

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF OREGON

FEDERAL TRADE COMMISSION, et)	
al.,)	
)	
Plaintiffs,)	Case No. 3:24-cv-00347-AN
)	
v.)	
)	
THE KROGER COMPANY and)	August 29, 2024
ALBERTSONS COMPANIES, INC.,)	
)	
Defendants.)	Portland, Oregon
)	

PRELIMINARY INJUNCTION HEARING
DAY 4 - MORNING SESSION
BEFORE THE HONORABLE ADRIENNE NELSON
UNITED STATES DISTRICT COURT JUDGE

APPEARANCES

1
2 FOR PLAINTIFF FEDERAL
3 TRADE COMMISSION:

Ms. Susan Musser
Mr. Charles Dickinson
Mr. Daniel John Matheson
Mr. Jacob Hamburger
Federal Trade Commission
400 7th Street S.W.
Washington, DC 20024

6
7 Ms. Laura Hall
Ms. Elizabeth Arens
8 Ms. Lily Hough
Mr. Harris Rothman
9 Mr. Alexander J. Bryson
Ms. Katherine Drummonds
10 Federal Trade Commission
600 Pennsylvania Avenue, N.W.
11 Washington, DC 20580

12 FOR PLAINTIFF STATE
13 OF CALIFORNIA:

Ms. Nicole Gordon
Office of the California Attorney
General
455 Golden Gate Avenue, Suite 11000
San Francisco, CA 94102

15 FOR PLAINTIFF STATE
16 OF ILLINOIS:

Mr. Paul Harper
Office of the Illinois Attorney General
115 S. LaSalle Street
Chicago, IL 60603

18 FOR PLAINTIFF STATE
19 OF OREGON:

Mr. Christopher J. Kayser
Larkins Vacura Kayser LLP
121 S.W. Morrison Street, Suite 700
Portland, OR 97204

21
22 Mr. Tim D. Nord
Oregon Department of Justice
Civil Enforcement
23 1162 Court Street NE
24 Salem, OR 97301
25

1 FOR DEFENDANT KROGER
2 COMPANY:

3 Mr. B. John Casey
4 Stoel Rives LLP
5 760 S.W. Ninth Avenue, Suite 3000
6 Portland, OR 97205

7 Mr. Bambo Obaro
8 Weil, Gotshal & Manges LLP
9 201 Redwood Shores Parkway
10 Redwood Shores, CA 94065

11 Ms. Luna Ngan Barrington
12 Weil, Gotshal & Manges LLP
13 767 Fifth Avenue
14 New York, NY 10153

15 Mr. Matthew M. Wolf
16 Ms. Sonia Kuester Pfaffenroth
17 Mr. Christian Schultz
18 Mr. Joshua Davis
19 Ms. Allison Gardner
20 Arnold & Porter Kaye Scholer LLP
21 601 Massachusetts Avenue, N.W.
22 Washington, DC 20001

23 Mr. Mark Andrew Perry
24 Mr. Luke Sullivan
25 Mr. Sebastian Laguna
Ms. Camilla Brandfield-Harvey
Mr. Joshua Wesneski
Weil, Gotshal & Manges LLP
2001 M Street NW, Suite 600
Washington, DC 20036

Rebecca J. Sivitz
Weil, Gotshal & Manges LLP
100 Federal Street, 34th Fl.
Boston, MA 02110

Ms. Christine Wheatley
Kroger General Counsel
The Kroger Company
1014 Vine Street
Cincinnati, OH 45202

1 FOR DEFENDANT
2 ALBERTSONS COMPANIES,
3 INC.:

Mr. David H. Angeli
Angeli Law Group LLC
121 S.W. Morrison Street, Suite 400
Portland, OR 97204

4
5 Ms. Enu Mainigi
6 Mr. Jonathan Bradley Pitt
7 Mr. Adam Joshua Podoll
8 Ms. Beth A. Stewart
9 Mr. Michael Cowie
10 Mr. Tyler Infinger
11 Ms. Adwoa Seymour
12 Mr. Thomas Moriarty
13 Mr. Thomas Ryan
14 Mr. Ashwin Shandilya
Williams & Connolly
680 Maine Avenue S.W.
Washington, DC 20024

15 Mr. James Andrew Fishkin
16 Dechert, LLP
17 1900 K Street NW
18 Washington, DC 20006

19 Also Present for Witness Keith Knopf:

20
21 Meghan M. Baker
22 Downey Brand LLP

23 COURT REPORTER: Jill L. Jessup, CSR, RMR, RDR, CRR, CRC
24 United States District Courthouse
25 1000 S.W. Third Avenue, Room 301
Portland, OR 97204
jill_jessup@ord.uscourts.gov

INDEX

1

2

KEVIN CURRY

3

Direct Examination by Mr. Bryson

865

4

Cross-Examination by Ms. Mainigi

896

5

Redirect Examination by Mr. Bryson

924

6

KEITH KNOPF

7

Direct Examination by Ms. Arens

929

8

Cross-Examination by Ms. Pfaffenroth

966

9

Redirect Examination by Ms. Arens

976

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

TRANSCRIPT OF PROCEEDINGS

(August 29, 2024)

(In open court:)

THE COURT: Please seated. Good morning. So we're here on day four of FTC, et al. v. Kroger and Albertsons. Case No. 3:24-cv-00347.

We'll have appearances of attorneys who have yet to state their appearances on the record. Otherwise, everyone else's appearance continues.

MS. MAINIGI: Good morning, Your Honor. I just wanted to let the Court know that Ashwin Shandilya is here with us today.

MR. SHANDILYA: Good morning.

THE COURT: Good morning.

MS. PFAFFENROTH: Your Honor, we also have Allison Gardner from Arnold & Porter here today.

MS. GARDNER: Good morning.

THE COURT: Good morning.

MR. PERRY: Your Honor, two new people from Weil for Kroger. Camilla Brandfield-Harvey.

MS. BRANDFIELD-HARVEY: Good morning, Your Honor.

THE COURT: Good morning.

MR. PERRY: And Joshua Wesneski.

MR. WESNESKI: Good morning, Your Honor.

THE COURT: Good morning.

1 All right. Continue with your next witness.

2 MR. BRYSON: Your Honor, good morning.

3 THE COURT: Good morning.

4 MR. BRYSON: Alex Bryson on behalf of FTC. We
5 would like to call Mr. Kevin Curry to the witness stand.

6 THE COURT: All right.

7

8 KEVIN CURRY,
9 called as a witness in behalf of the Plaintiff, being first
10 duly sworn, is examined and testified as follows:

11

12 THE WITNESS: I do.

13 DEPUTY COURTROOM CLERK: Thank you. Please have a
14 seat.

15 Speak into the microphone and state and spell your
16 first and last name for us, please.

17 THE WITNESS: Kevin Curry.

18 THE COURT: And if you'd spell your first and last
19 name.

20 THE WITNESS: Oh, K-e-v-i-n. C-u-r-r-y.

21 MR. BRYSON: Your Honor, may we approach the
22 witness with witness binders?

23 THE COURT: Yes.

24

25

Curry - D

DIRECT EXAMINATION

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

BY MR. BRYSON:

Q. Good morning, Mr. Curry. I don't believe we have met.
I'm Alex Bryson. I'm an attorney with the FTC.

A. Good morning.

Q. Mr. Curry, who's your current employer?

A. Albertsons Company, Inc.

Q. And what's your current title?

A. I'm the division president in Southern California.

Q. How long have you served in that role for Albertsons?

A. A little over four years now.

Q. And for the Southern California division of the
Albertsons, you operate three banners; correct?

A. Yes, we do.

Q. And --

THE COURT: Oh, you don't have to lean in. I
think it's all right.

I'm just letting him know he doesn't have to move back
and forth. I think it's going to be able to pick it up. It
will be easier.

THE WITNESS: I appreciate that, Your Honor.

THE COURT: You're welcome.

BY MR. BRYSON: (Continuing):

Q. The three banners you operate are Albertsons, Vons, and
Pavilions; correct?

Curry - D

1 A. That's correct.

2 Q. And in terms of the number of stores in your division,
3 you've got roughly 124 Albertsons-bannered stores; correct?

4 A. Today, yes.

5 Q. And 178 Vons-bannered stores; correct?

6 A. Yes.

7 Q. And 28 Pavilions-bannered stores. Is that right?

8 A. Yes.

9 Q. So, in total, that's about 330 stores?

10 A. That is correct.

11 Q. And in those 330 stores, you've got about 33,000 to
12 34,000 hardworking employees; right?

13 A. Associates, yes.

14 Q. Yes.

15 And the associates -- they work in the stores; correct?

16 A. Yes.

17 Q. And you're responsible generally for overseeing the
18 supermarket operations at those 330 stores; right?

19 A. Yes.

20 Q. I'm going to ask you a few questions about your stores,
21 generally.

22 Now, people would consider Albertsons' Southern
23 California stores to be traditional supermarkets; right?

24 A. Yes.

25 Q. And in terms of the physical size, most of your

Curry - D

1 Albertsons-bannered stores are between 45,000 and 60,000
2 square feet; correct?

3 A. Most of them, yes.

4 Q. And most of your Vons stores are in the
5 50,000-square-foot range; is that right?

6 A. Most of them, yes.

7 Q. And your Pavilion stores range between 18,000 and
8 60,000 square feet; correct?

9 A. Yes.

10 Q. And Albertsons' Southern California stores, they sell a
11 wide assortment of products in those stores; correct?

12 A. Yes.

13 Q. And one way to track the breadth of the assortment
14 that's offered in the stores are stock keeping units or
15 SKUs. Correct?

16 A. Yes.

17 Q. And would you explain what a stock keeping unit is?

18 A. An item for sale in the store.

19 Q. A unique item; correct?

20 A. Yes.

21 Q. And Albertsons offers between 26,000 and 30,000 stock
22 keeping units, or SKUs, in a typical store; correct?

23 A. Roughly, yes.

24 Q. Now, within your stores, there are numerous departments
25 that cover all these SKUs; correct?

Curry - D

1 A. Yes.

2 Q. And what departments are they?

3 A. We have a grocery department, a meat department, a
4 produce department, deli department, bakery department. We
5 have a liquor department in Southern California. Some
6 stores would have a pharmacy. Some stores would have a
7 Starbucks.

8 Q. And, additionally, is there a floral department?

9 A. Yes, there is.

10 Q. And you also sell general merchandise; correct?

11 A. Yes.

12 Q. Okay. Now, within your stores, Albertsons sells fresh
13 produce; correct?

14 A. We do.

15 Q. And based on your experience, Albertsons customers like
16 to look at and inspect that fresh produce before purchasing
17 it; correct?

18 A. Yes.

19 Q. And, of course, a shopper who is shopping online could
20 not inspect the produce before purchasing it; correct?

21 A. Yes.

22 Q. In terms of your products, Albertsons stores offer
23 fresh and frozen meat; correct?

24 A. Yes.

25 Q. Fresh and frozen seafood?

Curry - D

- 1 A. Yes.
- 2 Q. Other frozen products, like vegetables, green beans,
3 peas?
- 4 A. Yes.
- 5 Q. Dairy products?
- 6 A. Yes.
- 7 Q. Shelf-stable foods?
- 8 A. Yes.
- 9 Q. You sell beverages; including, in some cases, in the
10 liquor department?
- 11 A. Yes.
- 12 Q. And Albertsons stores also offer baked goods; correct?
- 13 A. Yes.
- 14 Q. And I think you mentioned there's a deli department;
15 correct?
- 16 A. Yes.
- 17 Q. And so you offer deli products within your stores?
- 18 A. Definition of "deli"?
- 19 Q. What's your definition of "deli"?
- 20 A. Salads and cut meats.
- 21 Q. And Albertsons stores also offer household products,
22 like cleaning products; correct?
- 23 A. We do.
- 24 Q. Pet foods and supplies?
- 25 A. Yes.

Curry - D

1 Q. Okay. You're familiar with staffed counters at your
2 grocery stores; right?

3 A. At certain times of day, yes.

4 Q. And what's your definition of a staffed counter?

5 A. Someone working behind the counter --

6 Q. And they're --

7 A. -- to service the customer.

8 Q. They can provide service to a customer; correct?

9 A. They can provide service to a customer.

10 Q. And you mentioned during certain times of the day.
11 Could you give an example?

12 A. You know, our pharmacies are not open the entire time
13 the store is open. The delis aren't always open. The
14 bakery is not staffed the entire time the store is open.
15 Neither is floral; so --

16 Q. So during certain hours, your stores do offer a staffed
17 deli counter, though; correct?

18 A. Yes.

19 Q. And during certain hours your stores do offer a staffed
20 butchers counter; correct?

21 A. Yes.

22 Q. And a staffed seafood counter; correct?

23 A. Yes.

24 Q. And a staffed bakery counter; correct?

25 A. Yes.

Curry - D

1 Q. And also a staffed floral counter; right?

2 A. Yes.

3 Q. Now, in your grocery department, Albertsons' Southern
4 California stores also offer more than one national brand
5 for most types of products; correct?

6 A. Most. Yes.

7 Q. And just to give an example, for soda, for example,
8 your stores would offer both Coke and Pepsi products;
9 correct?

10 A. Today we do, yes.

11 Q. And those are examples of national brands; right?

12 A. Yes.

13 Q. And you do that because offering national brands helps
14 Albertsons' Southern California stores attract customers;
15 right?

16 A. We hope so.

17 Q. And in addition to the national brands, you also offer
18 private label products; correct?

19 A. Yes, we do.

20 Q. And would you give an example of some of the private
21 labels that Albertsons offers in its stores?

22 A. Signature, Signature Reserve, Waterfront Bistro,
23 Open Nature, O Organics.

24 Q. And these private labels, they cover many of the types
25 of products that are sold to customers; correct?

Curry - D

1 A. Yes.

2 Q. And Albertsons benefits from offering these private
3 label products to customers; right?

4 A. We hope, yes.

5 Q. And do you, in fact?

6 A. We do.

7 Q. And Albertsons' customers like having a private label
8 alternative to national brands; right?

9 A. We believe they do.

10 Q. Because your customers want a variety within the type
11 of product they can buy; right?

12 A. We think so, yes.

13 Q. Now, private label products constitute about 25 percent
14 of your sales in your Albertsons' Southern California
15 stores; correct?

16 A. Approximately, yes.

17 Q. Now, in terms of the products, the Albertsons stores
18 also offer multiple package sizes; correct?

19 A. Yes.

20 Q. And just, for an example, paper towels, you offer a
21 single pack, two-pack, four-pack, and a 12-pack or more;
22 correct?

23 A. We do have, yes.

24 Q. And offering these different options for package sizing
25 is beneficial to Albertsons; correct?

Curry - D

1 A. We believe so, yes.

2 Q. Because customers, again, like having different
3 options, in terms of the package sizing, for products they
4 can buy; right?

5 A. Yes.

6 Q. So, in sum, Albertsons' Southern California customers
7 could purchase substantially all of their food and nonfood
8 requirements in a single shopping visit to an Albertsons
9 store; correct?

10 A. Yes.

11 Q. Because Albertsons stores offer a one-stop shopping
12 experience; right?

13 A. Yes.

14 Q. Okay. I want to talk to you a little bit about the
15 process and your experience in opening new stores in your
16 market.

17 In the last two years, Albertsons' Southern California
18 division has not opened any new stores; right?

19 A. Not in the last two years, no.

20 Q. And in the last five years, you recall only opening two
21 stores total; right?

22 A. I believe so. Yes.

23 Q. Now the process to open a new store, you need to obtain
24 land or premises first; correct?

25 A. It's my understanding, yes.

Curry - D

1 Q. And part of that process is to undergo negotiations to
2 obtain that land; right?

3 A. Yes.

4 Q. And those negotiations could take time. Sometimes
5 between two to four years; right?

6 A. My real estate people -- yes.

7 Q. And just for example, I think there is a site in
8 La Quinta, California, where Albertsons has actually been
9 going back and forth with the landlord to finalize building
10 the store for your entire tenure in Southern California;
11 correct?

12 A. Yes.

13 Q. And then after you obtain the land, then the physical
14 process of opening a store takes about 11 months; right?

15 A. Yes.

16 Q. And opening the store is costly. For example, you
17 estimated your pre-pandemic costs for opening a store to be
18 between 9 and 15 million; correct?

19 A. Yes.

20 Q. I'm going to talk a little bit about your stores'
21 reliance on Albertsons' corporate office or national office.

22 So, generally, Albertsons' Southern California stores
23 rely on support from Albertsons' corporate office to operate
24 successfully; correct?

25 A. Yes.

Curry - D

1 Q. Some of those functions that you rely upon for -- from
2 corporate include food safety, people safety, pharmacy,
3 grocery procurement, warehousing, and other functions;
4 correct?

5 A. Yes.

6 Q. Corporate also operates the loyalty card program;
7 correct?

8 A. Yes.

9 Q. And do you know what the Albertsons loyalty program is
10 called?

11 A. Banner "for U."

12 Q. Banner "for U."

13 And you view that as an important part of Albertsons'
14 operations?

15 A. Yes.

16 Q. And why do you view banner "for U" as important for
17 Albertsons' operations?

18 A. It helps us better understand our customers.

19 Q. Albertsons Corporate also manages the supply chain used
20 by your stores; correct?

21 A. Yes.

22 Q. And for most categories, Albertsons Corporate
23 negotiates the supplier agreements with the national brands
24 that supply your Albertsons Southern California stores;
25 correct?

Curry - D

1 A. Yes.

2 Q. I want to move on to talk a little bit about this
3 proposed merger, and I'd like to turn to a document.

4 The process here is you have a binder in front of you.
5 It should be in sequential PX order. So if you could go
6 ahead and open that binder, the first -- your tab should
7 be -- should be 2553. It's a document I'd like to discuss.

8 Additionally, there is a screen in front of you. The
9 document will pop up there. There will be call-outs and
10 some highlighting. Feel free to review whichever screen
11 you'd like.

12 A. 2553?

13 Q. 2553.

14 Are you there, Mr. Curry?

15 A. Yes.

16 Q. Okay. PX2553 is an email from you to Ronila Black.
17 The subject is: Temperature Check in So. Cal.

18 Do you see that?

19 A. Yes.

20 Q. And it's from October 31, 2022; correct?

21 A. Yes.

22 Q. And who is Ronila Black?

23 A. Ronila was my vice president of human resources at that
24 time in my division.

25 Q. Was she a direct report to you?

Curry - D

1 A. She was.

2 MR. BRYSON: Your Honor, we move to admit PX2553
3 into evidence.

4 MS. MAINIGI: Your Honor, I object to the
5 inclusion of the entire document. I am fine with the email
6 up top, but much of the remainder of the document,
7 Your Honor, contains hearsay. It contains a *Harvard*
8 *Business Review* article. It contains a newspaper article.
9 It contains a cut-and-paste of a report from an unidentified
10 store director; and so completely fine with the cover email
11 itself, but the document, as presented by the Government, is
12 longer than --

13 THE COURT: What specific pages do you object to?

14 MS. MAINIGI: Your Honor, beginning on Bates
15 Number 2553-0003.

16 THE COURT: All right. Let me look at that.
17 Do you want all of it?

18 MR. BRYSON: The first page is what matters to me.

19 THE COURT: Oh, okay. Well, page 1 of the exhibit
20 will be admitted.

21 MR. BRYSON: All right.

22 MS. MAINIGI: Thank you, Your Honor.

23 BY MR. BRYSON: (Continuing):

24 Q. Okay. Mr. Curry, if you could turn to the third
25 paragraph in the email. It starts: I know a couple of

Curry - D

1 Fridays ago.

2 Do you see that?

3 A. Yes.

4 Q. Okay. You write: I know a couple of Fridays ago you
5 had asked for a temperature check as to how the teams were
6 feeling. Correct?

7 A. Yes.

8 Q. And that temperature check that you're referring to,
9 you wanted to know how your associates were feeling about
10 the proposed merger between Kroger and Albertsons; correct?

11 A. Yes.

12 Q. And then you write: I share this with you this morning
13 as we start to see what I would call the hidden anxiety.

14 Do you see that?

15 A. Yes.

16 Q. Okay. And that hidden anxiety, it stemmed from a
17 previous divestiture from the Safeway-Albertsons merger
18 where stores were divested to Haggen; correct?

19 A. That's -- yes.

20 Q. And, in fact, you write in the next sentence: 83
21 Albertsons, Vons, and Pavilions were divested to Haggen in
22 2015.

23 Do you see that?

24 A. I do see that, yes.

25 Q. Okay. And then you write: They were all shuttered in

Curry - D

1 November of 2015 as part of the bankruptcy proceedings.

2 Correct?

3 A. That's what had been explained to me, yes.

4 Q. And so Haggren went bankrupt and those stores were
5 shuttered, to your knowledge; correct?

6 A. That's --

7 MS. MAINIGI: Objection. Foundation.

8 Your Honor, I don't believe we've established that this
9 witness actually has knowledge of what exactly happened.

10 MR. BRYSON: He's certainly writing about it in an
11 ordinary-course email to his colleague.

12 THE COURT: I'm going to sustain that objection.

13 I mean, you can talk about what's in the exhibit that's
14 been received.

15 MR. BRYSON: Sure.

16 BY MR. BRYSON: (Continuing):

17 Q. Okay. And what was your knowledge about the anxiety as
18 it related to that particular divestiture?

19 A. I was asking people about how they felt about the
20 merger, and there were various things that were coming back
21 to me. This was one of them that was explained to me.

22 Q. And one --

23 A. I was not in that position in 2015.

24 Q. And one of the things that was explained to you was
25 anxiety from your associates; correct?

Curry - D

1 A. From some associates, yes.

2 Q. And if you will -- you'll look at the last sentence
3 there, it reads: Though we reopened 22 of those shuttered
4 locations in late 2016 and early 2017, there is still a
5 tremendous amount of anxiety found in the 34,000 associates;
6 correct?

7 A. That's what I wrote, yes.

8 Q. And is that tremendous amount of anxiety because they
9 may lose their jobs?

10 A. I don't believe I know exactly. I know they're anxious
11 about a potential merger.

12 Q. And are they anxious about a potential divestiture as
13 well?

14 A. That could be part of the equation as they've read
15 about. It was announced two weeks earlier.

16 Q. And why do you think they had tremendous anxiety about
17 the merger?

18 A. Because, collecting data points, these different things
19 were coming back to me.

20 Q. And so some of those data points involve what you wrote
21 about the previous divestiture; is that correct?

22 A. What I understood from before.

23 Q. And do you know, when those 83 stores were shuttered in
24 November 2015, whether the folks working at those stores
25 lost their jobs?

Curry - D

1 MS. MAINIGI: Objection. Foundation.

2 THE COURT: Sustained.

3 BY MR. BRYSON: (Continuing):

4 Q. If, in this particular merger where you asked about --
5 your associates about how they felt, was any of the worries
6 that if C&S, fails, like Hagen did previously, that they
7 would lose their jobs?

8 MS. MAINIGI: Objection. Calls for speculation.

9 THE COURT: Overruled. He can answer that.

10 THE WITNESS: C&S, back at that time, was not even
11 part of the equation, so -- 20 -- at the -- it's two weeks
12 after the announcement of the merger, so I don't know why
13 you're bringing C&S into the equation. It's not part of
14 that time frame.

15 BY MR. BRYSON: (Continuing):

16 Q. Okay. So there was just tremendous anxiety in your
17 mind, but it wasn't -- it wasn't central to a divestiture;
18 is that correct?

19 A. It was central to a potential merger.

20 Q. Okay. All right. You can put that document away. I
21 want to talk a little bit about your competition.

22 So Albertsons' Southern California stores, they
23 research other stores that sell grocery items; correct?

24 A. Yes.

25 Q. And one of those stores is Ralphs; right?

Curry - D

1 A. Yes.

2 Q. And Ralps is a Kroger banner; correct?

3 A. Yes.

4 Q. Specifically, when Albertsons' Southern California
5 stores are trying to determine what products other stores
6 are carry -- I'm sorry. Strike that.

7 When you do research other stores, you're trying to
8 determine what products they are carrying and the prices
9 they are charging; correct?

10 A. Yes.

11 Q. Now I'm going to ask you to go back to your binder to
12 another document. PX2585.

13 Again, this one will pop up on the screen.

14 Are you there, Mr. Curry?

15 A. Yes.

16 Q. Okay. Mr. Curry, PX2585 is an email from Andy Barker
17 to you from August 31, 2022; correct?

18 A. Yes.

19 Q. And the subject of this email is, "What are you famous
20 for?" Correct?

21 A. Yes.

22 Q. And who is Andy Barker?

23 A. At that time he was the senior vice president of
24 operations for the Albertsons/Vons stores in the divisions.

25 Q. And was Andy Barker a direct report to you?

Curry - D

1 A. He was.

2 MR. BRYSON: Your Honor, we'd move to admit PX2585
3 into evidence.

4 MS. MAINIGI: No objection, Your Honor.

5 THE COURT: It will be received.

6 BY MR. BRYSON: (Continuing):

7 Q. Now, the subject is, "What are you famous for?"
8 Correct?

9 A. Yes.

10 Q. And that subject refers to during a staff meeting with
11 your reports in 2022, you asked your team to provide you
12 with strategic goals for 2023 by asking them, "Please tell
13 me. What are you famous for?" Correct?

14 A. I believe that's the context of when this email came
15 about, yes.

16 Q. And then Mr. Barker sent you an email here responding
17 to that directive; correct?

18 A. From his perspective, yes.

19 Q. He writes: Kevin, some thoughts on what the team in
20 Southern California is famous for. Correct?

21 A. That's what he starts, yes.

22 Q. And then if you look down to "store conditions," do you
23 see that in the email?

24 A. Yes, I do.

25 Q. And then that first bullet he writes, as one of the --

Curry - D

1 strike that.

2 In that first bullet, as one of his recommendations for
3 strategy, he writes: Clean merchandise stores when compared
4 to primary competitor Ralphs -- in parentheses -- crisp,
5 clean, and clutter-free. Correct?

6 A. That's his perception, yes.

7 Q. And so his perception was that this should be one of
8 Albertsons Southern California's strategic goals; correct?

9 A. Well, what we could be famous for.

10 Q. And what you could be famous for is your directive
11 concerning strategic goals; correct?

12 A. Yes.

13 Q. And Andy Barker is a reliable person; correct?

14 A. Yes.

15 Q. And he wanted -- well, strike that.

16 You could put this document away.

17 Could I ask you a few questions about your
18 advertisements and the pricing within those advertisements?

19 For ad pricing, you're sometimes asked around the
20 holidays to comment on print ads in the marketplace;
21 correct?

22 A. Print ads, yes.

23 Q. And Albertsons has print ads in Southern California?

24 A. Albertsons/Vons does, yes.

25 Q. And are they weekly print ads?

Curry - D

1 A. Currently weekly, yes.

2 Q. And do those weekly print ads contain pricing?

3 A. Yes.

4 Q. Is it promotional pricing only, or does it include
5 regular pricing as well.

6 A. Most times it's promotional. Sometimes it can be.

7 Q. Okay. And then if you could turn to your binder again,
8 it's PX1257. It will also pop up on the screen.

9 Are you there, Mr. Curry?

10 A. Yes.

11 Q. Okay. PX1257-7 is an email from Shane Dorcheus to you
12 from dated June 28, 2021; correct?

13 A. That's the start, yes.

14 Q. And the subject is, "Re: 4th of July ads"; correct?

15 A. Yes.

16 MR. BRYSON: Your Honor, we move to admit PX1257-7
17 into evidence.

18 MS. MAINIGI: No objection, Your Honor.

19 THE COURT: It will be received.

20 BY MR. BRYSON: (Continuing):

21 Q. Okay. Who is Shane Dorcheus?

22 A. At that time he was my immediate supervisor.

23 Q. And if you turn to the bottom email here, it's from
24 Shane Dorcheus to a number of folks, including you; correct?

25 A. Yes.

Curry - D

1 Q. Okay. He writes, "Team, as the 4th of July competitor
2 ads become available this week, please let Susan and I know
3 how you matched up." Correct?

4 A. That's what he writes, yes.

5 Q. And who is Susan?

6 A. Susan is Shane's boss at that time, I believe.

7 Q. Is that Susan Morris?

8 A. Yes.

9 Q. And then he concludes the email, "We need to keep
10 winning." Correct?

11 A. That's how he can -- yes.

12 Q. And then if you turn to the second email, it is from
13 you to Shane Dorcheus, copying Susan Morris; correct?

14 A. Yes.

15 Q. Okay. And you write, "A win in So. Cal"; correct?

16 A. My perception, yes.

17 Q. And then you write, "Both Ralphs and Staters reflect
18 market changes in meat with much higher pricing from a year
19 ago"; correct?

20 A. Yes.

21 Q. And then there's a -- there's some bullets comparing to
22 Albertsons, Vons, Ralphs, and Stater's; correct?

23 A. Yes.

24 Q. And Ralphs is the Kroger banner; right?

25 A. Yes.

Curry - D

1 Q. And "Stater's" refers to Stater Bros.; right?

2 A. Yes.

3 Q. And then in the top email, your boss responds, "Great."
4 Correct?

5 A. Yes.

6 Q. Okay. If you could, turn to PX2551 in your binder.

7 Just to give you a little preview, this particular
8 document does contain some redactions. I'm not going to ask
9 about most of the redactions, but I'd like you to be
10 careful.

11 MR. BRYSON: On the screen -- okay. Can we take
12 this off the screen for a moment? Because I don't see the
13 redaction.

14 BY MR. BRYSON: (Continuing):

15 Q. On the screen there should be a redacted version that
16 is loaded; but if not, you have the unredacted version.

17 Okay. Now we have the redacted version on the screen.

18 A. Sorry, sir. I don't see 2551.

19 Oh, there it is.

20 Q. Okay. So I'm going to ask some questions about this;
21 but, just as a reminder, on the screen, there are some
22 redactions. I'll be very careful with you about going over
23 them.

