15  <b>clear</b> [10] - 22:9; 31:8; 49:21; 59:13; 66:22; 78:9, 11; 79:14; 127:22; 130:9  <b>cleared</b> [1] - 22:11  <b>CLERK</b> [1] - 4:4  <b>Cleveland</b> [6] - 39:18; 40:10; 51:9; 140:14, 16, 25  <b>client</b> [3] - 129:1; 133:21; 134:24  <b>clone</b> [1] - 115:4  <b>close</b> [3] - 40:16; 72:1; 73:6  <b>closed</b> [3] - 122:21; 137:11; 138:6  <b>closest</b> [5] - 10:14; 39:13; 68:14; 69:4; 70:23  <b>closing</b> [1] - 89:4  <b>Coast</b> [2] - 97:6; 113:7  <b>code</b> [1] - 122:11  <b>college</b> [1] - 77:2  <b>Colombia</b> [2] - 16:15; 19:19  <b>COLUMBIA</b> [1] - 1:1  <b>column</b> [2] - 48:17; 89:9  <b>combination</b> [1] - 24:8  <b>combine</b> [1] - 15:3  <b>combined</b> [1] - 15:12  <b>comfortable</b> [1] - 113:2  <b>coming</b> [2] - 127:25; 128:2  <b>comment</b> [1] - 32:1  <b>comments</b> [1] - 49:24  <b>COMMISSION</b> [5] - 1:3, 15, 18, 22; 2:3  <b>Commission</b> [7] - 4:5; 22:25; 73:14; 127:1; 128:9; 129:19; 130:2  <b>commit</b> [1] - 132:14  <b>commitment</b> [4] - 94:21; 95:11; 144:10  <b>commitments</b> [2] - 13:9; 95:11  <b>committed</b> [1] - 139:9  <b>commodity</b> [1] - 117:21  <b>communicating</b> [1] - 55:23  <b>communication</b> [2] - 55:25; 117:11  <b>companies</b> [13] - 7:5; 14:13; 15:1; 49:22; 76:8, 11; 77:11; 78:23; 80:22; 113:8; 114:9; 124:12  <b>company</b> [27] - 5:22; 8:3; 17:3; 19:12; 34:24; 53:9; 62:9; 71:4; 76:16; 83:9; 84:8; 90:18; 91:12, 25; 99:13, 16, 21; 105:3; 116:5, 18; 117:7; 125:5, 12, 24; 136:14, 18; 143:6  <b>compass</b> [1] - 13:5  <b>Compass</b> [5] - 7:17; 13:14; 77:10; 79:11; 81:4  <b>compete</b> [5] - 6:16; 57:11; 103:9; 124:6; 134:2  <b>competing</b> [1] - 105:7</p>
<b>C</b>		
<p><b>cafeteria</b> [1] - 76:19  <b>Cairo</b> [1] - 71:4  <b>calculated</b> [1] - 79:3  <b>calculation</b> [2] - 75:20; 77:19  <b>California</b> [13] - 31:9; 51:19; 59:1; 61:8; 67:7, 20; 95:13, 21; 97:5, 14, 19; 136:22; 137:7  <b>California/Sacramento</b> [1] - 96:25  <b>camera</b> [5] - 21:14; 22:3, 12; 72:21; 122:6  <b>cannot</b> [5] - 62:19, 21; 63:21; 64:5, 22  <b>capable</b> [1] - 5:16  <b>capacity</b> [50] - 29:12; 43:2, 5, 9, 23; 91:20; 92:6; 95:9; 96:13; 98:2; 101:14, 16, 18, 20, 25; 102:10, 16-18, 21-22, 24; 103:12, 19, 25; 104:1, 4, 16, 18, 23; 105:1, 8, 10, 13, 16, 19, 23, 25; 106:3, 6, 16, 25; 107:3, 5-6, 14, 18; 108:12, 18  <b>Capacity</b> [1] - 97:24  <b>Capture</b> [1] - 46:9  <b>careful</b> [3] - 13:23; 20:19  <b>Carolina</b> [6] - 16:15, 20; 18:19; 19:7, 19; 71:9  <b>Carolinas</b> [3] - 19:14; 20:21  <b>carrier</b> [1] - 124:23  <b>cars</b> [3] - 127:14</p>		

<p><b>competition</b> [3] - 21:2; 138:13  <b>Competition</b> [3] - 1:19, 23; 2:3  <b>competitive</b> [15] - 16:23; 17:3; 18:5, 22; 20:8; 50:3, 8; 52:9; 112:10, 13, 23; 121:1, 21; 138:11  <b>competitively</b> [9] - 16:6, 14, 19; 17:1, 23; 18:2, 18, 23; 20:5  <b>competitor</b> [10] - 44:17; 57:22; 109:15; 111:12; 120:25; 121:19; 123:22; 125:6; 131:2; 135:11  <b>competitors</b> [1] - 10:14  <b>complete</b> [1] - 21:15  <b>completion</b> [1] - 99:8  <b>complies</b> [2] - 27:18; 32:19  <b>components</b> [1] - 106:12  <b>comprised</b> [2] - 26:3; 27:3  <b>compromises</b> [1] - 56:7  <b>computer</b> [1] - 3:22  <b>computer-aided</b> [1] - 3:22  <b>concentrates</b> [1] - 143:7  <b>concentration</b> [6] - 20:17; 21:3; 22:22; 23:15; 124:9  <b>concept</b> [1] - 63:8  <b>concern</b> [4] - 47:12; 112:21; 113:16; 116:19  <b>concerned</b> [2] - 106:8; 137:12  <b>confidence</b> [2] - 137:17  <b>confident</b> [6] - 135:21, 23; 136:14; 137:20; 138:14; 139:24  <b>confidentiality</b> [2] - 19:24; 21:12  <b>confused</b> [1] - 130:17  <b>conjunction</b> [1] - 25:12  <b>connection</b> [1] - 73:13  <b>Consent</b> [1] - 48:17  <b>consent</b> [3] - 47:18, 22; 49:8  <b>consented</b> [1] - 49:6  <b>Consequences</b> [1] - 45:13  <b>conservative</b> [6] - 82:25; 89:20; 90:24; 108:24; 109:1; 145:14  <b>conservativeness</b> [1] - 89:24  <b>consider</b> [9] - 75:14; 78:2; 83:12; 103:24; 107:4; 125:5; 144:5, 8  <b>consideration</b> [1] - 112:10  <b>considerations</b> [1] - 111:11  <b>considered</b> [1] - 107:11  <b>consignment</b> [1] - 49:7  <b>consistent</b> [2] - 6:7, 12  <b>consortiums</b> [1] - 10:21  <b>constituencies</b> [1] - 89:22  <b>constrain</b> [2] - 15:8, 12  <b>constrained</b> [4] - 103:12, 19; 106:25; 107:5  <b>constraint</b> [1] - 103:25  <b>constraints</b> [14] - 101:16, 18, 20, 25; 102:10, 16, 18, 24; 103:5; 105:8, 13, 16, 19; 107:14  <b>Cont</b> [2] - 2:1; 3:1  <b>contact</b> [1] - 24:17  <b>contacted</b> [1] - 127:21</p>	<p><b>context</b> [2] - 17:13; 107:24  <b>contingent</b> [1] - 90:20  <b>continue</b> [6] - 72:7; 103:2; 105:4; 106:2; 117:23  <b>CONTINUED</b> [2] - 5:1; 147:4  <b>continued</b> [3] - 24:22; 60:14; 129:18  <b>continuing</b> [1] - 142:3  <b>contract</b> [10] - 7:13, 17; 8:21; 74:23; 76:7; 77:16; 83:6; 137:11, 19  <b>contractor</b> [1] - 7:6  <b>contracts</b> [4] - 47:17, 22; 49:10; 122:23  <b>control</b> [3] - 19:18; 43:4; 128:15  <b>conversation</b> [1] - 137:14  <b>conversations</b> [1] - 36:15  <b>conversion</b> [1] - 63:24  <b>convert</b> [6] - 64:12; 115:8; 116:17, 21; 117:9; 122:5  <b>converted</b> [9] - 62:19, 21; 63:22; 64:6, 9, 22; 141:12  <b>converting</b> [4] - 63:3; 64:25; 65:15, 18  <b>cooler</b> [4] - 106:5, 10, 19; 107:4  <b>coolers</b> [2] - 106:17; 107:7  <b>cooperated</b> [1] - 135:2  <b>cooperating</b> [2] - 126:16; 129:18  <b>cooperation</b> [1] - 129:5  <b>cooperative</b> [1] - 11:3  <b>copying</b> [1] - 54:14  <b>Corn</b> [1] - 124:25  <b>Corona</b> [9] - 31:18; 58:3; 61:8; 95:2, 5; 136:22; 137:1, 3  <b>corporate</b> [3] - 116:2, 13; 143:17  <b>Corporation</b> [2] - 2:11; 4:5  <b>CORPORATION</b> [1] - 1:7  <b>correct</b> [650] - 6:3, 8, 23-24; 7:4, 7, 11-13, 16, 18, 21-24; 8:1, 6-7, 12-13, 20, 22; 9:2-5, 14-15, 18-19, 21-22, 25; 10:1, 4-7, 9-11, 16, 21; 11:5, 8, 13-14, 16, 22; 12:3, 13, 17, 21-22; 13:10, 13, 16, 18, 22; 14:2, 7-8, 10-11, 15-16; 15:5, 9, 13-14; 16:1, 6, 11-12, 16, 21; 17:2; 18:12, 14-15, 19; 19:12; 20:6, 8; 22:20, 22-23; 23:4-6, 8, 16-17, 20-22, 25; 24:23; 25:1, 7-8, 13-15, 17, 25; 26:1, 4-5, 21, 24-25; 27:5, 8, 11-14; 28:3-5, 13; 29:2, 6, 16, 19-21, 23; 30:2, 6-7, 10-11, 13, 15, 17, 19, 21, 23; 31:6, 10-11, 13-14, 16-19; 32:12, 20, 25; 33:2, 5, 10-11, 23; 34:1, 5-7, 9, 17; 37:10; 38:2, 8, 12, 14-15, 17, 21-22, 24-25; 39:1, 4, 7, 11, 18, 20-25; 40:2, 5, 7, 13, 15, 17, 20-21, 23; 41:3-7, 9, 11, 13, 16, 19, 21; 42:1, 16-21, 23-24; 43:2, 5, 10, 16; 44:1, 9-10, 14; 45:2; 46:24; 47:5, 8, 12, 14, 19, 23; 48:5, 8-9, 11, 22; 49:1, 4, 7, 10-11, 19-20, 22-23; 50:4, 10-11, 13-14, 16-18, 24-25; 51:1-5, 7, 9-11, 13, 15, 17, 19-20; 52:5, 10-11, 14-15, 17; 53:10, 12-13, 17, 20; 54:4-6, 11-12, 21-22, 25; 55:1, 4-5, 8-9,</p>	<p>11, 21-22, 24; 56:15; 57:6, 11-12, 16, 18-19, 22-23, 25; 58:5, 7-8, 11-12, 15-16, 18, 21-22; 59:1-4, 6, 9-11, 14, 16-19, 22-23; 60:1, 4, 8-13, 15; 61:5, 9, 13, 16, 19, 24-25; 62:4, 11, 16, 18, 20, 24; 63:5; 64:1; 65:17; 67:5, 8, 11-12, 14, 18, 22-25; 68:2, 10-11, 13, 16-23, 25; 69:1, 7, 12-13, 15-17; 70:2, 5, 8-9, 11, 13, 16, 18-20, 24-25; 71:1, 3, 7, 9, 13, 17-22, 24; 72:1; 73:11, 16; 74:1, 4, 13-14, 18-19, 21, 24; 75:3, 8, 15-16, 18-19, 21, 25; 76:1-3, 5, 8; 77:13, 17, 24-25; 78:3, 16-17; 79:4, 6, 10, 20-21, 24-25; 80:2, 5, 13-14, 19, 22, 24-25; 81:3, 6-7, 9, 13, 16-17; 82:1, 4-5, 13, 17, 19, 21, 23; 83:15, 17, 21-22; 87:7, 11-14, 16-17; 89:5, 14, 19; 90:1, 4, 9, 16, 20, 22; 91:15, 20, 23; 92:1; 93:2, 8-9, 14, 20, 22, 25; 94:3, 9, 12, 15, 18, 25; 95:6, 15, 18; 96:1, 4-5, 10, 15, 23; 97:9; 98:3, 20, 24; 99:5, 8, 10, 16, 22; 100:4, 6, 25; 101:5, 11-12; 102:1, 18, 21, 25; 103:10, 13, 20; 104:4; 105:13, 16, 23; 106:14, 17-18, 20, 23; 107:2; 108:4, 14; 109:3, 6, 25; 110:3, 6; 111:5, 13-14, 17-18, 20-21, 24; 112:4, 8, 11-12, 16, 19, 23; 113:3, 13, 18; 114:16; 116:14, 19-20, 23-24; 118:11, 14; 119:11, 13, 15, 19; 120:10, 15, 17-18, 22; 121:2, 13, 16, 20-21; 124:1; 126:3, 8, 11, 14-15, 19; 127:23; 128:4, 9, 15; 129:2, 7; 130:3, 6; 131:6; 132:22; 133:15, 21-22; 135:16, 22; 137:21; 139:3; 145:24  <b>Correct</b> [1] - 39:19  <b>corrections</b> [1] - 77:3  <b>correctly</b> [7] - 44:20; 64:3; 86:2; 102:15; 121:23  <b>cost</b> [11] - 112:10, 13, 23; 113:1, 5, 8; 119:18; 124:8, 17; 125:2; 132:12  <b>costs</b> [2] - 109:3; 114:2  <b>Counsel</b> [1] - 19:25  <b>counsel</b> [11] - 17:14; 22:8; 32:7, 24; 36:15; 37:11; 53:9; 56:14; 72:22; 126:5, 9  <b>country</b> [3] - 67:3; 115:10; 137:12  <b>counts</b> [1] - 93:19  <b>couple</b> [11] - 13:15; 14:6; 16:13; 35:10; 38:10; 54:15; 60:6; 120:13; 127:13, 16; 141:4  <b>courage</b> [1] - 56:2  <b>course</b> [4] - 36:11; 43:20; 44:18; 45:2  <b>Court</b> [5] - 3:18; 22:16; 28:8; 146:3  <b>court</b> [1] - 101:21  <b>Court's</b> [1] - 97:5  <b>Courthouse</b> [1] - 3:19  <b>courtroom</b> [6] - 22:4, 10-11; 72:18, 23; 143:11  <b>COURTROOM</b> [1] - 4:4  <b>cover</b> [5] - 5:6; 8:5; 15:15; 94:7;</p>
---	---	--



<p>141:15  <b>coverage</b> [12] - 8:6, 10-11, 16-17, 19, 10:21; 14:10; 59:21; 79:24; 108:11; 143:22  <b>covered</b> [3] - 5:6; 58:24; 59:12  <b>covers</b> [1] - 137:11  <b>Craig</b> [1] - 27:7  <b>create</b> [2] - 47:7; 118:1  <b>created</b> [1] - 104:16  <b>creates</b> [1] - 95:21  <b>creating</b> [1] - 102:10  <b>criterion</b> [1] - 30:1  <b>critical</b> [1] - 128:1  <b>CROSS</b> [2] - 122:19; 147:5  <b>cross</b> [4] - 22:3; 32:6; 114:8; 145:15  <b>CROSS-EXAMINATION</b> [2] - 122:19; 147:5  <b>cross-examination</b> [2] - 22:3; 32:6  <b>CRR</b> [3] - 3:18; 145:24; 146:2  <b>Cruz</b> [3] - 97:14, 19  <b>current</b> [5] - 57:4, 15; 81:13; 83:20; 97:6  <b>customer</b> [28] - 9:7; 11:10; 46:22; 47:7, 16, 18, 23; 49:9; 74:20; 86:11; 90:21; 91:14; 107:21; 112:25; 114:24; 118:3; 121:3; 124:19; 128:21; 134:18; 138:3, 7, 12; 139:12; 140:13; 144:6, 8  <b>customer's</b> [2] - 15:14; 124:9  <b>customers</b> [64] - 5:11; 6:3, 6, 11, 16, 22; 7:1; 9:2; 10:3, 13, 15, 19; 11:12, 21; 12:2; 13:4, 10; 14:22; 15:24; 38:20; 43:9, 15; 47:3, 17; 48:11, 25; 49:6; 61:19; 62:15; 74:16; 75:3, 14, 18, 23; 76:5; 77:10, 12; 78:20; 79:10, 20, 23; 80:4, 12, 23; 81:12; 83:12; 88:13; 107:18; 108:11; 109:25; 111:17; 116:21; 117:12; 121:4, 20; 123:22; 128:17; 134:3; 135:14  <b>customers'</b> [1] - 15:25  <b>Customized</b> [3] - 27:7; 63:21; 64:5  <b>customized</b> [2] - 124:18; 127:19  <b>cut</b> [1] - 145:2</p>	<p><b>Davenport</b> [2] - 2:2; 4:7  <b>David</b> [10] - 28:7, 11, 15, 18, 21, 24; 33:2, 21; 42:1  <b>Dawson</b> [2] - 53:22; 130:14  <b>DAY</b> [1] - 1:10  <b>day-to-day</b> [1] - 35:15  <b>days</b> [2] - 54:16; 141:4  <b>dc</b> [1] - 3:16  <b>DC</b> [12] - 1:16, 20, 24; 2:4, 12, 16, 20, 24; 3:8, 11; 44:16; 140:23  <b>DCs</b> [8] - 68:25; 89:19, 23; 94:3, 11; 121:19; 123:24; 124:4  <b>De</b> [1] - 86:2  <b>deal</b> [12] - 4:13; 12:12; 24:6; 26:8; 72:12; 81:14; 133:20; 134:4, 24; 136:25; 138:6; 139:18  <b>dealing</b> [1] - 115:2  <b>deals</b> [1] - 53:16  <b>dec</b> [3] - 42:6, 10, 14  <b>December</b> [3] - 26:9; 48:4; 125:22  <b>decent</b> [1] - 142:25  <b>decision</b> [1] - 36:5  <b>declaration</b> [7] - 9:24; 12:7, 10-11; 93:10; 129:6, 9  <b>dedicated</b> [3] - 96:14; 115:18; 143:19  <b>Defendants</b> [3] - 1:9; 2:11; 3:2  <b>defendants'</b> [1] - 32:7  <b>defense</b> [1] - 4:7  <b>define</b> [1] - 103:1  <b>definition</b> [1] - 103:5  <b>degree</b> [2] - 12:4; 112:20  <b>Delaney</b> [7] - 25:22; 26:13; 34:23; 49:19; 129:10; 130:6  <b>DeLaney's</b> [1] - 49:24  <b>deliver</b> [3] - 59:22; 137:20; 138:20  <b>delivered</b> [2] - 118:4; 125:1  <b>delivering</b> [2] - 113:24; 140:24  <b>delivery</b> [4] - 6:8, 12; 100:1; 113:24  <b>demand</b> [1] - 56:2  <b>demonstrative</b> [3] - 66:18, 23; 67:4  <b>dense</b> [1] - 59:22  <b>Denver</b> [7] - 25:3; 38:24; 39:4, 8, 11; 51:15  <b>dependent</b> [1] - 91:22  <b>deposition</b> [14] - 17:6, 8, 25; 18:14; 50:20; 51:21; 63:11; 78:10; 85:8; 87:24; 91:3; 102:3; 104:8  <b>describe</b> [3] - 28:8; 76:15; 93:10  <b>described</b> [2] - 75:24; 81:8  <b>DESCRIPTION</b> [1] - 147:8  <b>description</b> [1] - 117:18  <b>designed</b> [1] - 134:20  <b>detail</b> [1] - 123:20  <b>details</b> [1] - 53:8  <b>determine</b> [1] - 108:21  <b>Detroit</b> [12] - 24:25; 30:22; 39:20; 40:10; 60:12; 94:8, 14, 16; 98:13; 99:4, 6; 100:20  <b>developed</b> [1] - 29:9</p>	<p><b>diagram</b> [1] - 23:10  <b>DiCarlo</b> [1] - 24:13  <b>Diego</b> [1] - 137:5  <b>difference</b> [4] - 86:22; 102:16; 114:2; 120:12  <b>differences</b> [2] - 50:5; 62:14  <b>different</b> [21] - 30:5; 43:12; 65:2, 5, 21; 76:18; 84:19; 87:10, 13, 15; 89:21; 90:17; 98:2; 106:12; 117:13, 16; 132:3-5; 138:22  <b>difficult</b> [3] - 15:10; 61:7; 119:22  <b>diligence</b> [1] - 48:7  <b>DIRECT</b> [2] - 5:1; 147:4  <b>direct</b> [7] - 17:12; 42:9; 46:8; 63:13; 64:21; 92:5; 145:1  <b>directionally</b> [1] - 74:6  <b>directions</b> [1] - 35:25  <b>directly</b> [1] - 60:22  <b>director</b> [1] - 53:15  <b>disadvantage</b> [3] - 52:9; 121:1, 21  <b>disappointed</b> [2] - 135:9  <b>discussed</b> [4] - 25:16; 83:3; 91:25; 135:13  <b>discussing</b> [2] - 45:5; 60:16  <b>Discussion</b> [1] - 20:2  <b>discussion</b> [2] - 52:7; 128:25  <b>discussions</b> [3] - 60:15, 18; 126:18  <b>disqualified</b> [1] - 138:8  <b>dissatisfaction</b> [2] - 46:23; 47:8  <b>Dissynergies</b> [1] - 46:10  <b>dissynergies</b> [2] - 46:13, 21  <b>distance</b> [1] - 125:3  <b>distances</b> [2] - 124:18; 138:10  <b>distant</b> [1] - 19:4  <b>distraction</b> [1] - 119:18  <b>distribute</b> [4] - 136:11, 19; 140:21; 141:11  <b>Distribution</b> [2] - 33:6; 71:6  <b>distribution</b> [123] - 5:7; 6:17, 23; 9:17, 20, 24; 10:4; 11:18; 16:1; 24:7; 25:14; 30:6, 8; 31:9; 34:7; 38:4, 16, 21, 23; 39:4, 10, 13; 40:3, 5, 12, 19, 22; 41:12, 15, 18; 42:20; 47:2, 4; 50:10, 13, 16; 52:8, 17; 54:21, 24; 55:3; 57:21; 58:19, 25; 59:20, 25; 60:3; 61:1; 62:14; 63:21; 64:8; 65:11, 19-20, 23; 67:21; 68:2, 12; 69:6, 9, 14, 24; 70:7, 11, 20, 23; 71:10, 16, 24; 73:9; 74:12, 16; 77:21, 23; 78:2; 79:24; 80:5; 81:13; 83:2; 85:19; 90:7, 12, 19, 22; 91:9; 92:2; 95:14; 96:1; 98:16, 18-19; 100:14; 103:8, 13; 106:12, 20; 116:22; 120:14, 19-21, 23, 25; 121:7, 20; 124:7, 13, 22; 125:1; 126:1; 127:13, 16; 128:4; 130:19, 24; 131:3; 137:8; 139:21; 142:24; 143:2  <b>distributor</b> [6] - 6:6; 11:1; 21:10; 37:22; 111:23; 116:18  <b>distributors</b> [14] - 5:13, 20; 6:1; 10:2, 18, 20; 15:4, 11; 16:15, 20, 24; 18:18; 20:5, 10</p>
<p style="text-align: center;"><b>D</b></p> <p><b>D.C</b> [2] - 1:7; 3:20  <b>Dakota</b> [3] - 41:10, 19, 21  <b>Dakotas</b> [1] - 68:22  <b>Dallas</b> [17] - 61:13, 16, 19, 21, 23; 62:9; 63:2; 103:19; 104:4, 21-22; 132:7, 12; 136:17, 19  <b>data</b> [1] - 44:13  <b>date</b> [10] - 10:1; 24:1; 26:9; 37:14; 56:17; 89:4; 99:8; 125:13; 131:18; 139:1  <b>Date</b> [1] - 146:2  <b>dated</b> [3] - 33:4; 48:4; 55:18  <b>dates</b> [3] - 73:21; 130:16  <b>daughter</b> [1] - 19:6</p>		

<p><b>DISTRICT</b> [3] - 1:1, 12  <b>divert</b> [1] - 35:7  <b>divest</b> [2] - 25:11; 50:12  <b>divested</b> [7] - 47:1, 5; 50:4; 78:13; 100:12; 105:6; 109:23  <b>divestiture</b> [5] - 6:18; 11:25; 12:21; 14:19; 15:7; 25:9, 16, 25; 26:4; 28:18, 22, 25; 29:2, 6; 31:12; 34:23; 39:6, 9, 17; 41:1; 46:16; 48:8, 14; 49:13, 22; 55:4; 58:21; 59:5; 69:18; 70:1, 4, 15; 77:22; 81:25; 82:3; 83:1, 16; 89:16; 100:12; 115:13; 116:14; 118:13, 22; 119:1; 120:13, 15; 126:2, 24; 129:1  <b>divestitures</b> [4] - 62:2; 101:16, 25; 102:10  <b>division</b> [2] - 6:3; 136:12  <b>DMA</b> [7] - 10:22, 25; 11:2, 11, 15, 21  <b>doc</b> [1] - 104:3  <b>docking</b> [1] - 114:8  <b>document</b> [10] - 21:11, 17; 41:23; 42:25; 45:4; 46:5; 57:1; 74:7; 88:21; 101:13  <b>dollars</b> [6] - 78:18; 79:1; 81:6; 133:18; 142:19  <b>Domen</b> [1] - 4:7  <b>done</b> [23] - 9:3, 8; 13:3, 12; 43:6; 49:8; 61:14, 18; 78:23; 85:5; 90:17; 92:1; 95:17; 99:15, 17; 131:24; 132:6; 133:25; 136:9; 139:19  <b>doors</b> [1] - 122:3  <b>dot</b> [2] - 68:3  <b>Doug</b> [6] - 19:3; 26:23; 33:9; 119:4; 132:23  <b>down</b> [16] - 24:25; 39:14; 49:3; 56:5, 14; 74:20; 75:14; 82:21, 23-24; 96:4; 104:3; 109:2, 9; 126:13; 131:14  <b>Dr</b> [1] - 145:9  <b>draft</b> [1] - 108:1  <b>drive</b> [1] - 138:10  <b>driver</b> [1] - 118:4  <b>driving</b> [1] - 125:3  <b>drop</b> [2] - 54:16  <b>dropped</b> [1] - 133:20  <b>dry</b> [2] - 106:5, 22  <b>dual</b> [2] - 117:4, 6  <b>due</b> [3] - 7:2; 48:7; 62:13  <b>during</b> [4] - 23:13; 60:18; 74:5; 117:12</p>	<p><b>Economic</b> [1] - 111:15  <b>economics</b> [1] - 65:15  <b>educate</b> [2] - 56:1, 8  <b>Edward</b> [2] - 2:18; 4:8  <b>effective</b> [4] - 57:22; 73:25; 93:8; 140:11  <b>effectively</b> [4] - 57:11; 62:16; 136:10; 142:22  <b>efficiency</b> [2] - 113:17, 20  <b>ehassi@omm.com</b> [1] - 2:21  <b>eight</b> [1] - 36:16  <b>either</b> [11] - 6:21; 16:8; 22:8; 68:12; 69:17; 70:5; 71:21; 77:14; 82:21; 119:4; 145:10  <b>Ellis</b> [3] - 23:4; 126:7; 129:23  <b>Email</b> [11] - 1:17, 21, 25; 2:5, 10, 14, 17, 21, 25; 3:5, 13  <b>emerging</b> [1] - 107:14  <b>employee</b> [3] - 22:7; 76:19  <b>employer</b> [1] - 116:10  <b>encounter</b> [2] - 5:10, 18  <b>encouraged</b> [1] - 52:20  <b>encouraging</b> [2] - 52:19; 54:8  <b>end</b> [10] - 21:13; 24:22; 82:4; 89:3; 90:15, 22; 125:21; 131:6; 132:17; 138:1  <b>ended</b> [4] - 55:14; 137:1, 3  <b>ensure</b> [1] - 29:12  <b>entails</b> [1] - 88:18  <b>entertainment</b> [1] - 76:22  <b>entirety</b> [1] - 5:15  <b>entitled</b> [1] - 145:25  <b>entry</b> [5] - 62:23; 63:4, 25; 93:11; 95:21  <b>environment</b> [1] - 47:9  <b>equate</b> [1] - 12:22  <b>equipment</b> [1] - 124:24  <b>equipped</b> [1] - 62:9  <b>errors</b> [3] - 88:12  <b>especially</b> [1] - 111:23  <b>Esq</b> [8] - 2:11, 15, 18, 22; 3:2, 6, 10, 14  <b>establish</b> [1] - 33:16  <b>established</b> [2] - 26:12; 101:10  <b>estate</b> [5] - 139:16, 22, 25; 140:4  <b>estimate</b> [5] - 75:17; 77:20; 83:19; 85:20; 92:9  <b>estimated</b> [1] - 44:16  <b>estimates</b> [5] - 46:2; 74:15; 86:12; 89:17; 98:22  <b>et</b> [4] - 1:4, 8; 4:5  <b>evaluate</b> [1] - 117:3  <b>event</b> [1] - 13:2  <b>EVIDENTIARY</b> [1] - 1:10  <b>ex</b> [1] - 24:13  <b>ex-president</b> [1] - 24:13  <b>exact</b> [2] - 26:9; 39:12  <b>exactly</b> [7] - 65:12; 92:14; 117:10, 14, 18; 137:13  <b>examination</b> [6] - 21:22; 22:2; 32:6;</p>	<p>119:25; 122:7  <b>EXAMINATION</b> [4] - 5:1; 122:19; 147:4  <b>EXAMINATIONS</b> [1] - 147:3  <b>example</b> [5] - 7:10; 38:11; 58:23; 59:20; 106:17  <b>examples</b> [2] - 20:22; 23:14  <b>excellent</b> [1] - 115:23  <b>except</b> [1] - 68:3  <b>excess</b> [1] - 124:20  <b>exchange</b> [2] - 56:13; 61:3  <b>exchanged</b> [2] - 66:19; 131:20  <b>excited</b> [5] - 35:2, 8, 12; 36:1, 25  <b>excitement</b> [1] - 36:23  <b>excluded</b> [1] - 55:8  <b>excluding</b> [1] - 120:16  <b>excuse</b> [1] - 142:5  <b>execute</b> [4] - 87:19; 88:4; 91:18  <b>executive</b> [4] - 100:9; 120:8; 133:2; 143:6  <b>executives</b> [2] - 26:3; 27:5  <b>Exhibit</b> [2] - 66:24; 147:9  <b>exhibit</b> [2] - 66:18; 72:24  <b>EXHIBITS</b> [1] - 147:7  <b>existing</b> [7] - 57:17; 62:21; 87:15; 97:6; 107:19; 108:13; 140:21  <b>exit</b> [1] - 72:23  <b>expand</b> [1] - 92:21  <b>expanded</b> [1] - 63:10  <b>expanding</b> [1] - 66:1  <b>expansion</b> [3] - 87:15; 92:8; 98:2  <b>expansions</b> [5] - 87:7, 20; 91:20; 92:5; 97:22  <b>expect</b> [4] - 144:12, 23-24; 145:16  <b>expenditures</b> [1] - 132:18  <b>expenses</b> [1] - 133:16  <b>experience</b> [8] - 10:13, 17; 11:20; 14:17, 22; 101:8; 112:18; 135:24  <b>experienced</b> [1] - 126:12  <b>expertise</b> [6] - 142:17; 143:3, 14, 22  <b>explain</b> [5] - 18:8; 83:25; 113:20; 114:17; 124:13  <b>explanation</b> [1] - 76:10  <b>expressed</b> [6] - 12:15, 25; 13:3; 112:21; 116:19  <b>extensive</b> [2] - 10:12; 139:20  <b>extent</b> [2] - 8:23; 11:11  <b>extraordinarily</b> [3] - 20:11; 35:2  <b>extraordinary</b> [1] - 35:11  <b>Eye</b> [2] - 2:12, 16</p>
<b>E</b>		<b>F</b>
<p><b>e-mail</b> [28] - 19:17; 29:8; 31:25; 32:1, 13, 22; 37:11, 15, 20; 42:22; 48:4; 53:2, 19, 25; 54:7, 13-14; 55:6, 17; 56:5, 13; 57:7; 61:2; 131:16, 20, 22  <b>e-mail's</b> [1] - 33:4  <b>early</b> [1] - 4:21  <b>east</b> [1] - 67:19  <b>East</b> [1] - 113:6  <b>easy</b> [1] - 64:12</p>	<p><b>face</b> [3] - 109:24; 110:2; 111:10  <b>facilities</b> [26] - 31:16; 51:25; 52:5; 57:4, 10, 16, 21; 59:10; 62:16; 64:22; 65:16; 67:5; 87:10, 15; 92:13; 94:23; 101:17; 102:1, 11, 24; 107:13; 122:4; 141:25  <b>facility</b> [32] - 24:11; 29:19; 39:10; 58:6;</p>	

<p>59:8; 61:16, 23-24; 62:4, 11, 19-20; 63:4, 10, 21-22; 64:5, 12-13; 66:1; 67:13; 95:3; 97:6, 8; 103:20; 107:1; 124:10; 132:12; 142:24</p> <p><b>fact</b> [24] - 7:5; 10:17; 14:6; 15:8; 23:24; 26:2; 30:1; 31:15, 18; 37:5; 39:3; 41:25; 47:16, 21; 52:4, 12; 55:2, 19; 56:8, 13; 61:3; 83:14, 18; 85:18</p> <p><b>fair</b> [42] - 5:10, 17; 6:10, 15; 13:9, 12; 20:15; 25:11; 27:4; 49:6; 50:24; 54:7; 57:7; 60:23; 62:1, 13; 63:20, 23; 64:4; 67:7; 75:13; 80:21; 82:15; 87:18, 23; 88:4; 89:17; 90:6; 93:21; 102:9, 23; 107:17; 108:20, 24; 109:8, 14; 125:3; 126:21; 131:7</p> <p><b>fairly</b> [2] - 36:24; 144:5</p> <p><b>fall</b> [5] - 84:16; 129:19; 130:3; 135:4</p> <p><b>familiar</b> [3] - 10:25; 57:1; 95:22</p> <p><b>far</b> [3] - 118:7; 119:22; 141:14</p> <p><b>Fargo</b> [1] - 41:20</p> <p><b>fast</b> [4] - 24:5; 101:22; 110:8; 125:14</p> <p><b>faster</b> [2] - 74:17; 107:9</p> <p><b>favor</b> [1] - 54:24</p> <p><b>favorable</b> [1] - 132:16</p> <p><b>Fax</b> [7] - 2:13, 21, 25; 3:5, 9, 12, 17</p> <p><b>February</b> [2] - 37:10; 42:23</p> <p><b>Federal</b> [7] - 4:4; 22:25; 73:14; 127:1; 128:9; 129:19; 130:2</p> <p><b>FEDERAL</b> [5] - 1:3, 15, 18, 22; 2:3</p> <p><b>fee</b> [2] - 124:19</p> <p><b>Feedback</b> [1] - 28:8</p> <p><b>feeder</b> [4] - 7:17; 8:21; 83:6</p> <p><b>feeders</b> [2] - 7:6, 13</p> <p><b>feeding</b> [5] - 74:24; 76:7, 24; 77:5, 16</p> <p><b>felt</b> [7] - 12:10; 29:3; 35:22; 36:16; 52:6; 111:4; 135:14</p> <p><b>few</b> [3] - 54:16; 98:5; 143:2</p> <p><b>fewer</b> [4] - 120:25; 121:19; 124:7, 13</p> <p><b>field</b> [2] - 127:8; 135:3</p> <p><b>figure</b> [1] - 97:3</p> <p><b>figured</b> [1] - 127:25</p> <p><b>file</b> [1] - 35:25</p> <p><b>fill</b> [1] - 130:22</p> <p><b>final</b> [10] - 4:23; 30:9; 32:11, 15; 33:20, 23; 37:19; 60:3, 5; 120:13</p> <p><b>Final</b> [1] - 33:21</p> <p><b>fine</b> [3] - 23:12; 106:8</p> <p><b>finish</b> [2] - 145:11, 15</p> <p><b>finished</b> [1] - 125:13</p> <p><b>firm</b> [1] - 143:6</p> <p><b>firms</b> [1] - 22:8</p> <p><b>first</b> [18] - 15:25; 17:9; 18:20; 