

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,
Department of Justice, Antitrust Division
450 5th Street, N.W. Suite 8700
Washington, D.C. 20530, U.S.A.

Plaintiff,

v.

DANONE S.A.
17, Boulevard Haussmann, Paris, France,
75009,

and

THE WHITEWAVE FOODS COMPANY
1225 Seventeenth Street,
Suite 1000,
Denver, Colorado, 80202, U.S.A.,

Defendants.

Case No. 1:17-cv-00592

**DANONE S.A.'S REPORT OF COMPLIANCE WITH
ANTITRUST PROCEDURES AND PENALTIES ACT REQUIREMENTS**

Danone S.A. (“Danone”), by and through its undersigned counsel, respectfully makes this submission pursuant to Section 2(g) of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(g), describing written and oral communications between officers, directors, employees, or agents of Danone and officer or employees of the United States concerning or relevant to the Proposed Final Judgment (“PFJ”) filed in this matter on April 3, 2017.

Excluding, in accordance with Section 2(g), communications “made by counsel of record alone with the Attorney General or the employees of the Department of Justice alone,” officers, directors, employees, or agents of Danone or The WhiteWave Foods Company

(“WhiteWave”) had the following communications with officers of employees of the United States about a potential consensual resolution of this action:

1. On August 30, 2016, Stonyfield Farm, Inc.’s (“Stonyfield”) General Counsel, Maria Recalde, Stonyfield’s Chief Operating Officer, Diane Carhart, and Danone’s outside counsel, Ilene Gotts, participated on a call with DOJ’s Suzanne Morris, Rebecca Valentine, and Yair Taylor.

2. On September 27, 2016, Stonyfield’s General Counsel, Maria Recalde, Stonyfield’s Vice President of Sourcing and Product Development, Rolf Carlson, Stonyfield’s Sustainable Agriculture Sourcing Manager, Liz Short, and Danone’s outside counsel, Ilene Gotts, participated on a call with DOJ’s Suzanne Morris, Rebecca Valentine, and Yair Taylor.

3. On February 15, 2017, Danone’s General Counsel Bertrand Austry, Danone’s General Counsel, Corporate and M&A, Alison Hughes, Danone’s Vice President Corporate Development, Nadia Ben Salem-Nicolas, and Danone’s outside counsel, Ilene Gotts and Josh Cammaker, met with DOJ’s Suzanne Morris, Rebecca Valentine, Samer Musallam, Jeremy Cline, Yair Taylor, Tor Winston, Aaron Franz, Brandon Rizkallah, Molly Barlow, and Mary Campbell. WhiteWave’s Executive Vice President, General Counsel & Secretary, Roger Theodoredis and WhiteWave’s outside counsel, Paul T. Denis and Craig G. Falls, also participated in the meeting.

4. On March 7, 2017, Stonyfield’s President and Chief Executive Officer, Esteve Torrens, and Danone’s outside counsel, Ilene Gotts, participated on a call with DOJ’s Suzanne Morris, Rebecca Valentine, Jeremy Cline, and Yair Taylor.

5. On March 16, 2017, Stonyfield’s General Counsel, Maria Recalde, Stonyfield’s Chief Operating Officer, Diane Carhart, and Danone’s outside counsel, Ilene Gotts, DongJu

Song, Marianna Ofosu, and Natalie Wong, participated on a call with DOJ's Suzanne Morris, Rebecca Valentine, Jeremy Cline, and Yair Taylor.

To the best of Danone's knowledge, after appropriate inquiry, there have been no other written or oral communications by or on behalf of Danone with any officer or employee of the United States concerning the proposed Final Judgment except for communications between counsel of record for Danone alone with employees of the Department of Justice. Danone therefore certifies that it has complied with the requirements of Section 2(g) of the Antitrust Procedures and Penalties Act and that this filing is a true and complete description of such communications known to Danone or which Danone reasonably should have known.

DATED: April 5, 2017

Respectfully submitted,

/s/ Ilene Knable Gotts

Ilene Knable. Gotts (DC Bar 384740)
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street,
New York, New York 10019
Telephone: (212) 403-1247
Fax: (212) 403-2247
E-mail: IKGotts@wlrk.com

Counsel for Defendant,
Danone S.A.

CERTIFICATE OF SERVICE

I hereby certify that on April 5, 2017, I caused a true and correct copy of the foregoing Description and Certification of Written or Oral Communications Concerning the Proposed Final Judgement to be served via the Court's Electronic Case Filing (ECF) system upon the attorneys identified below:

Suzanne Morris
U.S. Department of Justice
Antitrust Division
Litigation II Section
450 Fifth Street, N.W.
Suite 8700
Washington, DC 20530
Telephone: (202) 307-1188
Email: suzanne.morris@usdoj.gov

Attorney for Plaintiff

Paul T. Denis
Dechert LLP
1900 K Street, N.W.
Washington, D.C. 20006
Telephone: (202) 261-3430
Email: paul.denis@dechert.com

Attorney for Defendant
The WhiteWave Foods Company

/s/ Ilene Knable Gotts
Ilene Knable Gotts
DC Bar No. 384740
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1247
Facsimile: (212) 403-2247
Email: IKGotts@wlrk.com