24 A. Okay.

25 Q. PX2551 is an email from John Romano to you and

Curry - D

1 Sheryl Salazar, along with an attachment; correct?

2 A. Yes.

3 Q. And the subject of this email is, "Re: Meat pricing";
4 correct?

5 Yes.

6 MR. BRYSON: Your order, we'd move to admit PX2551
7 into evidence.

8 MS. MAINIGI: No objection, Your Honor.

9 THE COURT: It will be received.

10 BY MR. BRYSON: (Continuing):

11 Q. Mr. Curry, who is John Romano?

12 A. John is the director of Fresh for the Southern
13 California division.

14 Q. Was John Romano a direct report?

15 A. No, he was not.

16 Q. Did he report to someone who was your direct report?

17 A. Yes, he did.

18 Q. Now, if you could turn to page 3 of the email, at the
19 bottom there is an email from Kelly Griffith.

20 Do you see that?

21 A. Yes.

22 Q. And then it's an email to div.presidentwest. It looks
23 like a distribution list; correct?

24 A. Yes.

25 Q. And are you on that distribution list?

Curry - D

- 1 A. Yes.
- 2 Q. Okay. Who is Kelly Griffith?
- 3 A. At that time he was my supervisor.
- 4 Q. And Kelley writes, "Presidents, I need some information
5 from you by Friday." Correct?
- 6 A. Yes.
- 7 Q. And then he writes, "Please ask your VPMM or their
8 designate to send me" -- semicolon -- "one meat CPI by
9 comp-both regular and shelf-to-shelf"; correct?
- 10 A. Yes.
- 11 Q. And what does VPPM stand for?
- 12 A. Advice president of marketing and merchandising.
- 13 Q. And do you see meat CPI?
- 14 A. Yes.
- 15 Q. What does "CPI" stand for?
- 16 A. It's a consumer price in the tool.
- 17 Q. And it says "comp." That stands for competition;
18 correct?
- 19 A. Yes.
- 20 Q. And regular means regular or white tag or
21 non-promotional pricing; correct?
- 22 A. Yes.
- 23 Q. And what does "shelf-to-shelf" mean?
- 24 A. Shelf could include promotional pricing.
- 25 Q. Okay. And then he could -- or then he keeps writing,

Curry - D

1 "Please add any narrative to provide any planned actions
2 based on the numbers and provide some detail on categories
3 of focus. It would be helpful to have top item specifics
4 for primary comp"; correct?

5 A. Yes.

6 Q. And, again, "comp" refers to "competition"?

7 A. Yes.

8 Q. Okay. If you turn one email up, we've got an email
9 from you to Ms. Salazar and Mr. Romano and Mark Angulo;
10 correct?

11 A. Yes.

12 Q. And you write, "Could you all work on this the next
13 couple of days"; correct?

14 A. Yes.

15 Q. Now, if you'll turn back to the first email, which is
16 from John Romano, it is to -- it's to you; correct?

17 A. Yes.

18 Q. And I'm going to read this first part, but just look at
19 the screen. There's one redacted word. I will not read
20 that.

21 John writes, "As a starting point, I pulled all of the
22 CPI info out of the" -- blank. "I used first QTR as the
23 time period and only focused on the priority items for the
24 comparison versus the primary competitor," in parens
25 "Ralphs."

Curry - D

1 Do you see that?

2 A. I do.

3 Q. And "QTR," what does that stand for?

4 A. That would be a quarter.

5 Q. And here Mr. Romano refers to Ralphs as your primary
6 competitor; correct?

7 A. Yes.

8 Q. And you view Ralphs as your primary competitor;
9 correct?

10 A. They're a competitor, yes.

11 Q. Do you view them as your primary competitor?

12 A. Not always.

13 Q. But sometimes?

14 A. Yes.

15 Q. Now, I know we talked a little bit about pricing;
16 correct?

17 A. Yes.

18 Q. And Albertsons changes its pricing periodically;
19 correct?

20 A. Yes.

21 Q. And prices could go up or they could go down; correct?

22 A. Yes.

23 Q. And if prices go down, would that help Albertsons
24 attract more customers to its stores?

25 A. It could be.

Curry - D

1 Q. And if prices go down, would that help increase sales,
2 potentially?

3 A. It could.

4 Q. Now, each store has a number of associates that work in
5 it; correct?

6 A. Yes.

7 Q. And when those prices are lowered, does that change the
8 number of associates that are working in a particular store?

9 A. No.

10 Q. And when those prices are lowered, does that
11 necessitate you reformatting or renovating a store?

12 A. No.

13 Q. Are you familiar with a concept of a margin target?

14 A. Yes.

15 Q. What is a margin target?

16 A. It's a line on the P&L to reach profitability. Gross
17 margin.

18 Q. Do you have responsibilities concerning margin targets?

19 A. As part of the overall responsibility for the P&L, yes.

20 Q. To your knowledge, does Albertsons change prices to
21 achieve margin targets?

22 A. Yes.

23 Q. And what margins are relevant to assessing whether
24 you're meeting that margin target?

25 If you didn't understand the question, you can just let

Curry - D

1 me know.

2 A. I'd like you to try to rephrase that for me.

3 Q. Certainly.

4 Are there different types of margins, or do you just
5 look at a single margin target?

6 A. We have to understand our margins in produce, our
7 margins in meat; so it's a science, an art.

8 Q. And so there's a variety of margins that are specific
9 to each department? Is that how that works?

10 A. As we build the P&L, yes.

11 Q. And in terms of achieving that margin target, are you
12 looking at all of the margins?

13 A. Yes.

14 Q. And are you also looking at an overall margin?

15 A. The compilation?

16 Q. Yes.

17 A. Yes.

18 Q. Okay. Now, for your Albertsons Southern California
19 stores, you have a regular sales report that allows store
20 directors to identify their primary competitor; correct?

21 A. We have a sales report, yes.

22 Q. And in that report, does it allow store directors to
23 identify their primary competitor?

24 A. When we started it, yes.

25 Q. And then you use that sales -- you use sales data to

Curry - D

1 run a report that shows how Albertsons' Southern California
2 stores perform against that primary competitor; correct?

3 A. As a benchmark, yes.

4 Q. Okay. Would you turn to PX1257-1 in your binder.

5 It will also pop up on the screen.

6 Are you there, Mr. Curry?

7 A. Yes.

8 Q. PX1257-1 is an email from you to a number of Albertsons
9 folks. It is from October 13, 2020; correct?

10 A. Yes.

11 Q. And the subject is, "Re" -- three asterisks -- "Action
12 required/P8 Review" -- three asterisks -- "due Friday
13 10/16"; correct?

14 A. Yes.

15 MR. BRYSON: Your Honor, we move to admit PX1257-1
16 into evidence.

17 MS. MAINIGI: No objection, Your Honor.

18 THE COURT: It will be received.

19 BY MR. BRYSON: (Continuing):

20 Q. Okay. Mr. Curry, if you turn to the email in the
21 fourth sentence, it starts, "I hope we have time." Do you
22 see that?

23 A. Yes.

24 Q. You write, "I hope we have time at the end for a
25 discussion regarding competing against Ralphs"; correct?

Curry - D

1 A. At that particular date, yes.

2 Q. And you write, "We have 105 stores that list Ralphs as
3 their primary competitor in our daily sales tracking
4 report"; correct?

5 A. That is correct.

6 Q. And then at the very end, you conclude by saying, "I
7 hope to hear from both sales managers and DMs on their
8 thoughts regarding competing and winning against this
9 competitor"; correct?

10 A. This particular competitor at this meeting, yes.

11 Q. And what does "DM" stand for?

12 A. Our district managers.

13 Q. And when you're talking about "this competitor," you're
14 referring to Ralphs; correct?

15 A. For this meeting, yes.

16 Q. Because you view Ralphs as one of your closest
17 competitors and one that you do monitor closely for both
18 price and other factors to ensure that Albertsons' stores
19 are competing as best as they can to attract other
20 customers; correct?

21 A. Yes.

22 MR. BRYSON: Your Honor, I pass the witness.

23 MS. MAINIGI: Your Honor, while I'm setting up,
24 may we pass out binders?

25 THE COURT: Yes.

Curry - X

1 MS. MAINIGI: Okay.

2

3

CROSS-EXAMINATION

4 BY MS. MAINIGI:

5 Q. Good morning, Mr. Curry.

6 A. Good morning.

7 Q. Just a little bit of background first. How long have
8 you been in the grocery industry?

9 A. I'm in my 47th year now.

10 Q. And how many of those years have been with Albertsons
11 or Safeway?

12 A. About 15 of them.

13 Q. If you could take a look, Mr. Curry, at the binder that
14 we just handed out to you, and please turn to the first
15 demonstrative. It's basically the first tab in the binder.

16 Can you explain to me what that document illustrates?

17 A. This takes me from my first position, when I started in
18 1978, through my current role as the division president in
19 Southern California.

20 Q. And what was your first position?

21 A. I was a box boy with Alpha Beta stores.

22 Q. In 1978?

23 A. 1978.

24 Q. And could you very quickly just walk us through the
25 different roles you had since then? Very quickly.

Curry - X

1 A. While I worked in the stores, I got a degree in
2 accounting. You see, I did some time in accounting. I did
3 some things in warehouse support. I was fortunate enough to
4 be able to get my MBA at USC. Then I moved to Northern
5 California to work for Lucky. Then I moved over to the
6 Raley's company in Sacramento.

7 THE COURT REPORTER: I'm sorry. Could you get a
8 little closer to the microphone?

9 THE WITNESS: Oh, sorry. Sorry.

10 And then I spent some time in sales and merchandising
11 roles and came back to the Albertsons company in May of
12 2017; moved back to Southern California in July of 2018,
13 overseeing Pavilions; and then in March of 2020 is when I
14 became the division president for all of Southern
15 California.

16 BY MS. MAINIGI: (Continuing):

17 Q. Thank you, Mr. Curry.

18 Let's start with -- you were asked by counsel about
19 your competitors.

20 Do you recall that?

21 A. Yes.

22 Q. Let me -- let me -- before we get to the competitors,
23 let's start with your customers.

24 In the 47 years that you've been in the grocery
25 industry, have you seen changes as it relates to customers

Curry - X

1 and how often they shop?

2 A. Yes, I have.

3 Q. Can you explain that to us, please?

4 A. Well, currently, today, I know that my customer base
5 shops between five to seven retailers a week, spending their
6 dollars across the marketplace; and so they have particular
7 needs that they go to particular retailers for, it looks
8 like, and so I'm competing against those variety of
9 retailers in the marketplace.

10 Q. And let's talk about who those five to seven potential
11 retailers might be.

12 Can you describe some of them for us, please.

13 A. Well, today there's Ralphs and Staters in the
14 marketplace, but there's -- also, Costco is very significant
15 player in Southern California. Walmart and their variety of
16 banners are a very significant player. Target and their
17 store count is a significant player. And then we have a
18 variety of Hispanic-based operations, about 245, across five
19 different banners. We have Asian operations in Southern
20 California. We have Smart & Final, Grocery Outlet, Aldi.

21 At the end of the day, when I look at the sales report,
22 there's going to be about 4,300 different retail locations
23 that I could be competing against.

24 Q. And if you take a look back at your binder, at the
25 second page of that first demonstrative -- can you describe

Curry - X

1 for us what that page reflects?

2 MS. MAINIGI: And, for the record, that's DDX6.

3 THE WITNESS: So these are a variety of the
4 players in Southern California, and we have Amazon Fresh.
5 Besides Amazon owning Whole Foods, we have Trader Joe's,
6 which was started in Southern California, a significant
7 player. Whole Foods, Sprouts. It's a breadth of operators
8 in the marketplace that we compete against.

9 BY MS. MAINIGI: (Continuing):

10 Q. Let me ask you about Amazon. Is Amazon a significant
11 player in the grocery industry today?

12 A. Today? Yes.

13 Q. And do you have a time period in your mind of when they
14 became a significant player in the grocery space?

15 A. I know that we had heard about shopping for groceries
16 online, and then it was somewhat -- though I wasn't with the
17 organization at the time when their purchase of Whole
18 Foods -- that kind of had a retail shock wave and a little
19 bit of an effect, and now that they've opened these
20 stores -- Amazon Fresh and -- and watch their operations in
21 Southern California, I get a better understanding of how
22 they meet the customers' needs.

23 Q. And do you recall the Amazon acquisition of Whole Foods
24 as being approximately 2015 or so?

25 A. Not -- it was in the mid -- somewhere in that time

Curry - X

1 frame, yes.

2 Q. And then you mentioned Amazon Fresh.

3 So Amazon Fresh is the brick-and-mortar version of
4 Amazon; is that right?

5 A. That's correct.

6 Q. And there are a number of Amazon Freshes that have come
7 up around Southern California?

8 A. Currently, we have 19 operating in the marketplace,
9 yes.

10 Q. Now, what about the ecommerce part? Obviously, Amazon
11 is a player in ecommerce.

12 Tell us about groceries in ecommerce.

13 A. We had a grocery ecommerce business when I arrived in
14 the division that we'd been doing for some time. It might
15 have been about one percent of the total sales, and that
16 kind of expedited during the pandemic. A lot of folks seem
17 to have ecommerce as an opportunity, so we kind of got very
18 behind it, and it's now almost eight percent of our business
19 in Southern California, and we see it in -- basically, every
20 retailer needs to have some form of ecommerce offering to be
21 able to compete.

22 Q. And I believe counsel asked you about your customers
23 and fresh produce.

24 If eight percent of your business is ecommerce now, is
25 it fair to say that not every one of your shoppers needs to

Curry - X

1 inspect their produce?

2 A. Yes.

3 Q. So besides -- besides Amazon for ecommerce and besides
4 Albertsons for ecommerce, do your competitors also have
5 ecommerce -- your other competitors also have ecommerce that
6 provides even more competition to the marketplace?

7 A. Yes. You can pretty much go to any location and see
8 the ecommerce operations going on at a Target, at a Walmart.
9 Instacart is an overarching ecommerce platform that allows
10 you to shop at both -- Costco, our stores, Ralphs stores,
11 Stater Bros. uses Instacart. So there's a lot of different
12 ways you can shop online.

13 Q. Now, what type of food is being sold via ecommerce?

14 A. In our stores, everything that we have available in our
15 stock keeping units is what we also try to have available on
16 the catalog. There's some misses occasionally, but we're
17 working on getting that corrected.

18 So they're buying the produce and the meat and the
19 dairy and the deli -- the offerings that we have in the
20 building.

21 Q. Can you also buy frozen products by ecommerce?

22 A. Yes.

23 Q. Now, let me just go back generally to competitors.

24 What about Aldi? Was -- is Aldi a competitor of yours?

25 A. They're about up to 100 locations in Southern

Curry - X

1 California now, yes.

2 Q. And how about Dollar General? Are they a competitor of
3 yours?

4 A. They have some locations in Southern California, yes.

5 Q. Now, there's -- there were a number of questions that
6 counsel asked you that asked you to describe the different
7 departments, SKUs, and so forth, in an Albertsons.

8 Do you recall that?

9 A. Yes, I do.

10 Q. All the stores up here, do they all look and feel
11 exactly like an Albertsons when you walk in?

12 A. No, they don't.

13 Q. Okay. And does the fact that they don't look and feel
14 exactly like an Albertsons when you walk in, does that
15 change your view of them as competitors to Albertsons?

16 A. If they're selling milk and butter and eggs and
17 bananas, they're a competitor, because that's what I'm
18 trying to sell. So they basically have the key staples, and
19 so, to compete, I've got to compete against them.

20 Q. And some of them have deli counters; correct?

21 A. Yes.

22 Q. And some of them have bakeries; correct?

23 A. Yes.

24 Q. And some of them have liquor; correct?

25 MR. BRYSON: I'll object. This is leading. This

Curry - X

1 is her own --

2 MS. MAINIGI: I can rephrase.

3 THE COURT: Rephrase.

4 BY MS. MAINIGI: (Continuing):

5 Q. Do some of them have liquor?

6 A. Yes.

7 Q. And do some of them have floral?

8 A. Yes.

9 Q. And do you -- any department that these competitors of
10 yours have that overlaps with your departments, do you
11 believe they are competitors?

12 A. We're all trying to sell the same product to a
13 consumer, yes.

14 Q. And Kroger is one of your competitors too; right?

15 A. Yes, they are.

16 Q. When you look at the data that you have access to,
17 which stores do you view to be your biggest competitive
18 threats?

19 A. Today the data would show that Costco, Walmart, as well
20 as Target, as well as Ralphs, as well as Stater's have the
21 largest threat to our volume.

22 Q. And is that -- where -- is that from the MULO+ data
23 that you have access to?

24 A. Most recent data. MULO+, yes.

25 Q. Now, do you actually physically go and visit your

Curry - X

1 competitors?

2 A. Yes, I do.

3 Q. How often do you do that?

4 A. I try to get out about once a week.

5 Q. And where do you visit when you get out once a week?

6 A. One of my favorite spots is to park in a parking lot,
7 where there's an Amazon Fresh and a Costco, and go in and
8 observe, and then walk across the street to the Walmart
9 Supercenter and then over to the Target.

10 Q. Do you ever visit a Ralphs?

11 A. Oftentimes, after that parking lot visit, I get in the
12 car and head up to the Ralphs and over to a Stater Bros. and
13 to one of my buildings, yes.

14 Q. Do you ever visit any other competitors?

15 A. If I'm out with a district manager or with the sales
16 manager and I see a building, we'll go visit, potentially, a
17 Trader Joe's and Aldi, whatever it might be, as we're out
18 visiting stores.

19 Q. And what are you looking for during those visits?

20 A. I like to observe customers and see how they're
21 shopping, what they're picking up.

22 Oftentimes, I'll have certain prices in the back of my
23 mind and trying to understand where the pricing is on key
24 items in each of those competitors.

25 Q. Based on your own experience, Mr. Curry, do you see the

Curry - X

1 grocery industry today is more competitive or less
2 competitive than it was when you started 47 years ago?

3 A. I believe it's far more competitive.

4 Q. I believe counsel used the term "traditional" with you
5 in the context of traditional supermarket.

6 Do you recall that?

7 A. Yes.

8 Q. And have you also heard the term "traditional grocer"?

9 A. Yes.

10 Q. What does that term refer to, in your experience?

11 A. It's a type of building, a shopping experience, when
12 somebody goes to a certain location, that they might sense
13 that they are in a traditional grocer or a conventional
14 grocer.

15 Q. And is it a term that you've used in the past?

16 A. In looking at the variety of competitors, it's a way to
17 describe one set of the competitors, yes.

18 Q. And have changes in how consumers shop contributed to
19 your view of what the term "traditional grocer" means?

20 A. It has because of the ecommerce and how you have to
21 have that part of your offering, and then, knowing that,
22 just whether you're at Trader Joe's and what their offering
23 looks like and what Costco's offering looks like and then
24 Walmart Supercenter. Like I said, we're all trying to sell
25 milk, butter, eggs -- the key staples.

Curry - X

1 Q. And so does the phrase "traditional grocer" describe
2 the universe of stores that you compete with today?

3 A. I don't think that would give it a full inclusion, no.

4 Q. So why do we still see the term "traditional grocer"
5 tossed around, whether in conversation or in documents?

6 A. History, I think, that was an easy way to reference it.

7 And as you looked at market shares before, market
8 shares used to talk about food share, MULO share, and now
9 MULO+.

10 Q. So let me ask you to look at another document.

11 If you could open up your binder, it's the first tab.
12 DX1270.

13 MS. MAINIGI: Matt, I think it's fine if we just
14 leave the redacted version up, and I'm not going to ask
15 anything related to the unredacted version.

16 BY MS. MAINIGI: (Continuing):

17 Q. Do you recognize this document, Mr. Curry?

18 A. Yes, I do.

19 Q. And what is it?

20 A. It's a note from our CEO. It starts with a note to me
21 about what's going on with share, and then I write --

22 Q. Well, and we'll go through it in a second, but this is
23 an email that you exchanged in the regular course of
24 business?

25 A. Yes.

Curry - X

1 MS. MAINIGI: Your Honor, I would like to move to
2 admit DX1270.

3 MR. BRYSON: No objection.

4 THE COURT: It will be received.

5 BY MS. MAINIGI: (Continuing):

6 Q. So let's go ahead and look at that top email that
7 Mr. Sankaran sends to you.

8 Could you read that email out loud, please.

9 A. "Kevin, you are losing more to MULO than food. Watch
10 WMT carefully in your market. Vivek."

11 Q. What did you understand this to mean?

12 A. He had looked at the market share reports that come out
13 weekly and had seen that we're losing to what's called MULO
14 in the market share reports, and primarily Walmart drives
15 the MULO number.

16 Q. And his reference to food, what did you take that to
17 mean?

18 A. That's the -- like I said, the market share report can
19 be broken into three buckets. It can be a food. It can be
20 MULO, and it can be MULO+ now.

21 Q. And here, did you understand maybe he was using food as
22 just another way someone might use the term "traditional
23 grocer"?

24 A. Could have been, yes.

25 Q. We can set that aside, Mr. Curry.

Curry - X

1 Obviously, counsel showed you a number of documents
2 that had the term "primary competitor" in them.

3 Do you recall that?

4 A. I do.

5 Q. And you indicated -- I just want to make sure we
6 understand the different uses of that term, as you're aware
7 of it, within Albertsons.

8 There's actually two reports in your division that may
9 have the term "primary competitor"; is that correct?

10 A. Yes.

11 Q. And is one of those reports something your division
12 pulls together?

13 A. Yes.

14 Q. Could you describe that to me and why it refers
15 potentially to primary competitor?

16 A. I had, from prior, where I worked, put together --
17 competitor market share is to compare against the weekly
18 market share, and we allowed store directors to look at who
19 they thought their primary competitor was, and they could
20 submit that to us; and, oftentimes, they would look at that
21 it from a geographic back in the day, and so geography --
22 and so that report was put together with store directors'
23 input on who they felt was their primary competitor.

24 Q. And who they felt was their primary competitor in those
25 reports was sometimes driven by what other competitor was

Curry - X

1 close by? Is that what you said?

2 A. Yes. Geography for them, oftentimes.

3 Q. Do you get a report besides that one that provides a
4 fuller view of the competition?

5 A. Yes.

6 Q. And is that a report called MULO+?

7 A. Yes, the market share report.

8 Q. What does MULO+ stand for?

9 A. So MULO+ has come about here in the past six to seven
10 months, and it takes into account the sales in the
11 marketplace, inclusive now of Costco and ecommerce.

12 Q. And just -- the Court has heard this before, but just
13 briefly, please, describe to us the different between MULO
14 and MULO+.

15 A. So "MULO" included Target and Walmart and then "MULO+"
16 added on the sales from Costco as well as Amazon's
17 ecommerce. A lot of the ecommerce got into the MULO+'s way
18 as has been explained.

19 Q. So what difference did getting MULO+ data make to your
20 market share in Southern California?

21 A. It dropped by about a third, the market share in
22 Southern California that Albertsons, Vons, Pavilions has.

23 Q. And so once you were able to get this additional data,
24 which had not been previously available, and it included
25 Costco and Amazon, you saw your market share drop by about a

Curry - X

1 third or so?

2 A. Yes.

3 Q. What have you seen with respect to your market share
4 since then?

5 A. Unfortunately, the past six months have been a tough
6 road on market share, and we've seen continued erosion in
7 our market share.

8 Q. Let me ask you to look at the next exhibit in your
9 binder, Mr. Curry. It's DX0040.

10 Do you recognize this document, Mr. Curry?

11 A. Yes.

12 Q. What is it?

13 A. It's an email from me to John Porter.

14 MS. MAINIGI: Your Honor, I would like to move to
15 admit DX0040, please.

16 MR. BRYSON: No objection.

17 THE COURT: It will be received.

18 BY MS. MAINIGI: (Continuing):

19 Q. So I think counsel showed you earlier a document from
20 Andy Barker to you where he was hypothesizing what Southern
21 California was famous for. Right?

22 Do you remember that?

23 A. Yes.

24 Q. And I think counsel focused on, again, the term
25 "primary competitor" as it relates to Ralphs, which was what

Curry - X

1 Mr. Barker was saying to you.

2 Do you recall that?

3 A. Yes.

4 Q. So this document -- is it fair to say that Mr. Porter
5 was putting together information for an Albertsons board
6 slide?

7 MR. BRYSON: I'll continue to object as leading.

8 THE COURT: I'll ask you to redirect.

9 MS. MAINIGI: I'm sorry, Your Honor.

10 BY MS. MAINIGI: (Continuing):

11 Q. What was Mr. Porter asking you to proceed to him.

12 A. He was looking for an explanation regarding our market
13 share decline in preparation for the board.

14 Q. And in your response to Mr. Porter in 2022, your first
15 sentence reads as follows: "In Southern California, our
16 primary competitors are Costco (not measured by IRI),
17 Walmart, Target. The first food competitor is #4 with
18 Kroger followed at #5 Stater Bros."

19 Is that what you wrote back to Mr. Porter, in part?

20 A. Yes.

21 Q. And could you explain that to us, please.

22 A. So we just talked about MULO+, which hasn't come about
23 until most recently here. So at that point in time, we
24 would get panel data that would show us competitive things
25 that were going on in relation to market share, and I knew

Curry - X

1 that Costco, Walmart, and Target were taking the greatest
2 amount of market share from us based on that data.

3 Q. And that was the information you provided to the board
4 at Albertsons; is that right?

5 A. Yes.

6 Q. Now I'm going to ask you to go back to Mr. Bryson's
7 binder, if you would, for a moment, and locate PX2551 in
8 that binder, which is a document that he asked you about.

9 This one.

10 A. They took that binder from me. It's not up on the
11 counter right now.

12 Q. Oh.

13 A. Thank you.

14 Q. Sorry about that.

15 MS. MAINIGI: Did you take your binder back?

16 MR. BRYSON: I didn't.

17 BY MS. MAINIGI: (Continuing):

18 Q. Okay.

19 A. Number again, please.

20 Q. I'm sorry. DX -- oh, let's make sure I get it right.
21 PX -- I'm sorry -- 2551, the attachment is called Meat
22 Pricing, and it's from the 2022 time period.

23 Do you see that?

24 A. Yes.

25 Q. And I think that there were two pages that Mr. Bryson

Curry - X

1 drew your attention to, kind of where the first email was on
2 the third page, and then the top email, which includes the
3 note from Mr. Romano to you.

4 Do you see that?

5 A. Yes.

6 Q. And I think Mr. Bryson drew your attention on the first
7 page to the reference to primary competitor, parens, Ralphs.

8 Do you see that?

9 A. Yes.

10 Q. Okay. I want you to turn to the second page, please.

11 Can you describe for us, at probably about a third of
12 the way down on the second page, what we see in that chart,
13 please.

14 A. There's competitors, and then there's some items.

15 Do you want me to speak to the competitors?

16 Q. If you could, please.

17 A. So the competitors that were listed on the data that we
18 provided were Ralphs, Smart & Final, Stater, Target, and
19 Walmart.

20 Q. So in addition to Ralphs, were you and your team
21 soliciting pricing data for the relevant meat products from
22 all of these other competitors as well?

23 A. Yes.

24 Q. And do you and your team do that on a regular basis?

25 A. We look at a variety of data points to get to our price

Curry - X

1 points, yes.

2 Q. And do you adjust your prices, potentially, in response
3 to data from those various competitors?

4 A. Yes.

5 Q. Now I'm going to ask you to set that binder aside for
6 just a moment and ask you to look at another document in the
7 binder that we handed you, and that is DX2829, Mr. Curry.

8 Do you recognize this document?

9 A. Yes.

10 Q. What is it?

11 A. It's an email with my team.

12 MS. MAINIGI: And, well, before I ask, Your Honor,
13 I would like to admit DX2829.

14 MR. BRYSON: No objection.

15 THE COURT: It will be received.

16 BY MS. MAINIGI: (Continuing):

17 Q. Can you describe what you're asking in this email?

18 A. We've gotten some pricing regarding egg costs that were
19 volatile at the time, and I'm asking the team to get
20 together with me to discuss.

21 Q. And I want to draw your attention to the last page, and
22 the pricing information is redacted as confidential, but can
23 you describe for us what is across the top of the first page
24 that is not redacted?

25 A. It's -- it's the description of the items that are

Curry - X

1 being price-checked and some costing, our retail, our
2 margin, and then it lists the variety of places where the
3 prices were checked.

4 Q. And so for this particular price check and pricing
5 table, is it fair to say that you asked your team to check
6 prices for Ralphs?

7 A. Yes.

8 Q. And also Stater's?

9 A. Yes.

10 Q. And then can you just describe for me all the other
11 competitors you asked for price checks from?

12 A. On this weekly price check, we look at Walmart, Target,
13 Sprouts, Smart & Final, and Costco.

14 Q. Okay. Let me go back up to the body of the email, if
15 you could. That's the first page.

16 Now, Kevin Jackson reports to you, Mr. Curry; is that
17 right?

18 A. For the sequence of people? Yes. He is part of the
19 team.

20 Q. And in the body of the email, at the top -- actually,
21 let me see. Actually, I apologize. Let me ask you --
22 because we're going bottom to top for the email, let me ask
23 you to look at page 2.

24 I'm sorry about that.

25 Now, this is Mr. Sanchez's email to Mr. Jackson. What

Curry - X

1 are the competitors that are referenced in the bullet there?

2 A. Kevin's observations are regarding Stater Bros.,
3 Sprouts, and Costco.

4 Q. Okay. Now, if we go to the top email on the first
5 page, what are the reflections you have with respect to the
6 competitors referenced in this email?

7 A. I make the statement that, looking at the Walmart and
8 Costco, that we need to huddle.

9 Q. You don't reference Ralph there -- Ralphp there
10 anywhere, do you?

11 A. Not in particular.

12 Q. So just to be clear, you're using Walmart and Costco to
13 make pricing decisions about eggs in this document -- as
14 this document reflects?

15 A. At this point in time, yes.

16 Q. You can set that aside, Mr. Curry.

17 Now, I believe Mr. Bryson showed you a document
18 comparing Albertsons'/Vons'/Pavilions' ads to Ralphp's ads.

19 Do you remember that?

20 A. Yes.

21 Q. But not ads by other stores, like Walmart and Target?

22 A. It was the print ads available that week, yes.

23 Q. Okay. And do all of your competitors have print ads?

24 A. Not everybody does print ads anymore. Some of the
25 Hispanic markets, Amazon Fresh actually does a print ad,

Curry - X

1 Aldi, Smart & Final; but, primarily, Walmart and Target, you
2 have to go online to look at what their pricing is.

3 Q. And is that something that you or your employees do?

4 A. We have access to look at it, yes.

5 Q. And so just to be clear, on print ads, who -- what is
6 the universe of competitors that have the print ads?

7 A. In Southern California today, it's our sales,
8 Albertsons/Vons, with Ralphs and Stater Bros; and, like I
9 said, Smart & Final does a print ad still, as does Amazon
10 Fresh and Aldi, as well as a variety of Hispanic operators.

11 Q. And do you try to have either you or someone on your
12 team monitor all of those print ads?

13 A. It's a data point, once again, in pricing.

14 Q. Do you also try to monitor the ads that are online for
15 other competitors?

16 A. We have somebody that looks at online pricing, yes.

17 Q. How do you monitor pricing for competitors that may not
18 have either of those: print ads or online ads?

19 A. I'm very much known to go visit things physically to
20 actually look at the competitive pricing.

21 Q. Now, we've been talking a bit about Costco and Walmart.
22 What specific steps, that you can think of right now, have
23 you and your team taken to compete with Costco and Walmart
24 based on your price checks?

25 A. We now carry a variety of large-pack items that we're

Curry - X

1 trying to match the Costco pricing on those large-pack
2 items.