25:16; 26:6; 28:10; 44:23; 57:24; 62:8; 73:7; 81:24; 82:6; 83:24; 107:24; 117:2, 8; 122:6; 130:13</p> <p><b>First</b> [1] - 117:1</p> <p><b>fiscal</b> [6] - 98:23; 99:4, 7; 100:25; 101:5; 125:12</p> <p><b>fit</b> [2] - 117:25; 118:1</p> <p><b>fits</b> [1] - 97:3</p>	<p><b>five</b> [20] - 38:9; 40:9; 41:25; 78:16; 81:25; 82:3, 9, 17; 84:7; 85:22; 88:4; 89:4, 18; 90:22; 101:9; 119:24; 122:1, 4; 134:3; 135:24</p> <p><b>five-year</b> [2] - 82:9, 17</p> <p><b>five-years</b> [1] - 89:4</p> <p><b>fix</b> [1] - 56:2</p> <p><b>Flakes</b> [1] - 124:25</p> <p><b>flat</b> [2] - 89:19, 23</p> <p><b>Flom</b> [1] - 3:15</p> <p><b>Florida</b> [3] - 9:25; 70:18; 101:2</p> <p><b>fluid</b> [1] - 34:13</p> <p><b>focus</b> [1] - 143:1</p> <p><b>focused</b> [3] - 29:18; 36:25; 142:25</p> <p><b>focussed</b> [1] - 78:8</p> <p><b>fold</b> [35] - 63:1, 8; 64:10; 65:22; 69:21; 70:17; 87:7, 10, 13; 91:24; 92:1, 3, 25; 93:2, 4, 24; 94:5, 8; 96:3, 7, 23; 98:8, 11, 23; 99:6, 15, 17; 101:2, 9; 109:12; 120:16; 132:19; 139:15</p> <p><b>fold-in</b> [1] - 65:22</p> <p><b>fold-out</b> [24] - 63:1, 8; 64:10; 65:22; 69:21; 70:17; 87:10; 92:1, 3, 25; 93:24; 94:5, 8; 96:3, 7, 23; 98:23; 99:6, 15, 17; 101:2, 9; 139:15</p> <p><b>fold-outs</b> [10] - 87:7, 13; 91:24; 93:2, 4; 98:8, 11; 109:12; 120:16; 132:19</p> <p><b>folding</b> [2] - 65:23; 138:9</p> <p><b>folds</b> [1] - 91:23</p> <p><b>folds-outs</b> [1] - 91:23</p> <p><b>folks</b> [3] - 21:24; 127:7; 133:23</p> <p><b>follow</b> [1] - 98:10</p> <p><b>followed</b> [2] - 86:6; 138:16</p> <p><b>following</b> [2] - 22:11; 29:10</p> <p><b>Following</b> [1] - 22:15</p> <p><b>food</b> [3] - 77:6; 110:13; 142:6</p> <p><b>Food</b> [2] - 3:14; 125:17</p> <p><b>foods</b> [1] - 106:13</p> <p><b>Foods</b> [69] - 3:3; 6:16; 9:1, 5, 14; 10:14; 11:22; 14:24; 15:3, 9, 13, 24; 16:5, 10, 15, 20; 18:19; 19:1, 8, 10, 17; 20:6, 16; 24:13; 31:8, 16; 34:7; 38:16, 20; 40:3, 19; 41:12; 43:4, 15; 47:3; 50:12, 15; 55:3; 59:3, 13; 67:5, 8, 22; 68:1, 25; 69:6, 14; 71:12, 16, 23; 77:21; 83:2; 86:10, 16; 94:2, 11, 23; 95:25; 98:15; 103:10, 15; 109:15; 116:13; 120:17, 21; 121:1; 123:21; 124:7; 125:20</p> <p><b>Foods'</b> [10] - 19:12; 36:13; 47:1; 83:15, 19; 86:10; 87:21; 88:7; 116:17</p> <p><b>Foods/Sysco</b> [1] - 84:8</p> <p><b>Foodservice</b> [5] - 13:24; 27:10; 28:2; 69:25; 80:16</p> <p><b>foodservice</b> [14] - 6:17; 7:5; 9:16; 14:13; 15:1, 25; 74:18; 76:7, 11, 16-17; 77:11; 80:22; 137:20</p> <p><b>foot</b> [1] - 101:10</p> <p><b>footage</b> [5] - 31:20; 43:17, 19; 44:17, 24</p>	<p><b>footprint</b> [5] - 29:13; 36:6; 62:21; 81:13; 123:3</p> <p><b>FOR</b> [1] - 1:1</p> <p><b>force</b> [16] - 24:12; 26:2, 6, 12, 19; 27:3; 28:5; 32:25; 35:1; 93:2, 5-6, 22; 94:14, 17; 136:21</p> <p><b>Force</b> [2] - 33:2; 128:9</p> <p><b>forecast</b> [2] - 82:22; 84:6</p> <p><b>forecasts</b> [1] - 82:7</p> <p><b>foreclose</b> [1] - 21:25</p> <p><b>foregoing</b> [1] - 145:24</p> <p><b>foreseeable</b> [1] - 107:15</p> <p><b>formed</b> [2] - 26:6; 128:9</p> <p><b>former</b> [1] - 132:25</p> <p><b>forth</b> [1] - 33:15</p> <p><b>fortunate</b> [1] - 114:5</p> <p><b>forward</b> [4] - 22:13; 74:3; 99:2; 116:14</p> <p><b>foundation</b> [1] - 78:14</p> <p><b>four</b> [8] - 17:10; 58:19; 90:23; 98:9, 14; 101:9; 141:9, 21</p> <p><b>Fox</b> [1] - 69:4</p> <p><b>frame</b> [2] - 56:19; 73:21</p> <p><b>Francisco</b> [4] - 51:17; 67:8, 18</p> <p><b>frankly</b> [1] - 36:17</p> <p><b>freeway</b> [1] - 127:16</p> <p><b>freezer</b> [3] - 106:5, 10, 13</p> <p><b>freezers</b> [1] - 106:16</p> <p><b>friend</b> [2] - 144:5</p> <p><b>front</b> [2] - 47:11; 113:13</p> <p><b>frozen</b> [2] - 106:13</p> <p><b>fruition</b> [1] - 128:6</p> <p><b>FSA</b> [1] - 10:10</p> <p><b>FTC</b> [34] - 9:10; 22:9; 23:13; 24:17, 22; 43:25; 56:2, 6, 8, 14, 18; 57:5, 9, 21; 58:20; 60:14, 25; 64:11, 16; 65:3, 9; 91:6; 121:13; 126:2, 13, 16, 19; 131:9; 134:25; 135:2, 10, 15</p> <p><b>full</b> [2] - 45:24; 143:10</p> <p><b>fully</b> [2] - 107:19; 108:13</p> <p><b>future</b> [2] - 107:15; 122:22</p>
<b>G</b>		
<p><b>gain</b> [1] - 82:8</p> <p><b>gaining</b> [1] - 11:18</p> <p><b>game</b> [1] - 115:22</p> <p><b>gaps</b> [1] - 136:2</p> <p><b>Gary</b> [1] - 2:6</p> <p><b>gauge</b> [1] - 44:17</p> <p><b>GE</b> [1] - 139:25</p> <p><b>gears</b> [1] - 15:16</p> <p><b>General</b> [1] - 2:7</p> <p><b>general</b> [6] - 32:24; 36:15; 37:11; 53:9; 127:22; 130:2</p> <p><b>GENERAL</b> [1] - 2:8</p> <p><b>generally</b> [2] - 5:10; 101:8</p> <p><b>gentleman</b> [3] - 141:4, 20; 142:5</p> <p><b>geographic</b> [5] - 7:3; 8:6; 14:10; 15:4; 29:18</p>		

<p><b>geographical</b> [1] - 97:9  <b>geographies</b> [1] - 104:16  <b>George</b> [4] - 23:6; 37:24; 38:2; 54:15  <b>GEORGE</b> [4] - 5:1; 122:19; 147:4  <b>Georgia</b> [5] - 70:23; 71:1-3, 5  <b>ghonick@oag.state.md.us</b> [1] - 2:10  <b>Gilman</b> [2] - 1:18; 4:6  <b>given</b> [2] - 52:10; 83:5  <b>goal</b> [2] - 29:12; 143:11  <b>Goldman</b> [3] - 54:5; 130:15; 133:25  <b>Goliath</b> [4] - 28:12, 16  <b>goods</b> [6] - 112:10, 13, 23; 113:1, 6, 8  <b>Google</b> [1] - 43:7  <b>Gordon</b> [4] - 10:6; 24:11; 118:22; 119:1  <b>Gordon's</b> [1] - 55:20  <b>gotcha</b> [6] - 27:3; 29:1; 71:6; 83:10, 14; 103:16  <b>GPO</b> [1] - 9:1  <b>GPOs</b> [3] - 9:13; 14:13; 15:1  <b>gradual</b> [1] - 82:8  <b>graphically</b> [1] - 66:15  <b>great</b> [12] - 4:16; 12:4; 32:5; 95:10; 103:2; 105:3; 115:22; 122:7; 132:15; 134:11, 15  <b>Great</b> [2] - 9:21; 39:15  <b>greater</b> [1] - 125:2  <b>greatly</b> [1] - 121:6  <b>greenfield</b> [6] - 62:23, 25; 63:4, 7, 25; 64:10  <b>Group</b> [1] - 3:15  <b>group</b> [2] - 55:14; 60:21  <b>groups</b> [1] - 14:14  <b>grow</b> [5] - 74:17; 103:7; 105:5, 12; 131:2  <b>growing</b> [15] - 18:6; 78:16; 104:7; 105:3; 106:1; 113:7, 9-12, 14; 124:4; 125:14, 16  <b>growth</b> [6] - 102:9; 103:2; 104:16; 107:14; 125:10  <b>guardrail</b> [2] - 29:18, 21  <b>guardrails</b> [2] - 29:10, 16  <b>guess</b> [1] - 95:12  <b>guidance</b> [1] - 29:5  <b>guy</b> [4] - 43:6; 113:4; 133:8; 143:12  <b>guys</b> [1] - 15:15</p>	<p><b>hardest</b> [3] - 95:13, 16  <b>Hassi</b> [2] - 2:18; 4:8  <b>HASSI</b> [1] - 4:15  <b>hate</b> [2] - 21:24; 143:10  <b>head</b> [6] - 27:12; 99:7, 12-13; 128:19  <b>heading</b> [1] - 97:24  <b>headquarters</b> [1] - 116:2  <b>healthcare</b> [20] - 11:7, 9; 74:23; 75:23; 76:4, 25; 79:20, 23; 83:7; 142:16, 21, 25; 143:7, 14, 23  <b>heard</b> [1] - 35:24  <b>HEARING</b> [1] - 1:10  <b>held</b> [1] - 22:12  <b>help</b> [4] - 29:2; 115:20; 139:22  <b>helpful</b> [3] - 115:8; 145:17  <b>Herrick</b> [2] - 3:6; 4:9  <b>hesitancy</b> [1] - 143:21  <b>HHI</b> [1] - 23:24  <b>high</b> [2] - 66:21; 131:6  <b>higher</b> [5] - 12:2; 43:10, 15; 124:19  <b>highest</b> [1] - 13:5  <b>highlight</b> [2] - 29:8; 78:13  <b>highlighting</b> [1] - 45:16  <b>Hilton</b> [4] - 7:23, 25; 8:5, 12  <b>hired</b> [4] - 24:13; 116:7, 9; 126:5  <b>history</b> [1] - 99:16  <b>hit</b> [1] - 91:18  <b>hmm</b> [24] - 15:22; 17:7; 23:9; 28:6; 34:4, 11, 18; 37:17; 38:1, 13; 42:2; 46:12, 18, 25; 49:5; 54:19; 59:19; 88:2; 89:13; 94:4; 102:4, 12; 108:2; 113:19  <b>Holm</b> [13] - 4:18, 24; 5:3; 21:11; 23:6; 34:21; 73:5; 76:15; 77:9; 96:18; 102:8; 120:7; 122:21  <b>HOLM</b> [4] - 5:1; 122:19; 147:4  <b>home</b> [2] - 131:17, 19  <b>homes</b> [1] - 76:25  <b>Honick</b> [1] - 2:6  <b>honor</b> [1] - 93:15  <b>Honor</b> [25] - 4:14, 17; 15:19; 17:14; 21:4, 14; 22:5; 32:3; 65:4; 66:18; 72:17; 73:3; 76:10, 15; 83:24; 85:5; 86:20, 24; 99:24; 119:23; 121:25; 123:8; 144:16  <b>HONORABLE</b> [1] - 1:11  <b>hope</b> [8] - 89:15; 119:11, 17; 120:3, 7; 126:4; 145:12  <b>Hope</b> [7] - 100:6-8; 119:20, 22  <b>hoped</b> [4] - 25:24; 45:18, 20, 23  <b>hopeful</b> [1] - 128:5  <b>hopefully</b> [1] - 131:13  <b>Hoskins</b> [1] - 27:7  <b>Hospital</b> [1] - 142:22  <b>hospitality</b> [6] - 11:7; 74:23; 75:13, 17; 80:4, 12  <b>hospitals</b> [2] - 76:25; 77:1  <b>hotel</b> [3] - 141:5; 142:6  <b>Hotels</b> [1] - 79:13  <b>hour</b> [5] - 4:23; 21:23; 145:1, 4  <b>huge</b> [1] - 20:25</p>	<p><b>hundred</b> [2] - 142:7, 13  <b>hurt</b> [1] - 76:12  <b>hypothetical</b> [1] - 138:6</p> <p style="text-align: center;"><b>I</b></p> <p><b>Ian</b> [2] - 2:15; 4:8  <b>ideal</b> [1] - 103:24  <b>identification</b> [2] - 66:20, 24  <b>identified</b> [3] - 30:5; 57:21; 58:6  <b>identify</b> [1] - 100:8  <b>Illinois</b> [1] - 69:4  <b>immediately</b> [1] - 122:24  <b>impeach</b> [2] - 21:17; 83:24  <b>impeachment</b> [1] - 65:5  <b>important</b> [8] - 30:1, 3; 35:11; 43:21; 56:6; 114:18; 139:13; 144:14  <b>in-camera</b> [5] - 21:14; 22:3, 12; 72:21; 122:6  <b>inability</b> [3] - 103:7; 112:22; 113:17  <b>Inability</b> [1] - 112:10  <b>inadequate</b> [1] - 142:7  <b>inbound</b> [7] - 113:17, 20; 114:1; 124:9, 17, 20  <b>include</b> [1] - 10:6  <b>included</b> [2] - 75:2; 130:13  <b>includes</b> [2] - 74:12; 87:20  <b>including</b> [4] - 12:2; 79:12; 115:18  <b>INCLUDING</b> [1] - 1:11  <b>income</b> [2] - 114:3, 11  <b>incorrect</b> [1] - 142:13  <b>increase</b> [1] - 21:2  <b>increases</b> [2] - 14:14; 20:17  <b>incumbent</b> [3] - 118:5; 134:20; 144:13  <b>indeed</b> [1] - 116:21  <b>independent</b> [12] - 5:11, 18; 15:23; 96:12; 110:5, 9; 111:22; 113:13; 125:16; 141:14; 142:1, 4  <b>Indiana</b> [1] - 69:12  <b>Indianapolis</b> [2] - 30:20; 69:12  <b>individual</b> [2] - 49:18; 116:13  <b>Individual</b> [1] - 111:16  <b>industry</b> [11] - 10:13; 24:5; 43:2, 5, 8; 44:12; 45:16; 76:21; 93:11; 121:6; 125:14  <b>inferred</b> [1] - 49:24  <b>inform</b> [1] - 24:17  <b>information</b> [2] - 83:5; 142:13  <b>informed</b> [1] - 60:24  <b>informing</b> [1] - 19:17  <b>initial</b> [2] - 78:15; 98:9  <b>input</b> [2] - 34:1  <b>inquiry</b> [1] - 72:19  <b>instances</b> [1] - 124:11  <b>instead</b> [1] - 42:10  <b>institutions</b> [1] - 76:18  <b>integrating</b> [1] - 119:18  <b>intended</b> [1] - 134:18  <b>intends</b> [1] - 62:2</p>
<b>H</b>		
<p><b>Hale</b> [1] - 105:18  <b>half</b> [11] - 9:17; 31:20; 78:18; 79:1; 81:6; 87:21; 88:7; 109:11; 129:7; 133:17; 145:4  <b>hamper</b> [1] - 107:14  <b>handful</b> [3] - 7:14, 20; 9:1  <b>handle</b> [2] - 141:24; 143:22  <b>happy</b> [1] - 72:25  <b>hard</b> [6] - 36:3; 61:5; 64:12; 130:22; 134:8</p>		