3 And in certain instances, we're also looking to get
4 closer on critical items in pricing to Walmart.

5 Q. I want to shift gears and talk to you about
6 Stater Bros.

7 Is Stater Bros. one of your competitors in Southern
8 California?

9 A. They are.

10 Q. Have you been inside a Stater Bros.?

11 A. I have.

12 Q. Are they part of the visits you make to competitors on
13 at least a semi-regular basis?

14 A. They are.

15 Q. Are you familiar with their product offerings?

16 A. I am.

17 Q. Do they sell private label products in their stores?

18 A. They do.

19 Q. And do you know if Stater Bros. creates their own
20 private label products or whether they use third-party
21 suppliers to create them?

22 A. I do.

23 Q. Can you tell us?

24 A. So Stater Bros. is part of Topco, and I was part of
25 Topco when I was with Raley's. So I know that Topco is a

Curry - X

1 consortium of regional grocers that gets private label for
2 many of the regional players and so Topco is providing their
3 private label goods at a cost to the Stater Bros. group.

4 Q. So Topco is a different company altogether?

5 A. Yes. They're a private label group out of Chicago.

6 Q. And in addition to Stater Bros., does Topco supply
7 private label properties to other grocers?

8 A. When I was at Raley's, Raley's was one of the members
9 of them. Yes, a variety of regionals. They were a very
10 large private-label consortium. At the time they -- I think
11 they were second in the United States for everything they
12 put everything together, aggregated the regionals volume for
13 private label.

14 Q. Now let me come back to Stater Bros. If you were told,
15 Mr. Curry, that Stater Bros. doesn't compete with Aldi in
16 Southern California, would you agree with that statement?

17 A. I would not.

18 MR. BRYSON: I'll object. It's argumentative and
19 slightly leading, I believe.

20 THE COURT: Overruled.

21 He can answer.

22 BY MS. MAINIGI: (Continuing):

23 Q. Do you want to provide your answer again, Mr. Curry,
24 for the record?

25 A. I believe Aldi is a competitor to Stater Bros.

Curry - X

1 Q. Thank you.

2 If you were told that Stater Bros.' operating model
3 doesn't attract that type of customer who is so focused on
4 price, would you agree with that?

5 MR. BRYSON: I'll object to foundation. He
6 doesn't currently work at Stater Bros.

7 THE COURT: That, I'm going to sustain.

8 MS. MAINIGI: Your Honor, may I establish
9 foundation?

10 THE COURT: You can.

11 BY MS. MAINIGI: (Continuing):

12 Q. Mr. Curry, you -- you visit Stater Bros. on a
13 semi-regular basis?

14 A. I do.

15 Q. About how often?

16 A. I try to get in once every couple of weeks.

17 Q. And while you're at Stater Bros., do you look at
18 prices?

19 A. Yes.

20 Q. And do you compare those prices against prices that you
21 are aware of from other stores, like Costco or Walmart?

22 A. Yes. They're part of the pricing model.

23 MS. MAINIGI: Okay. And so, Your Honor, I'll just
24 ask again.

25 ///

Curry - X

1 BY MS. MAINIGI: (Continuing):

2 Q. If you were told, based on the experience you have
3 visiting Stater Bros., that their -- their manner of
4 operating doesn't attract that type of customer who is so
5 focused on price, would you agree with?

6 MR. BRYSON: I will continue to object. I don't
7 think counsel's establish foundation for Stater Bros.'
8 operations or what their perspective is on who they attract
9 and how.

10 THE COURT: Sustained.

11 MS. MAINIGI: That's fine, Your Honor. I'll move
12 on.

13 BY MS. MAINIGI: (Continuing):

14 Q. Have you seen Stater Bros. respond to competitors other
15 than Albertsons or Ralphs?

16 MR. BRYSON: I'll object. I'm not sure the
17 witness has foundation for whether Stater Bros. has
18 internally decided to respond to competition.

19 THE COURT: I would sustain that.

20 MS. MAINIGI: Okay. Your Honor, I was just asking
21 based on his observations.

22 THE COURT: Observation isn't good enough.

23 MS. MAINIGI: Okay. I'll move on, Your Honor.

24 BY MS. MAINIGI: (Continuing):

25 Q. Now, Mr. Bryson asked you a few questions about the

Curry - X

1 divestiture.

2 Do you recall that?

3 A. Yes.

4 Q. And you understand that some of the stores in your
5 division will be divested to C&S as part of this
6 transaction; is that right?

7 MR. BRYSON: I'll object as beyond the scope. I
8 asked maybe one question about the divestiture as it
9 pertained to Haggen. Nothing about specific stores that
10 would be divested.

11 I also object to foundation.

12 MS. MAINIGI: Your Honor, I disagree with that,
13 respectfully, because I believe there was the questioning
14 related to did he know at that point in time that it was
15 going to be C&S to which the stores were going to be
16 divested.

17 THE COURT: And he indicated he did not.

18 MS. MAINIGI: That point in time, Your Honor,
19 because C&S had not been announced yet in October of 20 --

20 THE COURT: He didn't go into anything in the
21 current time frame; so I'm going to sustain the objection.

22 BY MS. MAINIGI: (Continuing):

23 Q. Let me turn back to that top page of the Haggen
24 document that Mr. Bryson asked you about.

25 Let me find it for you.

Curry - X

1 It is PX2553 in Mr. Bryson's binder.

2 And Mr. Bryson was asking you a number of questions
3 related, in particular, to the third paragraph of your email
4 on that page.

5 Do you recall that?

6 A. Yes.

7 Q. And he was asking you whether associates had expressed
8 concerns about Haggen; is that correct?

9 A. Yes.

10 Q. What was the nature of the concerns, as you understood
11 them?

12 A. As what was being relayed back to me was there were
13 some associates that were concerned based on their prior
14 history, it sounded like, with the merger of 2015.

15 Q. And when -- what is the timing of these concerns in
16 relation to the merger announcement?

17 A. This is two weeks after the merger announcement had
18 been made.

19 Q. And was there a divestiture buyer identified at that
20 point in time?

21 A. There was not.

22 Q. Have any employees expressed similar concerns to you
23 since -- concerns like the Haggen scenario, since C&S was
24 announced as the divestiture buyer?

25 A. No, they haven't.

Curry - X/ReD

1 Q. What have employees express to you about C&S?

2 A. Their excitement as to potentially go to work with
3 Susan Morris, who's been named the head of retail for C&S.

4 MS. MAINIGI: Thank you, Mr. Curry.

5 No further questions.

6 THE COURT: Any redirect?

7 MR. BRYSON: Yes.

8

9

REDIRECT EXAMINATION

10 BY MR. BRYSON:

11 Q. Okay. Mr. Curry, could we go back to DX0004 -- 0040?
12 I'm not sure if we can get that back on the screen, but it's
13 certainly in the binder that counsel provided to you.

14 Yes.

15 Let me know when you're there.

16 Are you there, Mr. Curry?

17 A. Yes.

18 Q. Yes. And here, in that first sentence, talking about
19 Costco, Walmart, and Target, and then Kroger is the #4 first
20 food competitor; correct?

21 Do you see that?

22 A. Yes.

23 Q. Okay. Do you track market share separately by the MULO
24 channel and then the food competitors channel?

25 A. There's a metric from a -- panel data that shows this

Curry - ReD

1 by competitor.

2 Q. Does -- that panel data, it shows a MULO share;
3 correct?

4 A. MULO -- the share comes weekly; the panel data comes
5 quarterly.

6 Q. Okay. And are there different sets? There's a MULO
7 set and is there a food competitor set as well?

8 A. In the old market share data, there's a food share, a
9 MULO share, and now a MULO+.

10 Q. And are you still getting market data that shows a
11 MULO+, a MULO, and a food share today?

12 A. MULO+ is our focal point today.

13 Q. Do you also get the MULO and the food shares as well,
14 or are you just getting MULO+?

15 A. Today, I can see all three, I believe, yes.

16 Q. And the food channel. That consists of traditional
17 supermarkets; correct?

18 A. It's what Nielsen and IRI put into that market share
19 report, and it's primarily what you would call
20 "traditional," yes.

21 Q. And in that food channel, which what I would call
22 "traditional supermarkets," according to your -- to your
23 answer, Kroger is your number one competitor there; correct?

24 A. In that particular report, yes.

25 Q. You can put PX0040 away.

Curry - ReD

1 You also mentioned ecommerce with counsel; correct?

2 A. Yes.

3 Q. And would you just explain what you mean by "ecommerce
4 sales"?

5 A. It's groceries that are ordered online for either
6 pickup at the store or delivery to your home.

7 Q. And that would be pickup at a particular Albertsons
8 store; correct?

9 A. It could be pickup at a store, yes.

10 Q. I know you mentioned it's about 8 percent of your sales
11 today; correct?

12 A. The conglomerate of -- yes. The variety of ways they
13 order ecommerce with us.

14 Q. And so 92 percent of your sales would still be from
15 people coming into your brick-and-mortar stores and buying
16 groceries that way; correct?

17 A. That's correct.

18 Q. You also spoke about the shock wave about Amazon
19 opening some Amazon Fresh stores; correct?

20 A. No. I believe it was when they purchased Whole Foods
21 that I spoke about the shock wave.

22 Q. Sorry about that.

23 Okay. You talked a little about club stores with
24 counsel; correct?

25 A. Yes.

Curry - ReD

1 Q. And you would consider Costco and Sam's Club to be club
2 stores; right?

3 A. In Southern California, yes.

4 Q. And in Southern California, Costco and Sam's Club
5 require a membership to shop at those stores; correct?

6 A. It's my understanding, yes.

7 Q. And customers do not need a membership to shop at
8 Albertsons; correct?

9 A. They do not.

10 Q. Or Kroger; correct?

11 A. They do not.

12 Q. And club stores offer far fewer total SKUs, or stock
13 keeping units, compared to Albertsons' Southern California
14 stores; correct?

15 A. Stock keeping units, yes.

16 Q. And club stores also offer far fewer traditional -- I'm
17 sorry. Strike that.

18 Club stores offer far fewer national brands per product
19 type than Albertsons' Southern California stores; correct?

20 MS. MAINIGI: Objection, Your Honor. I think
21 we're outside the scope of my direct or cross, whatever
22 we're calling it.

23 THE COURT: It was your cross.

24 MR. BRYSON: Her cross talked about Costco as a
25 competitor. I'm just trying to establish some facts about

Curry - ReD

1 the competitor Costco.

2 THE COURT: I'm going to sustain her objection.

3 MR. BRYSON: Okay.

4 BY MR. BRYSON: (Continuing):

5 Q. Okay. You also discussed Aldi's and Trader Joe's --
6 correct -- as competitors -- with counsel?

7 A. Yes.

8 Q. And I think you mentioned that you try to visit
9 competitor stores as much as possible; correct?

10 A. Yes.

11 Q. But, in fact, for Aldi's and Trader Joe's, at the time
12 of your deposition, you stated that you would only visit
13 them every three to six months; correct?

14 A. They're not as nearby my office. Correct.

15 MR. BRYSON: Okay. No further questions at this
16 time, Your Honor.

17 THE COURT: All right. We're going to take our
18 morning break. We'll be in recess for 15 minutes.

19 (Recess taken.)

20 THE COURT: Please be seated. You may call your
21 next witness.

22 MS. ARENS: Thank you, Your Honor.

23 Elizabeth Arens for the Federal Trade Commission.

24 Federal Trade Commission and other plaintiffs now call
25 Keith Knopf.

Knopf - D

1 THE COURT: All right.

2

3

KEITH KNOPF,

4 called as a witness in behalf of the Plaintiffs, being first
5 duly sworn, is examined and testified as follows:

6

7 THE WITNESS: I do.

8

DEPUTY COURTROOM CLERK: Please state and spell
9 your first and last name.

10 THE WITNESS: Keith Knopf. K-e-i-t-h. K-n-o-p-f.

11 MS. ARENS: May we approach with binders?

12 THE COURT: Yes.

13 MS. ARENS: Thank you.

14

15

DIRECT EXAMINATION

16 BY MS. ARENS:

17 Q. Good morning, Mr. Knopf.

18 A. Good morning.

19 Q. Mr. Knopf, where are you employed today?

20 A. The Raley's companies.

21 Q. What is your current title?

22 A. President and CEO.

23 Q. What is the Raley's companies?

24 A. It is a grocery retailer that competes in the
25 traditional conventional grocery space.

Knopf - D

1 Q. What are your job responsibilities as president and
2 CEO?

3 A. I'm responsible for the totality of the business,
4 strategy, brand, operations.

5 Q. How long have you held your current position?

6 A. About seven years.

7 Q. Have you held other positions at Raley's?

8 A. Yes.

9 Q. And what are those?

10 A. I began as chief operating officer and then became
11 president.

12 Q. And around what time did you begin as chief operating
13 officer?

14 A. The spring of 2015.

15 Q. And what were your responsibilities in that position?

16 A. Merchandising, sales, marketing, and store operations.

17 Q. So in total, how long have you been in senior positions
18 at Raley's?

19 A. The totality of my service. Nine and a half years.

20 Q. I would like to ask some basic information about
21 Raley's footprint.

22 About how many states does Raley's have
23 brick-and-mortar stores in?

24 A. Four states, including the Tribal Nations of the
25 Navajo.

Knopf - D

1 Q. And what states are those?

2 A. California, Nevada, Arizona, New Mexico.

3 Q. What part of California do you operate in?

4 A. Northern California.

5 Q. I'm going to focus my questions today on areas where
6 your banners overlap with both Kroger and Albertsons
7 banners.

8 So let's start with Nevada. Which banners does Raley's
9 operate in Nevada?

10 A. The Raley's banner?

11 Q. About how many stores does Raley's operate in Nevada?

12 A. About 16.

13 Q. Does the Raley's banner overlap with any Albertsons
14 banners in Nevada?

15 A. Yes.

16 Q. And which banner is that?

17 A. That would be Safeway.

18 Q. Does the Raley's banner overlap with any Kroger banners
19 in Nevada?

20 A. Yes. That would be Smith's.

21 Q. Let's turn to Arizona. Which banners does Raley's
22 operate in Arizona?

23 A. That would be the Bashas' banner; Bashas' Diné, which
24 is the Tribal Nation banner; Food City; AJ's; and Eddie's
25 Market.

Knopf - D

1 Q. When did Raley's begin to operate these banners?

2 A. December of 2021.

3 Q. And how did that come about?

4 A. It was an acquisition that I led over the course of 18
5 months that consummated in December of 2021.

6 Q. So Raley's acquired the banners that you just
7 referenced?

8 A. Acquired all the banners and all the assets.

9 Q. Is Bashas' one of the largest banners that you operate
10 in Arizona?

11 A. 43 stores. By volume, it is the largest, yes.

12 Q. And are all of those 43 stores in Arizona?

13 A. They are.

14 Q. Does the Bashas' banner overlap with any Albertsons
15 banners in Arizona?

16 A. Yes.

17 Q. Which Albertsons banners does Bashas' overlap with an
18 Arizona?

19 A. Safeway and Albertsons.

20 Q. Do Bashas' stores overlap with any Kroger banners in
21 Arizona?

22 A. Yes, they do.

23 Q. And which Kroger banners are those?

24 A. Fry's.

25 Q. Now I would like to ask you some questions about the

Knopf - D

1 store format and assortment for your banners in these areas.

2 Can you please describe the Raley's banners store
3 format and assortment?

4 A. The Raley's format and assortment is that of a
5 traditional grocer, with a broad offering of approximately
6 40,000 SKUs, in an average store that is about 50,000 square
7 feet. That includes full-service counters in meat and
8 seafood, prepared food, bakery; a cafe, including a barista.
9 We offer a full variety of organic and natural sustainably
10 produced produce; a wide selection of liquor, including
11 wines from around the world, craft beers; a meaningful
12 offering within the center store of national and private
13 labeled packaged goods.

14 Q. And how would you describe the Bashas' banner store
15 format and assortment?

16 A. The Bashas' banner is very similar to that of the
17 Raley's banners, as I've just described.

18 Q. In your experience, can a Raley's customer satisfy most
19 of her grocery shopping needs at a Raley's banner store?

20 A. Our analytics indicate that, yes, we can determine that
21 a high percentage of a household need is met by a shop at
22 Raley's over Bashas'.

23 Q. In your analysis, what percent of Raley's customer's
24 grocery shopping needs are typically satisfied by shopping
25 at Raley's store?

Knopf - D

1 A. Our statistical analysis indicates about 83 percent of
2 the need can be met with a full shop at a Raley's store.

3 Q. Have you done a similar analysis for the Bashas' banner
4 store?

5 A. Yes, we have.

6 Q. And what did that analysis show?

7 A. That is approximately the same. In the low 80 percent.

8 Q. Mr. Knopf, are you familiar with the term "traditional
9 supermarket"?

10 A. I am.

11 Q. And what do you understand that term to mean?

12 A. Very similar to the description I provided of Raley's
13 and Bashas': A store that offers a wide variety of
14 categories and SKUs, that offers full-service counters, a
15 reasonably high degree of service and assistance; the
16 ability to produce custom offerings in meat, prepared foods,
17 bakery, with a meaningful offering of center store packaged
18 goods that consist of national brands or private label
19 products.

20 Q. And in your view, is the Raley's banner a traditional
21 supermarket?

22 A. Yes.

23 Q. And is the Bashas' banner also a traditional
24 supermarket?

25 A. It is.

Knopf - D

1 Q. And you testified that Raley's overlaps with
2 Albertsons' Safeway banner in Nevada.

3 Do you consider Safeway a traditional supermarket in
4 Nevada?

5 A. I do.

6 Q. And why is that?

7 A. It very much is similar to the description I provided
8 of a traditional grocery store, offering many of the same
9 elements, products, private label element, full service
10 counters, relatively high degree of service and assistance
11 to the customer.

12 Q. And in Arizona do you consider the Safeway banner a
13 traditional supermarket as well?

14 A. I do.

15 Q. And how about the Albertsons banner in Arizona? Do you
16 consider that a traditional supermarket as well?

17 A. Yes, I do.

18 Q. And you testified that Raley's overlaps with Kroger
19 banners in Nevada. That's the Smith's banner?

20 A. Correct.

21 Q. Do you consider the Smith's banner in Nevada a
22 traditional supermarket?

23 A. Yes, I do.

24 Q. Why is that?

25 A. It's very similar to the description I provided for

Knopf - D

1 Raley's and Bashas'. The nature of its assortment, the
2 service elements that are provided within the store, the
3 proportionality of center store versus fresh product, the
4 nature of private label and national brands, are all very
5 similar to that of Raley's.

6 Q. And you also testified that Raley's overlaps with
7 Kroger in Arizona. And that's the Fry's banner?

8 A. That's correct.

9 Q. Do you consider the Fry's banner a traditional
10 supermarket?

11 A. I do. Some of the stores have a slightly larger
12 offering of general merchandise that tends not to be
13 grocery-related; but, for the most part, yes, they are very
14 similar.

15 Q. Mr. Knopf, which banners are the Raley's banner's
16 closest competitors in Nevada?

17 A. Nevada? Safeway and Smith's.

18 There is an element of Save Mart, which is another
19 independent company, but it is not our primary competitor.

20 Q. And why do you consider those companies your primary
21 competitors in Nevada?

22 A. Well, for the reasons I've described, in terms of
23 traditional grocer, almost all the elements are similar in
24 nature, the product offerings are similar in nature, the
25 role of private label is similar nature, the full service

Knopf - D

1 counters tend to be very similar in offering and in service.
2 The locations are often very similarly situated.

3 Q. And why are those similarities relevant to whether
4 those banners are Raley's closest competitors?

5 A. I believe, from a consumer perspective, they see these
6 as similar so that they can complete their mission, whether
7 it be at Raley's or one of these other competitors.

8 Q. And which banners are the Bashas' banner's closest
9 competitors?

10 A. Fry's, Safeway, and Albertsons.

11 Q. And why is that?

12 A. For the same reasons. Very similar. Almost all the
13 same elements, the same urban positionings, typically. The
14 same level of full service, variety of product, and the role
15 of private label within those businesses are very similar to
16 that of Bashas'.

17 Q. I would now like to ask about some other retailers
18 present in your areas.

19 Are there Costco stores present in the vicinity of
20 Raley's or Bashas' banners?

21 A. Yes, to both.

22 Q. Do you have some familiarity with the format and
23 customer experience of a Costco store?

24 A. I do. My wife's a member.

25 Q. And how does the format and customer experience of a

Knopf - D

1 Costco store compare with a Raley's banner or Bashas' banner
2 store?

3 A. The experience starts differently because it's a
4 membership program with an annual requirement to
5 participate, but the format is very different. Those are
6 much larger buildings. They offer a very wide array of
7 products that are not found in a traditional grocer,
8 electronics, home decor, things of that nature; and more
9 germane to the grocery landscape, they offer relatively few
10 grocery-type SKUs. About 4- to 5,000.

11 And the nature of their offerings are different.
12 They're larger pack sizes. They're more bulk products. The
13 shopping mission there for a customer is different than it
14 would be and the basket is different than it would be for a
15 customer shopping a traditional grocer.

16 Q. And are Aldi's stores --

17 A. I would add one more thing. Pardon me.

18 They have self-service counters, not full-service
19 counters.

20 Q. And do you have any information about the profile of
21 Costco customers?

22 A. I believe I do, yes.

23 Q. And do you know how -- whether the profile of Costco
24 customers differs from that of Raley's stores, in terms of
25 relative affluence?

Knopf - D

1 A. Relative affluence? I would not surmise that a Costco
2 customer is more affluent than a Raley's customer.

3 The shopping missions are different. That may affect
4 the household size of the individual shopping at a Costco,
5 to some degree, for certain items and categories; but I
6 would say that the customer is not too dissimilar in
7 affluency.

8 Q. And you mentioned the shopping mission being different.
9 Can you explain what you mean by that?

10 A. Sure. Costco sells things in much larger quantities,
11 and they sell a narrower number of SKUs.

12 Where we might have 12 to 15 alternatives for a
13 particular kind of item, they may have two or three. And
14 perhaps one of those would be their private label, Kirkland.

15 So the assortments are much narrower and the pack sizes
16 are much larger.

17 For example, we do not sell two-pack of Jif peanut
18 butter, but if you go into a Costco, you're likely to wind
19 up having to purchase a multi-pack. It is a different
20 mission. It depends on how much butter you need, how many
21 paper towels you need, you know, how much of a particular
22 item you need, versus a wide variety of quality that you
23 might get at a traditional grocer.

24 So the mission is different, and the frequency of shop
25 is not always the same.

Knopf - D

1 Q. Are there Aldi stores present in the vicinity of
2 Raley's or Bashas' banners?

3 A. Yes to Raley's, but limited. I believe that there's
4 one Aldi in the southern part of our trade area.

5 In Bashas', there are a couple of dozen in the
6 marketplace that are similar.

7 Q. Do you have some exposure to the format and customer
8 experience of an Aldi store?

9 A. I do. My mom shopped there.

10 Q. And how does the format and customer experience of an
11 Aldi store compare with a Raley's banner or a Bashas' banner
12 store?

13 A. Very different. The stores are smaller, the Aldi
14 stores are smaller. They do not have any full service,
15 limited self-service, in the terms of meat or seafood. It's
16 all prepackaged elsewhere. No alternative to customize it
17 in the store.

18 The SKU assortment is much narrower. Typically, around
19 1,400 to 2,000 items compared to a Raley's store that might
20 have 40,000 SKUs. So the mission is very different in
21 addition to the fact that most Aldi product -- a high
22 percentage is private label, so that -- that has a different
23 relevant appeal versus the lack of national brand
24 equivalent, which traditional groceries tend to carry a lot
25 of.

Knopf - D

1 Q. And how about Aldi's offering of fresh products? How
2 does that compare to a Raley's or Bashas' banner store?

3 A. They have some fresh product. Not nearly the quantity,
4 quality, of variety that you would find in a traditional
5 grocer. Narrower, smaller sets of, you know, quantity and
6 product offering.

7 Q. Are there Whole Foods stores in the present -- in the
8 vicinity of a Raley's or Bashas' banner store?

9 A. Yes, there are.

10 Q. And do you have some familiarity with the format and
11 product assortment of a Whole Foods store?

12 A. I do.

13 Q. How does the product assortment of a Whole Foods store
14 compare with a Raley's banner or a Bashas' banner store?

15 A. Well, similar to the nature of the size of the store.
16 The full service offerings are very similar in nature. It's
17 really in the center store where things start to become
18 materially different.

19 Whole Foods traditionally does not carry a lot of
20 national brand products. They carry more unique, either
21 gourmet or healthier/cleaner ingredients, sustainably
22 sourced products, which are more consistent to their brand.

23 So there is some overlap with Raley's and Bashas', but
24 not nearly to the degree of other traditional grocers.

25 Q. And how do the prices for individual items compare at a

Knopf - D

1 Whole Foods store versus a Raley's or a Bashas' store?

2 A. It's definitely a different value proposition. My
3 estimation and our analysis indicates that they're typically
4 as much as 20 percent to 30 percent higher, on average, per
5 SKU.

6 Q. And are there Trader Joe's stores present in the
7 vicinity of a Raley's or Bashas' banner store?

8 A. There are.

9 Q. And do you have some familiarity with the format and
10 product assortment of a Trader Joe's store?

11 A. I do.

12 Q. And how does the format and product assortment of a
13 Trader Joe's store compare with that of a Raley's banner or
14 a Bashas' banner store?

15 A. Smaller stores, on average. Almost everything is an
16 exclusive private brand, meaning that it is something that
17 only Trader Joe's produces. They have a large-production
18 kitchen where they source their own food and package their
19 own products. Much fewer SKUs. You know, by my estimation,
20 maybe 12- to 14,000 items. So 30 percent of what a
21 traditional grocer might offer. They don't have any
22 full-service counters.

23 Those would be some of the differences that I see.

24 Q. Are there dollar stores present in the vicinity of a
25 Raley's or Bashas' banner store?

Knopf - D

1 A. Yes, there are.

2 Q. Do you have some familiarity with the format and
3 customer experience of a dollar store?

4 A. I do.

5 Q. And does that include the Dollar General banner?

6 A. Yes, it does.

7 Q. How does the format and customer experience of a dollar
8 store compare with a Raley's banner or a Bashas' banner
9 store?

10 A. Dollar General is different than Raley's or Bashas', in
11 large part because the stores are smaller, 7- to 9,000
12 square feet compared to our average of around 50-.

13 Only about 40 percent, certainly less than half of what
14 you'll find in Dollar General, is food, and there are no
15 full services. There's very little fresh offerings. Some
16 in the produce area, but very little. And it's a much
17 narrower assortment. You won't find the quality there. You
18 won't find a variety there.

19 Their service model really is, you know, kind of
20 self-help. Very little staffing. No expertise or knowledge
21 to assist you in making a purchase or, you know, in making a
22 decision.

23 Q. How about the consistency of the product offerings at a
24 dollar store like Dollar General?

25 A. Well, it's less consistent. The way they -- their

Knopf - D

1 supply chain works, my understanding, is it's a lot of spot
2 buys. In the industry, a spot buy is somebody has got, an
3 overrun or too much of something that they've produced, and
4 they're opportunistic buyers that way, whereas a traditional
5 grocery store has a very predictable and reliable structured
6 supply chain.

7 So we can't always count on finding the same thing at a
8 store like Dollar General, whereas you can almost always
9 count on finding a consistent -- consistent offering items
10 that a traditional grocer.

11 Q. I'm now going to ask some questions about your
12 price-checking practices for Raley's and Bashas'.

13 Which banners does Raley's price-check most extensively
14 in Nevada?

15 A. Raley's price-checks most extensively against Safeway
16 and Smith's, and on some occasions, Save Mart.

17 Q. And, again, Safeway is an Albertsons banner?

18 A. Yes, it is.

19 Q. And is Smith's a Kroger banner?

20 A. Yes, it is.

21 Q. What methods does the Raley's banner use to price-check
22 Safeway?

23 A. Price-check Safeway? Raley's would use a wide variety
24 of methods and practices. Different scopes, different
25 frequencies for certain.

Knopf - D

1 Examples would be we received the digital offers.
2 Members of our team are customers of a Safeway store, which
3 allows us to enroll in their loyalty program as customers
4 and to receive the offers that typical customers of Safeway
5 would receive. Those can be pushed out daily in digital
6 formats. So that practice is almost daily. What's
7 happening? What is Safeway promoting? What kind of items
8 at what price? And we capture that, and we consider that in
9 our own modalities.

10 There's the print circular, which almost all
11 traditional grocers drop on Wednesday, when price changes
12 are going into the following week. We study the historic
13 patterns of their print circulars. This is literally pieces
14 of paper, newspaper. And we look at the most current, which
15 is the week that we're competing in, and you look at that
16 historically to discern what trends are taking place, what
17 items are on the front page, what items are above the fold;
18 which, if you fold the newspaper, it's that part that you
19 can see and get the first impression from. A lot of those
20 items tend to be fresh for all traditional grocers. They're
21 kind of the thing that drives visits.

22 And that happens every week, and it is a very
23 disciplined process.

24 Then you have what I would call more technology-enabled
25 where our team or companies that we employ go into stores

Knopf - D

1 and check prices at shelf and also technology to crawl
2 through our websites that bring back information around item
3 and price and promotion. Those things are done weekly, and
4 the data is assessed Monday mornings.

5 Q. And about how many SKUs are you price-checking in total
6 at Safeway?

7 A. Well, the methods are different. Right? The digital
8 offers are what they are. The print circular typically has
9 a couple hundred items. So those things are handled more in
10 that level of detail.

11 The digital and in-store checks, Raley's checks about
12 9- to 10,000 SKUs at Safeway in Nevada. That's of a full
13 book in the industry.

14 Q. And what methods does the Raley's banner use to
15 price-check Smith's in Nevada?

16 A. They are virtually the same methods and practices, yes.

17 Q. Turning to Arizona --

18 A. I would add that we check about 8,000 SKUs at Smith's.
19 So that's a little different than the 9- to 10,000 at
20 Safeway, but generally 8- to 10,000 between the two.

21 Q. Turning to Arizona, which banners does Bashas'
22 price-check most frequently there?

23 A. In Arizona, Bashas' would price-check against Fry's,
24 Safeway, and Albertsons.

25 Q. And what methods does Bashas' use to price-check

Knopf - D

1 Safeway in Arizona?

2 A. A very similar as I've described the process. The
3 frequency, the scope are all very similar. The technology
4 we use, the technology partner in Arizona, called, Engage3,
5 is different than the technology used by the Raley's banner
6 in California/Nevada, which is called RetailData. But the
7 practices and the capabilities are exactly the same.

8 Q. And how about at Albertsons in Arizona?

9 A. Very much the same way.

10 Q. And how about Fry's in Arizona?

11 A. I would say Fry's is very much the same way, with one
12 exception. The frequency that Fry's changes core items,
13 what we call key value items, is greater in the state, and
14 it's also different across the state.

15 So it changes more frequently on about 50 to 100 items
16 that the customers really engage with, and it changes
17 differently across the state, depending on the demographic
18 area and the trade area.

19 So in that case, the only difference there is that our
20 team members spend at least a few times a week walking a
21 Fry's store, or a couple of them -- because it's not the
22 same price in each store -- to understand those 50 to 100
23 items, and those items are really important to the customer.
24 So getting the prices right against those are really
25 important to us at Bashas'.

Knopf - D

1 Q. I'm going to ask about some of the other banners that
2 overlap with yours.

3 Does the Raley's banner price-check Aldi?

4 A. Raley's does not price-check Aldi.

5 Q. Does the Bashas' banner price-check Aldi?

6 A. They do not. There was a time, to my understanding,
7 several years ago, when Aldi first entered the market, that
8 Bashas' paid a bit of attention, only to then discern that
9 they were not, you know, sharing the same customer, meaning
10 Bashas' and Aldi. That practice stopped at Bashas' years
11 ago and it's certainly not been the practice since I became
12 part of their organization when we bought them in December
13 of '21. So the answer is no.

14 Q. And how about Costco? Does Raley's price-check Costco?

15 A. To a limited degree and frequency, yes, they do -- we
16 do.

17 Q. And how about Bashas', does Bashas' price-check Costco?

18 A. Bashas' does not.

19 Q. Why not?

20 A. The customer mission, the basket, as we talked about,
21 in terms of format and assortment, are very different. And
22 we believe that that customer mission and that basket is so
23 different than that of a traditional grocer, for the Bashas'
24 organization, that it's not material in any way. So Bashas'
25 does not check against Costco.

Knopf - D

1 Q. And what about Whole Foods? Does the Raley's banner
2 price-check Whole Foods?

3 A. Raley's price-checks Whole Foods, yes. To a limited
4 degree.

5 Q. So how does the scope of the price-check at Whole Foods
6 for Raley's compare to that of a Safeway banner, for
7 example?

8 A. Well, the price-checks against Safeway 9- to 10,000
9 SKUs done weekly, whereas a price-check against Whole Foods,
10 Raley's would look at maybe 500 SKUs maybe once or twice a
11 month.

12 Q. Does the Bashas' banner price-check Whole Foods?

13 A. It does not.

14 Q. And why not?

15 A. It's not as redundant to some of the offerings.
16 Raley's offers a slightly higher index of healthier/cleaner
17 ingredients, products that are more easily benchmarked
18 against Whole Foods. Bashas' is on that mission and that
19 purpose of transformation under our leadership, but not
20 quite there yet.

21 Q. Does Raley's or Bashas' price-check Trader Joe's?

22 A. No.

23 Q. Does Raley's or Bashas' price-check dollar stores?

24 A. No.

25 Q. Does Raley's or Bashas' price-check convenience stores?

Knopf - D

1 A. No.

2 Q. Does Raley's or Bashas' price-check drug stores?

3 A. No.

4 Q. Does Raley's or Bashas' price-check Amazon.com?

5 A. No.

6 Q. Why not?

7 A. That's a different mission.

8 The traditional grocery stores, like ourselves, Raley's
9 and Bashas', and those we consider direct competitors, truly
10 differentiate around the quality and variety, in particular,
11 on fresh. And Amazon does a decent job of shipping
12 something packaged, but when it comes to fresh, their
13 capabilities are not nearly of that of a traditional grocer.

14 So it's a different mission, it's a different basket,
15 and thereby we do not see it as a direct competitor.

16 And we have our own ecommerce capabilities. So if a
17 customer is driven by the convenience of buying online and
18 having it delivered, our organization already possesses that
19 capability.

20 So that need, if that's the driver, can be met through
21 our capabilities.

22 Q. Mr. Knopf, I would like you to turn in your binder,
23 please, to the tab that has the label PX8062.

24 MS. ARENS: Your Honor, this is a document for
25 which the Court granted Raley's motion to seal, so I'd like

Knopf - D

1 to keep this document off of the public screen.

2 THE WITNESS: Thank you, Elizabeth.

3 MS. ARENS: And keep it on the screen just for the
4 Court, the witness, and counsel; and I will be sure to avoid
5 asking questions about specific numbers on the document.

6 BY MS. ARENS: (Continuing):

7 Q. Mr. Knopf, have you seen this document before --
8 before?

9 A. Yes, I have. I have.

10 Q. What is this document?

11 A. It is a framework for the pricing strategy modalities
12 used by the Bashas' organization in Arizona to determine
13 base price and promoted price against our traditional grocer
14 competitors.

15 Q. And is this document an accurate summary of Bashas'
16 pricing strategy from 2023?

17 A. In practice and principle, yes, it is an accurate
18 description.

19 MS. ARENS: Your Honor, I move that PX8062 be
20 admitted into evidence.

21 MS. PFAFFENROTH: No objection.

22 THE COURT: It will be received.

23 BY MS. ARENS: (Continuing):

24 Q. So I'd like to look, first, at the header Base Stores.
25 What does "base stores" refer to?

Knopf - D

1 A. There's a cluster of stores that we use to establish
2 the base pricing position for every item, relative to the
3 competitive marketplace, as defined against a set number of
4 traditional competitors. From that base price, we can
5 determine how to promote.

6 Q. And --

7 A. I would add also, Elizabeth, it provides the base so
8 that we can index, depending on how we want to measure an
9 item to be priced slightly higher or slightly lower or
10 promoted higher or differently than the competition
11 identified.

12 Q. Under the header for Base Stores, there's a row for KVI
13 or key value items. What are key value items?

14 A. There are several thousand items that almost every
15 household consistently buys almost every week. The typical
16 examples in the industry would be milk, eggs, bread, butter,
17 cheese. Items of that nature that are really important to
18 the customer and their household, and they buy them at a
19 pretty consistent frequency. Those are called key value
20 items, and they tend to be a couple thousand items.

21 They're also items that the customer has a sense of
22 what they should cost in the marketplace.

23 Mayonnaise. Best Food Mayonnaise would be an excellent
24 example of that. Almost everybody would carry that product,
25 and the consumer would have a good sense of what the value

Knopf - D

1 of that item should be. That's a KVI.

2 Q. And what retailers does Bashas' set prices in reference
3 to for key value items?

4 A. Specifically, Fry's, Safeway, and Albertsons.

5 Q. So when the document states for these key value items,
6 "The market is Fry's, Safeway/Albertsons," what does that
7 mean?

8 A. Those are the traditional grocers that we consider
9 direct competitors, and those are the retailers that we seek
10 to understand their pricing and promotion so that we can
11 calibrate, within our own pricing practices, against their
12 offering to do our best to compete and attract customers to
13 our stores. "Our stores" being Bashas', in this case.

14 Q. Now I'd like to look at KCI or key consumer items.
15 What our key consumer items?

16 A. Think of this is the second tier. So if the KVI items
17 are the items that you buy very consistently and you have a
18 really strong sense of, it's that next tier of items that
19 most all households need at some regularity and frequency.
20 They have some idea of what those things could cost in the
21 marketplace; so that's what a KCI would be.

22 Q. Which retailers does Bashas' set price in reference to
23 for this category at base stores?

24 A. Fry's, Safeway, and Albertsons.

25 Q. So when the document states, "No higher than #2 in the

Knopf - D

1 market," what does the market refer to?

2 A. The market would be Fry's, Safeway, and Albertsons.

3 And that statement means that we strive to be -- in this
4 particular case, if you take Fry's, Safeway, and Albertsons,
5 and Bashas', if you consider those four -- and from the
6 customer perspective, perhaps they are -- then we never want
7 to be, you know, worse than, you know, the second-best-price
8 in the market.

9 Q. I would like to look down at the header Value Stores.

10 And what does that refer to?

11 A. This is another tier of stores within Bashas' that we
12 think about the pricing position of these same categories of
13 items slightly differently based on the demographics of the
14 marketplace around the store, the affluency of the customer,
15 and the propensity of the customer to buy certain things.

16 The principles and practices are the same, just the
17 indexing is slightly different against our competitive set.

18 Q. Which retailers does Bashas' set prices in reference to
19 for value stores?

20 A. Fry's, Safeway, and Albertsons.

21 Q. I'd like to look down to the next header, which is
22 Alpha Stores.

23 A. I'd like to point out, Elizabeth, there is no material
24 difference in the assortment between an alpha store, a base
25 store, or -- or these stores.

Knopf - D

1 THE COURT: So, Mr. Knopf, I want you to refer to
2 her last name.

3 THE WITNESS: I can do that.

4 THE COURT: Because this is a normal proceeding.

5 THE WITNESS: Yes.

6 BY MS. ARENS: (Continuing):

7 Q. So looking at the header Alpha Stores, what does that
8 refer to?

9 A. Alpha stores? These are stores that tend to be
10 stronger in their positioning within the demographic in
11 which they operate.

12 Q. And for key value items, which retailers does Bashas'
13 price in reference to for that category at alpha stores?

14 A. Fry's, Safeway, and Albertsons.

15 Q. And for KCI, or key consumer items, which retailers
16 does Bashas' price in reference to for those at alpha
17 stores?

18 A. Fry's, Safeway, and Albertsons.

19 Q. So under KCI, when the document refers to "the market,"
20 who is that referring to?

21 A. Fry's, Safeway, and Albertsons.

22 Q. And is PX8062, this document, still an accurate
23 reflection of Bashas' pricing strategy today?

24 A. Very much so.

25 Q. Has Bashas' made changes to its pricing percentages

Knopf - D

1 versus Fry's, Safeway, and Albertsons?

2 A. The indexes can be adjusted. For example, in February
3 of this year, Bashas' lowered prices on 25,000 SKUs. So
4 that would change the way we would apply the indices of
5 these groups of items and these groups of stores, but all
6 still benchmarked against the market, by our definition,
7 Fry's, Safeway, and Albertsons.

8 Q. And you also mentioned that Bashas' runs promotions on
9 products.

10 A. Bashas' is a traditional high-level operator. Yes, we
11 run promotions.

12 Q. And when you are setting your prices for promotions,
13 are you thinking about competitor promotions as well?

14 A. Absolutely. The base price is -- certainly has to be
15 within the indices that I mentioned, and then the promoted
16 price has to be competitive to drive the traffic and sell
17 the units that it's intended to accomplish.

18 Q. And which retailers is Bashas' focused on with respect
19 to promotions?

20 A. The same principles apply. So Fry's, Safeway, and
21 Albertsons are those that are benchmarked.

22 Q. Mr. Knopf, were you the CEO of the Raley's companies
23 when Raley's acquired Bashas'?

24 A. Yes, I was.

25 Q. And again when did that acquisition occur?

Knopf - D

1 A. Consummated December of 2021.

2 Q. I wanted to ask you some questions about Raley's
3 approach to that acquisition.

4 When Raley's acquired Bashas', did Raley's purchase an
5 intact operating company?

6 A. Yes. A fully intact operating company. We purchased
7 all the assets.

8 Q. Does that mean that when you purchased all of Bashas'
9 assets, you purchased all of the Bashas' stores?

10 A. We purchased the stores. We purchased the rights to
11 their private label. We purchased their customer data. We
12 purchased their distribution capability that was already
13 established in place to all of the stores. Those are some
14 of the examples. The licenses to operate the business,
15 including liquor and pharmacy licenses, and other things
16 like that. We also purchased all the inventory.

17 Q. And why, when you purchased Bashas', did you purchase
18 an intact operating company?

19 A. At my experience, which over 36 years in retail and 10
20 years almost at the Raley's companies, was informed by a lot
21 of research that I had done as we defined our long-range
22 plan at Raley's and knew that acquisition of other strategic
23 independent companies would be an important part of our
24 growth plan.

25 So I had available to me the asset purchase agreements

Knopf - D

1 and firsthand knowledge of -- not firsthand knowledge, but
2 firsthand access to the people who had firsthand knowledge
3 of some of the prior acquisitions in the history of the
4 company.

5 So I was able to study.

6 MS. PFAFFENROTH: Your Honor, I object to the
7 extent that Mr. Knopf is purporting to testify about
8 acquisitions that predated his time at Raley's.

9 THE COURT: Overruled.

10 He can talk about his experience. He was describing
11 what he was doing.

12 Sit down.

13 You can continue.

14 THE WITNESS: Thank you, Your Honor.

15 As the person chiefly responsible for the strategy and
16 the big bets that the organization makes -- and these are
17 big bets -- I studied what worked in the history of Raley's
18 and what did not work.

19 So examples of things that worked informed my thinking
20 about how we would approach Bashas', if at all, and examples
21 of what didn't work were very much interesting to me, and I
22 endeavored to understand those so that I had a sense of how
23 to approach Bashas'.

24 And things that worked well were the acquisition of
25 Bel Air in 1992, the acquisition of Nob Hill in 1996. Those

Knopf - D

1 were examples of things that really worked well. They were
2 within the market. They -- we kept the management teams
3 intact.

4 The Nob Hill management team, by all reports, actually
5 came and worked in the Raley's office to assist with the
6 transition. Those stores obviously kept their original
7 banners on the building. We never re-bannered them
8 "Raley's," even though they were right down the street.
9 That would've been easy, but wrong, and fraught with
10 exposure.

11 So those were the things that I knew worked well and
12 Raley's had a history of success with.

13 And then in 1999 I looked at the Abacus-American Stores
14 asset purchase agreement. Abacus, I think, is a proxy for
15 Albertsons. And, you know, what went well and what didn't
16 work well and ultimately failed, which was the acquisition
17 of 27 stores, 19 in Las Vegas and 8 in New Mexico, that were
18 spun out of the American Stores/Lucky/Albertsons merger.

19 So I spent a lot of time trying to learn and discern
20 from looking at the asset purchase agreement, talking to my
21 former -- or not my former, but the former CEO, who is the
22 owner and chairman of the board, Mike Teel, who is the
23 signator of that deal. So Mike knew firsthand, painfully
24 firsthand, why they did it and why it failed.

25 So other people -- our chief human resource officer was

Knopf - D

1 there at the time -- and still is our chief human resource
2 officer -- Mike Gabbert.

3 Kevin Konkell recently retired. He was our chief
4 operating officer. He actually went into some of those
5 markets to run those markets and could share with me what he
6 knew to be but were kind of the ill-fated decisions of that.

7 And then, you know, those were purchased in May of
8 1999. And by the end of 2002 -- 2002 -- excuse me -- the 18
9 of the 19 stores were sold to Kroger, and then in 2007 the
10 stores in New Mexico -- the Raley's stores in New Mexico
11 were sold to Albertsons, and the company exited the market.

12 So when I looked at what worked with Bel Air and I
13 looked at what worked with Nob Hill, and then I reconciled
14 that and calibrated it against all the knowledge I had been
15 able to gain from talking to people in the asset purchases,
16 it became clear to me that there was one good sustainable,
17 viable approach, and that shaped how we approached Bashas'.
18 BY MS. ARENS: (Continuing):

19 Q. And, Mr. Knopf, just to be clear about what you were
20 referring to a moment ago, when you're referring to a 1999
21 purchase of stores by Raley's, is that purchase of stores
22 that were divested in the context of the merger of
23 Albertsons and American Stores?

24 A. That's correct.

25 Q. So turning back to your thinking when you were

Knopf - D

1 approaching the Bashas' acquisition. When Raley's was
2 acquiring the Bashas' stores, did Raley's change the banner
3 names for the stores that you acquired?

4 A. No.

5 Q. So did the names displayed on the front of the store
6 stay the same?

7 A. Yes, they did.

8 Q. And why did Raley's take that approach?

9 A. The benefit of buying an intact operating company, as
10 I've shared previously here, is -- you know, and is the
11 asset -- the brand recognition is already very much of the
12 ethos of the company and of the stores. The stores are
13 community and neighborhood centric in nature, and the
14 customer has come to have a relationship with those stores,
15 the people in those stores, and the nature of that brand.
16 And changing the name on a building is very, very
17 complicated, and it's very risky, because the incumbent
18 customers will not recognize it.

19 It is further an exposure as if the remaining company,
20 the company that sold those stores, remains competitive in
21 the market.

22 So we bought the entirety of the Bashas' portfolio,
23 including the Food City and the AJ's and the Eddie's store
24 portion of it, because we wanted to control the entire
25 organization. We wanted to retain the executives and the

Knopf - D

1 team that had knowledge of the business, had knowledge of
2 the customer, had knowledge of the competitive landscape,
3 had firsthand knowledge of how price and promotion in the
4 competitive set was being managed and all of the
5 infrastructure that supported operating those stores.

6 So the name of the building matters.

7 And, moreover, when the building was taken over or
8 built, whenever that was, the company, in this case,
9 Bashas', deliberately picked, built, or bought that store
10 for reasons that related to its brand positioning and its
11 value proposition to its customers, and you can't just put
12 any name on the building and then try and make that
13 relevant.

14 The other thing about the Bashas' portfolios is it had
15 sufficient density. There's 113 stores, 43 specifically are
16 Bashas', but the entire organization has density in the
17 market. And that makes distribution of marketing and
18 advertising more economical.

19 So these were all the things that we were considering
20 and that I considered specifically when making the decision
21 to proceed with an acquisition.

22 Q. Was your decision not to change the names of the stores
23 that you purchased at Bashas' informed by Raleys' history of
24 acquisitions?

25 A. Certainly, what worked well. You know, the Bel Air and

Knopf - D

1 the Nob Hill were not banner changes and honored the
2 principles that I've come to believe are the right ones.

3 And, yeah, when I thought about the Bashas' banners,
4 there's equity in those. There's equity with the customer.
5 There's equity with the community. There's equity with the
6 industry, and changing them is a decision made with great
7 peril.

8 Q. And what about when Raley's acquired the store spun off
9 from the Albertsons-American Stores merger, did Raley's
10 change the banner names then, to your knowledge?

11 A. Now, the seller still had stores in the market. That's
12 different than the Bashas' acquisition. There were no
13 Bashas' that we didn't own or control in Arizona.

14 But in Las Vegas, to your question, Raley's did change
15 the name of those stores to "Raley's" in both Las Vegas and
16 New Mexico.

17 Q. When purchasing the Bashas' assets, did Raley's
18 maintain the Bashas' leadership team in place?

19 A. We were very deliberate about retaining the leadership
20 team.

21 In fact, part of the contract negotiations were to
22 secure the senior-most key leaders, and we went so far as to
23 offer retention bonuses and employment agreements or
24 extended employment agreements, if they were already in
25 place, so that we had continuity of the expertise in the

Knopf - D

1 knowledge of the business and the marketplace.

2 Q. And what about the next level of management? Did you
3 retain that as well?

4 A. We strove to keep the entire 250-person administrative
5 support team. We call it "a support center." Some stores
6 call it "the corporate office."

7 Q. And was that approach, again, informed by Raley's past
8 history of acquisitions?

9 A. It was.

10 You know, this is an acquisition that was a bit farther
11 away, so there were some considerations that different, but
12 we believe that the equity that you're paying for, the
13 nature of the brand and the name on the building and the
14 team's expertise, is really a big part of how viable that
15 kind of decision is.

16 Q. And you mentioned store density a moment ago. Is store
17 density relevant to your consideration when purchasing
18 another grocery company?

19 A. It is.

20 To make yourself relevant, you have to spend a lot of
21 time, money, and energy; and if you don't have a lot of
22 stores to do that with, it's -- it's hard to capture the
23 customers' attention, especially when you're still competing
24 with an incumbent that has stores in the marketplace that,
25 you know, knows the market better than you do and knows the

Knopf - D

1 customers better than you do.

2 So you've got to keep the management team. You've got
3 to keep the banner.

4 Q. And relating to your most recent point, when Raley's
5 purchased the Bashas' company, did Bashas' remain in the
6 same markets continuing to compete against you?

7 A. Yes. Bashas' -- ask me the question again, Ms. Arens.

8 Q. When you purchased the Bashas' company, did Bashas'
9 remain in the same markets competing against you?

10 A. Thank you.

11 No. We purchased the entirety of the intact
12 organization, and there were no Bashas' that we did not own
13 competing against the Bashas' banner. I would not have done
14 that if that were the case.

15 Q. If Bashas' had remained in the market and continued to
16 compete against you, would that have hindered Raley's
17 successful operation of the stores you purchased, in your
18 view?

19 A. I wouldn't have done the deal. I think it would have
20 been impossible to overcome or very unlikely that we would
21 be successful.

22 They would have had the better real estate. They would
23 have had the better store positioning. They would have had
24 knowledge of the market; and, moreover, they would have
25 knowledge of the customer and the competitive landscape that

Knopf - D/X

1 we would not have had if we did not buy the entirety of the
2 Bashas' organization.

3 Q. And is that belief informed by Raley's history of
4 acquisitions?

5 A. It is. That's where the Bel Air and the Nob Hills and
6 a few others we haven't discussed all have thrived and
7 continue to this day be important parts of our portfolio.

8 MS. ARENS: Thank you. I pass the witness.

9 MS. PFAFFENROTH: Thank you, Your Honor.

10 May my associate approach with binders for the Court
11 and the witness?

12 THE COURT: Yes.

13 MS. PFAFFENROTH: Thank you.

14

15

CROSS-EXAMINATION

16 BY MS. PFAFFENROTH:

17 Q. Good morning, Mr. Knopf.

18 A. Good morning.

19 Q. My name is Sonia Pfaffenroth. I don't think we've met
20 before. It's nice to meet you.

21 A. Thank you.

22 Can you try me again on the last name so I get it
23 right?

24 Q. Pfaffenroth.

25 A. Pfaffenroth.

Knopf - X

1 Well, from a Knopf to a Pfaffenroth, I get it.

2 Q. Thank you.

3 Mr. Knopf, you spent a significant amount of time with
4 Ms. Arens talking about the competition faced by both
5 Raley's and Bashas'; correct?

6 A. I would not clarify it as "significant," but some.

7 Q. Some time discussing with Ms. Arens competition that's
8 faced by Raley's and Bashas'?

9 A. I wouldn't phrase it that way. She asked me about how
10 we, Raley's, understand our competitive positioning.

11 Q. If I say "sales leakage," you understand that to mean a
12 Raley's customer or a Bashas' customer shopping at a store
13 other than Raley's or Bashas'; correct?

14 A. "Leakage" means, to me, that a customer, that -- that
15 identifies as primarily a Raley's customer or who spends
16 money at Raley's or Bashas', might also spend money
17 elsewhere.

18 Q. And --

19 A. It's not necessarily leakage from the core of the
20 business. It's that they spend money elsewhere.

21 Q. But your customers spending money elsewhere; correct?

22 A. Customers who shop at Raley's who also spend money
23 elsewhere. Sure.

24 Q. You also refer to that as "share of wallet"; correct?

25 A. Yeah. If the customer has \$100, they are not going to

Knopf - X

1 spend all of that \$100 at Raley's. So what portion of it do
2 they spend with us, and where else might they spend it?

3 Q. And you understand that Raley's leaks sales to Safeway;
4 correct?

5 A. Raley's leaks sales to Safeway, yes.

6 Q. And Raley's also leaks sales to Walmart?

7 A. A customer who shops Raley's buys different things at
8 Walmart, yes.

9 Q. Leaks sales to Walmart. That was my question.

10 A. I wouldn't conflate those two things. The shopping
11 mission in the basket are not the same. They are the same
12 basically at Safeway. They are not the same at Walmart.
13 There's a different mission and a different basket.

14 Q. Mr. Knopf, do you recall looking at a document in your
15 deposition that detailed leakage from Raley's shoppers to
16 other competitors?

17 A. I do.

18 MS. PFAFFENROTH: Okay. Could we please -- and
19 this is not going to be on the public screen. Could we
20 please pull up DX2834? And specifically -- we'll move on in
21 a second.

22 BY MS. PFAFFENROTH: (Continuing):

23 Q. So you're familiar with this document; correct?

24 A. Yes.

25 Q. And NIQ is a consumer intelligence company; right?

Knopf - X

1 A. Nielsen.

2 Q. Also referred to as NielsenIQ?

3 A. Yes.

4 Q. And this is a report that NIQ, or NielsenIQ, prepared
5 for Raley's; correct?

6 A. That's correct.

7 MS. PFAFFENROTH: Your Honor, I'd moved to admit
8 DX2834 into evidence.

9 MS. ARENS: No objection.

10 THE COURT: It will be received.

11 MS. PFAFFENROTH: Thank you.

12 BY MS. PFAFFENROTH: (Continuing):

13 Q. I'd like to turn to page -- the page ending in 3339.

14 And without referring to any of the specific numbers,
15 because I believe this is a document that Raley's has marked
16 as confidential, this is showing a circle with a pie-shaped
17 wedge pulled out of it in bright blue; correct?

18 A. Yes, it is.

19 Q. And that bright blue wedge is Raley's. The Raley's
20 shoppers?

21 A. Those are shoppers who spend money at Raley's, yes.

22 Q. That's right. And the rest is outside Raley's;
23 correct?

24 A. Yes.

25 Q. And so in the -- in the column, the pull-out that's

Knopf - X

1 labeled "leakage," it shows leakage to Walmart; correct?

2 A. Yes.

3 Q. And leakage to Costco?

4 A. Correct.

5 Q. And leakage to Safeway?

6 A. Correct.

7 Q. And all of those percentages, which I won't say out
8 loud, are approximately the same; is that correct?

9 A. Approximately, yes.

10 Q. Okay. So then, if we turn to Bashas', Bashas' also
11 competes with Kroger banners and Albertsons banners, as you
12 testified; correct?

13 A. Yes.

14 Q. Okay. And Bashas' also leaks sales to Safeway and
15 Albertsons and Fry's; correct?

16 A. I'm waiting for it to come up on the screen. I can
17 turn to the binder if that's preferred.

18 Q. Do you need the document?

19 A. I prefer the screen, but the screen is blank.

20 Q. No, I mean do you need the document to answer that
21 question?

22 A. Ask me the question.

23 Q. Does Bashas' leak sales to Safeway?

24 A. Yes.

25 Q. Does Bashas' leak sales to Albertsons?

Knopf - X

1 A. Yes, it does.

2 Q. Does Bashas' leak sales to Fry's?

3 A. Yes, it does.

4 Q. Does Bashas' leak sales to Costco?

5 A. Different basket, but the share of wallet is --

6 Q. My question was: Does Bashas' leak sales to Costco?

7 A. It's a different definition of "leak"; but, yes.

8 Q. Can we pull up DX2835, please.

9 Again, this is not for the public screen.

10 A. Just, are we going to use this screen or --

11 Q. Oh, you're welcome to use the binder. It's the same.

12 You're welcome to use either one.

13 Okay. Again, this is another NIQ report. This time
14 for Bashas'; is that correct?

15 A. Yes.

16 Q. Again, this is a report that was created for Bashas'?

17 A. Yes.

18 MS. PFAFFENROTH: I'd like to move DX2835 into
19 evidence, please.

20 MS. ARENS: No objection.

21 THE COURT: It will be received.

22 MS. PFAFFENROTH: Thank you.

23 BY MS. PFAFFENROTH: (Continuing):

24 Q. Here again, let's go to the parallel.

25 THE COURT: I want to be clear. There's a blue

Knopf - X

1 tab. Are you only wanting the report that those --

2 MS. PFAFFENROTH: Yes. Apologies, Your Honor.

3 The blue tab actually separates out a copy of Mr. Knopf's
4 deposition. It's not meant to be part of this exhibit.

5 THE COURT: Okay. I just wanted to be clear.

6 MS. PFAFFENROTH: Absolutely.

7 So for this one, can we go to the page ending in -19,
8 please? 0019?

9 BY MS. PFAFFENROTH: (Continuing):

10 Q. And so this is, essentially, the same page as we were
11 just looking at for Raley's, but for Bashas'; correct?

12 A. Yes.

13 Q. Slightly smaller wedge for Bashas' than there was for
14 Raley's out of the total pie; right?

15 A. That's right. The landscape is different.

16 Q. And so a significant percentage, which I won't say out
17 loud, of leakage outside of Bashas'; correct?

18 A. Yes.

19 Q. Okay. And, here again, we have a list of competitors,
20 and you -- it shows leakage to Fry's and leakage to Walmart;
21 correct?

22 A. Correct.

23 Q. And those are about the same percentage?

24 A. Yeah. Reasonably close.

25 Q. Okay. And it also shows leakage to Costco; correct?

Knopf - X

1 A. Yes.

2 Q. I'm sorry. I spoke over you.

3 A. Yes.

4 Q. And leakage to Safeway; correct?

5 A. Correct.

6 Q. And the leakage to Costco is greater than the leakage
7 to Safeway; correct?

8 A. Not when you combine Albertsons and Safeway, it is not.

9 But Safeway -- I agree with your math about Safeway and
10 Costco.

11 Q. That's fine. If we combine Safeway and Albertsons,
12 they are a -- about a percent higher. 2 percent higher;
13 correct?

14 A. That's a lot in the grocery business.

15 MS. PFAFFENROTH: All right. We can take that one
16 down.

17 BY MS. PFAFFENROTH: (Continuing):

18 Q. So you were talking about price checks, your
19 price-check strategy, with Ms. Arens?

20 A. Yes.

21 Q. You say for Raley's you price-check a full book against
22 Safeway. Correct?

23 A. Right.

24 Q. And you said that Raley's also price-checks against
25 Walmart, I believe?

Knopf - X

1 A. To a much lesser degree.

2 Q. Okay.

3 A. Different frequency.

4 Q. And Raley's price-checks against Whole Foods; correct?

5 A. To a much lesser degree.

6 Q. And the reason that Raley's price-checks against Whole
7 Foods is because Raley's is different than Safeway and that
8 you have more healthier, cleaner, sustainable ingredient
9 products; is that correct?

10 A. We have about a couple thousand SKUs that are a little
11 different than what Safeway offers that tend to be
12 healthier, cleaner.

13 Q. And that's why you price-check against Whole Foods;
14 correct?

15 A. For those SKUs only.

16 Q. But that's why you price-check against Whole Foods;
17 correct?

18 A. Yes.

19 Q. And, again, Bashas', you said, price-checks primarily
20 against Safeway again; correct? The most -- the greatest
21 volume of price-checks against Safeway; is that right?

22 A. I would not say there's a difference between Fry's,
23 Safeway, and Albertsons, in terms of the scope and frequency
24 of our price-checking.

25 Q. And price-checks by Bashas' -- you testified that

Knopf - X

1 Bashas' hasn't priced-checked against Aldi since before you
2 bought them in 2021?

3 A. My understanding, yes.

4 Q. Do you recall testifying in February of 2024 that you
5 were price-checking Aldi?

6 A. I do.

7 Q. Was that incorrect at the time?

8 A. It was not incorrect. I wasn't questioned in terms
9 of -- it wasn't recent. My understanding was confused with
10 the fact that they did that a long time ago but hadn't done
11 it in the last several years. Certainly not since Raley's
12 had become -- so I conflated those two things incorrectly.

13 Q. So when you testified that Bashas' does a one-month
14 check of the top 200 SKUs at Aldi's, that was incorrect at
15 the time?

16 A. That was from years ago, as I shared earlier in my
17 testimony, when Aldi first entered the market. I believe I
18 corrected that understanding in the June testimony with the
19 Kroger representative.

20 Q. So, again, you testified that you price-check Safeway,
21 Albertsons, Fry's, Smith's, for both Raley's and Bashas',
22 depending on which competitor's in the market; correct?