<p><b>interest</b> <sup>[5]</sup> - 12:25; 13:1, 3, 6, 8  <b>interesting</b> <sup>[1]</sup> - 34:24  <b>interim</b> <sup>[1]</sup> - 44:15  <b>internally</b> <sup>[2]</sup> - 26:2; 98:22  <b>internet</b> <sup>[1]</sup> - 36:18  <b>interrupt</b> <sup>[2]</sup> - 34:20; 36:9  <b>Interstate</b> <sup>[1]</sup> - 79:13  <b>invest</b> <sup>[3]</sup> - 109:11; 119:4  <b>investment</b> <sup>[6]</sup> - 108:22; 109:10, 15, 19, 21  <b>investors</b> <sup>[2]</sup> - 94:22; 95:10  <b>invite</b> <sup>[1]</sup> - 7:1  <b>invited</b> <sup>[1]</sup> - 6:21  <b>involved</b> <sup>[7]</sup> - 35:12, 14; 60:22; 108:3; 133:24; 138:2, 13  <b>IPO</b> <sup>[7]</sup> - 35:1, 8, 10, 25; 36:23; 37:1  <b>isimmons@omm.com</b> <sup>[1]</sup> - 2:17  <b>Island</b> <sup>[1]</sup> - 24:14  <b>Israel</b> <sup>[1]</sup> - 145:9  <b>issue</b> <sup>[1]</sup> - 36:20  <b>issued</b> <sup>[1]</sup> - 6:22  <b>issues</b> <sup>[3]</sup> - 35:15; 101:14; 138:23  <b>IT</b> <sup>[2]</sup> - 115:3, 5  <b>it'd</b> <sup>[1]</sup> - 104:17  <b>it'll</b> <sup>[2]</sup> - 21:25; 105:4  <b>item</b> <sup>[2]</sup> - 117:14, 21  <b>items</b> <sup>[3]</sup> - 117:10, 15; 124:9  <b>itself</b> <sup>[1]</sup> - 85:24</p>	<p>90:19, 21; 91:1, 12; 106:1, 13; 116:6  <b>Keith</b> <sup>[1]</sup> - 38:18  <b>Kellogg's</b> <sup>[1]</sup> - 124:25  <b>Kentucky</b> <sup>[3]</sup> - 140:19, 25  <b>kept</b> <sup>[2]</sup> - 36:25  <b>key</b> <sup>[1]</sup> - 124:9  <b>kind</b> <sup>[9]</sup> - 28:11; 34:13; 35:7, 25; 36:2; 45:23; 63:8; 139:1, 20  <b>kinds</b> <sup>[2]</sup> - 118:7; 136:3  <b>Kirkland</b> <sup>[3]</sup> - 23:4; 126:7; 129:23  <b>known</b> <sup>[1]</sup> - 7:6  <b>knows</b> <sup>[1]</sup> - 119:15  <b>Kreidler</b> <sup>[2]</sup> - 52:12  <b>krobson@omm.com</b> <sup>[1]</sup> - 2:25</p>	<p><b>level</b> <sup>[6]</sup> - 13:6; 14:12; 114:1; 117:16, 25  <b>Lexington</b> <sup>[1]</sup> - 3:3  <b>life</b> <sup>[1]</sup> - 132:8  <b>lifetime</b> <sup>[1]</sup> - 115:5  <b>limited</b> <sup>[3]</sup> - 79:9; 107:18; 108:12  <b>Lincoln</b> <sup>[2]</sup> - 41:14; 132:10  <b>Lincoln/Oklahoma</b> <sup>[1]</sup> - 59:16  <b>line</b> <sup>[15]</sup> - 17:12; 21:15; 33:7; 63:13, 19; 85:10, 13; 86:6; 88:1; 91:4; 102:5; 104:15  <b>liquid</b> <sup>[1]</sup> - 117:19  <b>List</b> <sup>[1]</sup> - 46:22  <b>list</b> <sup>[2]</sup> - 23:18; 29:9; 35:21; 37:6, 21, 23; 50:19, 23; 54:8; 59:24; 60:3, 7-8; 72:24; 75:13; 76:4; 78:5; 92:4; 95:24; 98:19; 104:17  <b>listed</b> <sup>[6]</sup> - 30:8; 46:21; 48:11; 51:21; 60:5; 97:23  <b>lists</b> <sup>[6]</sup> - 33:23; 34:5, 16; 35:19; 37:6; 98:2  <b>litigate</b> <sup>[1]</sup> - 60:25  <b>live</b> <sup>[1]</sup> - 47:10  <b>Livermore</b> <sup>[1]</sup> - 67:15  <b>LLP</b> <sup>[8]</sup> - 2:11, 15, 19, 23; 3:3, 7, 10, 15  <b>local</b> <sup>[7]</sup> - 15:21, 23-24; 16:4; 20:17; 23:15; 44:16  <b>located</b> <sup>[1]</sup> - 97:17  <b>locations</b> <sup>[3]</sup> - 7:14; 77:12; 105:9  <b>logistics</b> <sup>[2]</sup> - 113:17, 21  <b>Look</b> <sup>[2]</sup> - 131:21, 24  <b>look</b> <sup>[34]</sup> - 18:5; 23:10; 29:8; 30:4; 33:19; 34:3, 19; 36:3; 38:4, 10-11; 39:14; 40:25; 42:6, 25; 44:15; 45:17; 48:10; 55:17; 57:24; 74:4, 9; 78:12; 89:2; 92:4; 97:22; 100:15; 116:6; 117:5, 8-9, 15; 132:4  <b>looked</b> <sup>[7]</sup> - 36:18; 37:12; 45:16; 81:20; 109:13; 117:21; 132:3  <b>looking</b> <sup>[3]</sup> - 84:3; 107:6; 108:15  <b>looks</b> <sup>[2]</sup> - 68:4; 71:15  <b>Los</b> <sup>[10]</sup> - 25:7; 31:5, 9; 57:24; 58:2; 59:1; 67:21; 94:18, 24; 137:12  <b>lose</b> <sup>[2]</sup> - 110:1; 118:9  <b>losing</b> <sup>[1]</sup> - 110:9  <b>loss</b> <sup>[7]</sup> - 6:21; 109:24; 110:2, 5; 111:16, 19, 22  <b>lost</b> <sup>[1]</sup> - 123:15  <b>love</b> <sup>[2]</sup> - 104:5; 128:23  <b>lower</b> <sup>[1]</sup> - 14:23  <b>Lukes</b> <sup>[1]</sup> - 142:23  <b>lunch</b> <sup>[3]</sup> - 4:23; 122:16; 144:21  <b>luncheon</b> <sup>[1]</sup> - 145:20</p>
<b>J</b>	<b>L</b>	<b>M</b>
<p><b>Jacksonville</b> <sup>[1]</sup> - 70:21  <b>January</b> <sup>[7]</sup> - 22:25; 26:6; 33:4; 74:1; 91:7; 121:14, 24  <b>Jeff</b> <sup>[1]</sup> - 27:12  <b>Jersey</b> <sup>[1]</sup> - 24:9  <b>Jim</b> <sup>[7]</sup> - 100:6-8; 119:20, 22  <b>Joan</b> <sup>[4]</sup> - 47:14; 110:11; 115:2; 128:17  <b>job</b> <sup>[4]</sup> - 116:5; 119:6; 136:15  <b>John</b> <sup>[3]</sup> - 3:14; 17:18; 63:14  <b>john.nannes@skadden.com</b> <sup>[1]</sup> - 3:17  <b>joined</b> <sup>[1]</sup> - 11:15  <b>Joseph</b> <sup>[2]</sup> - 3:2; 4:9  <b>jtringali@stblaw.com</b> <sup>[1]</sup> - 3:5  <b>JUDGE</b> <sup>[1]</sup> - 1:12  <b>judge</b> <sup>[2]</sup> - 113:20; 135:17  <b>July</b> <sup>[4]</sup> - 82:3; 138:5, 15  <b>jump</b> <sup>[1]</sup> - 131:14  <b>June</b> <sup>[2]</sup> - 41:25; 60:1</p>	<b>K</b>	<b>M</b>
<p><b>Kansas</b> <sup>[5]</sup> - 41:2; 132:7, 10; 136:7, 14  <b>Katrina</b> <sup>[1]</sup> - 2:22  <b>Katy</b> <sup>[1]</sup> - 4:8  <b>keep</b> <sup>[11]</sup> - 24:25; 49:3; 71:15; 72:25;</p>	<p>90:19, 21; 91:1, 12; 106:1, 13; 116:6  <b>Keith</b> <sup>[1]</sup> - 38:18  <b>Kellogg's</b> <sup>[1]</sup> - 124:25  <b>Kentucky</b> <sup>[3]</sup> - 140:19, 25  <b>kept</b> <sup>[2]</sup> - 36:25  <b>key</b> <sup>[1]</sup> - 124:9  <b>kind</b> <sup>[9]</sup> - 28:11; 34:13; 35:7, 25; 36:2; 45:23; 63:8; 139:1, 20  <b>kinds</b> <sup>[2]</sup> - 118:7; 136:3  <b>Kirkland</b> <sup>[3]</sup> - 23:4; 126:7; 129:23  <b>known</b> <sup>[1]</sup> - 7:6  <b>knows</b> <sup>[1]</sup> - 119:15  <b>Kreidler</b> <sup>[2]</sup> - 52:12  <b>krobson@omm.com</b> <sup>[1]</sup> - 2:25</p> <p><b>L-E-D-Y-A-R-D</b> <sup>[2]</sup> - 97:13, 18  <b>LA</b> <sup>[2]</sup> - 94:21; 137:9  <b>Labatt</b> <sup>[1]</sup> - 38:18  <b>label</b> <sup>[2]</sup> - 112:14; 116:23  <b>lack</b> <sup>[1]</sup> - 7:3  <b>laid</b> <sup>[1]</sup> - 57:9  <b>Lake</b> <sup>[1]</sup> - 51:13  <b>Lakes</b> <sup>[2]</sup> - 9:21; 39:15  <b>land</b> <sup>[1]</sup> - 139:16  <b>large</b> <sup>[9]</sup> - 47:21; 78:8; 91:14; 106:7; 118:14, 21; 119:1, 3, 18  <b>larger</b> <sup>[6]</sup> - 51:24; 52:5; 108:14; 112:18; 124:18; 141:25  <b>largest</b> <sup>[11]</sup> - 8:3; 16:2, 5, 17-18, 22, 24; 18:20; 20:10; 48:25  <b>Las</b> <sup>[2]</sup> - 25:5; 51:7  <b>last</b> <sup>[11]</sup> - 8:2; 9:11; 19:16; 24:7, 22; 113:24; 116:8, 16; 118:18; 129:7; 144:2  <b>late</b> <sup>[2]</sup> - 130:16; 145:9  <b>lately</b> <sup>[1]</sup> - 130:16  <b>law</b> <sup>[1]</sup> - 22:8  <b>lawyer</b> <sup>[3]</sup> - 37:18; 102:13; 129:22  <b>lawyers</b> <sup>[6]</sup> - 23:3; 126:12; 127:3, 21; 129:23  <b>laying</b> <sup>[1]</sup> - 128:13  <b>lead</b> <sup>[1]</sup> - 123:9  <b>leading</b> <sup>[2]</sup> - 123:13, 19  <b>league</b> <sup>[1]</sup> - 76:23  <b>learned</b> <sup>[2]</sup> - 60:24; 125:20  <b>least</b> <sup>[7]</sup> - 8:2; 9:23; 34:13; 47:21; 89:22; 144:17; 145:1  <b>Ledyard</b> <sup>[3]</sup> - 97:3, 5, 13  <b>left</b> <sup>[1]</sup> - 89:2  <b>legs</b> <sup>[1]</sup> - 122:5  <b>lengthier</b> <sup>[1]</sup> - 137:14  <b>lengthy</b> <sup>[2]</sup> - 61:15; 137:22  <b>less</b> <sup>[13]</sup> - 5:12, 19; 15:12; 52:19, 21; 55:4; 79:20; 81:6; 120:20, 23; 121:6; 126:23  <b>Lester</b> <sup>[2]</sup> - 105:17, 21  <b>letdown</b> <sup>[1]</sup> - 36:22  <b>letters</b> <sup>[2]</sup> - 129:21; 130:1</p>	<p><b>Mac</b> <sup>[1]</sup> - 19:5  <b>machine</b> <sup>[1]</sup> - 3:22</p>

<p><b>mail</b> [28] - 19:17; 29:8; 31:25; 32:1, 13, 22; 37:11, 15, 20; 42:22; 48:4; 53:2, 19, 25; 54:7, 13-14; 55:6, 17; 56:5, 13; 57:7; 61:2; 131:16, 20, 22</p> <p><b>mail's</b> [1] - 33:4</p> <p><b>Maine</b> [2] - 104:24</p> <p><b>maintain</b> [1] - 91:8</p> <p><b>maintains</b> [1] - 90:8</p> <p><b>major</b> [4] - 76:23; 78:19; 114:25; 137:9</p> <p><b>majority</b> [2] - 11:6, 23</p> <p><b>manage</b> [1] - 138:3</p> <p><b>management</b> [9] - 7:5; 14:13; 15:1; 60:21; 76:8, 11, 16; 77:11; 80:22</p> <p><b>managing</b> [4] - 53:15; 104:2</p> <p><b>manufacturer</b> [5] - 112:14-16; 124:22</p> <p><b>map</b> [1] - 57:13</p> <p><b>maps</b> [2] - 13:2; 43:7</p> <p><b>mark</b> [2] - 66:19; 143:10</p> <p><b>Mark</b> [2] - 1:22; 4:6</p> <p><b>marked</b> [2] - 66:24; 147:9</p> <p><b>Market</b> [2] - 45:12; 97:25</p> <p><b>market</b> [35] - 16:3, 15, 17, 23, 25; 18:5, 7, 19, 21-22, 25; 20:14; 21:10; 24:15; 25:1; 43:14, 19; 44:12, 16; 63:2; 74:15, 18; 81:8; 82:8, 16; 83:20; 86:13; 92:19; 94:6; 95:10; 113:5; 136:18; 139:13</p> <p><b>market...</b> [1] - 121:12</p> <p><b>Marketing</b> [1] - 74:8</p> <p><b>marketing</b> [2] - 11:1, 3</p> <p><b>marketplace</b> [5] - 20:11; 93:5; 125:9; 136:15</p> <p><b>markets</b> [18] - 7:14; 9:2; 11:9; 13:17; 15:21; 16:2, 4, 7-8, 10; 17:4; 20:15, 18; 23:15; 40:10; 95:16; 132:9; 144:14</p> <p><b>marking</b> [1] - 66:23</p> <p><b>MARYLAND</b> [1] - 2:7</p> <p><b>Maryland</b> [3] - 105:13</p> <p><b>Massachusetts</b> [1] - 141:23</p> <p><b>material</b> [2] - 22:3; 84:5</p> <p><b>math</b> [1] - 88:13</p> <p><b>matter</b> [3] - 12:21; 123:3; 145:25</p> <p><b>matters</b> [1] - 4:13</p> <p><b>MAY</b> [1] - 4:1</p> <p><b>McEvoy</b> [2] - 53:22; 130:14</p> <p><b>MD</b> [1] - 2:9</p> <p><b>mdavenport@ftc.gov</b> [1] - 2:5</p> <p><b>Meagher</b> [1] - 3:14</p> <p><b>mean</b> [18] - 18:6; 21:6, 9; 27:21; 43:11; 46:13; 85:23; 92:12, 16; 95:17; 101:19; 105:10, 12; 108:19; 109:1; 113:23; 124:21; 134:1</p> <p><b>meaningfully</b> [1] - 11:17</p> <p><b>means</b> [3] - 34:7; 92:11, 13</p> <p><b>meantime</b> [2] - 139:8; 140:24</p> <p><b>measure</b> [3] - 105:24; 106:16</p> <p><b>meeting</b> [8] - 26:22; 37:23; 54:4; 56:18; 60:14; 73:14; 91:7; 130:13</p> <p><b>meetings</b> [2] - 26:18; 130:13</p> <p><b>MEHTA</b> [1] - 1:11</p>	<p><b>Melissa</b> [2] - 2:2; 4:7</p> <p><b>Melton</b> [2] - 27:10; 28:2</p> <p><b>Melwani</b> [6] - 53:12; 54:13, 23; 57:8; 61:4; 130:14</p> <p><b>Melwani's</b> [1] - 55:17</p> <p><b>member</b> [4] - 32:25; 53:12, 23</p> <p><b>member's</b> [1] - 54:13</p> <p><b>members</b> [2] - 53:20; 144:14</p> <p><b>memo</b> [4] - 108:1, 3, 6, 9</p> <p><b>memory</b> [2] - 92:8; 110:18</p> <p><b>men</b> [1] - 143:14</p> <p><b>mentioned</b> [6] - 6:5; 13:20; 37:5; 105:9; 106:10; 124:12</p> <p><b>merge</b> [1] - 15:9</p> <p><b>merged</b> [1] - 84:8</p> <p><b>merger</b> [18] - 12:1; 14:15; 15:3; 20:16; 21:1; 22:21; 23:15; 24:23; 25:12; 35:6; 45:17; 96:14, 16; 111:5; 125:20; 126:22; 127:23</p> <p><b>merging</b> [1] - 29:19</p> <p><b>met</b> [7] - 13:7; 28:10; 32:10; 56:14, 16; 57:9; 121:16</p> <p><b>metro</b> [1] - 69:5</p> <p><b>Metro</b> [2] - 127:12; 141:12</p> <p><b>Michigan</b> [1] - 125:1</p> <p><b>middle</b> [2] - 105:16</p> <p><b>Midwest</b> [1] - 108:10</p> <p><b>might</b> [8] - 83:8; 110:18; 113:6; 117:6; 125:23; 128:3; 131:18; 136:4</p> <p><b>Mike</b> [3] - 32:22, 24</p> <p><b>mileage</b> [2] - 39:2, 12</p> <p><b>miles</b> [8] - 39:1, 11; 67:14, 16; 94:7; 97:7; 132:6; 142:2</p> <p><b>Miller</b> [7] - 32:22-24; 33:14; 37:11, 15; 53:9</p> <p><b>million</b> [7] - 79:11, 20; 96:11; 132:13, 18; 133:14</p> <p><b>million's</b> [1] - 81:5</p> <p><b>Milwaukee</b> [3] - 30:16; 68:24; 69:9</p> <p><b>mind</b> [4] - 29:10; 50:8; 139:2</p> <p><b>mini</b> [1] - 17:10</p> <p><b>minimum</b> [1] - 56:9</p> <p><b>Minneapolis</b> [1] - 51:11</p> <p><b>Minneapolis/St</b> [1] - 41:4</p> <p><b>Minnesota</b> [1] - 136:12</p> <p><b>minute</b> [4] - 17:24; 27:19; 42:5; 74:8</p> <p><b>minutes</b> [6] - 4:22; 66:6, 12; 119:25; 122:1, 4</p> <p><b>Mirada</b> [8] - 31:21; 51:19; 52:4; 57:25; 58:3; 61:8; 136:23; 137:2</p> <p><b>Mirada's</b> [1] - 51:24</p> <p><b>Mirrer</b> [2] - 3:10; 4:10</p> <p><b>Mirrer-Singer</b> [2] - 3:10; 4:10</p> <p><b>missed</b> [1] - 68:3</p> <p><b>misspeak</b> [1] - 51:23</p> <p><b>mistake</b> [2] - 78:10; 86:8</p> <p><b>mistaken</b> [1] - 50:21</p> <p><b>mistakes</b> [1] - 36:24</p> <p><b>moment</b> [1] - 19:23</p>	<p><b>Monarch</b> [1] - 19:9</p> <p><b>Monday</b> [1] - 122:22</p> <p><b>money</b> [3] - 108:16, 18; 109:11</p> <p><b>Montgomery</b> [9] - 30:14; 70:10, 12; 95:24; 96:7, 12; 98:14; 99:10; 100:25</p> <p><b>month</b> [3] - 17:6; 18:14; 37:10</p> <p><b>monthly</b> [1] - 53:18</p> <p><b>months</b> [11] - 24:16; 26:15; 34:22; 41:25; 74:4; 78:21; 116:8; 134:3; 139:7; 140:11, 23</p> <p><b>MORNING</b> [2] - 1:10; 4:1</p> <p><b>morning</b> [6] - 4:3, 20, 24-25; 5:3; 137:10</p> <p><b>most</b> [12] - 9:17; 16:4, 6, 14, 19; 17:1, 3; 18:17, 23; 20:4; 40:7</p> <p><b>mostly</b> [1] - 77:1</p> <p><b>mountain</b> [1] - 38:11</p> <p><b>move</b> [8] - 23:25; 45:7; 62:6-8; 66:3; 104:10</p> <p><b>moved</b> [3] - 65:18, 20; 105:14</p> <p><b>MR</b> [105] - 4:14, 17; 5:2; 15:18, 20; 17:14, 16, 18-20; 19:23; 20:3; 21:4, 7, 11, 17, 20, 23; 22:5, 18; 26:17; 28:1; 29:25; 32:3, 9; 37:4; 42:11; 46:3; 52:1, 3; 53:7; 56:23, 25; 63:14-16, 18; 65:4, 13; 66:7, 12, 14, 18, 22, 25; 72:4, 7, 9, 17, 24; 73:3; 76:10, 13-14; 77:8; 83:24; 84:4; 85:3, 5, 7; 86:1, 9, 15, 19-20, 24; 87:1, 4-5; 88:23; 96:22; 97:13, 15, 18, 21; 104:12; 115:25; 118:20, 23; 119:23; 120:1, 5-6; 121:25; 122:18, 20; 123:8, 10, 12, 15-16; 134:16; 144:16, 19; 145:1, 4, 6, 14, 19; 147:5</p> <p><b>mseidman@ftc.gov</b> [1] - 1:25</p> <p><b>Mt</b> [1] - 142:22</p> <p><b>multi</b> [1] - 111:19</p> <p><b>multi-unit</b> [1] - 111:19</p> <p><b>multiple</b> [3] - 10:19; 49:25; 50:1</p> <p><b>multiply</b> [2] - 85:22; 86:15</p> <p><b>multiunit</b> [1] - 110:2</p> <p><b>MYERS</b> [4] - 2:11, 15, 19, 23</p>
<b>N</b>		
<p><b>N.W</b> [1] - 3:15</p> <p><b>name</b> [9] - 25:21; 27:4; 28:11; 71:4; 97:12; 116:12; 137:19; 141:6; 143:9</p> <p><b>named</b> [1] - 40:4</p> <p><b>names</b> [1] - 27:4</p> <p><b>Nannes</b> [1] - 3:14</p> <p><b>NANNES</b> [4] - 17:14, 19; 19:23; 63:15</p> <p><b>Nashville</b> [1] - 105:22</p> <p><b>national</b> [95] - 6:6, 11, 17, 22, 25; 7:1-3, 7; 8:9, 16, 18; 10:4, 15, 18, 21; 11:4, 10, 12, 18, 20; 12:3; 14:12, 22; 15:2; 29:13; 32:11; 33:16; 36:5; 37:22; 38:19; 43:9, 14; 47:3, 16-17, 21; 55:20; 60:3; 62:3, 15; 74:16; 75:2, 11, 14, 17, 23; 76:4; 77:15; 78:2, 14; 79:3, 10, 19,</p>		

<p>22, 24; 80:4, 10, 12; 82:7, 9, 16; 83:3, 12, 20; 86:11, 13; 87:22; 88:8; 94:6; 103:9; 105:7; 107:17, 20-21; 108:11, 14; 109:15, 24; 111:12, 16; 113:14; 116:2, 21; 121:4, 11; 122:23; 135:14</p> <p><b>National</b> [4] - 33:6, 22; 42:18; 74:8</p> <p><b>nationally</b> [3] - 80:11; 86:17; 115:19</p> <p><b>nationwide</b> [3] - 80:23; 120:24; 121:18</p> <p><b>natural</b> [1] - 66:10</p> <p><b>nature</b> [3] - 80:7; 81:1; 89:20</p> <p><b>navigate</b> [1] - 93:13</p> <p><b>near</b> [2] - 40:15; 122:22</p> <p><b>nearest</b> [2] - 38:23; 39:10</p> <p><b>Nebraska</b> [6] - 31:1; 41:8; 58:11; 68:20; 136:6; 141:2</p> <p><b>necessarily</b> [3] - 83:8, 22; 92:14</p> <p><b>necessary</b> [4] - 33:16; 94:6; 107:19; 108:13</p> <p><b>need</b> [27] - 32:1; 42:3; 47:22; 49:10; 55:19; 56:1; 72:12; 76:10; 89:25; 94:24; 95:8; 96:9; 102:22; 105:23; 106:3, 13, 19; 108:18; 111:23; 112:5, 25; 115:1; 131:25; 132:11; 140:12; 141:1</p> <p><b>needed</b> [23] - 50:16, 18, 24; 51:1, 3, 5, 7, 9, 11, 13, 15, 17, 19; 57:10; 58:20; 88:12; 112:6; 114:24; 131:10; 134:2, 6, 8; 140:13</p> <p><b>needing</b> [1] - 57:22</p> <p><b>needs</b> [6] - 102:20; 104:4, 16, 23; 105:1; 138:23</p> <p><b>negotiate</b> [6] - 112:15; 129:16; 130:7; 136:25; 139:11; 140:12</p> <p><b>negotiated</b> [2] - 134:8; 139:1</p> <p><b>negotiating</b> [3] - 130:5, 9; 137:23</p> <p><b>negotiation</b> [1] - 138:16</p> <p><b>negotiations</b> [1] - 138:17</p> <p><b>net</b> [2] - 89:2, 10</p> <p><b>network</b> [4] - 32:11; 33:16; 113:18, 21</p> <p><b>Network</b> [2] - 33:22; 42:18</p> <p><b>never</b> [6] - 35:22; 65:25; 91:25; 135:13; 138:2; 139:1</p> <p><b>new</b> [9] - 92:2; 118:2; 120:24; 121:18; 124:4; 126:9; 132:12; 140:23</p> <p><b>New</b> [9] - 3:4, 15; 23:20; 30:24; 40:12; 71:23; 141:21; 142:23</p> <p><b>next</b> [10] - 34:10; 37:10; 48:19; 55:6; 88:19; 89:18; 95:24; 97:23; 98:5; 111:22</p> <p><b>nine</b> [1] - 26:14</p> <p><b>noncompete</b> [1] - 93:16</p> <p><b>noncompetes</b> [4] - 93:7, 11, 13</p> <p><b>none</b> [1] - 80:10</p> <p><b>noon</b> [1] - 119:25</p> <p><b>normally</b> [1] - 139:21</p> <p><b>north</b> [5] - 67:8; 68:22; 70:22; 71:9, 15</p> <p><b>North</b> [7] - 18:19; 19:7; 24:9; 41:10, 18, 21; 71:9</p> <p><b>Northeast</b> [1] - 70:18</p> <p><b>Northern</b> [2] - 67:7; 96:25</p> <p><b>Northwest</b> [1] - 132:25</p>	<p><b>note</b> [1] - 123:12</p> <p><b>nothing</b> [1] - 119:23</p> <p><b>Novation</b> [3] - 9:13; 48:21; 91:14</p> <p><b>November</b> [2] - 60:24; 131:18</p> <p><b>number</b> [18] - 20:7, 13, 25; 21:9; 47:24; 50:9; 55:3; 56:22; 88:21; 101:17, 25; 102:10; 113:4; 119:19; 120:20; 130:23</p> <p><b>number's</b> [1] - 81:16</p> <p><b>numbers</b> [2] - 44:24; 46:2</p> <p><b>numerous</b> [2] - 126:18; 135:3</p> <p><b>nursing</b> [1] - 76:25</p> <p><b>NW</b> [10] - 1:15, 19, 23; 2:4, 12, 16, 19, 23; 3:7, 11</p> <p><b>NY</b> [1] - 3:4</p>	<p>84:17; 93:10; 94:18, 24-25; 95:1, 24; 96:6; 98:18; 101:20; 103:3; 104:6; 105:19; 106:4, 13, 25; 107:8, 25; 111:15, 19, 22; 114:9, 24; 116:9, 16; 117:20; 118:6, 18; 120:1; 124:10, 24; 125:1, 15; 126:25; 127:7; 131:16; 132:1, 20; 138:2; 141:2, 5, 12, 25</p> <p><b>one's</b> [3] - 67:9; 70:12</p> <p><b>ones</b> [9] - 7:11; 13:6; 34:14; 38:20; 78:8; 92:16; 98:9, 14; 104:17</p> <p><b>onset</b> [1] - 46:23</p> <p><b>OpCos</b> [24] - 33:16; 34:5, 7, 9, 16, 19; 37:21; 54:16; 55:19; 56:8; 78:14; 89:10; 91:2; 107:19; 108:10, 13; 113:2; 115:9; 117:23; 119:19; 128:14; 130:5; 133:14; 143:16</p> <p><b>OpCos/14</b> [1] - 34:16</p> <p><b>open</b> [4] - 17:5, 8; 22:4; 76:19</p> <p><b>opened</b> [1] - 24:11</p> <p><b>operate</b> [2] - 121:1, 20</p> <p><b>operational</b> [2] - 98:23; 100:3</p> <p><b>operations</b> [8] - 27:12; 99:8, 12, 14; 100:1, 9; 120:8</p> <p><b>opinion</b> [7] - 20:14; 75:4; 111:2; 112:24; 123:4; 139:5</p> <p><b>opinions</b> [1] - 50:5</p> <p><b>opportunistic</b> [2] - 34:15; 95:12</p> <p><b>opportunity</b> [6] - 32:4; 36:13; 125:24; 126:1; 128:3; 136:13</p> <p><b>opposed</b> [6] - 64:10; 124:10, 15; 126:21, 23; 127:23</p> <p><b>options</b> [1] - 20:25</p> <p><b>order</b> [4] - 22:15; 57:11; 91:18; 113:8</p> <p><b>ordinary</b> [3] - 43:20; 44:18; 45:2</p> <p><b>organization</b> [1] - 36:22</p> <p><b>Orlando</b> [2] - 96:6; 101:2</p> <p><b>orlando</b> [1] - 96:23</p> <p><b>Ormond</b> [1] - 70:21</p> <p><b>ought</b> [1] - 4:13</p> <p><b>ourselves</b> [1] - 138:4</p> <p><b>outbound</b> [2] - 124:18, 20</p> <p><b>outcome</b> [1] - 55:7</p> <p><b>outs</b> [11] - 87:7, 13; 91:23; 93:2, 4; 98:8, 11; 109:12; 120:16; 132:19</p> <p><b>outside</b> [1] - 78:7</p> <p><b>outsourced</b> [1] - 77:4</p> <p><b>outsourcing</b> [1] - 77:5</p> <p><b>outstanding</b> [1] - 129:24</p> <p><b>overnight</b> [1] - 5:5</p> <p><b>oversee</b> [1] - 100:13</p> <p><b>oversees</b> [1] - 120:9</p> <p><b>overwhelmingly</b> [8] - 7:6, 8, 21; 8:22, 24-25; 9:5, 14</p> <p><b>own</b> [3] - 102:21; 139:22; 140:3</p> <p><b>owned</b> [1] - 7:25</p> <p><b>owner</b> [1] - 47:22</p> <p><b>owners</b> [1] - 132:20</p> <p><b>owns</b> [1] - 140:5</p>
<b>O</b>		
	<p><b>O'MELVENY</b> [4] - 2:11, 15, 19, 23</p> <p><b>oath</b> [1] - 85:15</p> <p><b>object</b> [1] - 65:4</p> <p><b>objection</b> [1] - 123:12</p> <p><b>obscures</b> [1] - 104:11</p> <p><b>obtain</b> [3] - 12:2; 87:21; 88:7</p> <p><b>obtained</b> [1] - 14:23</p> <p><b>obtains</b> [1] - 77:21</p> <p><b>obvious</b> [1] - 84:5</p> <p><b>obviously</b> [3] - 74:6; 137:15; 139:17</p> <p><b>occasionally</b> [1] - 7:1</p> <p><b>October</b> [7] - 19:16; 54:3, 14; 55:6, 18; 56:16; 57:5</p> <p><b>OF</b> [7] - 1:1, 10; 2:7; 5:1; 122:19; 147:4</p> <p><b>offer</b> [2] - 79:23; 117:24</p> <p><b>offered</b> [3] - 6:1; 130:18</p> <p><b>offering</b> [1] - 54:25</p> <p><b>OFFICE</b> [1] - 2:7</p> <p><b>offices</b> [1] - 54:5</p> <p><b>official</b> [1] - 143:6</p> <p><b>Official</b> [2] - 3:19; 146:3</p> <p><b>offset</b> [1] - 125:2</p> <p><b>often</b> [2] - 15:24; 112:19</p> <p><b>Ohio</b> [2] - 58:15; 140:16</p> <p><b>OKC</b> [2] - 136:16; 137:12</p> <p><b>Oklahoma</b> [17] - 30:12; 41:6, 16; 51:1; 58:6; 59:12; 61:13, 19, 21; 62:3, 10; 68:15; 132:6; 136:16, 20</p> <p><b>Omaha</b> [13] - 31:1; 41:8, 14; 51:3; 58:11; 68:20; 132:6; 136:5, 11; 137:12; 138:21; 141:2</p> <p><b>Omaha/Lincoln</b> [1] - 41:13</p> <p><b>once</b> [5] - 8:23; 15:6; 83:4; 103:1; 110:4</p> <p><b>one</b> [102] - 4:20; 5:6; 6:5; 7:10, 13; 13:20, 24; 16:7, 11; 18:7; 20:7; 21:9; 24:7; 26:22; 29:16; 31:5, 13, 18; 34:3; 38:14; 39:5, 7; 40:6, 8; 46:5, 21; 52:6, 22; 57:24; 58:4, 11, 15; 59:5, 7; 62:17; 67:10, 15, 22, 24; 68:14; 69:2, 4; 70:1, 13, 15; 71:19; 72:1; 73:6; 78:23; 83:8;</p>	

<b>P</b>		
<p><b>p.m</b> [2] - 122:9; 145:21</p> <p><b>pack</b> [1] - 118:8</p> <p><b>package</b> [9] - 6:18; 30:9; 39:5, 17; 48:14; 52:14; 69:18; 130:18</p> <p><b>packed</b> [1] - 117:23</p> <p><b>Page</b> [1] - 147:3</p> <p><b>page</b> [49] - 17:9, 12, 21; 30:5; 33:19; 42:13, 25; 43:24; 44:3, 5, 11; 45:7, 10; 46:6, 9; 50:20; 53:25; 63:11; 64:20; 73:22; 74:7, 9; 80:6; 81:18, 21, 23; 85:8; 88:1, 19, 25; 89:6; 91:3; 92:4; 97:23; 102:5; 104:8; 107:23; 108:6; 111:7; 121:9</p> <p><b>pages</b> [2] - 17:10; 42:8</p> <p><b>parameters</b> [1] - 29:6</p> <p><b>parent</b> [2] - 7:25; 140:5</p> <p><b>PARKER</b> [18] - 22:5; 65:4; 86:20, 24; 87:1, 4; 122:18, 20; 123:10, 15-16; 134:16; 144:16, 19; 145:1, 4, 19; 147:6</p> <p><b>Parker</b> [7] - 2:11; 4:7; 22:2; 87:3; 88:15; 122:6, 17</p> <p><b>part</b> [25] - 25:24; 28:5; 29:4; 31:12; 35:13; 39:6, 17; 43:1; 51:23; 58:20; 61:3; 64:21; 70:1, 15; 71:16; 75:7; 76:21; 83:16; 87:9; 91:7; 92:9; 122:6; 126:2; 129:5; 145:13</p> <p><b>particular</b> [1] - 42:8</p> <p><b>particularly</b> [3] - 6:14; 14:14; 35:16</p> <p><b>parties</b> [2] - 29:19; 72:22</p> <p><b>parties'</b> [1] - 4:19</p> <p><b>party</b> [1] - 22:7</p> <p><b>past</b> [3] - 95:23; 132:8; 139:20</p> <p><b>patch</b> [1] - 10:20</p> <p><b>Paul</b> [2] - 2:8; 41:4</p> <p><b>pause</b> [4] - 27:24; 42:7; 53:5; 122:12</p> <p><b>Pearce</b> [5] - 19:3-5, 8, 16</p> <p><b>Pennsylvania</b> [12] - 1:15, 19, 23; 2:4; 39:24; 40:19; 71:15, 17; 141:8, 10-11, 15</p> <p><b>people</b> [37] - 12:15; 27:14; 34:25; 35:7, 11, 14; 36:19; 43:22; 50:2; 81:14; 93:15; 101:20; 115:15, 18, 20; 116:1, 4, 7-9, 11; 127:9; 128:11; 130:7; 132:4; 139:24; 142:2; 143:14, 16-18, 20</p> <p><b>people's</b> [1] - 12:5</p> <p><b>per</b> [2] - 81:12; 101:10</p> <p><b>percent</b> [60] - 7:9; 16:23; 18:6; 19:18; 43:5; 75:18, 24; 77:16; 78:15; 79:4; 80:13, 15, 18; 82:7, 16, 19; 83:3, 15, 19, 21; 84:6, 10, 14, 21, 24; 85:21, 23; 86:9, 12, 15-16; 92:6, 9, 19; 103:25; 104:1; 105:4, 10, 24; 106:4; 107:4, 7-9, 12; 115:17; 116:4, 8; 125:12; 143:18, 20</p> <p><b>Percent</b> [1] - 97:25</p> <p><b>percentage</b> [2] - 78:24; 107:3</p> <p><b>perform</b> [2] - 139:8</p>	<p><b>performance</b> [1] - 107:1</p> <p><b>Performance</b> [7] - 3:14; 13:24; 27:10; 28:2; 69:25; 80:16; 125:16</p> <p><b>performed</b> [1] - 108:20</p> <p><b>perhaps</b> [1] - 84:5</p> <p><b>period</b> [10] - 22:1; 35:18; 60:19; 61:15; 74:5; 82:4, 10, 17; 90:16; 100:13</p> <p><b>permitted</b> [1] - 22:7</p> <p><b>permitting</b> [2] - 95:14, 21</p> <p><b>person</b> [1] - 139:16</p> <p><b>personal</b> [3] - 12:18; 139:5</p> <p><b>personally</b> [3] - 95:22; 127:5; 136:9</p> <p><b>perspective</b> [1] - 73:24</p> <p><b>Peter</b> [2] - 3:6; 4:9</p> <p><b>PFA</b> [1] - 74:11</p> <p><b>PFC</b> [1] - 28:17</p> <p><b>PFC's</b> [1] - 104:16</p> <p><b>PFG</b> [98] - 5:10, 17; 6:15, 21; 7:1; 8:12; 9:20, 24; 10:3; 11:15; 15:8, 12; 16:4; 17:14; 25:12, 23; 26:2, 18, 24; 