23 A. Yes. Thank you.

24 Q. Okay. And so, if Kroger were to lower prices at
25 Safeway stores, at Albertsons stores, at Fry's stores, at

Knopf - X/ReD

1 Smith's stores, as a result of the merger, that would put
2 pressure on you to lower prices too, wouldn't it?

3 A. We would follow our pricing practices and principles,
4 and they are indexed to our primary competitors. So our
5 pricing, both based and promoted, would adjust.

6 Q. And that would be good for consumers, wouldn't it, if
7 the prices came down?

8 A. Could be.

9 MS. PFAFFENROTH: No further questions. Thank
10 you, Your Honor.

11 THE COURT: Any redirect?

12 MS. ARENS: Brief redirect, Your Honor.

13

14

REDIRECT EXAMINATION

15 BY MS. ARENS:

16 Q. Mr. Knopf, does the fact that a Raley's shopper also
17 makes purchases at Costco make Costco a close competitor to
18 Raley's?

19 A. It does not.

20 Q. And why is that?

21 A. For all the reasons I've already shared here today.
22 The assortment is very limited. The nature of the product
23 offering is very different. The mission and the basket are
24 different. We did not cover the slides in the material that
25 were referenced here today, but if you look at the details

Knopf - ReD

1 of those slides, you'll see that the basket size of a
2 customer at Fry's, Safeway, Smith's, and Albertsons is very
3 similar to a Raley's or Bashas'. The basket size is very
4 different at a Costco or a Walmart, and that is evident in
5 those NIQ slides for both Bashas' and Raley's that we did
6 not touch on here today.

7 Q. So what makes, in your view, a retailer a close
8 competitor to Raley's?

9 A. I believe it goes back to the opening question around
10 format and assortment. The positioning of the stores, the
11 ease of ingress and egress. I don't know about you, but I
12 don't want to suffer in a Costco parking lot on a Saturday.

13 You know, the assortment, the number of SKUs, the
14 nature of the full service counters, the quality, the
15 variety, the propensity of natural and organic products, the
16 pharmacy, the high degree of touch and knowledge workers
17 within the store to help you pick a ripe melon or to ask how
18 to cook a steak or prepare seafood, which is often a
19 challenge for folks.

20 Those things are very different. And when we look at
21 traditional grocers, like ourselves, as I've shared today,
22 that's Fry's, Safeway, Albertsons, and Smith's.

23 Q. And is the nature of the shopping mission also
24 relevant?

25 A. The mission is very different. The frequency of

Knopf - ReD

1 shopping can be different. The basket is definitely
2 different.

3 When we look at what we believe is in the Walmart
4 basket of a Raley's customer shopping at Walmart, the
5 redundancy of those products, whether they're brands or the
6 category shop, is about 15 percent.

7 It depends on what you're buying.

8 And, again, traditional grocers differentiate on
9 quality and variety. Walmart doesn't offer the quality and
10 variety of a traditional grocer. It's a very different
11 customer mission.

12 If you're buying paper towels, maybe that's no
13 different. If you want a really large pack of paper towels,
14 you'll probably buy it at Costco or Walmart and maybe not at
15 a traditional grocer because it's not necessarily one of
16 those items or categories that, you know, we prioritize.

17 But fresh, prepared, natural, organic, more variety,
18 greater quality, full service, that's what a traditional
19 grocer is about.

20 So if you're shopping Walmart or Costco, you have a
21 very different mission, and your basket is very different.

22 MS. ARENS: Thank you. Nothing further.

23 THE COURT: It's almost noon.

24 So we're going to break for lunch. We'll be back at
25 1:00. Go ahead.

1 MS. MUSSER: Your Honor, would you like counsel
2 for Mr. Knopf to state her appearance for the record?

3 THE COURT: Yes. I did not see you come in.

4 MS. BAKER: Good morning, Your Honor. I am
5 Megan Baker of Downey Brand LLP, representing the witness,
6 Mr. Knopf.

7 THE COURT: You can step down. All right.

8 (Morning session concluded at 12:00 PM.)

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

C E R T I F I C A T E

Federal Trade Commission v. Kroger, et al.

3:24-cv-00347-AN

Preliminary Injunction Hearing - Day 4 - AM Session

August 29, 2024

I certify, by signing below, that the foregoing is a true and correct transcript of the record, taken by stenographic means, of the proceedings in the above-entitled cause. A transcript without an original signature, conformed signature, or digitally signed signature is not certified.

/s/Jill L. Jessup, CSR, RMR, RDR, CRR, CRC

Official Court Reporter
Oregon CSR No. 98-0346

Signature Date: 8/29/2024
CSR Expiration Date: 9/30/2026

BY MR. BRYSON:

(Continuing): [11]
 865/23 877/23 879/16
 881/3 881/15 883/6
 885/20 887/14 888/10
 894/19 928/4

BY MS. ARENS:

(Continuing): [4] 951/6
 951/23 955/6 960/18

BY MS. MAINIGI:

(Continuing): [15]
 897/16 899/9 903/4
 906/16 907/5 910/18
 911/10 912/17 914/16
 919/22 920/11 920/25
 921/13 921/24 922/22

BY MS. PFAFFENROTH:

(Continuing): [5] 968/22
 969/12 971/23 972/9
 973/17

DEPUTY COURTROOM

CLERK: [2] 864/13
 929/8

MR. BRYSON: [29]

864/2 864/4 864/21 877/2
 877/18 877/21 879/10
 879/15 883/2 885/16
 887/11 888/6 894/15
 895/22 902/25 907/3
 910/16 911/7 912/16
 914/14 919/18 920/5
 921/6 921/16 922/7 924/7
 927/24 928/3 928/15

MR. PERRY: [2] 863/19
 863/23

MR. SHANDILYA: [1]

863/13

MR. WESNESKI: [1]

863/24

MS. ARENS: [11] 928/22

929/11 929/13 950/24
 951/3 951/19 966/8 969/9
 971/20 976/12 978/22

MS. BAKER: [1] 979/4

MS.

BRANDFIELD-HARVEY:

[1] 863/21

MS. GARDNER: [1]

863/17

MS. MAINIGI: [30]

863/10 877/4 877/14
 877/22 879/7 881/1 881/8
 883/4 885/18 888/8
 894/17 895/23 896/1
 899/2 903/2 906/13 907/1
 910/14 911/9 912/15
 914/12 920/8 920/23
 921/11 921/20 921/23
 922/12 922/18 924/4
 927/20

MS. MUSSER: [1] 979/1**MS. PFAFFENROTH:**

[14] 863/15 951/21 958/6
 966/9 966/13 968/18
 969/7 969/11 971/18
 971/22 972/2 972/6
 973/15 976/9

THE COURT

REPORTER: [1] 897/7

THE COURT: [55] 863/4

863/14 863/18 863/22
 863/25 864/3 864/6
 864/18 864/23 865/16
 865/22 877/13 877/16
 877/19 879/12 881/2
 881/9 883/5 885/19 888/9
 894/18 895/25 903/3
 907/4 910/17 911/8
 914/15 919/20 920/7
 920/10 921/10 921/19
 921/22 922/17 922/20
 924/6 927/23 928/2
 928/17 928/20 929/1
 929/12 951/22 955/1
 955/4 958/9 966/12
 969/10 971/21 971/25
 972/5 976/11 978/23

979/3 979/7

THE WITNESS: [13]

864/12 864/17 864/20
 865/21 881/10 897/9
 899/3 929/7 929/10 951/2
 955/3 955/5 958/14

\$

\$100 [2] 967/25 968/1

'

'21 [1] 948/13

's [1] 909/17

-

-19 [1] 972/7

/

/s/Jill [1] 980/15

0

0003 [1] 877/15

0019 [1] 972/8

00347 [1] 863/6

0040 [1] 924/11

02110 [1] 860/19

0346 [1] 980/17

1

1,400 [1] 940/19

10 [1] 957/19

10,000 [4] 946/12 946/19
 946/20 949/8

10/16 [1] 894/13

100 [4] 860/19 901/25
 947/15 947/22

1000 [1] 861/22

1014 [1] 860/22

10153 [1] 860/8

105 [1] 895/2

11 [1] 874/14

11000 [1] 859/14

113 [1] 962/15

115 [1] 859/17

1162 [1] 859/23

12 [2] 939/12 942/20

1

12-pack [1] 872/21
121 [2] 859/20 861/3
124 [1] 866/3
12:00 [1] 979/8
13 [1] 894/9
14,000 [1] 942/20
15 [3] 896/12 928/18 939/12
15 million [1] 874/18
15 percent [1] 978/6
16 [2] 894/13 931/12
178 [1] 866/5
18 [2] 932/4 960/8
18,000 [1] 867/7
19 [4] 900/8 959/17 960/9 972/7
1900 [1] 861/13
1978 [3] 896/18 896/22 896/23
1992 [1] 958/25
1996 [1] 958/25
1999 [3] 959/13 960/8 960/20
1:00 [1] 978/25

2

2 percent [1] 973/12
2,000 [1] 940/19
20 [3] 881/11 922/19 942/4
200 [1] 975/14
20001 [1] 860/12
20006 [1] 861/13
2001 [1] 860/16
2002 [1] 960/8
20024 [2] 859/5 861/11
20036 [1] 860/17
2007 [1] 960/9
201 [1] 860/5
2015 [7] 878/22 879/1 879/23 880/24 899/24 923/14 930/14
2016 [1] 880/4

2017 [2] 880/4 897/12**2018 [1]** 897/12**2020 [2]** 894/9 897/13**2021 [5]** 885/12 932/2 932/5 957/1 975/2**2022 [6]** 876/20 882/17 883/11 911/14 912/22 960/8**2023 [2]** 883/12 951/16**2024 [5]** 858/6 863/2 975/4 980/6 980/16**2026 [1]** 980/17**20580 [1]** 859/11**22 [1]** 880/3**245 [1]** 898/18**25 [1]** 872/13**25,000 [1]** 956/3**250-person [1]** 964/4**2551 [2]** 887/18 912/21**2553 [3]** 876/7 876/12 876/13**2553-0003 [1]** 877/15**26,000 [1]** 867/21**27 [1]** 959/17**28 [2]** 866/7 885/12**29 [3]** 858/6 863/2 980/6**3****30 [2]** 942/4 942/20**30,000 [1]** 867/21**3000 [1]** 860/2**301 [1]** 861/22**31 [2]** 876/20 882/17**33,000 [1]** 866/11**330 [3]** 866/9 866/11 866/18**3339 [1]** 969/13**34,000 [2]** 866/12 880/5**34th [1]** 860/19**36 [1]** 957/19**3:24-cv-00347-AN [2]** 858/4 980/4**4****4,300 [1]** 898/22**40 [1]** 943/13**40,000 [2]** 933/6 940/20**400 [2]** 859/5 861/3**43 [3]** 932/11 932/12 962/15**45,000 [1]** 867/1**45202 [1]** 860/23**455 [1]** 859/14**47 [2]** 897/24 905/2**47th [1]** 896/9**4th of [2]** 885/14 886/1**5****5,000 [1]** 938/10**50 [3]** 943/12 947/15 947/22**50,000 [1]** 933/6**50,000-square-foot [1]** 867/5**500 [1]** 949/10**6****60,000 [2]** 867/1 867/8**600 [2]** 859/10 860/16**601 [1]** 860/12**60603 [1]** 859/17**680 [1]** 861/10**7****700 [1]** 859/20**760 [1]** 860/2**767 [1]** 860/7**7th [1]** 859/5**8****8 percent [1]** 926/10**8,000 [1]** 946/18**8/29/2024 [1]** 980/16**80 [1]** 934/7**83 [3]** 878/20 880/23 934/1

9

9/30/2026 [1] 980/17
92 [1] 926/14
94065 [1] 860/5
94102 [1] 859/14
97204 [3] 859/20 861/3
 861/22
97205 [1] 860/3
97301 [1] 859/23
98-0346 [1] 980/17

A

Abacus [2] 959/13
 959/14
Abacus-American [1]
 959/13
ability [1] 934/16
able [6] 865/19 897/4
 900/21 909/23 958/5
 960/15
about [125]
above [2] 945/17 980/10
above-entitled [1] 980/10
Absolutely [2] 956/14
 972/6
access [4] 903/16 903/23
 917/4 958/2
accomplish [1] 956/17
according [1] 925/22
account [1] 909/10
accounting [2] 897/2
 897/2
accurate [3] 951/15
 951/17 955/22
achieve [1] 892/21
achieving [1] 893/11
acquired [6] 932/6 932/8
 956/23 957/4 961/3 963/8
acquiring [1] 961/2
acquisition [12] 899/23
 932/4 956/25 957/3
 957/22 958/24 958/25
 959/16 961/1 962/21
 963/12 964/10

acquisitions [5] 958/3
 958/8 962/24 964/8 966/4
across [6] 898/6 898/18
 904/8 914/23 947/14
 947/17
Action [1] 894/11
actions [1] 890/1
actually [11] 874/8 879/9
 903/25 908/8 915/20
 915/21 916/25 917/20
 959/4 960/4 972/3
ad [3] 884/19 916/25
 917/9
Adam [1] 861/6
add [4] 890/1 938/17
 946/18 952/7
added [1] 909/16
addition [4] 871/17
 913/20 919/6 940/21
additional [1] 909/23
additionally [2] 868/8
 876/8
adjust [2] 914/2 976/5
adjusted [1] 956/2
administrative [1] 964/4
admit [9] 877/2 883/2
 885/16 888/6 894/15
 907/2 910/15 914/13
 969/7
admitted [2] 877/20
 951/20
ADRIENNE [1] 858/16
ads [19] 884/20 884/22
 884/23 884/25 885/2
 885/14 886/2 916/18
 916/18 916/21 916/22
 916/23 916/24 917/5
 917/6 917/12 917/14
 917/18 917/18
advertisements [2]
 884/18 884/18
advertising [1] 962/18
Advice [1] 889/12
Adwoa [1] 861/8

affect [1] 939/3
affluence [2] 938/25
 939/1
affluency [2] 939/7
 954/14
affluent [1] 939/2
after [4] 874/13 881/12
 904/11 923/17
again [23] 873/2 882/13
 885/7 890/6 910/24
 912/19 917/13 919/23
 920/24 944/17 956/25
 964/7 965/7 966/22 971/9
 971/13 971/16 971/24
 972/19 974/19 974/20
 975/20 978/8
against [35] 894/2
 894/25 895/8 898/8
 898/23 899/8 902/19
 908/17 920/20 944/15
 946/23 947/24 948/25
 949/8 949/9 949/18
 951/13 952/3 953/11
 954/17 956/6 960/14
 965/6 965/9 965/13
 965/16 973/21 973/24
 974/4 974/6 974/13
 974/16 974/20 974/21
 975/1
aggregated [1] 919/12
ago [10] 878/1 878/4
 886/19 905/2 948/7
 948/11 960/20 964/16
 975/10 975/16
agree [4] 919/16 920/4
 921/5 973/9
agreement [2] 959/14
 959/20
agreements [4] 875/23
 957/25 963/23 963/24
ahead [3] 876/6 907/6
 978/25
Air [4] 958/25 960/12
 962/25 966/5

A

AJ's [2] 931/24 961/23
al [3] 858/3 863/5 980/3
ALBERTSONS [91]
 858/7 861/1 863/6 865/7
 865/10 865/13 865/24
 866/3 867/1 867/21
 868/12 868/15 868/22
 869/12 869/21 871/21
 872/2 872/17 872/25
 873/8 873/11 874/8 875/9
 875/19 875/22 875/24
 878/10 878/17 878/21
 882/24 884/8 884/23
 884/24 886/22 891/18
 891/23 892/20 893/18
 894/8 896/10 897/11
 901/4 902/7 902/11
 902/14 902/15 908/7
 909/22 911/5 912/4 917/8
 921/15 926/7 927/8 931/6
 931/13 932/14 932/17
 932/19 935/15 937/10
 944/17 946/24 947/8
 953/4 953/6 953/24 954/2
 954/4 954/20 955/14
 955/18 955/21 956/1
 956/7 956/21 959/15
 959/18 960/11 960/23
 963/9 970/11 970/15
 970/25 973/8 973/11
 974/23 975/21 975/25
 977/2 977/22
Albertsons' [21] 866/22
 867/10 871/3 871/14
 872/7 872/14 873/6
 873/17 874/21 874/22
 874/23 875/13 875/17
 881/22 882/4 894/1
 895/18 916/18 927/13
 927/19 935/2
Albertsons/Vons/Pavilion's [1] 916/18
Albertsons-American [1]

963/9
Albertsons-bannered [2]
 866/3 867/1
Albertsons/Vons [3]
 882/24 884/24 917/8
Aldi [22] 898/20 901/24
 901/24 904/17 917/1
 917/10 919/15 919/25
 940/1 940/4 940/8 940/11
 940/13 940/21 948/3
 948/4 948/5 948/7 948/10
 975/1 975/5 975/17
Aldi's [5] 928/5 928/11
 938/16 941/1 975/14
Aldi's stores [1] 938/16
Alex [2] 864/4 865/4
Alex Bryson [2] 864/4
 865/4
Alexander [1] 859/9
all [53] 864/1 864/6
 865/17 867/25 873/7
 877/16 877/17 877/21
 878/25 881/20 890/12
 890/21 893/12 897/14
 902/10 902/10 903/12
 905/24 913/22 915/10
 916/23 917/12 925/15
 928/17 929/1 932/8 932/8
 932/12 936/4 936/23
 937/12 940/16 945/10
 945/20 947/3 953/19
 956/5 957/7 957/8 957/9
 957/13 957/16 958/20
 959/4 960/14 962/4
 962/19 966/6 968/1 970/7
 973/15 976/21 979/7
Allison [2] 860/11 863/16
Allison Gardner [2]
 860/11 863/16
allow [1] 893/22
allowed [1] 908/18
allows [3] 893/19 901/9
 945/3
almost [12] 900/18

936/23 937/12 942/15
 944/8 945/6 945/10
 952/14 952/15 952/24
 957/20 978/23
along [1] 888/1
alpha [7] 896/21 954/22
 954/24 955/7 955/9
 955/13 955/16
already [5] 950/18 957/12
 961/11 963/24 976/21
also [48] 861/15 863/15
 868/10 869/12 869/21
 871/1 871/4 871/17
 872/18 875/6 875/19
 885/8 893/14 894/5
 898/14 901/4 901/5
 901/15 901/21 905/8
 915/8 917/14 918/3
 922/11 925/13 926/1
 926/18 927/16 928/5
 934/23 936/6 946/1
 947/14 952/7 952/21
 956/8 957/16 967/16
 967/22 967/24 968/6
 969/2 970/10 970/14
 972/25 973/24 976/16
 977/23
alternative [2] 872/8
 940/16
alternatives [1] 939/12
altogether [1] 919/4
always [5] 870/13 891/12
 939/25 944/7 944/8
am [5] 877/5 918/16
 934/10 979/4 980/5
Amazon [19] 899/4 899/5
 899/10 899/10 899/20
 899/23 900/2 900/3 900/4
 900/6 900/10 901/3 904/7
 909/25 916/25 917/9
 926/18 926/19 950/11
Amazon's [1] 909/16
Amazon.com [1] 950/4
American [4] 959/13

A

American... [3] 959/18
960/23 963/9

amount [4] 880/5 880/8
912/2 967/3

analysis [5] 933/23 934/1
934/3 934/6 942/3

analytics [1] 933/20

Andrew [2] 860/13
861/12

Andy [5] 882/16 882/22
882/25 884/13 910/20

Angeli [2] 861/2 861/2

Angulo [1] 890/9

announced [3] 880/15
922/19 923/24

announcement [3]
881/12 923/16 923/17

annual [1] 938/4

another [8] 882/12
906/10 907/22 914/6
936/18 954/11 964/18
971/13

answer [6] 881/9 919/21
919/23 925/23 948/13
970/20

anxiety [8] 878/13 878/16
879/17 879/25 880/5
880/8 880/16 881/16

anxious [2] 880/10
880/12

any [20] 873/18 881/5
890/1 890/1 901/7 903/9
904/14 923/22 924/6
931/13 931/18 932/14
932/20 938/20 940/14
942/21 948/24 962/12
969/14 976/11

anymore [1] 916/24

anything [2] 906/15
922/20

anywhere [1] 916/10

Apologies [1] 972/2

apologize [1] 915/21

appeal [1] 940/23

appearance [2] 863/9
979/2

appearances [3] 858/18
863/7 863/8

apply [2] 956/4 956/20

appreciate [1] 865/21

approach [9] 864/21
929/11 957/3 958/20
958/23 960/17 961/8
964/7 966/10

approached [1] 960/17

approaching [1] 961/1

approximately [6] 872/16
899/24 933/5 934/7 970/8
970/9

are [155]

area [4] 940/4 943/16
947/18 947/18

areas [3] 931/5 933/1
937/18

aren't [1] 870/13

Arens [10] 859/7 862/7
862/9 928/23 929/16
965/7 967/4 967/7 973/19
976/15

argumentative [1]
919/18

Arizona [20] 931/2
931/21 931/22 932/10
932/12 932/15 932/18
932/21 935/12 935/15
936/7 946/17 946/21
946/23 947/1 947/4 947/8
947/10 951/12 963/13

Arnold [2] 860/11 863/16

around [11] 884/19 900/7
906/5 930/12 933/11
940/18 943/12 946/2
950/10 954/14 977/9

array [1] 938/6

arrived [1] 900/13

art [1] 893/7

article [2] 877/8 877/8

as [103] 864/9 864/10

875/13 875/16 877/11
878/5 878/13 879/1
879/17 880/12 880/14
883/25 884/2 885/5 886/1
887/21 890/21 890/22
891/5 891/8 891/11
892/19 893/10 894/3
895/2 895/16 895/19
895/19 896/18 897/25
899/24 900/17 902/15
903/19 903/20 903/20
903/20 903/20 903/20
904/17 906/7 907/21
908/6 909/16 909/16
909/18 910/25 911/7
911/15 913/22 914/22
916/13 917/9 917/10
917/10 922/5 922/7 922/8
923/10 923/12 923/24
924/2 925/7 925/13
927/24 928/6 928/9 928/9
928/14 929/4 929/5 930/1
930/10 930/12 933/17
935/13 935/16 937/6
942/4 942/4 945/3 947/2
948/20 949/15 950/15
952/3 956/13 957/21
958/15 961/9 961/19
963/22 964/3 967/6
967/15 967/24 969/2
969/16 970/11 972/10
975/16 976/1 977/21

Ashwin [2] 861/9 863/11

Asian [1] 898/19

aside [3] 907/25 914/5
916/16

ask [27] 866/20 882/11
884/17 887/8 887/20
889/7 899/10 906/10
906/14 910/8 911/8 912/6
914/5 914/6 914/12
915/21 915/22 920/24
930/20 932/25 937/17

A

ask... [6] 944/11 948/1
957/2 965/7 970/22
977/17

asked [15] 878/5 881/4
883/11 884/19 897/18
900/22 902/6 902/6 912/8
915/5 915/11 921/25
922/8 922/24 967/9

asking [9] 879/19 883/12
911/11 914/17 914/19
921/20 923/2 923/7 951/5

assessed [1] 946/4

assessing [1] 892/23

asset [5] 957/25 959/14
959/20 960/15 961/11

assets [4] 932/8 957/7
957/9 963/17

assist [2] 943/21 959/5

assistance [2] 934/15
935/10

associate [1] 966/10

associates [11] 866/13
866/15 878/9 879/25
880/1 880/5 881/5 892/4
892/8 923/7 923/13

assortment [18] 867/11
867/13 933/1 933/3 933/4
933/15 936/1 940/18
941/11 941/13 942/10
942/12 943/17 948/21
954/24 976/22 977/10
977/13

assortments [1] 939/15

asterisks [2] 894/11
894/12

attachment [2] 888/1
912/21

attention [5] 913/1 913/6
914/21 948/8 964/23

attorney [3] 859/13
859/16 865/4

attorneys [1] 863/7

attract [7] 871/14 891/24

895/19 920/3 921/4 921/8
953/12

August [4] 858/6 863/2
882/17 980/6

August 31 [1] 882/17

available [6] 886/2
901/14 901/15 909/24
916/22 957/25

Avenue [7] 859/10
859/14 860/2 860/7
860/12 861/10 861/22

average [4] 933/6 942/4
942/15 943/12

avoid [1] 951/4

aware [2] 908/6 920/21

away [4] 881/20 884/16
925/25 964/11

B

back [26] 865/18 874/9
879/20 880/19 881/10
882/11 890/15 897/11
897/12 898/24 901/23
904/22 908/21 911/19
912/6 912/15 915/14
919/14 922/23 923/12
924/11 924/12 946/2
960/25 977/9 978/24

background [1] 896/7

baked [1] 869/12

Baker [2] 861/16 979/5

bakeries [1] 902/22

bakery [5] 868/4 870/14
870/24 933/8 934/17

Bambo [1] 860/4

bananas [1] 902/17

bankrupt [1] 879/4

bankruptcy [1] 879/1

banner [55] 875/11
875/12 875/16 882/2
886/24 931/10 931/13
931/16 931/18 931/23
931/24 932/14 933/14
933/16 933/19 934/3

934/20 934/23 935/2
935/12 935/15 935/19
935/21 936/7 936/9 938/1
938/1 940/11 940/11
941/2 941/8 941/14
941/14 942/7 942/13
942/14 942/25 943/5
943/8 943/8 944/17
944/19 944/21 946/14
947/5 948/3 948/5 949/1
949/6 949/12 961/2 963/1
963/10 965/3 965/13

banner's [2] 936/15
937/8

bannered [5] 866/3 866/5
866/7 867/1 959/7

banners [34] 865/13
865/24 898/16 898/19
931/6 931/7 931/8 931/14
931/18 931/21 932/1
932/6 932/8 932/9 932/15
932/17 932/20 932/23
933/1 933/2 933/17
935/19 936/15 937/4
937/8 937/20 940/2
944/13 946/21 948/1
959/7 963/3 970/11
970/11

barista [1] 933/8

Barker [7] 882/16 882/22
882/25 883/16 884/13
910/20 911/1

Barrington [1] 860/6

base [11] 898/4 951/13
951/24 951/25 952/2
952/4 952/7 952/12
953/23 954/24 956/14

based [11] 868/15 890/2
898/18 904/25 912/2
917/24 921/2 921/21
923/13 954/13 976/5

Bashas' [122] 931/23
931/23 932/9 932/14
932/17 932/20 933/14

B

Bashas'... [115] 933/16
 933/22 934/3 934/13
 934/23 936/1 937/8
 937/16 937/20 938/1
 940/2 940/5 940/11 941/2
 941/8 941/14 941/23
 942/1 942/7 942/14
 942/25 943/8 943/10
 944/12 946/21 946/23
 946/25 947/25 948/5
 948/8 948/10 948/10
 948/17 948/17 948/18
 948/23 948/24 949/12
 949/18 949/21 949/23
 949/25 950/2 950/4 950/9
 951/12 951/15 953/2
 953/13 953/22 954/5
 954/11 954/18 955/12
 955/16 955/23 955/25
 956/3 956/8 956/10
 956/18 956/23 957/4
 957/8 957/9 957/17
 958/20 958/23 960/17
 961/1 961/2 961/22 962/9
 962/14 962/16 962/23
 963/3 963/12 963/13
 963/17 963/18 965/5
 965/5 965/7 965/8 965/8
 965/12 965/13 965/15
 966/2 967/5 967/8 967/12
 967/13 967/16 970/10
 970/10 970/14 970/23
 970/25 971/2 971/4 971/6
 971/14 971/16 972/11
 972/13 972/17 974/19
 974/25 975/1 975/13
 975/21 977/3 977/5
basic [1] 930/20
basically [4] 896/15
 900/19 902/18 968/12
basis [3] 913/24 918/13
 920/13
basket [13] 938/14

948/20 948/22 950/14
 968/11 968/13 971/5
 976/23 977/1 977/3 978/1
 978/4 978/21
Bates [1] 877/14
be [97] 865/19 865/20
 866/23 874/17 876/5
 876/7 876/7 876/9 877/20
 880/14 883/5 884/7 884/9
 884/10 885/6 885/19
 887/9 887/15 887/22
 888/9 890/3 891/4 891/25
 894/18 897/4 898/11
 898/22 898/23 900/20
 903/17 904/17 907/4
 907/19 907/19 907/19
 907/20 910/17 914/15
 916/12 917/5 922/5
 922/10 922/15 922/15
 926/7 926/9 926/14 927/1
 928/18 928/20 931/17
 931/20 931/23 934/2
 936/12 937/1 937/7
 938/14 938/14 939/14
 942/23 945/1 945/5
 945/20 950/20 951/4
 951/19 951/22 952/9
 952/16 952/20 952/23
 953/1 953/21 954/2 954/3
 954/7 955/9 956/2 956/14
 956/16 957/23 960/6
 960/19 965/21 966/7
 968/19 969/10 971/21
 971/25 972/4 972/5
 974/11 976/6 976/8 978/1
 978/24
beans [1] 869/2
became [5] 897/14
 899/14 930/10 948/11
 960/16
because [22] 871/13
 872/10 873/2 873/11
 880/8 880/18 887/12
 895/16 902/17 905/20

915/22 922/13 922/19
 938/3 943/11 947/21
 955/4 961/17 961/24
 969/15 974/7 978/15
become [3] 886/2 941/17
 975/12
been [22] 874/8 879/3
 879/14 896/8 896/10
 897/24 900/14 900/15
 907/24 909/18 909/24
 910/5 917/21 918/10
 922/19 923/18 924/3
 930/17 948/11 959/9
 960/14 965/20
beers [1] 933/11
before [12] 858/16
 868/16 868/20 880/22
 897/22 906/7 909/12
 914/12 951/7 951/8
 966/20 975/1
began [1] 930/10
begin [2] 930/12 932/1
beginning [1] 877/14
behalf [3] 864/4 864/9
 929/4
behind [2] 870/5 900/18
being [9] 864/9 899/24
 901/13 915/1 923/12
 929/4 939/8 953/13 962/4
Bel [4] 958/25 960/12
 962/25 966/5
Bel Air [1] 958/25
belief [1] 966/3
believe [29] 865/3 872/9
 873/1 873/22 879/8
 880/10 883/14 886/6
 900/22 903/11 905/3
 905/4 916/17 919/19
 919/25 922/13 925/15
 926/20 937/5 938/22
 940/3 948/22 963/2
 964/12 969/15 973/25
 975/17 977/9 978/3
below [1] 980/8