27:5, 7; 31:12; 33:10; 40:17; 44:12, 17; 47:19; 49:7, 21, 25; 50:2, 9, 13; 52:9, 16; 53:12; 54:8, 10-11; 57:4, 9-10; 59:5, 21-22; 60:20, 24; 62:2, 15; 63:21; 64:5; 71:6; 73:7; 74:13; 77:21; 79:9; 80:3, 22; 83:1, 14, 18; 84:21; 86:9, 12; 87:20; 88:5; 90:8; 91:19, 25; 93:21; 94:14; 98:22; 99:15, 17; 101:14; 102:20; 107:13; 108:11; 109:24; 112:22; 116:3, 14; 118:11; 119:17, 21; 120:14; 122:22; 123:21; 125:8, 24; 126:21; 135:10; 137:19</p> <p><b>PFG's</b> [16] - 6:2; 9:16; 57:15; 62:3, 16; 69:17; 75:17; 79:19; 81:13; 97:5; 101:15, 24; 102:23; 107:19; 108:13; 116:22</p> <p><b>PFS</b> [3] - 74:11, 15; 91:7</p> <p><b>PFS's</b> [1] - 102:9</p> <p><b>Philadelphia</b> [10] - 20:24; 21:2; 22:19, 22; 23:22, 24; 24:6, 12, 14</p> <p><b>Philip</b> [2] - 3:10; 4:10</p> <p><b>Philly</b> [2] - 65:20; 141:12</p> <p><b>Phoenix</b> [1] - 51:5</p> <p><b>pick</b> [5] - 66:11; 83:4; 113:25; 122:4; 126:1</p> <p><b>picked</b> [1] - 106:7</p> <p><b>picking</b> [2] - 83:1; 114:10</p> <p><b>picture</b> [1] - 43:2</p> <p><b>piece</b> [3] - 110:1; 123:5; 137:24</p> <p><b>pieces</b> [2] - 106:7; 124:24</p> <p><b>pitcher</b> [2] - 96:19; 104:10</p> <p><b>Pittsburgh</b> [4] - 40:23; 141:14, 16</p> <p><b>place</b> [10] - 44:4; 77:4; 92:18; 95:13; 96:16; 106:6; 114:5; 117:24; 131:6; 132:19</p> <p><b>Place</b> [1] - 2:8</p> <p><b>places</b> [3] - 65:19; 68:13; 104:1</p> <p><b>plains</b> [1] - 40:25</p> <p><b>Plaintiffs</b> [3] - 1:5, 14; 2:2</p> <p><b>plaintiffs</b> [1] - 4:6</p>	<p><b>Plaintiffs'</b> [2] - 66:24; 147:9</p> <p><b>Plan</b> [2] - 74:8; 97:24</p> <p><b>plan</b> [56] - 62:6; 69:21; 73:8, 11, 24; 74:4; 78:15; 79:2; 81:25; 82:4, 7, 13-14, 17, 19-21, 24; 87:9, 20; 88:5, 17, 22, 25; 89:3, 17, 23; 90:1, 12, 14-15, 18, 23; 91:1, 7, 10-11, 17-19; 92:6, 15, 18, 25; 94:8; 96:3, 7; 101:3; 115:7; 116:21, 25; 117:1; 118:10</p> <p><b>planned</b> [1] - 91:21</p> <p><b>planning</b> [5] - 93:24; 96:13; 97:1; 134:2; 142:3</p> <p><b>plans</b> [8] - 69:19; 87:15; 89:21; 90:17; 91:12; 98:2; 128:13; 136:5</p> <p><b>players</b> [1] - 11:7</p> <p><b>pleased</b> [1] - 109:13</p> <p><b>plus</b> [2] - 57:4; 115:5</p> <p><b>pmirrer</b> [1] - 3:13</p> <p><b>pmirrer-singer@stblaw.com</b> [1] - 3:13</p> <p><b>point</b> [22] - 13:4; 21:13; 44:15; 48:8; 49:12; 56:17; 60:21; 66:10; 72:5; 82:6; 86:20; 90:24; 121:11; 125:23; 127:7; 130:18; 131:9; 134:4; 144:8, 16, 18; 145:6</p> <p><b>pointed</b> [2] - 25:1; 113:16</p> <p><b>portion</b> [4] - 5:12, 19; 21:21; 22:13</p> <p><b>PORTION</b> [1] - 1:11</p> <p><b>portions</b> [2] - 9:21, 25</p> <p><b>position</b> [3] - 12:1; 53:14; 123:2</p> <p><b>possession</b> [1] - 128:14</p> <p><b>possible</b> [2] - 34:23; 121:15</p> <p><b>possibly</b> [1] - 131:4</p> <p><b>post</b> [1] - 12:1</p> <p><b>post-merger</b> [1] - 12:1</p> <p><b>Potential</b> [1] - 46:9</p> <p><b>potential</b> [14] - 25:16; 26:3; 29:2; 46:13, 21; 48:8; 49:13; 109:24; 110:1, 5; 111:16, 19, 22</p> <p><b>potentially</b> [1] - 36:20</p> <p><b>Powell</b> [2] - 71:3, 6</p> <p><b>Powell's</b> [1] - 71:4</p> <p><b>power</b> [1] - 4:22</p> <p><b>Prakash</b> [3] - 53:12; 130:14; 131:16</p> <p><b>pre</b> [2] - 14:19; 15:7</p> <p><b>pre-divestiture</b> [2] - 14:19; 15:7</p> <p><b>preclude</b> [1] - 65:15</p> <p><b>predecessor</b> [1] - 19:12</p> <p><b>prefer</b> [1] - 111:5</p> <p><b>preference</b> [1] - 80:9</p> <p><b>preliminary</b> [1] - 4:13</p> <p><b>Premier</b> [8] - 9:13; 48:19; 78:22; 85:24; 90:21; 91:1, 8; 128:19</p> <p><b>premier</b> [1] - 47:12</p> <p><b>Premier's</b> [3] - 90:8; 110:13; 115:17</p> <p><b>prepare</b> [1] - 36:22</p> <p><b>prepared</b> [6] - 27:20; 52:13; 73:7, 13; 91:18; 99:21</p> <p><b>preparing</b> [3] - 29:1; 34:25; 108:3</p>



<p><b>preplaced</b> [1] - 129:24  <b>present</b> [1] - 122:11  <b>presentation</b> [12] - 22:24; 23:13; 43:1, 25; 57:3; 64:11, 16; 65:9; 110:16, 18; 111:8; 121:13  <b>presentations</b> [5] - 126:19, 25; 127:3, 5; 135:3  <b>presented</b> [4] - 42:1, 16; 73:16; 90:3  <b>presenter</b> [1] - 23:8  <b>president</b> [5] - 24:13; 100:9; 106:8; 120:8; 132:25  <b>pretty</b> [9] - 26:10; 72:4; 108:24; 113:6, 8; 119:6; 130:16; 132:5; 134:5  <b>price</b> [6] - 5:13, 20; 14:14; 114:2; 132:16  <b>prices</b> [5] - 5:25; 6:2; 12:2; 14:23; 112:15  <b>pricing</b> [1] - 112:19  <b>primarily</b> [2] - 24:5; 141:24  <b>principally</b> [1] - 11:4  <b>print</b> [2] - 98:25; 99:1  <b>priority</b> [8] - 92:16; 98:9-11, 13-14; 140:9  <b>private</b> [2] - 112:14; 116:23  <b>proactively</b> [1] - 56:8  <b>problem</b> [1] - 118:8  <b>proceed</b> [4] - 4:12; 22:17; 73:2; 122:17  <b>Proceedings</b> [1] - 3:22  <b>proceedings</b> [7] - 22:12, 15; 27:24; 42:7; 53:5; 122:12; 145:25  <b>PROCEEDINGS</b> [1] - 1:10  <b>process</b> [16] - 34:13; 50:3, 8; 52:9; 55:8, 16, 24; 126:3; 128:1, 3; 137:23; 138:13; 139:19  <b>procurement</b> [2] - 100:10; 120:9  <b>produced</b> [1] - 3:22  <b>product</b> [11] - 113:25; 117:10-12, 17-18, 23; 118:2, 4; 125:4; 136:14  <b>production</b> [1] - 77:5  <b>productive</b> [1] - 93:16  <b>products</b> [2] - 117:17; 136:12  <b>profile</b> [1] - 117:25  <b>profitability</b> [1] - 114:1  <b>Project</b> [4] - 28:7; 33:21; 42:1  <b>project</b> [1] - 33:2  <b>projected</b> [4] - 79:6; 82:13; 89:3; 99:8  <b>projecting</b> [1] - 91:8  <b>projection</b> [1] - 84:6  <b>projections</b> [3] - 91:8, 19; 109:2  <b>projects</b> [5] - 74:17; 87:20; 88:6; 92:9  <b>proper</b> [1] - 65:4  <b>properly</b> [1] - 17:25  <b>properties</b> [1] - 8:5  <b>proposal</b> [1] - 81:12  <b>proposals</b> [1] - 33:15  <b>proposed</b> [10] - 24:23; 25:9, 12; 31:12; 39:6, 17; 41:1; 58:20; 77:22; 125:20  <b>proposes</b> [1] - 30:9  <b>proposing</b> [3] - 34:23; 38:7; 118:13</p>	<p><b>prospects</b> [1] - 11:18  <b>provide</b> [9] - 9:16, 20, 24; 62:2; 78:14; 135:14; 138:20; 141:8  <b>provided</b> [1] - 29:5  <b>provider</b> [1] - 76:17  <b>provides</b> [1] - 82:8  <b>proximate</b> [1] - 75:5  <b>proxy</b> [1] - 43:19  <b>public</b> [3] - 8:3; 15:19; 76:20  <b>pull</b> [1] - 139:17  <b>purchases</b> [2] - 5:12, 19  <b>purpose</b> [1] - 29:1  <b>purposes</b> [3] - 4:19; 79:2; 109:7  <b>pursue</b> [2] - 123:5  <b>push</b> [1] - 74:3  <b>put</b> [34] - 6:13; 20:7; 24:10, 12; 26:2; 31:25; 35:21; 41:23; 44:24; 45:4, 19; 46:4; 47:9; 63:9; 66:15; 72:3; 89:20; 91:5, 11; 92:18; 98:19, 25; 99:1, 9; 101:13; 105:5; 106:6; 118:25; 119:20; 132:18; 136:18; 141:13  <b>putting</b> [10] - 20:15; 46:14, 16; 47:10; 64:7; 65:1, 25; 89:24; 99:6; 133:14  <b>PX</b> [29] - 23:13; 27:17; 32:18, 20; 37:8; 42:5, 13-14, 23; 43:24; 44:9, 11; 47:25; 52:24; 56:21; 66:20, 23; 73:5, 11; 81:18; 88:23; 99:18; 100:15; 107:23; 108:9; 110:21; 118:16; 121:8  <b>PY</b> [1] - 19:9</p>	<p><b>rather</b> [3] - 55:10; 60:25  <b>Raton</b> [1] - 31:3  <b>RDR</b> [3] - 3:18; 145:24; 146:2  <b>RDR-CRR</b> [1] - 145:24  <b>reach</b> [1] - 7:7  <b>read</b> [20] - 17:23; 27:21; 33:17; 37:20; 42:5, 10; 44:20; 49:3; 53:1, 3; 64:3; 65:11; 86:2; 88:10; 102:15; 107:25; 121:23  <b>readily</b> [2] - 64:22, 25  <b>reading</b> [1] - 129:6  <b>ready</b> [14] - 4:12; 21:14; 22:3; 73:2; 95:10; 122:13, 22; 129:14-16; 138:4, 6; 139:8  <b>real</b> [11] - 53:3; 78:9, 11; 90:10; 101:19; 139:16, 22, 25; 140:4  <b>really</b> [17] - 11:12; 13:4; 21:12; 34:14; 35:15; 36:17, 21; 52:22; 60:18; 65:2; 74:3; 83:13; 131:25; 132:16; 133:24; 137:22  <b>reasons</b> [3] - 79:22; 95:14; 97:9  <b>received</b> [4] - 24:21; 26:13; 34:22; 36:14  <b>receiving</b> [3] - 6:12; 25:23; 57:7  <b>recess</b> [1] - 145:20  <b>recognize</b> [4] - 10:18; 32:20; 47:7; 50:2  <b>reconvene</b> [1] - 72:11  <b>record</b> [6] - 20:2; 45:10; 81:19; 86:23; 120:7; 145:24  <b>red</b> [1] - 57:15  <b>redirect</b> [2] - 32:3; 144:24  <b>reduce</b> [1] - 55:2  <b>refer</b> [1] - 6:7  <b>reference</b> [1] - 54:20  <b>referred</b> [1] - 87:6  <b>referring</b> [3] - 10:22; 61:20; 73:25  <b>refers</b> [1] - 47:1  <b>refined</b> [1] - 37:21  <b>refresh</b> [2] - 92:8; 110:18  <b>refrigerated</b> [1] - 106:19  <b>refuse</b> [1] - 10:19  <b>regard</b> [1] - 5:7  <b>region</b> [6] - 8:17; 9:21; 38:11; 41:16, 19  <b>regional</b> [17] - 8:11; 10:2, 18-19; 13:12; 15:11; 77:15; 80:6, 10, 25; 83:6; 110:2; 111:10, 19; 113:12; 143:17  <b>regionalization</b> [2] - 9:4; 13:1  <b>regionalize</b> [3] - 12:6, 15; 15:14  <b>regionally</b> [1] - 115:18  <b>regions</b> [3] - 15:15; 77:12, 17  <b>regularly</b> [2] - 144:4  <b>Reinhart</b> [1] - 10:8  <b>relative</b> [1] - 19:4  <b>relatively</b> [2] - 80:19; 81:2  <b>remaining</b> [2] - 84:7, 23  <b>remember</b> [38] - 6:9; 16:22; 17:5; 19:16, 20, 22; 22:24; 23:1; 27:21;</p>
	<b>Q</b>	
	<p><b>quality</b> [3] - 117:15, 25  <b>quality-level</b> [1] - 117:25  <b>quantity</b> [1] - 125:2  <b>quarter</b> [3] - 72:11; 142:19  <b>quarters</b> [1] - 4:23  <b>questioning</b> [3] - 21:13, 16; 86:7  <b>questions</b> [4] - 54:15; 85:16; 120:13; 137:16  <b>quick</b> [6] - 19:25; 35:16; 53:3; 101:19; 139:15  <b>quicker</b> [1] - 139:19  <b>quickly</b> [2] - 85:12; 93:17  <b>quite</b> [2] - 36:17; 53:16  <b>quote</b> [2] - 118:14; 119:17</p>	
	<b>R</b>	
<p><b>raised</b> [1] - 47:12  <b>Raleigh</b> [4] - 18:18, 24; 19:2; 71:9  <b>Ralph</b> [12] - 47:14; 110:10, 23; 111:8; 112:22; 113:16; 115:2; 116:19; 128:17; 143:21, 25  <b>range</b> [2] - 125:15; 130:25  <b>rarely</b> [1] - 137:24  <b>rate</b> [2] - 102:9; 105:3  <b>rates</b> [2] - 103:2</p>		

<p>34:12; 49:14, 16; 52:20, 23; 53:1; 56:18; 61:10; 64:11; 73:7; 84:11; 85:15; 90:10; 91:6; 107:8; 108:3, 5; 110:10, 15, 17, 19, 23-24; 130:24; 131:17; 135:13; 138:25</p> <p><b>remind</b> [1] - 101:8</p> <p><b>Reno</b> [2] - 67:9</p> <p><b>reopen</b> [1] - 122:3</p> <p><b>repeat</b> [2] - 24:1; 101:21</p> <p><b>replace</b> [6] - 95:2; 109:14; 123:21; 124:7; 134:21; 135:11</p> <p><b>replacement</b> [3] - 36:22; 95:1; 135:13</p> <p><b>replicate</b> [1] - 113:17</p> <p><b>report</b> [4] - 44:6; 119:4; 132:23; 133:6</p> <p><b>REPORTED</b> [1] - 3:22</p> <p><b>REPORTER</b> [1] - 134:13</p> <p><b>Reporter</b> [3] - 3:18; 146:3</p> <p><b>reporter</b> [1] - 101:21</p> <p><b>reporting</b> [2] - 54:3</p> <p><b>reports</b> [2] - 78:19; 100:7</p> <p><b>represent</b> [1] - 57:3</p> <p><b>represented</b> [3] - 65:8, 10; 88:14</p> <p><b>representing</b> [2] - 57:9; 78:15</p> <p><b>reps</b> [1] - 22:9</p> <p><b>request</b> [2] - 50:9; 52:16</p> <p><b>requested</b> [2] - 50:12; 52:8</p> <p><b>requesting</b> [1] - 124:16</p> <p><b>requests</b> [1] - 81:12</p> <p><b>Require</b> [1] - 48:17</p> <p><b>require</b> [3] - 47:18; 93:2, 4</p> <p><b>required</b> [3] - 37:22; 111:11</p> <p><b>requiring</b> [3] - 6:17, 22; 10:3</p> <p><b>resolve</b> [1] - 119:5</p> <p><b>respect</b> [1] - 33:15</p> <p><b>respond</b> [1] - 7:1</p> <p><b>responded</b> [1] - 55:7</p> <p><b>response</b> [3] - 5:13, 20; 142:8</p> <p><b>rest</b> [3] - 107:1; 136:18; 144:25</p> <p><b>restaurant</b> [1] - 5:11; 11:4, 12; 14:13; 75:2, 7, 9; 110:3; 111:20, 22; 141:24</p> <p><b>restaurants</b> [7] - 5:18; 15:2, 23; 75:11; 110:5, 9; 142:4</p> <p><b>result</b> [3] - 20:17; 22:21; 37:23</p> <p><b>resume</b> [1] - 4:17</p> <p><b>retain</b> [2] - 90:12, 15</p> <p><b>retire</b> [1] - 35:9</p> <p><b>retired</b> [1] - 115:5</p> <p><b>revenues</b> [2] - 77:23; 86:10</p> <p><b>review</b> [2] - 27:19; 