B

benchmark [1] 894/3
benchmarked [3] 949/17
 956/6 956/21
beneficial [1] 872/25
benefit [1] 961/9
benefits [1] 872/2
besides [5] 899/5 901/3
 901/3 901/3 909/3
best [4] 895/19 952/23
 953/12 954/7
Beta [1] 896/21
Beth [1] 861/6
bets [2] 958/16 958/17
better [6] 875/18 899/21
 964/25 965/1 965/22
 965/23
between [11] 867/1 867/7
 867/21 874/5 874/18
 878/10 898/5 909/13
 946/20 954/24 974/22
beverages [1] 869/9
beyond [1] 922/7
big [3] 958/16 958/17
 964/14
biggest [1] 903/17
binder [22] 876/4 876/6
 882/11 885/7 887/6 894/4
 896/13 896/15 898/24
 906/11 910/9 912/7 912/8
 912/10 912/15 914/5
 914/7 923/1 924/13
 950/22 970/17 971/11
binders [4] 864/22
 895/24 929/11 966/10
Bistro [1] 871/22
bit [10] 873/14 874/20
 876/2 881/21 891/15
 896/7 899/19 917/21
 948/8 964/10
Black [2] 876/16 876/22
blank [2] 890/22 970/19
blue [4] 969/17 969/19
 971/25 972/3

board [4] 911/5 911/13
 912/3 959/22
body [2] 915/14 915/20
bonuses [1] 963/23
book [2] 946/13 973/21
boss [2] 886/6 887/3
Boston [1] 860/19
both [13] 871/8 886/17
 889/9 895/7 895/17
 901/10 931/6 937/21
 963/15 967/4 975/21
 976/5 977/5
bottom [3] 885/23 888/19
 915/22
bought [4] 948/12 961/22
 962/9 975/2
box [1] 896/21
boy [1] 896/21
Bradley [1] 861/5
brand [12] 861/16 871/4
 930/4 940/23 941/20
 941/22 942/16 961/11
 961/15 962/10 964/13
 979/5
Brandfield [2] 860/15
 863/20
Brandfield-Harvey [2]
 860/15 863/20
brands [9] 871/11 871/13
 871/17 872/8 875/23
 927/18 934/18 936/4
 978/5
bread [1] 952/16
breadth [2] 867/13 899/7
break [2] 928/18 978/24
brick [3] 900/3 926/15
 930/23
Brief [1] 976/12
briefly [1] 909/13
bright [2] 969/17 969/19
bring [1] 946/2
bringing [1] 881/13
broad [1] 933/5
broken [1] 907/19

Bros [22] 887/1 901/11
 904/12 911/18 916/2
 917/8 918/6 918/7 918/10
 918/19 918/24 919/3
 919/6 919/14 919/15
 919/25 920/6 920/12
 920/17 921/3 921/14
 921/17
Bros.' [2] 920/2 921/7
Bryson [13] 859/9 862/3
 862/5 864/4 865/2 865/4
 912/25 913/6 916/17
 921/25 922/24 923/2
 924/10
Bryson's [2] 912/6 923/1
buckets [1] 907/19
build [1] 893/10
building [10] 874/9
 901/20 904/16 905/11
 959/7 961/16 962/6 962/7
 962/12 964/13
buildings [2] 904/13
 938/6
built [2] 962/8 962/9
bulk [1] 938/12
bullet [3] 883/25 884/2
 916/1
bullets [1] 886/21
business [11] 877/8
 900/13 900/18 900/24
 906/24 930/3 957/14
 962/1 964/1 967/20
 973/14
businesses [1] 937/15
butchers [1] 870/20
butter [5] 902/16 905/25
 939/18 939/20 952/16
buy [9] 872/11 873/4
 901/21 944/2 952/18
 953/17 954/15 966/1
 978/14
buyer [2] 923/19 923/24
buyers [1] 944/4
buying [6] 901/18 926/15

B

buying... [4] 950/17
961/9 978/7 978/12
buys [3] 944/2 952/15
968/7

C

C-u-r-r-y [1] 864/20
CA [2] 859/14 860/5
cafe [1] 933/8
Cal [2] 876/17 886/15
calibrate [1] 953/11
calibrated [1] 960/14
CALIFORNIA [51] 859/12
859/13 865/9 865/12
866/23 867/10 868/5
871/4 871/14 872/14
873/6 873/17 874/8
874/10 874/22 875/24
881/22 882/4 883/20
884/23 888/13 893/18
894/1 896/19 897/5
897/12 897/15 898/15
898/20 899/4 899/6
899/21 900/7 900/19
902/1 902/4 909/20
909/22 910/21 911/15
917/7 918/8 919/16 927/3
927/4 927/13 927/19
931/2 931/3 931/4 947/6
California's [1] 884/8
California/Nevada [1]
947/6
call [11] 864/5 876/9
878/13 925/19 925/21
928/20 928/24 945/24
947/13 964/5 964/6
call-outs [1] 876/9
called [9] 864/9 875/10
907/13 909/6 912/21
929/4 947/4 947/6 952/19
calling [1] 927/22
Calls [1] 881/8
came [4] 883/14 897/11

959/5 976/7
Camilla [1] 863/20
can [61] 870/8 870/9
872/11 873/4 879/13
881/9 881/20 885/6
886/11 887/11 892/25
895/19 896/16 898/3
898/12 898/25 901/7
901/12 901/21 903/2
907/18 907/19 907/19
907/20 907/25 913/11
914/17 914/22 915/10
916/16 917/22 918/23
919/21 920/10 924/12
925/15 925/25 933/2
933/18 933/20 934/2
937/6 939/9 944/8 945/5
945/19 950/20 952/4
952/8 953/10 955/3 956/2
958/10 958/13 966/22
970/16 971/8 972/7
973/15 978/1 979/7
can't [2] 944/7 962/11
capabilities [4] 947/7
950/13 950/16 950/21
capability [2] 950/19
957/12
capture [2] 945/8 964/22
car [1] 904/12
card [1] 875/6
careful [2] 887/10 887/22
carefully [1] 907/10
carry [6] 882/6 917/25
940/24 941/19 941/20
952/24
carrying [1] 882/8
case [7] 858/4 863/6
947/19 953/13 954/4
962/8 965/14
cases [1] 869/9
Casey [1] 860/1
catalog [1] 901/16
categories [6] 875/22
890/2 934/14 939/5

954/12 978/16
category [3] 953/23
955/13 978/6
cause [1] 980/11
center [5] 933/12 934/17
936/3 941/17 964/5
central [2] 881/17 881/19
centric [1] 961/13
CEO [5] 906/20 929/22
930/2 956/22 959/21
certain [10] 870/3 870/10
870/16 870/19 904/22
905/12 918/3 939/5
944/25 954/15
certainly [8] 879/10
893/3 924/13 943/13
948/11 956/14 962/25
975/11
certified [1] 980/13
certify [1] 980/8
chain [3] 875/19 944/1
944/6
chairman [1] 959/22
challenge [1] 977/19
change [8] 892/7 892/20
902/15 956/4 961/2
962/22 963/10 963/14
changes [10] 886/18
891/18 897/25 905/18
945/11 947/12 947/15
947/16 955/25 963/1
changing [2] 961/16
963/6
channel [4] 924/24
924/24 925/16 925/21
charging [1] 882/9
Charles [1] 859/3
chart [1] 913/12
check [36] 876/17 878/5
878/8 915/4 915/5 915/12
944/13 944/21 944/23
946/1 946/15 946/18
946/22 946/23 946/25
948/3 948/4 948/5 948/14

C

check... [17] 948/17
948/25 949/2 949/5 949/9
949/12 949/21 949/23
949/25 950/2 950/4
973/19 973/21 974/13
974/16 975/14 975/20
checked [3] 915/1 915/3
975/1
checking [4] 944/12
946/5 974/24 975/5
checks [14] 915/11
917/24 944/15 946/11
946/11 949/3 949/8
973/18 973/24 974/4
974/6 974/19 974/21
974/25
cheese [1] 952/17
Chicago [2] 859/17 919/5
chief [5] 930/10 930/12
959/25 960/1 960/3
chiefly [1] 958/15
Christian [1] 860/10
Christine [1] 860/21
Christopher [1] 859/19
Cincinnati [1] 860/23
circle [1] 969/16
circular [2] 945/10 946/8
circulars [1] 945/13
City [2] 931/24 961/23
Civil [1] 859/22
clarify [1] 967/6
clean [2] 884/3 884/5
cleaner [4] 941/21 949/16
974/8 974/12
cleaning [1] 869/22
clear [6] 916/12 917/5
960/16 960/19 971/25
972/5
close [4] 909/1 972/24
976/17 977/7
closely [1] 895/17
closer [2] 897/8 918/4
closest [4] 895/16 936/16

937/4 937/8
club [7] 926/23 927/1
927/1 927/4 927/12
927/16 927/18
cluster [1] 952/1
clutter [1] 884/5
clutter-free [1] 884/5
Coke [1] 871/8
colleague [1] 879/11
collecting [1] 880/18
column [1] 969/25
combine [2] 973/8
973/11
come [10] 900/6 907/12
909/9 911/22 919/14
932/3 961/14 963/2
970/16 979/3
comes [3] 925/4 925/4
950/12
coming [3] 879/20
880/19 926/15
comment [1] 884/20
COMMISSION [7] 858/3
859/2 859/4 859/10
928/23 928/24 980/3
community [2] 961/13
963/5
comp [4] 889/9 889/17
890/4 890/6
comp-both [1] 889/9
companies [9] 858/7
861/1 929/20 929/23
936/20 945/25 956/22
957/20 957/23
company [22] 858/6
860/1 860/22 865/7 897/6
897/11 919/4 936/19
957/5 957/6 957/18 958/4
960/11 961/9 961/12
961/19 961/20 962/8
964/18 965/5 965/8
968/25
compare [10] 908/17
920/20 938/1 940/11

941/2 941/14 941/25
942/13 943/8 949/6
compared [4] 884/3
927/13 940/19 943/12
comparing [2] 886/21
916/18
comparison [1] 890/24
compete [10] 899/8
900/21 902/19 902/19
906/2 917/23 919/15
953/12 965/6 965/16
competes [2] 929/24
970/11
competing [9] 894/25
895/8 895/19 898/8
898/23 945/15 964/23
965/9 965/13
competition [9] 881/21
889/17 890/6 901/6 909/4
921/18 952/10 967/4
967/7
competitive [14] 903/17
905/1 905/2 905/3 911/24
917/20 952/3 954/17
956/16 961/20 962/2
962/4 965/25 967/10
competitor [41] 884/4
886/1 890/24 891/6 891/8
891/10 891/11 893/20
893/23 894/2 895/3 895/9
895/10 895/13 901/24
902/2 902/17 908/2 908/9
908/15 908/17 908/19
908/23 908/24 908/25
910/25 911/17 913/7
919/25 924/20 925/1
925/7 925/23 927/25
928/1 928/9 936/19
950/15 956/13 976/17
977/8
competitor's [1] 975/22
competitors [45] 895/17
897/19 897/22 901/4
901/5 901/23 902/15

C

competitors... [38] 903/9
903/11 903/14 904/1
904/14 904/24 905/16
905/17 911/16 913/14
913/15 913/17 913/22
914/3 915/11 916/1 916/6
916/23 917/6 917/15
917/17 918/7 918/12
921/14 924/24 928/6
936/16 936/21 937/4
937/7 937/9 950/9 951/14
952/4 953/9 968/16
972/19 976/4
compilation [1] 893/15
complete [1] 937/6
completely [1] 877/10
complicated [1] 961/17
concept [1] 892/13
concerned [1] 923/13
concerning [2] 884/11
892/18
concerns [5] 923/8
923/10 923/15 923/22
923/23
conclude [1] 895/6
concluded [1] 979/8
concludes [1] 886/9
conditions [1] 883/22
confidential [2] 914/22
969/16
conflate [1] 968/10
conflated [1] 975/12
conformed [1] 980/12
confused [1] 975/9
conglomerate [1] 926/12
Connolly [1] 861/10
consider [12] 866/22
927/1 935/3 935/12
935/16 935/21 936/9
936/20 945/8 950/9 953/8
954/5
consideration [1] 964/17
considerations [1]

964/11
considered [1] 962/20
considering [1] 962/19
consist [1] 934/18
consistency [1] 943/23
consistent [5] 941/22
943/25 944/9 944/9
952/19
consistently [2] 952/15
953/17
consists [1] 925/16
consortium [2] 919/1
919/10
constitute [1] 872/13
consumer [8] 889/16
903/13 937/5 952/25
953/14 953/15 955/15
968/25
consumers [2] 905/18
976/6
consummated [2] 932/5
957/1
contain [2] 885/2 887/8
contains [4] 877/7 877/7
877/8 877/9
context [3] 883/14 905/5
960/22
continue [5] 864/1 911/7
921/6 958/13 966/7
continued [2] 910/6
965/15
continues [1] 863/9
continuing [1] 965/6
continuity [1] 963/25
contract [1] 963/21
contributed [1] 905/18
control [2] 961/24 963/13
convenience [2] 949/25
950/17
conventional [2] 905/13
929/25
conversation [1] 906/5
cook [1] 977/18
copy [1] 972/3

copying [1] 886/13
core [2] 947/12 967/19
corporate [7] 874/21
874/23 875/2 875/6
875/19 875/22 964/6
correct [168]
corrected [2] 901/17
975/18
cost [3] 919/3 952/22
953/20
Costco [47] 898/14
901/10 903/19 904/7
909/11 909/16 909/25
911/16 912/1 915/13
916/3 916/8 916/12
917/21 917/23 918/1
920/21 924/19 927/1
927/4 927/24 928/1
937/19 937/23 938/1
938/21 938/23 939/1
939/4 939/10 939/18
948/14 948/14 948/17
948/25 970/3 971/4 971/6
972/25 973/6 973/10
976/17 976/17 977/4
977/12 978/14 978/20
Costco's [1] 905/23
costing [1] 915/1
costly [1] 874/16
costs [2] 874/17 914/18
could [40] 868/19 870/11
873/7 874/4 876/5 877/24
880/14 884/9 884/10
884/16 884/17 885/7
887/6 888/18 889/24
889/25 890/12 891/21
891/21 891/25 892/3
896/13 896/24 897/7
898/23 906/11 907/8
907/24 908/14 908/19
911/21 913/16 915/15
924/11 926/9 953/20
960/5 968/18 968/19
976/8

C

counsel [14] 860/21
897/18 900/22 902/6
905/4 908/1 910/19
910/24 924/13 926/1
926/24 928/6 951/4 979/1
counsel's [1] 921/7
count [3] 898/17 944/7
944/9
counter [8] 870/4 870/5
870/17 870/20 870/22
870/24 871/1 912/11
counters [10] 870/1
902/20 933/7 934/14
935/10 937/1 938/18
938/19 942/22 977/14
couple [9] 877/25 878/4
890/13 920/16 940/5
946/9 947/21 952/20
974/10
course [4] 868/19 879/11
906/23 932/4
court [11] 858/1 858/17
859/23 861/21 863/3
863/11 909/12 950/25
951/4 966/10 980/16
Courthouse [1] 861/21
cover [4] 867/25 871/24
877/10 976/24
Cowie [1] 861/7
CPI [4] 889/8 889/13
889/15 890/22
craft [1] 933/11
crawl [1] 946/1
CRC [2] 861/21 980/15
create [1] 918/21
created [1] 971/16
creates [1] 918/19
crisp [1] 884/4
critical [1] 918/4
cross [7] 862/4 862/8
896/3 927/21 927/23
927/24 966/15
Cross-Examination [4]

862/4 862/8 896/3 966/15
CRR [2] 861/21 980/15
CSR [4] 861/21 980/15
980/17 980/17
current [7] 865/6 865/8
896/18 922/21 929/21
930/5 945/14
currently [4] 885/1 898/4
900/8 920/6
CURRY [31] 862/2 864/5
864/8 864/17 865/3 865/6
876/14 877/24 882/14
882/16 885/9 888/11
894/6 894/20 896/5
896/13 897/17 904/25
906/17 907/25 910/9
910/10 914/7 915/16
916/16 919/15 919/23
920/12 924/4 924/11
924/16
custom [1] 934/16
customer [43] 870/7
870/8 870/9 898/4 920/3
921/4 933/18 935/11
937/23 937/25 938/13
938/15 939/2 939/2 939/6
940/7 940/10 943/3 943/7
947/23 948/9 948/20
948/22 950/17 952/18
952/21 954/6 954/14
954/15 957/11 961/14
962/2 963/4 965/25
967/12 967/12 967/14
967/15 967/25 968/7
977/2 978/4 978/11
customer's [1] 933/23
customers [28] 868/15
871/14 871/25 872/3
872/7 872/10 873/2 873/6
875/18 891/24 895/20
897/23 897/25 900/22
904/20 927/7 938/21
938/24 945/2 945/3 945/4
947/16 953/12 961/18

962/11 965/1967/21
967/22
customers' [2] 899/22
964/23
customize [1] 940/16
cut [2] 869/20 877/9
cv [3] 858/4 863/6 980/4

D

daily [3] 895/3 945/5
945/6
dairy [2] 869/5 901/19
Daniel [1] 859/3
data [23] 880/18 880/20
893/25 903/16 903/19
903/22 903/24 909/19
909/23 911/24 912/2
913/17 913/21 913/25
914/3 917/13 924/25
925/2 925/4 925/8 925/10
946/4 957/11
date [3] 895/1 980/16
980/17
dated [1] 885/12
David [1] 861/2
Davis [1] 860/10
day [8] 858/15 863/5
870/3 870/10 898/21
908/21 966/7 980/5
days [1] 890/13
DC [6] 859/5 859/11
860/12 860/17 861/11
861/13
DDX6 [1] 899/2
deal [2] 959/23 965/19
December [4] 932/2
932/5 948/12 957/1
decent [1] 950/11
Dechert [1] 861/12
decided [1] 921/18
decision [5] 943/22
962/20 962/22 963/6
964/15
decisions [2] 916/13

D**decisions...** [1] 960/6**decline** [1] 911/13**decor** [1] 938/8**DEFENDANT** [2] 860/1
861/1**Defendants** [1] 858/8**defined** [2] 952/3 957/21**definitely** [2] 942/2 978/1**definition** [5] 869/18

869/19 870/4 956/6 971/7

degree [10] 897/1 934/15

935/10 939/5 941/24

948/15 949/4 974/1 974/5

977/16

deli [8] 868/4 869/14

869/17 869/18 869/19

870/17 901/19 902/20

deliberate [1] 963/19**deliberately** [1] 962/9**delis** [1] 870/13**delivered** [1] 950/18**delivery** [1] 926/6**demographic** [2] 947/17
955/10**demographics** [1]

954/13

demonstrative [2]

896/15 898/25

density [4] 962/15 962/16

964/16 964/17

department [13] 859/22

868/3 868/3 868/4 868/4

868/4 868/5 868/8 869/10

869/14 871/3 893/9 903/9

departments [4] 867/24

868/2 902/7 903/10

depending [3] 947/17

952/8 975/22

depends [2] 939/20

978/7

deposition [3] 928/12

968/15 972/4

describe [13] 898/12

898/25 902/6 905/17

906/1 908/14 909/13

913/11 914/17 914/23

915/10 933/2 933/14

described [3] 933/17

936/22 947/2

describing [1] 958/10**description** [5] 914/25

934/12 935/7 935/25

951/18

designate [1] 889/8**detail** [2] 890/2 946/10**detailed** [1] 968/15**details** [1] 976/25**determine** [5] 882/5

882/8 933/20 951/12

952/5

Dickinson [1] 859/3**did** [37] 881/6 888/16

888/17 897/2 897/2

907/11 907/16 907/21

909/19 912/15 922/14

922/17 930/12 932/1

932/3 934/6 956/25 957/4

957/17 958/18 959/24

961/2 961/5 961/7 961/8

963/9 963/14 963/17

964/2 965/5 965/8 965/12

966/1 975/10 976/24

977/5 979/3

didn't [6] 892/25 912/16

922/20 958/21 959/15

963/13

difference [4] 909/19

947/19 954/24 974/22

differences [1] 942/23**different** [61] 872/24

873/2 880/18 893/4

896/25 898/19 898/22

901/11 902/6 908/6

909/13 919/4 925/6 938/5

938/11 938/13 938/14

939/3 939/8 939/19

939/24 940/13 940/20

940/22 941/18 942/2

943/10 944/24 944/24

946/7 946/19 947/5

947/14 948/21 948/23

950/7 950/14 950/14

954/17 963/12 964/11

968/7 968/13 968/13

971/5 971/7 972/15 974/3

974/7 974/11 976/23

976/24 977/4 977/20

977/25 978/1 978/2

978/10 978/13 978/21

978/21

differentiate [2] 950/10

978/8

differently [4] 938/3

947/17 952/10 954/13

differs [1] 938/24**digital** [4] 945/1 945/5

946/7 946/11

digitally [1] 980/12**Diné** [1] 931/23**direct** [12] 862/3 862/7

864/24 876/25 882/25

888/14 888/16 927/21

929/15 950/9 950/15

953/9

directive [2] 883/17

884/10

director [2] 877/10

888/12

directors [3] 893/20

893/22 908/18

directors' [1] 908/22**disagree** [1] 922/12**discern** [3] 945/16 948/8

959/19

disciplined [1] 945/23**discuss** [2] 876/7 914/20**discussed** [2] 928/5

966/6

discussing [1] 967/7**discussion** [1] 894/25**displayed** [1] 961/5

D

dissimilar [1] 939/6
distribution [4] 888/23
 888/25 957/12 962/17
district [6] 858/1 858/2
 858/17 861/21 895/12
 904/15
div.presidentwest [1]
 888/22
divested [6] 878/18
 878/21 922/5 922/10
 922/16 960/22
divestiture [9] 878/17
 879/18 880/12 880/21
 881/17 922/1 922/8
 923/19 923/24
division [12] 865/9
 865/12 866/2 873/18
 876/24 888/13 896/18
 897/14 900/14 908/8
 908/11 922/5
divisions [1] 882/24
DM [1] 895/11
DMs [1] 895/7
do [146]
document [38] 876/3
 876/7 876/9 877/5 877/6
 877/11 881/20 882/12
 884/16 887/8 896/16
 906/10 906/17 910/10
 910/19 911/4 912/8 914/6
 914/8 916/13 916/14
 916/17 922/24 950/24
 951/1 951/5 951/7 951/10
 951/15 953/5 953/25
 955/19 955/22 968/14
 968/23 969/15 970/18
 970/20
documents [2] 906/5
 908/1
does [83] 884/24 885/4
 887/8 889/11 889/15
 889/23 891/3 892/7
 892/10 892/20 893/22

895/11 902/13 902/14
 905/10 906/1 909/8
 916/24 916/25 917/9
 917/9 919/6 925/2 930/22
 931/8 931/11 931/13
 931/18 931/21 932/14
 932/17 937/25 940/10
 941/2 941/13 941/19
 942/12 943/5 943/6 943/7
 944/13 944/21 946/14
 946/21 946/25 948/3
 948/4 948/5 948/14
 948/17 948/18 948/25
 949/1 949/5 949/12
 949/13 949/21 949/23
 949/25 950/2 950/4
 950/11 951/25 953/2
 953/6 953/22 954/1
 954/10 954/18 955/7
 955/12 955/16 957/8
 970/23 970/25 971/1
 971/2 971/3 971/4 971/6
 975/13 976/16 976/19
doesn't [6] 865/18
 919/15 920/3 920/6 921/4
 978/9
doing [2] 900/14 958/11
dollar [11] 902/2 942/24
 943/3 943/5 943/7 943/10
 943/14 943/24 943/24
 944/8 949/23
dollars [1] 898/6
don't [17] 865/3 865/16
 879/8 880/10 881/12
 887/12 887/18 902/12
 902/13 906/3 916/9 921/6
 942/21 964/21 966/19
 977/11 977/12
done [7] 934/3 946/3
 949/9 957/21 965/13
 965/19 975/10
Dorcheus [4] 885/11
 885/21 885/24 886/13
down [12] 883/22 891/21

891/23 892/1913/12
 954/9 954/21 958/12
 959/8 973/16 976/7 979/7
Downey [2] 861/16 979/5
dozen [1] 940/5
draw [1] 914/21
drew [2] 913/1 913/6
drive [1] 956/16
driven [2] 908/25 950/17
driver [1] 950/20
drives [2] 907/14 945/21
drop [2] 909/25 945/11
dropped [1] 909/21
drug [1] 950/2
Drummonds [1] 859/9
due [1] 894/12
duly [2] 864/10 929/5
during [6] 870/10 870/16
 870/19 883/10 900/16
 904/19
DX [1] 912/20
DX0004 [1] 924/11
DX0040 [2] 910/9 910/15
DX1270 [2] 906/12 907/2
DX2829 [2] 914/7 914/13
DX2834 [2] 968/20 969/8
DX2835 [2] 971/8 971/18

E

each [4] 892/4 893/9
 904/24 947/22
earlier [3] 880/15 910/19
 975/16
early [1] 880/4
ease [1] 977/11
easier [1] 865/20
easily [1] 949/17
easy [2] 906/6 959/9
ecommerce [23] 900/10
 900/11 900/12 900/13
 900/17 900/20 900/24
 901/3 901/4 901/5 901/5
 901/8 901/9 901/13
 901/21 905/20 909/11

E

ecommerce... [6] 909/17
909/17 926/1 926/3
926/13 950/16
economical [1] 962/18
Eddie's [2] 931/24
961/23
effect [1] 899/19
egg [1] 914/18
eggs [4] 902/16 905/25
916/13 952/16
egress [1] 977/11
eight [2] 900/18 900/24
either [5] 917/11 917/18
926/5 941/20 971/12
electronics [1] 938/8
element [2] 935/9 936/18
elements [4] 935/9 936/2
936/23 937/13
Elizabeth [5] 859/7
928/23 951/2 952/7
954/23
Elizabeth Arens [1]
928/23
else [1] 968/2
else's [1] 863/9
elsewhere [5] 940/16
967/17 967/20 967/21
967/23
email [40] 876/16 877/5
877/10 877/25 879/11
882/16 882/19 883/14
883/16 883/23 885/11
885/23 886/9 886/12
887/3 887/25 888/3
888/18 888/19 888/22
890/8 890/8 890/15 894/8
894/20 906/23 907/6
907/8 910/13 913/1 913/2
914/11 914/17 915/14
915/20 915/22 915/25
916/4 916/6 923/3
employ [1] 945/25
employed [1] 929/19

employees [4] 866/12
917/3 923/22 924/1
employer [1] 865/6
employment [2] 963/23
963/24
enabled [1] 945/24
end [4] 894/24 895/6
898/21 960/8
endeavored [1] 958/22
ending [2] 969/13 972/7
energy [1] 964/21
Enforcement [1] 859/22
engage [1] 947/16
Engage3 [1] 947/4
enough [2] 897/3 921/22
enroll [1] 945/3
ensure [1] 895/18
entered [2] 948/7 975/17
entire [7] 870/12 870/14
874/10 877/5 961/24
962/16 964/4
entirety [3] 961/22
965/11 966/1
entitled [1] 980/10
Enu [1] 861/5
equation [3] 880/14
881/11 881/13
equity [5] 963/4 963/4
963/5 963/5 964/12
equivalent [1] 940/24
erosion [1] 910/6
especially [1] 964/23
essentially [1] 972/10
establish [4] 920/8 921/7
927/25 952/1
established [2] 879/8
957/13
estate [2] 874/6 965/22
estimated [1] 874/17
estimation [2] 942/3
942/19
et [3] 858/3 863/5 980/3
ethos [1] 961/12
even [3] 881/10 901/6

959/8
ever [2] 904/10 904/14
every [8] 900/19 900/25
920/16 928/13 945/22
952/2 952/14 952/15
everybody [2] 916/24
952/24
everyone [1] 863/8
everything [4] 901/14
919/11 919/12 942/15
evidence [8] 877/3 883/3
885/17 888/7 894/16
951/20 969/8 971/19
evident [1] 977/4
exactly [5] 879/9 880/10
902/11 902/14 947/7
Examination [12] 862/3
862/4 862/5 862/7 862/8
862/9 865/1 896/3 924/9
929/15 966/15 976/14
examined [2] 864/10
929/5
example [11] 870/11
871/7 871/7 871/20
872/20 874/7 874/16
939/17 949/7 952/24
956/2
examples [7] 871/11
945/1 952/16 957/14
958/19 958/20 959/1
excellent [1] 952/23
exception [1] 947/12
exchanged [1] 906/23
excitement [1] 924/2
exclusive [1] 942/16
excuse [1] 960/8
executives [1] 961/25
exhibit [4] 877/19 879/13
910/8 972/4
exited [1] 960/11
expedited [1] 900/16
experience [17] 868/15
873/12 873/15 904/25
905/10 905/11 921/2

E

experience... [10] 933/18
937/23 937/25 938/3
940/8 940/10 943/3 943/7
957/19 958/10
expertise [3] 943/20
963/25 964/14
Expiration [1] 980/17
explain [6] 867/17 896/16
898/3 911/21 926/3 939/9
explained [4] 879/3
879/21 879/24 909/18
explanation [1] 911/12
exposure [3] 940/7
959/10 961/19
express [1] 924/1
expressed [2] 923/7
923/22
extended [1] 963/24
extensively [2] 944/13
944/15
extent [1] 958/7

F

faced [2] 967/4 967/8
fact [8] 872/5 878/20
902/13 928/11 940/21
963/21 975/10 976/16
factors [1] 895/18
facts [1] 927/25
failed [2] 959/16 959/24
fails [1] 881/6
fair [3] 900/25 911/4
915/5
familiar [5] 870/1 892/13
918/15 934/8 968/23
familiarity [4] 937/22
941/10 942/9 943/2
famous [7] 882/19 883/7
883/13 883/20 884/9
884/10 910/21
far [5] 905/3 927/12
927/16 927/18 963/22
farther [1] 964/10

fated [1] 960/6
favorite [1] 904/6
February [2] 956/2 975/4
FEDERAL [8] 858/3
859/2 859/4 859/10
860/19 928/23 928/24
980/3
feel [3] 876/10 902/10
902/13
feeling [2] 878/6 878/9
feet [4] 867/2 867/8 933/7
943/12
felt [4] 879/19 881/5
908/23 908/24
few [6] 866/20 884/17
921/25 938/9 947/20
966/6
fewer [4] 927/12 927/16
927/18 942/19
Fifth [1] 860/7
Final [5] 898/20 913/18
915/13 917/1 917/9
finalize [1] 874/9
find [5] 922/25 941/4
943/14 943/17 943/18
finding [2] 944/7 944/9
fine [5] 877/5 877/10
906/13 921/11 973/11
first [33] 864/9 864/16
864/18 873/24 876/6
877/18 883/25 884/2
890/15 890/18 890/22
896/7 896/14 896/15
896/17 896/20 898/25
906/11 911/14 911/17
913/1 913/6 914/23
915/15 916/4 924/18
924/19 929/4 929/9
945/19 948/7 951/24
975/17
firsthand [7] 958/1 958/1
958/2 958/2 959/23
959/24 962/3
Fishkin [1] 861/12

five [4] 873/20 898/5
898/10 898/18
FI [1] 860/19
floral [4] 868/8 870/15
871/1 903/7
focal [1] 925/12
focus [2] 890/3 931/5
focused [5] 890/23
910/24 920/3 921/5
956/18
fold [2] 945/17 945/18
folks [5] 880/24 885/24
894/9 900/16 977/19
follow [1] 976/3
followed [1] 911/18
following [1] 945/12
follows [3] 864/10
911/15 929/5
food [23] 873/7 875/2
901/13 906/8 907/9
907/16 907/19 907/21
911/17 924/20 924/24
925/7 925/8 925/11
925/13 925/16 925/21
931/24 933/8 942/18
943/14 952/23 961/23
foods [24] 869/7 869/24
899/5 899/7 899/18
899/23 926/20 934/16
941/7 941/11 941/13
941/19 942/1 949/1 949/2
949/3 949/5 949/9 949/12
949/18 974/4 974/7
974/13 974/16
foot [1] 867/5
footprint [1] 930/21
foregoing [1] 980/8
form [1] 900/20
format [16] 933/1 933/3
933/4 933/15 937/22
937/25 938/5 940/7
940/10 941/10 942/9
942/12 943/2 943/7
948/21 977/10