52:24</p> <p><b>RFI</b> [1] - 137:23</p> <p><b>RFP</b> [6] - 7:2; 123:1; 137:23-25; 139:1</p> <p><b>RFPs</b> [3] - 6:22; 11:4; 138:16</p> <p><b>Rice</b> [1] - 136:12</p> <p><b>Richard</b> [2] - 2:11; 4:7</p> <p><b>risk</b> [7] - 47:9; 90:10; 109:24; 110:4, 7; 117:22</p> <p><b>risks</b> [1] - 118:7</p> <p><b>risky</b> [4] - 118:14, 21; 119:1, 3</p> <p><b>River</b> [1] - 69:4</p>	<p><b>Robson</b> [3] - 2:22; 4:8</p> <p><b>role</b> [1] - 100:11</p> <p><b>Roma</b> [22] - 24:8; 39:8; 61:16, 19; 62:3, 11, 14, 16-17, 19; 63:3, 20; 64:5, 12, 22; 65:11, 16, 18, 24; 74:12; 136:12, 20</p> <p><b>Room</b> [1] - 3:19</p> <p><b>room</b> [1] - 97:8</p> <p><b>rparker@omm.com</b> [1] - 2:14</p> <p><b>run</b> [2] - 35:15; 139:18</p> <p><b>running</b> [1] - 140:8</p> <p><b>runs</b> [1] - 110:13</p>	<p><b>seek</b> [1] - 81:12</p> <p><b>seeking</b> [2] - 74:16; 80:4</p> <p><b>Seidman</b> [2] - 1:22; 4:6</p> <p><b>SEIDMAN</b> [1] - 15:20</p> <p><b>sell</b> [2] - 60:25; 80:10</p> <p><b>sending</b> [5] - 19:16; 110:15, 23; 111:1; 130:1</p> <p><b>senior</b> [4] - 53:15; 100:1; 133:2; 143:11</p> <p><b>sense</b> [2] - 117:6; 131:2</p> <p><b>sensitive</b> [1] - 17:24</p> <p><b>sensitivity</b> [2] - 108:21, 25</p> <p><b>sent</b> [3] - 100:6; 129:21; 131:22</p> <p><b>separate</b> [1] - 10:19</p> <p><b>separately</b> [2] - 80:17; 106:16</p> <p><b>September</b> [4] - 25:17; 49:12, 16; 130:16</p> <p><b>serious</b> [1] - 133:8</p> <p><b>serve</b> [8] - 62:15; 77:17; 80:3; 136:5; 137:7; 141:2, 7, 21</p> <p><b>served</b> [1] - 47:4</p> <p><b>serves</b> [1] - 43:9</p> <p><b>service</b> [15] - 15:4; 29:12; 61:12; 62:3, 10; 77:12; 80:23; 96:10; 107:19, 22; 108:13; 138:7, 20; 141:9</p> <p><b>Service</b> [1] - 125:17</p> <p><b>serviced</b> [1] - 61:19</p> <p><b>services</b> [10] - 6:1; 35:17; 114:13, 15; 115:23; 134:15; 139:9</p> <p><b>servicing</b> [1] - 93:19</p> <p><b>servicing</b> [4] - 10:3; 38:19; 107:17; 108:11</p> <p><b>session</b> [3] - 15:19; 21:25; 72:21</p> <p><b>SESSION</b> [2] - 1:10; 4:1</p> <p><b>set</b> [1] - 122:18</p> <p><b>sets</b> [1] - 33:15</p> <p><b>seven</b> [7] - 54:24; 55:7; 66:5; 87:13; 91:23; 130:18</p> <p><b>several</b> [5] - 13:2; 65:19; 76:18; 107:13; 130:13</p> <p><b>severe</b> [2] - 121:1, 21</p> <p><b>shape</b> [1] - 105:15</p> <p><b>share</b> [20] - 43:14, 17, 19; 44:12; 78:16; 79:4; 82:7, 16; 83:3, 20; 85:20; 87:21; 88:7; 92:6, 10, 19; 143:19</p> <p><b>Share</b> [1] - 97:25</p> <p><b>shareholder</b> [1] - 8:3</p> <p><b>shares</b> [1] - 44:16</p> <p><b>sharp</b> [1] - 138:12</p> <p><b>shift</b> [1] - 15:16</p> <p><b>shipping</b> [1] - 24:14</p> <p><b>short</b> [1] - 145:3</p> <p><b>shorten</b> [1] - 54:8</p> <p><b>shortening</b> [1] - 117:19</p> <p><b>shorthand</b> [1] - 3:22</p> <p><b>shortly</b> [2] - 26:8, 10</p> <p><b>shot</b> [2] - 132:17</p> <p><b>show</b> [17] - 12:7; 21:11; 23:1, 11; 32:16; 37:6; 50:20; 52:24; 63:14; 64:15,</p>
<b>S</b>		
	<p><b>Sachs</b> [3] - 54:5; 130:15; 134:1</p> <p><b>Sacramento</b> [1] - 67:10</p> <p><b>saga</b> [1] - 125:19</p> <p><b>Sales</b> [1] - 74:8</p> <p><b>sales</b> [33] - 11:3; 19:18; 24:12; 43:18; 46:2; 78:15, 21; 79:3, 17, 19, 22; 80:12, 15; 83:15, 19; 89:2, 10, 18; 93:2, 5-6, 22; 94:14, 17; 101:10; 109:2; 116:6; 125:10, 12; 136:20; 143:8</p> <p><b>salesmen</b> [1] - 141:6</p> <p><b>salespeople</b> [1] - 136:11</p> <p><b>salesperson</b> [3] - 19:6; 118:5; 141:20</p> <p><b>Salt</b> [1] - 51:13</p> <p><b>San</b> [5] - 51:17; 67:8, 18-19; 137:5</p> <p><b>Santa</b> [3] - 97:14, 19</p> <p><b>sat</b> [1] - 26:18</p> <p><b>Saturday</b> [1] - 131:19</p> <p><b>save</b> [1] - 42:9</p> <p><b>savings</b> [1] - 124:19</p> <p><b>saw</b> [5] - 8:2; 35:2; 61:2; 128:17, 25</p> <p><b>scale</b> [1] - 143:12</p> <p><b>scenarios</b> [3] - 26:4; 29:2; 33:23</p> <p><b>scheduling</b> [3] - 144:22; 145:17</p> <p><b>schools</b> [1] - 77:1</p> <p><b>scope</b> [3] - 7:3; 15:4; 77:15</p> <p><b>Scott</b> [4] - 3:18; 145:24; 146:1</p> <p><b>scottlyn01@aol.com</b> [1] - 3:21</p> <p><b>screen</b> [2] - 23:11; 91:5</p> <p><b>seal</b> [1] - 22:14</p> <p><b>SEALED</b> [1] - 1:11</p> <p><b>sealed</b> [3] - 22:15; 72:18, 21</p> <p><b>seamless</b> [1] - 134:19</p> <p><b>seated</b> [3] - 4:3; 72:16; 122:10</p> <p><b>second</b> [10] - 15:16, 25; 16:2, 18; 18:21; 30:5; 33:19; 34:16; 64:4; 73:23</p> <p><b>see</b> [49] - 4:8; 28:7; 29:9, 14; 32:13, 17; 33:14, 20-21; 37:13, 25; 44:11; 45:12; 46:11; 48:17; 49:4; 54:18; 55:19; 56:3, 5; 63:17; 64:24; 67:1; 73:23; 81:24; 82:6, 11; 85:15; 86:18; 88:1, 3; 89:2, 8-9; 92:5; 97:2, 25; 98:1; 99:19; 100:17; 101:7; 108:1; 110:7; 111:8; 117:6, 12; 121:18</p> <p><b>seed</b> [1] - 136:13</p>	

<p>17; 83:7; 99:1, 18; 118:16; 119:9  <b>showed</b> [9] - 42:23; 57:8; 59:24;  78:18, 20, 22-23; 131:16  <b>showing</b> [3] - 45:15; 67:4; 124:19  <b>shown</b> [2] - 13:6, 8  <b>shows</b> [4] - 43:4; 78:16; 90:1  <b>shuttle</b> [2] - 140:14  <b>sic</b> [2] - 21:2; 118:16  <b>side</b> [4] - 66:19; 100:4; 109:9; 127:7  <b>sign</b> [1] - 137:19  <b>signed</b> [7] - 9:23; 12:7, 12, 20; 129:5,  9  <b>significance</b> [1] - 20:8  <b>significant</b> [19] - 11:11; 16:6, 14, 19;  17:1; 18:3, 18, 23; 20:5, 17; 22:22;  23:15; 63:9; 94:20; 95:3; 96:11; 120:20;  132:11; 139:4  <b>significantly</b> [7] - 6:2; 21:1, 6; 43:10,  15; 120:25; 121:19  <b>silence</b> [1] - 122:11  <b>similar</b> [1] - 101:10  <b>similarly</b> [1] - 10:3  <b>Simmons</b> [2] - 2:15; 4:8  <b>simply</b> [6] - 62:19; 63:21; 64:5, 7, 9  <b>SIMPSON</b> [3] - 3:3, 7, 10  <b>Sinai</b> [1] - 142:22  <b>Singer</b> [2] - 3:10; 4:10  <b>singer@stblaw.com</b> [1] - 3:13  <b>single</b> [3] - 6:6; 116:12; 117:3  <b>sitting</b> [1] - 133:10  <b>situation</b> [2] - 103:24; 114:7  <b>six</b> [4] - 54:16; 74:3; 134:3; 139:7  <b>sizable</b> [1] - 142:24  <b>size</b> [5] - 20:7; 31:20; 52:10; 74:15;  123:22  <b>Skadden</b> [4] - 3:14; 126:9; 129:23  <b>skip</b> [2] - 39:14; 116:16  <b>skipping</b> [1] - 139:20  <b>SKUs</b> [1] - 121:19  <b>slash</b> [1] - 34:9  <b>Slate</b> [1] - 3:14  <b>slide</b> [9] - 24:18; 33:14; 42:14, 16;  45:15; 78:13; 96:19; 110:15, 17  <b>slightly</b> [1] - 84:19  <b>slots</b> [1] - 104:2  <b>small</b> [5] - 31:23; 80:19; 81:2; 97:7  <b>smaller</b> [7] - 15:11; 31:15; 52:14; 58:4;  59:9; 67:24; 83:6  <b>sneaking</b> [1] - 72:13  <b>so...</b> [1] - 123:9  <b>Sodexo</b> [6] - 8:21; 13:2, 14; 77:3, 11;  79:11  <b>sold</b> [1] - 116:5  <b>solicit</b> [1] - 123:2  <b>someone</b> [1] - 53:16  <b>Somerset</b> [5] - 140:14, 18-20, 24  <b>sometimes</b> [5] - 8:12; 76:19, 23  <b>somewhat</b> [1] - 12:24  <b>somewhere</b> [4] - 19:7; 125:15; 138:1;</p>	<p>142:1  <b>sorry</b> [31] - 4:9; 9:8; 17:18; 21:4;  26:12; 34:20; 35:6; 36:9; 45:6, 9, 24;  46:4; 51:24; 67:10; 73:22; 85:5; 86:5;  88:25; 96:18, 20; 97:23; 111:7; 114:14;  118:19; 120:2; 134:13; 141:3; 142:20;  144:22  <b>sound</b> [1] - 75:21  <b>sounds</b> [1] - 75:22  <b>source</b> [4] - 84:5; 117:3, 7  <b>South</b> [3] - 16:15, 20; 19:19  <b>south</b> [4] - 19:18; 67:20; 70:10, 18  <b>Southern</b> [2] - 136:22; 137:7  <b>Southwest</b> [4] - 20:4, 21; 71:2  <b>space</b> [2] - 79:23; 103:6  <b>spanking</b> [1] - 140:23  <b>specialty</b> [9] - 5:8, 13, 20, 22; 6:1;  62:14; 63:20; 64:5; 74:13  <b>specific</b> [7] - 8:17; 19:5; 50:15; 52:8;  78:25; 90:11; 91:11  <b>specifically</b> [5] - 20:21; 77:14; 85:10;  90:25; 110:17  <b>specification</b> [1] - 6:14  <b>specs</b> [1] - 118:1  <b>spell</b> [1] - 97:17  <b>spent</b> [3] - 13:7; 25:24; 50:5  <b>split</b> [1] - 47:8  <b>splitting</b> [1] - 46:23  <b>spreadsheet</b> [1] - 99:19  <b>spring</b> [1] - 144:2  <b>Springfield</b> [2] - 141:23, 25  <b>square</b> [6] - 31:20; 43:17, 19; 44:17,  24; 101:10  <b>squares</b> [1] - 57:15  <b>St</b> [2] - 2:8; 142:23  <b>stadiums</b> [2] - 76:22  <b>staff</b> [3] - 23:14; 57:9; 130:8  <b>stands</b> [2] - 11:2; 114:15  <b>stark</b> [1] - 62:13  <b>start</b> [18] - 17:13; 22:2; 53:8, 25; 98:13;  100:15; 105:25; 107:6; 117:9; 119:25;  122:2, 6; 125:18; 136:4; 138:15;  140:13; 145:9  <b>started</b> [3] - 103:4; 128:13; 131:6  <b>starting</b> [3] - 4:21; 90:24; 104:15  <b>state</b> [4] - 125:3; 126:21; 127:21;  130:2  <b>statement</b> [5] - 9:6, 10; 12:4; 43:13  <b>STATES</b> [2] - 1:1, 12  <b>States</b> [8] - 6:23; 9:17; 20:18, 20;  22:25; 77:13; 123:3; 128:2  <b>station</b> [1] - 127:12  <b>status</b> [1] - 42:1  <b>stay</b> [2] - 84:25; 122:3  <b>staying</b> [1] - 5:5  <b>Steenland</b> [11] - 26:21, 23; 33:9;  37:16; 53:22; 54:3, 14; 118:11; 119:4;  132:23  <b>Steenland's</b> [1] - 54:7</p>	<p><b>step</b> [1] - 134:21  <b>Stephen</b> [2] - 1:14; 4:6  <b>Steve</b> [13] - 18:5; 20:12; 24:20; 45:6;  63:1; 64:2; 65:2; 91:13; 101:23; 105:11;  106:2; 113:9; 121:9  <b>still</b> [17] - 7:21; 8:24; 9:3; 14:19; 15:19;  36:12; 37:1; 72:18, 20; 108:12; 109:9,  15, 19; 117:21; 138:9; 140:10  <b>stints</b> [1] - 94:7  <b>stop</b> [3] - 104:6; 105:2; 106:1  <b>stopping</b> [2] - 66:10; 72:4  <b>strategy</b> [2] - 56:6; 117:7  <b>Street</b> [6] - 2:12, 16, 19, 23; 3:7, 11  <b>street</b> [2] - 142:2, 4  <b>strength</b> [1] - 44:17  <b>stress</b> [1] - 7:8  <b>stretch</b> [1] - 122:5  <b>Structure</b> [1] - 45:12  <b>struggle</b> [1] - 20:9  <b>sub</b> [1] - 73:23  <b>sub-bullet</b> [1] - 73:23  <b>subcommittee</b> [1] - 32:10  <b>subject</b> [1] - 33:6  <b>substance</b> [1] - 144:7  <b>suburb</b> [1] - 67:19  <b>success</b> [1] - 11:11  <b>successfully</b> [1] - 87:19  <b>supplier</b> [4] - 113:25; 117:5, 20  <b>suppliers</b> [7] - 112:11, 13, 23; 118:8;  142:7, 9  <b>supply</b> [2] - 137:19; 142:22  <b>supportive</b> [1] - 35:20  <b>surprise</b> [1] - 12:23  <b>surprised</b> [7] - 12:5, 18, 20, 24; 119:7;  135:7, 9  <b>suspect</b> [3] - 145:5, 10, 12  <b>swapped</b> [1] - 61:8  <b>Swedes</b> [1] - 141:12  <b>sweissman@ftc.gov</b> [1] - 1:17  <b>switch</b> [2] - 5:11, 18  <b>switching</b> [2] - 5:12, 19  <b>Synergy</b> [1] - 46:9  <b>Syracuse</b> [1] - 71:25  <b>Sysco</b> [85] - 2:11; 4:5; 6:16; 7:14, 21;  8:22; 10:13; 11:21; 12:1, 12, 21; 14:23;  15:24; 16:5, 8, 10, 16, 18, 21; 18:19,  21; 19:1, 17; 20:6; 25:11, 17; 28:13;  30:9; 38:16, 20; 40:3, 10, 12, 22; 41:12,  14; 43:4, 15; 49:18; 50:9, 12, 15, 18;  52:7, 16; 54:4, 8, 10, 20, 24; 58:25;  59:13; 60:15, 24; 61:20, 23; 67:5, 7, 21;  68:1, 24; 69:6, 14; 70:21; 71:12, 19, 23;  94:2, 11; 96:1; 98:15; 103:10, 15;  105:8; 114:21; 116:7; 119:13; 120:10;  121:2, 21; 132:8; 134:1; 136:10  <b>SYSCO</b> [1] - 1:7  <b>Sysco's</b> [10] - 25:19, 21, 23; 38:7;  40:8; 41:20; 49:13; 52:12; 118:13  <b>Sysco/U.S</b> [1] - 125:20</p>
--	--	--

<p><b>Sysco/US</b> <sup>[5]</sup> - 15:3, 9, 13; 20:16; 84:25</p> <p><b>systematic</b> <sup>[1]</sup> - 44:12</p> <p><b>systems</b> <sup>[2]</sup> - 5:7; 115:3</p>	<p>80:3, 13; 86:17; 87:22; 88:7; 89:14; 92:16; 93:6, 22; 94:2, 14, 17, 23; 96:10; 101:15, 24; 102:20, 23; 103:21; 105:6; 107:13, 22; 116:3, 6, 12; 117:7; 120:17, 21; 121:6; 125:8; 141:11, 16, 18, 23; 142:21; 145:15</p>	<p><b>TSA</b> <sup>[7]</sup> - 35:16; 111:25; 112:1, 25; 114:4, 14; 134:12</p>