F

formats [1] 945/6
former [3] 959/21 959/21 959/21
forth [3] 865/19 874/9 902/7
fortunate [1] 897/3
found [2] 880/5 938/7
foundation [7] 879/7 881/1 920/5 920/9 921/7 921/17 922/11
four [6] 863/5 865/11 872/21 874/5 930/24 954/5
four-pack [1] 872/21
fourth [1] 894/21
frame [3] 881/14 900/1 922/21
framework [1] 951/11
Francisco [1] 859/14
fraught [1] 959/9
free [2] 876/10 884/5
frequencies [1] 944/25
frequency [9] 939/24 947/3 947/12 948/15 952/19 953/19 974/3 974/23 977/25
frequently [2] 946/22 947/15
fresh [22] 868/12 868/16 868/23 868/25 888/12 899/4 899/20 900/2 900/3 900/23 904/7 916/25 917/10 926/19 936/3 941/1 941/3 943/15 945/20 950/11 950/12 978/17
Freshes [1] 900/6
Friday [2] 889/5 894/12
Fridays [2] 878/1 878/4
front [4] 876/4 876/8 945/17 961/5
frozen [4] 868/23 868/25 869/2 901/21

Fry's [29] 932/24 936/7 936/9 937/10 946/23 947/10 947/11 947/12 947/21 953/4 953/6 953/24 954/2 954/4 954/20 955/14 955/18 955/21 956/1 956/7 956/20 970/15 971/2 972/20 974/22 975/21 975/25 977/2 977/22
FTC [3] 863/5 864/4 865/4
full [17] 906/3 933/7 933/9 934/2 934/14 935/9 936/25 937/14 938/18 940/14 941/16 942/22 943/15 946/12 973/21 977/14 978/18
full-service [4] 933/7 934/14 938/18 942/22
fuller [1] 909/4
fully [1] 957/6
functions [2] 875/1 875/3
further [5] 924/5 928/15 961/19 976/9 978/22

germane [1] 938/9
get [21] 897/4 897/7 897/22 899/21 904/4 904/5 904/11 909/3 909/23 911/24 912/20 913/25 914/19 918/3 920/16 924/12 925/13 939/23 945/19 966/22 967/1
gets [1] 919/1
getting [5] 901/17 909/19 925/10 925/14 947/24
give [5] 870/11 871/7 871/20 887/7 906/3
go [27] 876/5 882/11 891/21 891/21 891/23 892/1 898/7 901/7 901/23 903/25 904/7 904/16 906/22 907/6 912/6 915/14 916/4 917/2 917/19 922/20 924/2 924/11 939/18 945/25 971/24 972/7 978/25
goals [3] 883/12 884/8 884/11
goes [2] 905/12 977/9
going [32] 865/19 866/20 874/9 874/20 879/12 882/11 887/8 887/20 887/22 890/18 898/22 901/8 906/14 906/21 911/25 912/6 914/5 915/22 920/7 922/15 922/15 922/21 928/2 928/17 931/5 944/11 945/12 948/1 967/25 968/19 971/10 978/24
Golden [1] 859/14
good [25] 863/4 863/10 863/13 863/14 863/17 863/18 863/21 863/22 863/24 863/25 864/2 864/3 865/3 865/5 896/5 896/6 921/22 929/17

G

Gabbert [1] 960/2
gain [1] 960/15
Gardner [2] 860/11 863/16
Gate [1] 859/14
gears [1] 918/5
general [11] 859/13 859/16 860/21 868/10 902/2 936/12 943/5 943/10 943/14 943/24 944/8
generally [5] 866/17 866/21 874/22 901/23 946/20
geographic [1] 908/21
geography [2] 908/21 909/2

G

good... [7] 929/18 952/25
960/16 966/17 966/18
976/6 979/4

goods [4] 869/12 919/3
933/13 934/18

Gordon [1] 859/12

got [10] 866/3 866/11
890/8 897/1 900/17
902/19 909/17 944/2
965/2 965/2

Gotshal [4] 860/4 860/7
860/16 860/18

gotten [1] 914/18

gourmet [1] 941/21

Government [1] 877/11

granted [1] 950/25

great [2] 887/3 963/6

greater [3] 947/13 973/6
978/18

greatest [2] 912/1 974/20

green [1] 869/2

Griffith [2] 888/19 889/2

grocer [21] 905/8 905/13
905/14 905/19 906/1
906/4 907/23 933/5
936/23 938/7 938/15
939/23 941/5 942/21
944/10 948/23 950/13
951/13 978/10 978/15
978/19

groceries [5] 899/15
900/12 926/5 926/16
940/24

grocers [8] 919/1 919/7
941/24 945/11 945/20
953/8 977/21 978/8

grocery [24] 868/3 870/2
871/3 875/3 881/23 896/8
897/24 898/20 899/11
899/14 900/13 905/1
929/24 929/25 933/19
933/24 935/8 936/13
938/9 938/10 944/5 950/8

964/18 973/14

grocery-related [1]
936/13

grocery-type [1] 938/10

Gross [1] 892/16

group [3] 861/2 919/3
919/5

groups [2] 956/5 956/5

growth [1] 957/24

H

had [34] 878/5 879/3
880/16 896/25 899/15
899/18 900/13 907/12
907/13 908/2 908/16
909/24 922/19 923/7
923/17 957/21 957/25
958/2 958/22 959/12
960/14 962/1 962/1 962/2
962/3 962/14 963/11
963/25 965/15 965/22
965/23 965/23 966/1
975/12

hadn't [1] 975/10

Haggen [8] 878/18
878/21 879/4 881/6 922/9
922/23 923/8 923/23

half [2] 930/19 943/13

Hall [1] 859/7

Hamburger [1] 859/4

handed [2] 896/14 914/7

handled [1] 946/9

happened [1] 879/9

happening [1] 945/7

happens [1] 945/22

hard [1] 964/22

hardworking [1] 866/12

Harper [1] 859/16

Harris [1] 859/8

Harvard [1] 877/7

Harvey [2] 860/15 863/20

has [26] 873/18 874/8
879/9 884/23 892/4
905/20 909/9 909/12

909/18 909/22 921/17
921/17 940/22 944/2
944/5 946/8 950/23
952/21 955/25 956/14
956/16 961/14 962/16
964/24 967/25 969/15

hasn't [2] 911/22 975/1

have [126]

haven't [2] 923/25 966/6

having [4] 872/7 873/2
939/19 950/18

he [40] 865/18 881/9
882/23 883/1 883/19
883/21 883/25 884/3
884/15 885/22 886/1
886/4 886/9 886/11
888/15 888/16 888/17
889/3 889/7 889/25
889/25 907/12 907/21
910/20 911/12 912/8
915/18 919/21 920/5
922/14 922/17 922/17
922/20 923/7 958/10
958/10 958/11 960/3
960/4 960/5

He's [1] 879/10

head [2] 904/12 924/3

header [5] 951/24 952/12
954/9 954/21 955/7

healthier [4] 941/21
949/16 974/8 974/12

healthier/cleaner [2]
941/21 949/16

hear [1] 895/7

heard [3] 899/15 905/8
909/12

HEARING [2] 858/14
980/5

hearsay [1] 877/7

held [2] 930/5 930/7

help [4] 891/23 892/1
943/20 977/17

helpful [1] 890/3

helps [2] 871/13 875/18

H

her [6] 903/1 927/24
928/2 933/19 955/2 979/2

here [18] 863/5 863/11
863/16 876/4 883/16
885/23 891/5 902/10
907/21 909/9 911/23
924/18 961/10 971/24
972/19 976/21 976/25
977/6

hidden [2] 878/13 878/16

high [6] 933/21 934/15
935/10 940/21 956/10
977/16

high-level [1] 956/10

higher [8] 886/18 942/4
949/16 952/9 952/10
953/25 973/12 973/12

highlighting [1] 876/10

Hill [4] 958/25 959/4
960/13 963/1

Hills [1] 966/5

him [2] 865/18 911/11

hindered [1] 965/16

his [9] 879/11 883/18
884/2 884/6 884/7 907/16
921/21 958/8 958/10

Hispanic [3] 898/18
916/25 917/10

Hispanic-based [1]
898/18

historic [1] 945/12

historically [1] 945/16

history [8] 906/6 923/14
958/3 958/17 959/12
962/23 964/8 966/3

holidays [1] 884/20

home [2] 926/6 938/8

Honor [48] 863/10
863/15 863/19 863/21
863/24 864/2 864/21
865/21 877/2 877/4 877/7
877/14 877/22 879/8
883/2 883/4 885/16

885/18 888/8 894/15
894/17 895/22 895/23
907/1 910/14 911/9
914/12 920/8 920/23
921/11 921/20 921/23
922/12 922/18 927/20
928/16 928/22 950/24
951/19 958/6 958/14
966/9 969/7 972/2 976/10
976/12 979/1 979/4

HONORABLE [1] 858/16

honored [1] 963/1

hope [5] 871/16 872/4
894/21 894/24 895/7

Hough [1] 859/8

hours [2] 870/16 870/19

household [5] 869/21
933/21 939/4 952/15
952/18

households [1] 953/19

how [56] 865/10 878/5
878/9 879/19 881/5 886/3
886/11 893/9 894/1 896/7
896/10 898/1 899/21
902/2 904/3 904/20
905/18 905/20 917/17
920/15 921/9 930/5
930/17 930/22 931/11
932/3 933/14 935/15
937/25 938/23 939/20
939/20 939/21 940/10
941/1 941/1 941/13
941/25 942/12 943/7
943/23 946/5 947/8
947/10 948/14 948/17
949/5 952/5 952/8 958/20
958/22 960/17 962/3
964/14 967/9 977/17

huddle [1] 916/8

human [3] 876/23 959/25
960/1

hundred [1] 946/9

hypothesizing [1] 910/20

I

I'd [12] 876/3 876/7 887/9
893/2 950/25 951/24
953/14 954/21 954/23
969/7 969/13 971/18

I'll [12] 887/22 902/25
904/22 911/7 911/8
919/18 920/5 920/23
921/11 921/16 921/23
922/7

I'm [40] 865/4 865/4
865/9 865/18 866/20
874/20 879/12 882/6
882/11 887/8 887/20
890/18 895/23 896/9
897/7 898/8 902/17
904/15 906/14 911/9
912/6 912/20 912/21
914/5 914/19 915/24
917/19 920/7 921/16
922/21 924/12 927/16
927/25 928/2 930/3 931/5
944/11 948/1 970/16
973/2

I've [8] 902/19 933/17
936/22 947/2 961/10
963/2 976/21 977/21

idea [1] 953/20

identified [2] 923/19
952/11

identifies [1] 967/15

identify [2] 893/20
893/23

IL [1] 859/17

ill [1] 960/6

ill-fated [1] 960/6

ILLINOIS [2] 859/16
859/16

illustrates [1] 896/16

immediate [1] 885/22

important [7] 875/13
875/16 947/23 947/25
952/17 957/23 966/7

impossible [1] 965/20

I
impression [1] 945/19
INC [3] 858/7 861/2 865/7
include [4] 875/2 885/4
889/24 943/5
included [2] 909/15
909/24
includes [2] 913/2 933/7
including [7] 869/9
885/24 930/24 933/8
933/10 957/15 961/23
inclusion [2] 877/5 906/3
inclusive [1] 909/11
incorrect [3] 975/7 975/8
975/14
incorrectly [1] 975/12
increase [1] 892/1
incumbent [2] 961/17
964/24
independent [2] 936/19
957/23
index [3] 861/24 949/16
952/8
indexed [1] 976/4
indexes [1] 956/2
indexing [1] 954/17
indicate [1] 933/20
indicated [2] 908/5
922/17
indicates [2] 934/1 942/3
indices [2] 956/4 956/15
individual [2] 939/4
941/25
industry [8] 896/8 897/25
899/11 905/1 944/2
946/13 952/16 963/6
Infinger [1] 861/7
info [1] 890/22
information [7] 889/4
911/5 912/3 914/22
930/20 938/20 946/2
informed [5] 957/20
958/19 962/23 964/7
966/3

infrastructure [1] 962/5
ingredient [1] 974/8
ingredients [2] 941/21
949/17
ingress [1] 977/11
INJUNCTION [2] 858/14
980/5
input [1] 908/23
inside [1] 918/10
inspect [3] 868/16
868/20 901/1
Instacart [2] 901/9
901/11
instances [1] 918/3
intact [6] 957/5 957/6
957/18 959/3 961/9
965/11
intelligence [1] 968/25
intended [1] 956/17
interesting [1] 958/21
internally [1] 921/18
inventory [1] 957/16
involve [1] 880/20
IRI [2] 911/16 925/18
is [268]
isn't [1] 921/22
it [157]
it's [70] 865/17 865/19
873/25 876/7 876/20
881/11 881/13 885/6
885/8 885/23 888/22
889/16 890/16 892/16
893/7 896/15 899/7
900/18 905/3 905/11
905/16 906/11 906/13
906/20 910/9 910/13
912/10 912/22 914/11
914/25 914/25 917/7
917/13 919/18 924/12
925/18 925/19 926/5
926/10 927/6 935/25
938/3 940/15 941/16
942/2 943/16 943/25
944/1 945/18 947/14

947/21 948/11 948/24
949/15 950/14 950/14
953/18 956/17 961/17
964/22 964/22 966/20
967/19 967/20 971/7
971/11 972/4 978/10
978/15 978/23
item [9] 867/18 867/19
890/3 939/13 939/22
946/2 952/2 952/9 953/1
items [42] 881/23 890/23
904/24 913/14 914/25
917/25 918/2 918/4 939/5
940/19 941/25 942/20
944/9 945/7 945/17
945/17 945/20 946/9
947/12 947/13 947/15
947/23 947/23 952/13
952/13 952/14 952/17
952/20 952/20 952/21
953/3 953/5 953/14
953/15 953/16 953/17
953/18 954/13 955/12
955/15 956/5 978/16
its [8] 871/21 891/18
891/24 936/1 955/25
962/10 962/10 962/11
itself [1] 877/11

J
Jackson [2] 915/16
915/25
Jacob [1] 859/4
Jacob Hamburger [1]
859/4
James [1] 861/12
jessup [3] 861/21 861/23
980/15
Jif [1] 939/17
jill [3] 861/21 861/23
980/15
job [2] 930/1 950/11
jobs [3] 880/9 880/25
881/7

J

Joe's [10] 899/5 904/17
905/22 928/5 928/11
942/6 942/10 942/13
942/17 949/21

John [9] 859/3 860/1
887/25 888/11 888/12
888/14 890/16 890/21
910/13

John Porter [1] 910/13

John Romano [1] 887/25

John writes [1] 890/21

Jonathan [1] 861/5

Joshua [4] 860/10
860/15 861/6 863/23

JUDGE [1] 858/17

July [3] 885/14 886/1
897/12

June [2] 885/12 975/18

June 28 [1] 885/12

just [40] 863/10 865/18

871/7 872/20 874/7
881/16 887/7 887/21
890/18 892/25 893/4
896/7 896/14 896/24
901/23 905/22 906/13
907/22 908/5 909/12
909/12 911/22 914/6
915/10 916/12 917/5
920/23 921/20 925/14
926/3 927/25 932/6
933/17 951/3 954/16
960/19 962/11 971/10
972/5 972/11

Justice [1] 859/22

K

K-e-i-t-h [1] 929/10

K-e-v-i-n [1] 864/20

K-n-o-p-f [1] 929/10

Katherine [1] 859/9

Kaye [1] 860/11

Kayser [2] 859/19 859/19

KCI [4] 953/14 953/21

955/15 955/19

keep [6] 886/9 951/1
951/3 964/4 965/2 965/3

keeping [6] 867/14
867/17 867/22 901/15
927/13 927/15

keeps [1] 889/25

Keith [5] 861/15 862/6
928/25 929/3 929/10

Kelley [1] 889/4

Kelly [2] 888/19 889/2

kept [2] 959/2 959/6

KEVIN [8] 862/2 864/5
864/8 864/17 883/19
907/9 915/16 960/3

Kevin Curry [1] 864/17

Kevin's [1] 916/2

key [14] 902/18 904/23
905/25 947/13 952/13

952/13 952/19 953/3
953/5 953/14 953/15
955/12 955/15 963/22

kind [10] 899/18 900/16
900/17 913/1 939/13
943/19 945/7 945/21
960/6 964/15

Kirkland [1] 939/14

kitchen [1] 942/18

knew [5] 911/25 957/22
959/11 959/23 960/6

Knopf [22] 861/15 862/6
928/25 929/3 929/10
929/17 929/19 934/8

936/15 950/22 951/7
955/1 956/22 958/7
960/19 966/17 967/1

967/3 968/14 976/16
979/2 979/6

Knopf's [1] 972/3

know [39] 863/11 865/18
870/12 875/9 877/25

878/4 878/9 880/10
880/10 880/23 881/12

886/2 891/15 893/1 898/4

899/15 918/19 918/25

922/14 924/15 926/10

938/23 939/21 941/5

942/19 943/19 943/21

948/9 954/7 954/7 959/15

960/7 961/10 962/25

964/10 964/25 977/11

977/13 978/16

knowing [1] 905/21

knowledge [18] 879/5

879/9 879/17 892/20

943/20 958/1 958/1 958/2

960/14 962/1 962/1 962/2

962/3 963/10 964/1

965/24 965/25 977/16

known [1] 917/19

knows [2] 964/25 964/25

Konkel [1] 960/3

KROGER [26] 858/6

860/1 860/21 860/22

863/5 863/20 878/10

882/2 886/24 903/14

911/18 924/19 925/23

927/10 931/6 931/18

932/20 932/23 935/18

936/7 944/19 960/9

970/11 975/19 975/24

980/3

Kuester [1] 860/9

KVI [3] 952/12 953/1

953/16

L

La [1] 874/8

La Quinta [1] 874/8

label [21] 871/18 872/3

872/7 872/13 918/17

918/20 919/1 919/3 919/5

919/7 919/10 919/13

934/18 935/9 936/4

936/25 937/15 939/14

940/22 950/23 957/11

labeled [2] 933/13 970/1

labels [2] 871/21 871/24

L

lack [1] 940/23
Laguna [1] 860/14
land [3] 873/24 874/2
874/13
landlord [1] 874/9
landscape [4] 938/9
962/2 965/25 972/15
large [6] 917/25 918/1
919/10 942/17 943/11
978/13
large-pack [2] 917/25
918/1
large-production [1]
942/17
larger [5] 936/11 938/6
938/12 939/10 939/16
largest [3] 903/21 932/9
932/11
Larkins [1] 859/19
Las [3] 959/17 963/14
963/15
LaSalle [1] 859/17
last [11] 864/16 864/18
873/17 873/19 873/20
880/2 914/21 929/9 955/2
966/22 975/11
late [1] 880/4
Laura [1] 859/7
Law [1] 861/2
leaders [1] 963/22
leadership [3] 949/19
963/18 963/19
leading [3] 902/25 911/7
919/19
leak [6] 970/23 970/25
971/2 971/4 971/6 971/7
leakage [15] 967/11
967/14 967/19 968/15
970/1 970/1 970/3 970/5
972/17 972/20 972/20
972/25 973/4 973/6 973/6
leaks [5] 968/3 968/5
968/6 968/9 970/14

lean [1] 865/16
learn [1] 959/19
least [2] 918/13 947/20
leave [1] 906/14
led [1] 932/4
less [3] 905/1 943/13
943/25
lesser [2] 974/1 974/5
let [18] 863/11 877/16
886/2 892/25 897/22
897/22 899/10 901/23
906/10 910/8 915/14
915/21 915/21 915/22
919/14 922/23 922/25
924/15
let's [8] 897/18 897/23
898/10 907/6 912/20
931/8 931/21 971/24
letting [1] 865/18
level [4] 937/14 946/10
956/10 964/2
licenses [2] 957/14
957/15
like [47] 864/5 868/15
869/2 869/22 872/7 873/2
876/3 876/7 876/11 881/6
887/9 888/23 893/2 898/8
902/11 902/14 904/20
905/23 905/23 905/24
907/1 907/18 910/14
914/13 916/21 917/8
920/21 923/14 923/23
930/20 932/25 937/17
943/24 944/8 950/8
950/22 950/25 951/24
953/14 954/9 954/21
954/23 957/16 969/13
971/18 977/21 979/1
likely [1] 939/18
Lily [1] 859/8
limited [5] 940/3 940/15
948/15 949/3 976/22
line [1] 892/16
liquor [6] 868/5 869/10

902/24 903/5 933/10
957/15
list [4] 888/23 888/25
895/2 972/19
listed [1] 913/17
lists [1] 915/2
literally [1] 945/13
little [16] 865/11 873/14
874/20 876/2 881/21
887/7 891/15 896/7 897/8
899/18 926/23 943/15
943/16 943/20 946/19
974/10
LLC [1] 861/2
LLP [10] 859/19 860/2
860/4 860/7 860/11
860/16 860/18 861/12
861/16 979/5
loaded [1] 887/16
locate [1] 912/7
location [2] 901/7 905/12
locations [5] 880/4
898/22 901/25 902/4
937/2
long [6] 865/10 896/7
930/5 930/17 957/21
975/10
long-range [1] 957/21
longer [1] 877/12
look [35] 868/16 877/16
880/2 883/22 890/18
893/5 896/13 898/21
898/24 902/10 902/13
903/16 906/10 907/6
908/18 908/20 910/8
913/25 914/6 915/12
915/23 917/2 917/4
917/20 920/17 945/14
945/15 949/10 951/24
953/14 954/9 954/21
976/25 977/20 978/3
looked [5] 906/7 907/12
959/13 960/12 960/13
looking [11] 893/12

L

looking... [10] 893/14
 904/19 905/16 911/12
 916/7 918/3 955/7 959/20
 968/14 972/11
looks [5] 888/22 898/7
 905/23 905/23 917/16
lose [2] 880/9 881/7
losing [2] 907/9 907/13
lost [1] 880/25
lot [15] 900/16 901/11
 904/6 904/11 909/17
 940/24 941/19 944/1
 945/19 957/20 959/19
 964/20 964/21 973/14
 977/12
loud [3] 907/8 970/8
 972/17
low [1] 934/7
lower [3] 952/9 975/24
 976/2
lowered [3] 892/7 892/10
 956/3
loyalty [3] 875/6 875/9
 945/3
Lucky [2] 897/5 959/18
Luke [1] 860/14
Luna [1] 860/6
lunch [1] 978/24

M

MA [1] 860/19
made [3] 923/18 955/25
 963/6
Maine [1] 861/10
Mainigi [3] 861/5 862/4
 896/4
maintain [1] 963/18
make [9] 908/5 909/19
 912/20 916/7 916/13
 918/12 962/12 964/20
 976/17
makes [4] 958/16 962/17
 976/17 977/7

making [3] 943/21
 943/21 962/20
managed [1] 962/4
management [4] 959/2
 959/4 964/2 965/2
manager [2] 904/15
 904/16
managers [2] 895/7
 895/12
manages [1] 875/19
Manges [4] 860/4 860/7
 860/16 860/18
manner [1] 921/3
many [8] 871/24 896/10
 919/2 930/22 931/11
 935/8 939/20 946/5
March [1] 897/13
margin [10] 892/13
 892/15 892/17 892/18
 892/21 892/24 893/5
 893/11 893/14 915/2
margins [6] 892/23 893/4
 893/6 893/7 893/8 893/12
Mark [2] 860/13 890/9
marked [1] 969/15
market [43] 873/16
 886/18 906/7 906/7
 907/10 907/12 907/14
 907/18 908/17 908/18
 909/7 909/20 909/21
 909/25 910/3 910/6 910/7
 911/12 911/25 912/2
 924/23 925/8 925/10
 925/18 931/25 948/7
 953/6 954/1 954/1 954/2
 954/8 955/19 956/6 959/2
 960/11 961/21 962/17
 963/11 964/25 965/15
 965/24 975/17 975/22
marketing [3] 889/12
 930/16 962/17
marketplace [15] 884/20
 898/6 898/9 898/14 899/8
 900/8 901/6 909/11 940/6

952/3 952/22 953/21
 954/14 964/1 964/24
markets [5] 916/25 960/5
 960/5 965/6 965/9
Mart [2] 936/18 944/16
Massachusetts [1]
 860/12
match [1] 918/1
matched [1] 886/3
material [3] 948/24
 954/23 976/24
materially [1] 941/18
math [1] 973/9
Matheson [1] 859/3
Matt [1] 906/13
matters [2] 877/18 962/6
Matthew [1] 860/9
may [13] 864/21 880/9
 895/24 897/11 908/8
 917/17 920/8 928/20
 929/11 939/3 939/13
 960/7 966/10
maybe [7] 907/21 922/8
 942/20 949/10 949/10
 978/12 978/14
Mayonnaise [2] 952/23
 952/23
MBA [1] 897/4
me [45] 877/16 877/18
 879/3 879/21 879/21
 880/19 883/13 889/8
 893/1 893/2 896/16
 896/17 897/22 897/22
 899/10 901/23 906/10
 906/20 908/14 910/8
 910/13 912/10 913/15
 914/20 915/10 915/14
 915/21 915/21 915/22
 919/14 922/23 922/25
 923/12 924/15 938/17
 957/25 958/21 960/5
 960/8 960/16 965/7
 966/22 967/9 967/14
 970/22

M

mean [11] 879/13 889/23
907/11 907/17 926/3
934/11 939/9 953/7 957/8
967/11 970/20

meaning [2] 942/16
948/9

meaningful [2] 933/11
934/17

means [5] 889/20 905/19
954/3 967/14 980/10

meant [1] 972/4

measure [1] 952/8

measured [1] 911/16

meat [13] 868/3 868/23
886/18 888/3 889/8
889/13 893/7 901/18
912/21 913/21 933/7
934/16 940/15

meats [1] 869/20

meet [2] 899/22 966/20

meeting [4] 883/10
892/24 895/10 895/15

Megan [1] 979/5

Megan Baker [1] 979/5

Meghan [1] 861/16

melon [1] 977/17

member [1] 937/24

members [3] 919/8 945/2
947/20

membership [3] 927/5
927/7 938/4

mentioned [10] 869/14
870/10 900/2 926/1
926/10 928/8 939/8 956/8
956/15 964/16

merchandise [3] 868/10
884/3 936/12

merchandising [3]
889/12 897/10 930/16

merger [16] 876/3 878/10
878/17 879/20 880/11
880/17 881/4 881/12
881/19 923/14 923/16

923/17 959/18 960/22
963/9 976/1

met [5] 865/3 933/21
934/2 950/20 966/19

methods [6] 944/21
944/24 946/7 946/14
946/16 946/25

metric [1] 924/25

Mexico [5] 931/2 959/17
960/10 960/10 963/16

Michael [1] 861/7

microphone [2] 864/15
897/8

mid [1] 899/25

might [11] 898/11 900/14
904/17 905/12 907/22
939/12 939/23 940/19
942/21 967/16 968/2

Mike [3] 959/22 959/23
960/2

milk [3] 902/16 905/25
952/16

million [1] 874/18

mind [3] 881/17 899/13
904/23

minutes [1] 928/18

misses [1] 901/16

mission [18] 937/6
938/13 939/8 939/20
939/24 940/20 948/20
948/22 949/18 950/7
950/14 968/11 968/13
976/23 977/23 977/25
978/11 978/21

missions [1] 939/3

modalities [2] 945/9
951/11

model [3] 920/2 920/22
943/19

mom [1] 940/9

moment [5] 887/12 912/7
914/6 960/20 964/16

Monday [1] 946/4

money [7] 964/21 967/16

967/16 967/20 967/21
967/22 969/21

monitor [4] 895/17
917/12 917/14 917/17

month [2] 949/11 975/13

months [5] 874/14
909/10 910/5 928/13
932/5

more [20] 871/4 872/21
891/24 901/6 905/1 905/3
907/9 938/8 938/12
938/17 939/2 941/20
941/22 945/24 946/9
947/15 949/17 962/18
974/8 978/17

moreover [2] 962/7
965/24

Moriarty [1] 861/8

morning [25] 858/15
863/4 863/10 863/13
863/14 863/17 863/18
863/21 863/22 863/24
863/25 864/2 864/3 865/3
865/5 878/12 896/5 896/6
928/18 929/17 929/18
966/17 966/18 979/4
979/8

mornings [1] 946/4

Morris [3] 886/7 886/13
924/3

Morrison [2] 859/20
861/3

mortar [3] 900/3 926/15
930/23

most [22] 866/25 867/3
867/4 867/6 871/5 871/6
875/22 885/6 887/9
903/24 911/23 933/18
936/13 940/21 944/13
944/15 945/14 946/22
953/19 963/22 965/4
974/20

motion [1] 950/25

move [14] 865/18 876/2

M

move... [12] 877/2 883/2
885/16 888/6 894/15
907/1 910/14 921/11
921/23 951/19 968/20
971/18

moved [4] 897/4 897/5
897/12 969/7

Mr [53] 859/3 859/3 859/4
859/8 859/9 859/16
859/19 859/21 860/1
860/4 860/9 860/10
860/10 860/13 860/14
860/14 860/15 861/2
861/5 861/6 861/7 861/7
861/8 861/9 861/9 861/12
862/3 862/5 865/2 876/14
877/24 882/14 883/16
888/11 891/5 894/6
894/20 897/17 906/17
910/9 911/19 912/6
912/25 913/3 913/6
915/25 915/25 916/17
919/23 920/12 922/24
923/2 924/10

Mr. [42] 864/5 865/3
865/6 882/16 885/9 890/9
896/5 896/13 904/25
907/7 907/25 910/10
911/1 911/4 911/11
911/14 914/7 915/16
916/16 919/15 921/25
923/1 924/4 924/11
924/16 929/17 929/19
934/8 936/15 950/22
951/7 955/1 956/22 958/7
960/19 966/17 967/3
968/14 972/3 976/16
979/2 979/6