<b>T</b>	<p><b>today's</b> <sup>[1]</sup> - 11:24</p> <p><b>together</b> <sup>[9]</sup> - 10:20; 19:17; 26:2; 35:9; 44:24; 46:15; 67:1; 89:24</p> <p><b>took</b> <sup>[10]</sup> - 17:5; 18:14; 24:8; 88:11; 127:7, 14-15; 135:3</p> <p><b>top</b> <sup>[17]</sup> - 16:5; 27:4; 33:20; 48:10, 13; 53:19; 54:13; 55:18; 68:4, 25; 71:12; 74:11, 15; 78:5; 84:12, 17; 133:17</p> <p><b>Topeka</b> <sup>[1]</sup> - 41:2</p> <p><b>total</b> <sup>[7]</sup> - 78:24; 79:19; 80:12, 15; 86:10; 125:12</p> <p><b>totally</b> <sup>[1]</sup> - 142:7</p> <p><b>touch</b> <sup>[1]</sup> - 117:2</p> <p><b>tough</b> <sup>[2]</sup> - 66:7; 107:25</p> <p><b>tour</b> <sup>[1]</sup> - 127:18</p>	<p><b>Tuesday</b> <sup>[2]</sup> - 122:25; 137:10</p> <p><b>turn</b> <sup>[26]</sup> - 17:9; 27:16; 37:8; 42:5, 13; 43:24; 44:11; 47:25; 56:21; 73:5; 74:7; 85:8; 87:3, 24; 88:18, 25; 91:3; 102:3; 104:8; 107:9, 23; 110:8, 21; 121:8, 10; 144:15</p> <p><b>turnover</b> <sup>[1]</sup> - 116:9</p> <p><b>two</b> <sup>[51]</sup> - 13:17; 15:3; 16:5, 8, 11, 14, 19, 24; 17:1; 18:4, 17, 20, 22-23; 20:4, 7, 10; 21:9; 24:15; 28:16; 31:5, 8, 15; 32:11; 33:15, 23; 46:14; 51:24; 52:5; 54:16; 59:3, 9; 65:2, 5; 67:8, 22; 71:16; 94:23; 95:4; 106:7; 113:7; 124:10; 125:15; 126:25; 132:9; 137:8</p> <p><b>type</b> <sup>[7]</sup> - 5:22; 28:12; 77:4; 83:7; 98:12; 121:3; 136:13</p> <p><b>types</b> <sup>[2]</sup> - 76:18; 115:21</p> <p><b>typically</b> <sup>[1]</sup> - 138:18</p>
<p><b>tab</b> <sup>[1]</sup> - 17:9</p> <p><b>table</b> <sup>[2]</sup> - 65:8; 127:8</p> <p><b>talented</b> <sup>[1]</sup> - 93:15</p> <p><b>task</b> <sup>[8]</sup> - 26:2, 6, 12, 19; 27:3; 28:5; 32:25; 34:25</p> <p><b>Task</b> <sup>[2]</sup> - 33:2; 128:9</p> <p><b>team</b> <sup>[1]</sup> - 116:2</p> <p><b>temple</b> <sup>[1]</sup> - 106:3</p> <p><b>Temple</b> <sup>[2]</sup> - 63:2; 68:14</p> <p><b>temple's</b> <sup>[1]</sup> - 106:4</p> <p><b>temporal</b> <sup>[1]</sup> - 62:6</p> <p><b>ten</b> <sup>[6]</sup> - 26:3; 27:14; 66:12; 115:3; 131:21</p> <p><b>Tennessee</b> <sup>[2]</sup> - 105:16</p> <p><b>term</b> <sup>[6]</sup> - 18:2; 20:9; 50:1; 52:18; 113:14; 114:14</p> <p><b>termed</b> <sup>[1]</sup> - 122:23</p> <p><b>terms</b> <sup>[5]</sup> - 24:20; 35:12; 38:19; 66:10; 112:25</p> <p><b>test</b> <sup>[1]</sup> - 119:5</p> <p><b>testified</b> <sup>[2]</sup> - 75:1; 142:5</p> <p><b>testimony</b> <sup>[2]</sup> - 4:18; 119:2</p> <p><b>Texas</b> <sup>[4]</sup> - 63:2; 68:10, 14; 106:3</p> <p><b>THACHER</b> <sup>[3]</sup> - 3:3, 7, 10</p> <p><b>thereupon</b> <sup>[1]</sup> - 22:11</p> <p><b>Thereupon</b> <sup>[3]</sup> - 72:14; 122:8; 145:20</p> <p><b>they've</b> <sup>[5]</sup> - 9:7; 13:8; 73:19; 93:19; 116:9</p> <p><b>thinking</b> <sup>[9]</sup> - 18:3; 21:23; 34:21; 35:12; 66:10; 83:23; 105:25; 112:25; 140:1</p> <p><b>third</b> <sup>[1]</sup> - 44:15</p> <p><b>Thirty</b> <sup>[2]</sup> - 135:24; 136:1</p> <p><b>Thirty-five</b> <sup>[1]</sup> - 135:24</p> <p><b>Thoughts</b> <sup>[1]</sup> - 46:22</p> <p><b>threatening</b> <sup>[2]</sup> - 5:11, 18</p> <p><b>three</b> <sup>[21]</sup> - 4:23; 16:5, 8-9; 20:13; 35:8; 48:25; 58:25; 67:21; 98:10; 99:4, 6; 112:2, 5; 113:3, 7; 115:7; 116:8; 124:10; 141:9</p> <p><b>three-quarters</b> <sup>[1]</sup> - 4:23</p> <p><b>throughout</b> <sup>[1]</sup> - 6:7</p> <p><b>throw</b> <sup>[1]</sup> - 119:7</p> <p><b>throwing</b> <sup>[1]</sup> - 133:17</p> <p><b>timeframe</b> <sup>[2]</sup> - 117:13; 138:2</p> <p><b>timeline</b> <sup>[1]</sup> - 139:11</p> <p><b>timing</b> <sup>[1]</sup> - 73:23</p> <p><b>title</b> <sup>[1]</sup> - 110:13</p> <p><b>today</b> <sup>[66]</sup> - 9:6, 16; 13:14; 15:8; 16:4; 17:4; 31:8; 38:16; 39:4, 7; 40:3; 41:12; 47:17; 49:7; 58:25; 59:14; 61:16; 62:11, 17; 67:5; 68:2, 18; 69:15; 79:9, 20;</p>	<p><b>towards</b> <sup>[1]</sup> - 124:12</p> <p><b>towns</b> <sup>[1]</sup> - 139:9</p> <p><b>track</b> <sup>[2]</sup> - 80:17; 116:6</p> <p><b>Trade</b> <sup>[7]</sup> - 4:4; 22:25; 73:14; 127:1; 128:9; 129:19; 130:2</p> <p><b>TRADE</b> <sup>[5]</sup> - 1:3, 15, 18, 22; 2:3</p> <p><b>traditional</b> <sup>[1]</sup> - 76:23</p> <p><b>trailing</b> <sup>[3]</sup> - 78:21; 80:16; 116:6</p> <p><b>transaction</b> <sup>[2]</sup> - 122:21; 135:5</p> <p><b>transcript</b> <sup>[6]</sup> - 3:22; 17:10; 18:1, 12; 22:14; 145:24</p> <p><b>TRANSCRIPT</b> <sup>[1]</sup> - 1:10</p> <p><b>transcription</b> <sup>[1]</sup> - 3:22</p> <p><b>transition</b> <sup>[6]</sup> - 35:17; 114:13, 15; 115:23; 134:15, 19</p> <p><b>transportation</b> <sup>[1]</sup> - 100:2</p> <p><b>trend</b> <sup>[2]</sup> - 124:12, 15</p> <p><b>Trial</b> <sup>[4]</sup> - 1:14, 18, 22; 2:2</p> <p><b>triangles</b> <sup>[1]</sup> - 57:20</p> <p><b>tried</b> <sup>[3]</sup> - 36:3; 136:25</p> <p><b>trigger</b> <sup>[1]</sup> - 139:17</p> <p><b>trim</b> <sup>[1]</sup> - 52:16</p> <p><b>Tringali</b> <sup>[2]</sup> - 3:2; 4:9</p> <p><b>trip</b> <sup>[2]</sup> - 127:8; 135:3</p> <p><b>trouble</b> <sup>[2]</sup> - 93:5; 141:7</p> <p><b>truck</b> <sup>[2]</sup> - 113:24; 124:23</p> <p><b>truckload</b> <sup>[5]</sup> - 113:22; 114:2; 125:4; 142:23</p> <p><b>trucks</b> <sup>[1]</sup> - 115:16</p> <p><b>trudge</b> <sup>[1]</sup> - 21:12</p> <p><b>true</b> <sup>[6]</sup> - 6:25; 9:11; 56:2; 141:8, 22; 142:18</p> <p><b>TrustHouse</b> <sup>[1]</sup> - 77:11</p> <p><b>truthful</b> <sup>[1]</sup> - 121:15</p> <p><b>try</b> <sup>[7]</sup> - 4:20, 22; 61:12, 14; 66:12, 15; 72:9</p> <p><b>trying</b> <sup>[6]</sup> - 15:18; 34:15; 103:9; 115:21; 121:15; 145:2</p>	<b>U</b>
		<p><b>U.S.</b> <sup>[19]</sup> - 3:3, 19; 6:7; 7:13; 43:2; 45:12; 87:10; 100:13; 108:10; 109:14; 114:21; 116:8, 13, 17; 120:17, 21; 121:1; 123:21; 124:7</p> <p><b>um-hmm</b> <sup>[22]</sup> - 15:22; 17:7; 23:9; 28:6; 34:4, 11, 18; 37:17; 38:1, 13; 42:2; 46:12; 49:5; 54:19; 59:19; 88:2; 89:13; 94:4; 102:4, 12; 108:2; 113:19</p> <p><b>Um-hmm</b> <sup>[2]</sup> - 46:18, 25</p> <p><b>unable</b> <sup>[1]</sup> - 6:16</p> <p><b>uncertainty</b> <sup>[1]</sup> - 116:17</p> <p><b>uncomfortable</b> <sup>[1]</sup> - 13:4</p> <p><b>under</b> <sup>[15]</sup> - 22:14; 41:1; 46:21; 55:3; 76:5; 83:8; 85:15; 89:10; 91:17; 97:23; 109:22; 111:15; 117:10; 118:2</p> <p><b>understood</b> <sup>[6]</sup> - 7:10; 14:3; 38:10; 72:8; 92:24; 105:6</p> <p><b>undertaking</b> <sup>[1]</sup> - 34:22</p> <p><b>unintelligible</b> <sup>[1]</sup> - 101:19</p> <p><b>unit</b> <sup>[1]</sup> - 111:19</p> <p><b>UNITED</b> <sup>[2]</sup> - 1:1, 12</p> <p><b>United</b> <sup>[8]</sup> - 6:23; 9:17; 20:18, 20; 22:24; 77:12; 123:3; 128:2</p> <p><b>universities</b> <sup>[1]</sup> - 77:2</p> <p><b>unless</b> <sup>[7]</sup> - 15:14; 22:6; 61:8; 74:5; 80:9; 122:3; 139:17</p> <p><b>uno</b> <sup>[1]</sup> - 116:9</p> <p><b>unsuccessful</b> <sup>[1]</sup> - 10:3</p> <p><b>unwilling</b> <sup>[1]</sup> - 55:2</p> <p><b>up</b> <sup>[41]</sup> - 6:10; 12:12, 20; 28:10; 32:11; 36:18; 54:13; 55:14, 23; 58:24; 66:11; 72:9; 82:21, 23-24; 83:2, 4, 7-8; 88:15; 91:5; 106:7, 10; 107:7; 109:3; 113:25; 114:10; 117:24; 122:4; 123:1; 125:4, 12; 126:1; 130:10; 131:6; 137:1, 3-4; 140:8, 11; 141:22</p>

<p><b>updated</b> [1] - 37:21  <b>Upstate</b> [3] - 40:12; 71:23; 141:21  <b>US</b> [72] - 6:16; 9:1, 5, 14; 10:14; 11:22; 14:24; 15:24; 16:5, 10, 15, 17, 20; 18:19; 19:1, 8, 10, 12, 17; 20:6; 24:13; 31:8, 16; 34:7; 36:13; 38:16, 20; 40:3, 9, 19; 41:12, 14; 43:4, 15; 47:1, 3; 50:12, 15; 55:3; 59:3, 13; 67:5, 8, 22; 68:1, 25; 69:6, 14; 70:21; 71:12, 16, 23; 77:21; 83:2, 15, 19; 84:8; 86:10, 16; 87:21; 88:7; 94:2, 11, 23; 95:25; 98:15; 103:10, 15  <b>uses</b> [5] - 7:14; 8:22; 9:1, 5; 44:17  <b>USF</b> [16] - 30:5; 47:4, 17; 48:10; 57:4, 10, 20; 58:23; 59:9, 20; 89:10; 128:21; 133:23; 134:22; 135:11; 143:15  <b>USF's</b> [1] - 85:20  <b>utilization</b> [2] - 107:11  <b>utilize</b> [1] - 43:22</p>	<p><b>Wednesday</b> [1] - 1:5  <b>week</b> [1] - 125:13  <b>WEISSMAN</b> [81] - 4:14, 17; 5:2; 15:18; 17:16, 18, 20; 20:3; 21:4, 7, 11, 17, 20, 23; 22:18; 26:17; 28:1; 29:25; 32:3, 9; 37:4; 42:11; 46:3; 52:1, 3; 53:7; 56:23, 25; 63:14, 16, 18; 65:13; 66:7, 12, 14, 18, 22, 25; 72:4, 7, 9, 17, 24; 73:3; 76:10, 13-14; 77:8; 83:24; 84:4; 85:3, 5, 7; 86:1, 9, 15, 19; 87:5; 88:23; 96:22; 97:13, 15, 18, 21; 104:12; 115:25; 118:20, 23; 119:23; 120:1, 5-6; 121:25; 123:8, 12; 145:6, 14; 147:5  <b>Weissman</b> [14] - 1:14; 4:6, 16; 19:23; 22:17; 34:20; 36:12; 42:8; 56:22; 66:5; 86:5; 129:6; 138:8; 145:5  <b>Weissman's</b> [1] - 22:1  <b>West</b> [3] - 68:10, 14; 97:6  <b>west</b> [2] - 141:14; 142:2  <b>western</b> [3] - 9:17; 71:1, 16  <b>Western</b> [6] - 71:15; 108:10; 141:8, 10-11, 22  <b>what'd</b> [1] - 28:23  <b>whatsoever</b> [1] - 129:1  <b>white</b> [2] - 72:11, 24  <b>whole</b> [4] - 42:10; 125:14, 18; 141:22  <b>Williamson</b> [3] - 27:12; 99:21, 25  <b>willing</b> [2] - 15:14; 54:16  <b>willingness</b> [2] - 12:6, 15  <b>Wilson</b> [2] - 37:15, 18  <b>win</b> [1] - 7:2  <b>Wisconsin</b> [2] - 30:16; 68:24  <b>wish</b> [1] - 35:21  <b>WITNESS</b> [40] - 4:25; 21:5; 26:14; 27:25; 29:23; 32:5, 8; 34:24; 35:6; 36:8, 10, 15; 45:22, 25; 46:2; 52:2; 53:6; 56:24; 63:17; 65:10; 84:2, 9, 14, 20, 22, 24; 85:25; 86:8; 96:20; 97:14, 19; 114:16, 18, 21, 23; 115:15; 118:21; 122:14; 134:14; 144:20  <b>Witness</b> [1] - 27:18  <b>witness</b> [7] - 32:19; 72:21; 123:9; 144:23  <b>women</b> [1] - 143:14  <b>word</b> [1] - 131:2  <b>words</b> [5] - 46:16; 55:10; 74:23; 100:3; 144:7  <b>works</b> [4] - 19:6; 89:22; 128:2  <b>world</b> [6] - 11:24; 89:22; 90:24; 128:2; 139:23  <b>worry</b> [2] - 114:7; 115:6  <b>worth</b> [1] - 132:18  <b>wrap</b> [1] - 72:9  <b>writing</b> [2] - 99:9; 119:20  <b>written</b> [1] - 49:8  <b>wrote</b> [7] - 33:14; 55:6, 19, 21; 56:1, 11; 61:4</p>	<p style="text-align: center;"><b>Y</b></p> <p><b>year</b> [20] - 9:11; 24:22; 81:12; 82:9, 17; 93:8, 18; 96:11; 98:23; 99:4, 7; 100:17, 25; 101:5; 125:13; 134:5; 136:1; 139:7; 142:19  <b>year-to-date</b> [1] - 125:13  <b>years</b> [29] - 14:6; 35:10; 61:21; 78:16; 81:25; 82:3; 84:7; 88:4; 89:4, 18; 90:22; 93:19; 98:6; 99:4, 6; 101:9; 112:2, 5; 113:3; 115:3, 7; 119:13; 120:10; 135:24; 141:9, 21  <b>yesterday</b> [9] - 5:7; 6:5; 62:24; 75:1; 91:25; 93:3, 7; 101:7; 138:6  <b>York</b> [9] - 3:4, 15; 23:20; 30:24; 40:13; 71:23; 141:21; 142:23  <b>yourself</b> [1] - 139:8</p>
<b>V</b>		<b>Z</b>
<p><b>valuation</b> [1] - 109:7  <b>varies</b> [1] - 138:25  <b>various</b> [1] - 139:9  <b>Vegas</b> [2] - 25:5; 51:7  <b>verbal</b> [2] - 12:5, 15  <b>verbally</b> [1] - 42:3  <b>versus</b> [3] - 4:5; 28:11; 121:2  <b>Viability</b> [1] - 111:15  <b>viable</b> [3] - 10:15; 11:21; 15:3  <b>vice</b> [2] - 100:9; 120:8  <b>Victor</b> [1] - 4:6  <b>view</b> [7] - 10:12; 11:17; 12:14, 17-19; 104:11  <b>views</b> [1] - 12:13  <b>Virginia</b> [3] - 20:4, 6, 21  <b>vis-à-vis</b> [1] - 121:21  <b>Vistar</b> [5] - 13:23; 24:8; 39:8; 79:14  <b>Vistar/Roma</b> [1] - 141:13  <b>void</b> [2] - 29:19; 130:23  <b>volume</b> [3] - 83:15, 19; 85:22  <b>VP</b> [3] - 100:1; 143:8, 11  <b>vulnerable</b> [1] - 14:14</p>		<p><b>zoning</b> [2] - 95:14, 20</p>
<b>W</b>		
<p><b>wait</b> [4] - 32:1; 64:4; 84:9; 93:18  <b>waiting</b> [1] - 37:1  <b>walk</b> [2] - 67:1; 78:11  <b>Wallace</b> [4] - 3:18; 145:24; 146:1  <b>wants</b> [2] - 88:15; 138:7  <b>warehouse</b> [2] - 100:1; 114:8  <b>Washington</b> [13] - 1:7, 16, 20, 24; 2:4, 12, 16, 20, 24; 3:8, 11, 16, 20  <b>watch</b> [1] - 144:17  <b>water</b> [1] - 96:19  <b>ways</b> [3] - 107:10; 132:4</p>		