Mr. Barker [1] 911/1

Mr. Bryson [1] 921/25

Mr. Bryson's [1] 923/1

Mr. Curry [16] 865/3
865/6 882/16 885/9 896/5

896/13 904/25 907/25
910/10 914/7 915/16
916/16 919/15 924/4
924/11 924/16

Mr. Kevin Curry [1]
864/5

Mr. Knopf [16] 929/17
929/19 934/8 936/15
950/22 951/7 955/1
956/22 958/7 960/19
966/17 967/3 968/14
976/16 979/2 979/6

Mr. Knopf's [1] 972/3

Mr. Porter [3] 911/4
911/11 911/14

Mr. Romano [1] 890/9

Mr. Sankaran [1] 907/7

Ms [22] 859/2 859/7
859/7 859/8 859/9 859/12
860/6 860/9 860/11
860/21 861/5 861/6 861/8
862/4 862/7 862/8 862/9
896/4 929/16 965/7
966/16 976/15

Ms. [4] 890/9 967/4 967/7
973/19

Ms. Arens [3] 967/4
967/7 973/19

Ms. Salazar [1] 890/9

Ms. Camilla [1] 860/15

much [24] 877/6 886/18
901/7 917/19 928/9 935/7
938/6 939/10 939/15
939/16 939/20 939/21
940/18 942/4 942/19
943/16 944/3 947/9
947/11 955/24 958/21
961/11 974/1 974/5

MULO [30] 903/22
903/24 906/8 906/9 907/9
907/13 907/15 907/20
907/20 909/6 909/8 909/9
909/13 909/14 909/15
909/15 909/17 909/19

911/22 924/23 925/2
925/4 925/6 925/9 925/9
925/11 925/11 925/12
925/13 925/14

multi [1] 939/19

multi-pack [1] 939/19

multiple [1] 872/18

Musser [1] 859/2

my [38] 873/25 874/6
876/23 876/24 885/22
886/16 889/3 896/9
896/17 896/18 897/4
898/4 904/6 904/13
904/22 914/11 927/6
927/21 928/14 930/19
931/5 937/24 940/9 942/2
942/19 944/1 948/6
957/19 958/19 959/20
959/21 966/10 966/19
968/9 971/6 975/3 975/9
975/16

N

N.W [2] 859/10 860/12
name [11] 864/16 864/19
929/9 955/2 961/16 962/6
962/12 963/15 964/13
966/19 966/22

named [1] 924/3

names [4] 961/3 961/5
962/22 963/10

narrative [1] 890/1

narrower [5] 939/11
939/15 940/18 941/5
943/17

Nation [1] 931/24

national [13] 871/4
871/11 871/13 871/17
872/8 874/21 875/23
927/18 933/12 934/18
936/4 940/23 941/20

Nations [1] 930/24

natural [3] 933/9 977/15
978/17

N

nature [18] 871/23
923/10 936/1 936/4
936/24 936/24 936/25
938/8 938/11 941/15
941/16 952/17 961/13
961/15 964/13 976/22
977/14 977/23
Navajo [1] 930/25
NE [1] 859/23
nearby [1] 928/14
nearly [3] 941/3 941/24
950/13
necessarily [2] 967/19
978/15
necessitate [1] 892/11
need [14] 873/23 886/9
889/4 916/8 927/7 933/21
934/2 939/20 939/21
939/22 950/20 953/19
970/18 970/20
needs [6] 898/7 899/22
900/20 900/25 933/19
933/24
negotiates [1] 875/23
negotiations [3] 874/1
874/4 963/21
neighborhood [1] 961/13
Neither [1] 870/15
NELSON [1] 858/16
Nevada [17] 931/2 931/8
931/9 931/11 931/14
931/19 935/2 935/4
935/19 935/21 936/16
936/17 936/21 944/14
946/12 946/15 947/6
never [2] 954/6 959/7
new [10] 860/8 863/19
873/15 873/18 873/23
931/2 959/17 960/10
960/10 963/16
newspaper [3] 877/8
945/14 945/18
next [8] 864/1 878/20

890/12 910/8 928/21
953/18 954/21 964/2
Ngan [1] 860/6
nice [1] 966/20
Nicole [1] 859/12
Nielsen [2] 925/18 969/1
NielsenIQ [2] 969/2
969/4
Nine [1] 930/19
Ninth [1] 860/2
NIQ [4] 968/25 969/4
971/13 977/5
no [40] 858/4 873/19
883/4 885/18 888/8
888/15 892/9 892/12
894/17 902/12 906/3
907/3 910/16 914/14
923/25 924/5 926/20
928/15 940/16 943/14
943/20 948/13 949/22
949/24 950/1 950/3 950/5
951/21 953/25 954/23
961/4 963/12 965/11
965/12 969/9 970/20
971/20 976/9 978/12
980/17
No. [1] 863/6
No. 3:24-cv-00347 [1]
863/6
Nob [5] 958/25 959/4
960/13 963/1 966/5
non [1] 889/21
non-promotional [1]
889/21
nonfood [1] 873/7
noon [1] 978/23
Nord [1] 859/21
normal [1] 955/4
Northern [2] 897/4 931/4
not [92] 868/20 870/12
870/14 873/18 873/19
879/23 881/10 881/13
887/8 887/16 888/15
890/19 891/12 899/25

900/25 906/14 909/24
911/16 912/10 914/24
916/11 916/21 916/24
917/17 919/17 921/16
922/17 922/19 923/21
924/12 927/7 927/9
927/11 928/14 936/12
936/19 938/7 938/18
939/1 939/6 939/17
939/25 940/14 941/3
941/19 941/24 947/21
948/4 948/6 948/9 948/11
948/18 948/19 948/24
948/25 949/13 949/14
949/15 949/19 950/6
950/13 950/15 958/1
958/18 959/21 961/18
962/22 963/1 965/12
965/13 966/1 966/1 967/6
967/19 967/25 968/11
968/12 968/19 971/9
972/4 973/8 973/8 974/22
975/8 975/11 976/19
976/24 977/6 978/14
978/15 979/3 980/12
note [3] 906/20 906/20
913/3
Nothing [2] 922/9 978/22
November [2] 879/1
880/24
now [48] 865/11 866/22
867/24 868/12 871/3
872/13 872/17 873/23
882/11 883/7 887/17
888/18 890/15 891/15
892/4 893/18 896/9
899/19 900/10 900/18
900/24 901/13 901/23
902/1 902/5 903/25 906/8
907/20 909/11 912/6
912/11 914/5 915/16
915/25 916/4 916/17
917/21 917/22 917/25
919/14 921/25 925/9

N**now... [6]** 928/24 932/25
937/17 944/11 953/14
963/11**number [16]** 866/2
877/15 885/24 892/4
892/8 894/8 900/6 902/5
907/15 908/1 912/19
923/2 925/23 939/11
952/3 977/13**numbers [3]** 890/2 951/5
969/14**numerous [1]** 867/24
NW [2] 860/16 861/13
NY [1] 860/8**O****Obaro [1]** 860/4
object [11] 877/4 877/13
902/25 911/7 919/18
920/5 921/6 921/16 922/7
922/11 958/6**object to [1]** 877/13
objection [17] 879/7
879/12 881/1 881/8 883/4
885/18 888/8 894/17
907/3 910/16 914/14
922/21 927/20 928/2
951/21 969/9 971/20**Observation [1]** 921/22
observations [2] 916/2
921/21**observe [2]** 904/8 904/20
obtain [3] 873/23 874/2
874/13**obviously [3]** 900/10
908/1 959/6**occasionally [1]** 901/16
occasions [1] 944/16**occur [1]** 956/25**October [3]** 876/20 894/9
922/19**off [3]** 887/12 951/1
963/8**offer [21]** 868/22 869/12
869/17 869/21 870/16
870/19 871/4 871/8
871/17 872/18 872/20
873/11 927/12 927/16
927/18 933/9 938/6 938/9
942/21 963/23 978/9**offered [1]** 867/14
offering [18] 871/13
872/2 872/24 900/20
905/21 905/22 905/23
933/5 933/12 934/17
935/8 936/12 937/1 941/1
941/6 944/9 953/12
976/23**offerings [9]** 901/19
918/15 934/16 936/24
938/11 941/16 943/15
943/23 949/15**offers [9]** 867/21 871/21
934/13 934/14 945/1
945/4 946/8 949/16
974/11**office [8]** 859/13 859/16
874/21 874/21 874/23
928/14 959/5 964/6**officer [5]** 930/10 930/13
959/25 960/2 960/4**Official [1]** 980/16**often [5]** 898/1 904/3
920/15 937/2 977/18
oftentimes [4] 904/11
904/22 908/20 909/2**oh [9]** 860/23 864/20
865/16 877/19 887/19
897/9 912/12 912/20
971/11**okay [55]** 868/12 870/1
873/14 876/16 877/19
877/24 878/4 878/16
878/25 879/17 881/16
881/20 882/16 885/7
885/11 885/21 886/1
886/15 887/6 887/11887/17 887/20 887/24
889/2 889/25 890/8
893/18 894/4 894/20
896/1 902/13 912/18
913/10 915/14 916/4
916/23 920/23 921/20
921/23 924/11 924/23
925/6 926/23 928/3 928/5
928/15 968/18 970/10
970/14 971/13 972/5
972/19 972/25 974/2
975/24**old [1]** 925/8**once [6]** 904/4 904/5
909/23 917/13 920/16
949/10**one [41]** 867/13 871/4
873/11 879/21 879/22
879/24 881/25 882/13
883/25 884/2 884/7 889/8
890/8 890/19 895/16
895/17 900/15 900/25
903/14 904/6 904/13
905/17 908/11 909/3
912/9 918/7 919/8 922/8
925/23 932/9 937/7
938/17 939/14 940/4
947/11 960/16 971/12
972/7 973/15 975/13
978/15**one-month [1]** 975/13**one-stop [1]** 873/11**ones [1]** 963/2**online [9]** 868/19 899/16
901/12 917/2 917/14
917/16 917/18 926/5
950/17**only [10]** 873/20 885/4
890/23 928/12 942/17
943/13 947/19 948/8
972/1 974/15**open [9]** 863/3 870/12
870/13 870/13 870/14
871/23 873/23 876/6

O

open... [1] 906/11
Open Nature [1] 871/23
opened [2] 873/18
 899/19
opening [7] 873/15
 873/20 874/14 874/16
 874/17 926/19 977/9
operate [11] 865/13
 865/24 874/23 931/3
 931/9 931/11 931/22
 932/1 932/9 955/11
 957/14
operates [1] 875/6
operating [11] 900/8
 920/2 921/4 930/10
 930/12 957/5 957/6
 957/18 960/4 961/9 962/5
operation [1] 965/17
operations [11] 866/18
 875/14 875/17 882/24
 898/18 898/19 899/20
 901/8 921/8 930/4 930/16
operator [1] 956/10
operators [2] 899/7
 917/10
opportunistic [1] 944/4
opportunity [1] 900/17
options [2] 872/24 873/3
ord.uscourts.gov [1]
 861/23
order [3] 876/5 888/6
 926/13
ordered [1] 926/5
ordinary [1] 879/11
ordinary-course [1]
 879/11
OREGON [5] 858/2 858/8
 859/19 859/22 980/17
organic [3] 933/9 977/15
 978/17
Organics [1] 871/23
organization [10] 899/17
 948/12 948/24 950/18

951/12 958/16 961/25
 962/16 965/12 966/2
original [2] 959/6 980/11
other [29] 869/2 875/3
 881/23 882/5 882/7
 895/18 895/19 901/5
 904/14 908/25 913/22
 915/10 916/21 917/15
 919/7 920/21 921/14
 928/24 930/7 937/7
 937/17 941/24 948/1
 957/15 957/22 959/25
 962/14 967/13 968/16
others [1] 966/6
Otherwise [1] 863/8
our [55] 870/12 875/18
 893/6 893/6 895/3 895/12
 900/18 901/10 901/14
 901/14 903/21 906/20
 910/7 911/12 911/15
 913/25 915/1 915/1 917/7
 925/12 928/17 933/20
 934/1 936/19 940/4 942/3
 943/12 945/2 945/9
 945/25 946/2 947/19
 949/19 950/16 950/18
 950/21 951/13 953/11
 953/12 953/13 953/13
 953/15 954/17 956/6
 957/21 957/23 959/25
 960/1 960/3 966/7 967/10
 974/24 976/3 976/4 976/4
ourselves [2] 950/8
 977/21
out [19] 890/22 895/24
 896/14 904/4 904/5
 904/15 904/17 907/8
 907/12 919/5 945/5
 954/23 959/18 969/17
 969/25 970/7 972/3
 972/14 972/16
Outlet [1] 898/20
outs [1] 876/9
outside [3] 927/21

969/22 972/17
over [10] 865/11 887/22
 897/5 904/9 904/12 932/4
 933/22 957/19 962/7
 973/2
overall [2] 892/19 893/14
overarching [1] 901/9
overcome [1] 965/20
overlap [8] 931/6 931/13
 931/18 932/14 932/17
 932/20 941/23 948/2
overlaps [4] 903/10
 935/1 935/18 936/6
Overruled [3] 881/9
 919/20 958/9
overrun [1] 944/3
overseeing [2] 866/17
 897/13
own [10] 903/1 904/25
 918/19 942/18 942/19
 945/9 950/16 953/11
 963/13 965/12
owner [1] 959/22
owning [1] 899/5

P

P8 [1] 894/12
pack [11] 872/21 872/21
 872/21 872/21 917/25
 918/1 938/12 939/15
 939/17 939/19 978/13
package [4] 872/18
 872/24 873/3 942/18
packaged [3] 933/13
 934/17 950/12
page [21] 877/18 877/19
 888/18 898/25 899/1
 913/2 913/7 913/10
 913/12 914/21 914/23
 915/15 915/23 916/5
 922/23 923/4 945/17
 969/13 969/13 972/7
 972/10
pages [2] 877/13 912/25

P

paid [1] 948/8
painfully [1] 959/23
pandemic [2] 874/17
900/16
panel [4] 911/24 924/25
925/2 925/4
paper [5] 872/20 939/21
945/14 978/12 978/13
paragraph [2] 877/25
923/3
parallel [1] 971/24
Pardon [1] 938/17
parens [2] 890/24 913/7
parentheses [1] 884/4
park [1] 904/6
parking [3] 904/6 904/11
977/12
Parkway [1] 860/5
part [27] 874/1 875/13
879/1 880/14 881/11
881/13 890/18 892/19
900/10 905/21 911/19
915/18 918/12 918/24
918/24 920/22 922/5
931/3 936/13 940/4
943/11 945/18 948/12
957/23 963/21 964/14
972/4
participate [1] 938/5
particular [17] 879/18
881/4 887/7 892/8 895/1
895/10 898/6 898/7 915/4
916/11 923/3 925/24
926/7 939/13 939/21
950/10 954/4
partner [1] 947/4
parts [1] 966/7
party [1] 918/20
pass [3] 895/22 895/24
966/8
past [4] 905/15 909/9
910/5 964/7
paste [1] 877/9

patterns [1] 945/13
Paul [1] 859/16
Pavilion [1] 867/7
Pavilions [5] 865/25
866/7 878/21 897/13
909/22
Pavilions' [1] 916/18
Pavilions-bannered [1]
866/7
paying [1] 964/12
peanut [1] 939/17
peas [1] 869/3
Pennsylvania [1] 859/10
people [11] 863/19
866/22 874/6 875/2
879/19 915/18 926/15
958/2 959/25 960/15
961/15
Pepsi [1] 871/8
per [2] 927/18 942/4
percent [16] 872/13
900/15 900/18 900/24
926/10 926/14 933/23
934/1 934/7 942/4 942/4
942/20 943/13 973/12
973/12 978/6
percentage [4] 933/21
940/22 972/16 972/23
percentages [2] 955/25
970/7
perception [3] 884/6
884/7 886/16
perform [1] 894/2
perhaps [2] 939/14 954/6
peril [1] 963/7
period [3] 890/23 899/13
912/22
periodically [1] 891/18
Perry [1] 860/13
person [3] 884/13 958/15
964/4
perspective [4] 883/18
921/8 937/5 954/6
pertained [1] 922/9

Pet [1] 869/24
Pfaffenroth [7] 860/9
862/8 966/16 966/19
966/24 966/25 967/1
pharmacies [1] 870/12
pharmacy [4] 868/6
875/2 957/15 977/16
phrase [2] 906/1 967/9
physical [2] 866/25
874/13
physically [2] 903/25
917/19
pick [2] 865/19 977/17
picked [1] 962/9
picking [1] 904/21
pickup [3] 926/6 926/7
926/9
pie [2] 969/16 972/14
pie-shaped [1] 969/16
pieces [1] 945/13
Pitt [1] 861/5
place [4] 945/16 957/13
963/18 963/25
places [1] 915/2
PLAINTIFF [5] 859/2
859/12 859/15 859/18
864/9
plaintiffs [3] 858/4
928/24 929/4
plan [2] 957/22 957/24
planned [1] 890/1
platform [1] 901/9
player [7] 898/15 898/16
898/17 899/7 899/11
899/14 900/11
players [2] 899/4 919/2
please [27] 863/4 864/13
864/16 883/12 886/2
889/7 890/1 896/14 898/3
898/12 907/8 909/13
910/15 911/21 912/19
913/10 913/13 913/16
928/20 929/8 933/2
950/23 968/18 968/20

P

please... [3] 971/8 971/19 972/8
PM [1] 979/8
Podoll [1] 861/6
point [10] 890/21 911/23 916/15 917/13 922/14 922/18 923/20 925/12 954/23 965/4
points [4] 880/18 880/20 913/25 914/1
pop [4] 876/9 882/13 885/8 894/5
Porter [7] 860/11 863/16 910/13 911/4 911/11 911/14 911/19
portfolio [2] 961/22 966/7
portfolios [1] 962/14
portion [2] 961/24 968/1
Portland [5] 858/8 859/20 860/3 861/3 861/22
position [7] 879/23 896/17 896/20 930/5 930/15 952/2 954/12
positioning [5] 955/10 962/10 965/23 967/10 977/10
positionings [1] 937/13
positions [2] 930/7 930/17
possesses [1] 950/18
possible [1] 928/9
potential [4] 880/11 880/12 881/19 898/10
potentially [5] 892/2 904/16 908/15 914/2 924/2
practice [4] 945/6 948/10 948/11 951/17
practices [7] 944/12 944/24 946/16 947/7 953/11 954/16 976/3

pre [1] 874/17
pre-pandemic [1] 874/17
predated [1] 958/8
predictable [1] 944/5
prefer [1] 970/19
preferred [1] 970/17
PRELIMINARY [2] 858/14 980/5
premises [1] 873/24
prepackaged [1] 940/16
preparation [1] 911/13
prepare [1] 977/18
prepared [4] 933/8 934/16 969/4 978/17
present [7] 861/15 937/18 937/19 940/1 941/7 942/6 942/24
presented [1] 877/11
president [9] 865/9 876/23 882/23 889/12 896/18 897/14 929/22 930/1 930/11
Presidents [1] 889/4
pressure [1] 976/2
pretty [2] 901/7 952/19
preview [1] 887/7
previous [2] 878/17 880/21
previously [3] 881/6 909/24 961/10
price [64] 889/16 895/18 913/25 915/1 915/4 915/11 915/12 917/24 920/4 921/5 944/12 944/13 944/15 944/21 944/23 945/8 945/11 946/3 946/5 946/15 946/22 946/23 946/25 947/22 948/3 948/4 948/5 948/14 948/17 949/2 949/3 949/5 949/8 949/9 949/12 949/21 949/23 949/25 950/2 950/4 951/13 951/13 952/4

953/22 954/7 955/13 955/16 956/14 956/16 962/3 973/18 973/19 973/21 973/24 974/4 974/6 974/13 974/16 974/19 974/21 974/24 974/25 975/5 975/20
price-check [26] 944/13 944/21 944/23 946/15 946/22 946/23 946/25 948/3 948/4 948/5 948/14 948/17 949/2 949/5 949/9 949/12 949/21 949/23 949/25 950/2 950/4 973/19 973/21 974/13 974/16 975/20
price-checked [1] 915/1
price-checking [4] 944/12 946/5 974/24 975/5
price-checks [9] 944/15 949/3 949/8 973/24 974/4 974/6 974/19 974/21 974/25
priced [2] 952/9 975/1
priced-checked [1] 975/1
prices [24] 882/8 891/21 891/23 892/1 892/7 892/10 892/20 904/22 914/2 915/3 915/6 920/18 920/20 920/20 941/25 946/1 947/24 953/2 954/18 956/3 956/12 975/24 976/2 976/7
pricing [36] 884/18 884/19 885/2 885/4 885/5 886/18 888/3 889/21 889/24 891/15 891/18 904/23 912/22 913/21 914/18 914/22 915/4 916/13 917/2 917/13 917/16 917/17 917/20 918/1 918/4 920/22 951/11 951/16 952/2

P

pricing... [7] 953/10
953/11 954/12 955/23
955/25 976/3 976/5

primarily [5] 907/14
917/1 925/19 967/15
974/19

primary [22] 884/4 890/4
890/24 891/5 891/8
891/11 893/20 893/23
894/2 895/3 908/2 908/9
908/15 908/19 908/23
908/24 910/25 911/16
913/7 936/19 936/20
976/4

principle [1] 951/17
principles [4] 954/16
956/20 963/2 976/3

print [17] 884/20 884/22
884/23 884/25 885/2
916/22 916/23 916/24
916/25 917/5 917/6 917/9
917/12 917/18 945/10
945/13 946/8

prior [3] 908/16 923/13
958/3

prioritize [1] 978/16

priority [1] 890/23

private [24] 871/18
871/20 871/24 872/2
872/7 872/13 918/17
918/20 919/1 919/3 919/5
919/7 919/10 919/13
933/12 934/18 935/9
936/4 936/25 937/15
939/14 940/22 942/16
957/11

private-label [1] 919/10

probably [2] 913/11
978/14

proceed [2] 911/11
962/21

proceeding [1] 955/4

proceedings [3] 863/1

879/1 980/10

process [7] 873/15
873/23 874/1 874/14
876/4 945/23 947/2

procurement [1] 875/3

produce [11] 868/4
868/13 868/16 868/20
893/6 900/23 901/1
901/18 933/10 934/16
943/16

produced [2] 933/10
944/3

produces [1] 942/17

product [17] 872/11
903/12 918/15 927/18
936/3 936/24 937/14
940/21 941/3 941/6
941/11 941/13 942/10
942/12 943/23 952/24
976/22

production [1] 942/17

products [34] 867/11
868/22 869/2 869/5
869/17 869/21 869/22
871/5 871/8 871/18
871/25 872/3 872/13
872/17 873/3 882/5 882/8
901/21 913/21 918/17
918/20 934/19 935/9
938/7 938/12 941/1
941/20 941/22 942/19
949/17 956/9 974/9
977/15 978/5

profile [2] 938/20 938/23

profitability [1] 892/16

program [4] 875/6 875/9
938/4 945/3

promote [1] 952/5

promoted [4] 951/13
952/10 956/15 976/5

promoting [1] 945/7

promotion [3] 946/3
953/10 962/3

promotional [4] 885/4

885/6 889/21 889/24

promotions [5] 956/8
956/11 956/12 956/13
956/19

propensity [2] 954/15
977/15

properties [1] 919/7

proportionality [1] 936/3

proposed [2] 876/3
878/10

proposition [2] 942/2
962/11

provide [6] 870/8 870/9
883/11 890/1 890/2
919/23

provided [7] 912/3
913/18 924/13 934/12
935/7 935/25 936/2

provides [3] 901/6 909/3
952/7

providing [1] 919/2

proxy [1] 959/14

public [3] 951/1 968/19
971/9

pull [3] 968/20 969/25
971/8

pull-out [1] 969/25

pulled [2] 890/21 969/17

pulls [1] 908/12

purchase [11] 873/7
899/17 939/19 943/21
957/4 957/17 957/25
959/14 959/20 960/21
960/21

purchased [16] 926/20
957/6 957/8 957/9 957/10
957/10 957/11 957/12
957/16 957/17 960/7
962/23 965/5 965/8
965/11 965/17

purchases [2] 960/15
976/17

purchasing [4] 868/16
868/20 963/17 964/17

P

purporting [1] 958/7
purpose [1] 949/19
pushed [1] 945/5
put [9] 881/20 884/16
 908/16 908/22 919/12
 925/18 925/25 962/11
 976/1
putting [1] 911/5
PX [2] 876/5 912/21
PX0040 [1] 925/25
PX1257 [6] 885/8 885/11
 885/16 894/4 894/8
 894/15
PX1257-1 [3] 894/4 894/8
 894/15
PX1257-7 [2] 885/11
 885/16
PX2551 [4] 887/6 887/25
 888/6 912/7
PX2553 [3] 876/16 877/2
 923/1
PX2585 [3] 882/12
 882/16 883/2
PX8062 [3] 950/23
 951/19 955/22

Q

QTR [2] 890/22 891/3
quality [8] 939/22 941/4
 943/17 950/10 977/14
 978/9 978/9 978/18
quantities [1] 939/10
quantity [2] 941/3 941/5
quarter [1] 891/4
quarterly [1] 925/5
question [9] 892/25
 922/8 963/14 965/7 968/9
 970/21 970/22 971/6
 977/9
questioned [1] 975/8
questioning [1] 922/13
questions [14] 866/20
 884/17 887/20 902/5

921/25 923/2 924/5
 928/15 931/5 932/25
 944/11 951/5 957/2 976/9
quickly [2] 896/24 896/25
Quinta [1] 874/8
quite [1] 949/20

R

Raley's [139]
Raleys' [1] 962/23
Ralph [1] 916/9
Ralphs [26] 881/25 882/2
 884/4 886/17 886/22
 886/24 890/25 891/5
 891/8 894/25 895/2
 895/14 895/16 898/13
 901/10 903/20 904/10
 904/12 910/25 913/7
 913/18 913/20 915/6
 916/9 917/8 921/15
Ralphs' [1] 916/18
range [3] 867/5 867/7
 957/21
RDR [2] 861/21 980/15
re [4] 885/14 888/3
 894/11 959/7
re-bannered [1] 959/7
reach [1] 892/16
read [4] 880/14 890/18
 890/19 907/8
reads [2] 880/3 911/15
real [2] 874/6 965/22
really [10] 941/17 943/19
 947/16 947/23 947/24
 952/17 953/18 959/1
 964/14 978/13
reason [1] 974/6
reasonably [2] 934/15
 972/24
reasons [4] 936/22
 937/12 962/10 976/21
Rebecca [1] 860/18
recall [11] 873/20 897/20
 899/23 902/8 905/6 908/3

911/2 922/2 923/5 968/14
 975/4
receive [2] 945/4 945/5
received [12] 879/14
 883/5 885/19 888/9
 894/18 907/4 910/17
 914/15 945/1 951/22
 969/10 971/21
recent [3] 903/24 965/4
 975/9
recently [2] 911/23 960/3
recess [2] 928/18 928/19
recognition [1] 961/11
recognize [4] 906/17
 910/10 914/8 961/18
recommendations [1]
 884/2
reconciled [1] 960/13
record [5] 863/8 899/2
 919/24 979/2 980/9
redacted [6] 887/15
 887/17 890/19 906/14
 914/22 914/24
redaction [1] 887/13
redactions [3] 887/8
 887/9 887/22
redirect [8] 862/5 862/9
 911/8 924/6 924/9 976/11
 976/12 976/14
redundancy [1] 978/5
redundant [1] 949/15
Redwood [2] 860/5 860/5
refer [7] 905/10 951/25
 954/1 954/10 955/1 955/8
 967/24
reference [9] 906/6
 907/16 913/7 916/9 953/2
 953/22 954/18 955/13
 955/16
referenced [4] 916/1
 916/6 932/7 976/25
referred [1] 969/2
referring [6] 878/8
 895/14 955/20 960/20

R

referring... [2] 960/20
969/14

refers [6] 883/10 887/1
890/6 891/5 908/14
955/19

reflect [1] 886/17

reflection [1] 955/23

reflections [1] 916/5

reflects [2] 899/1 916/14

reformatting [1] 892/11

regarding [5] 894/25

895/8 911/12 914/18

916/2

regional [2] 919/1 919/2

regionals [2] 919/9

919/12

regular [9] 885/5 889/9

889/20 889/20 893/19

906/23 913/24 918/13

920/13

regularity [1] 953/19

related [6] 879/18 906/15

922/14 923/3 936/13

962/10

relates [2] 897/25 910/25

relating [1] 965/4

relation [2] 911/25

923/16

relationship [1] 961/14

relative [3] 938/25 939/1

952/2

relatively [2] 935/10

938/9

relayed [1] 923/12

relevant [8] 892/23

913/21 937/3 940/23

962/13 964/17 964/20

977/24

reliable [2] 884/13 944/5

reliance [1] 874/21

rely [2] 874/23 875/1

remain [2] 965/5 965/9

remainder [1] 877/6

remained [1] 965/15

remaining [1] 961/19

remains [1] 961/20

remember [2] 910/22

916/19

reminder [1] 887/21

renovating [1] 892/11

reopened [1] 880/3

rephrase [3] 893/2 903/2

903/3

report [23] 876/25 877/9

882/25 888/14 888/16

888/16 893/19 893/21

893/22 894/1 895/4

898/21 907/18 908/22

909/3 909/6 909/7 925/19

925/24 969/4 971/13

971/16 972/1

REPORTER [2] 861/21

980/16

reports [8] 883/11 907/12

907/14 908/8 908/11

908/25 915/16 959/4

representative [1] 975/19

representing [1] 979/5

require [1] 927/5

required [1] 894/12

required/P8 [1] 894/12

requirement [1] 938/4

requirements [1] 873/8

research [3] 881/23

882/7 957/21

Reserve [1] 871/22

resource [2] 959/25

960/1

resources [1] 876/23

respect [3] 910/3 916/5

956/18

respectfully [1] 922/13

respond [2] 921/14

921/18

responding [1] 883/16

responds [1] 887/3

response [2] 911/14

914/2

responsibilities [3]

892/18 930/1 930/15

responsibility [1] 892/19

responsible [3] 866/17

930/3 958/15

rest [1] 969/22

result [1] 976/1

retail [5] 898/22 899/18

915/1 924/3 957/19

RetailData [1] 947/6

retailer [3] 900/20 929/24

977/7

retailers [12] 898/5 898/7

898/9 898/11 937/17

953/2 953/9 953/22

954/18 955/12 955/15

956/18

retain [2] 961/25 964/3

retaining [1] 963/19

retention [1] 963/23

retired [1] 960/3

review [3] 876/10 877/8

894/12

right [53] 864/1 864/6

865/17 866/7 866/12

866/18 866/23 867/5

870/2 871/1 871/11

871/15 872/3 872/8

872/11 873/4 873/12

873/18 873/21 874/2

874/5 874/14 877/16

877/21 881/20 881/25

886/24 887/1 900/4

903/14 910/21 912/4

912/11 912/20 915/17

917/22 922/6 927/2

928/17 929/1 946/7

947/24 959/8 963/2

966/23 968/25 969/22

972/14 972/15 973/15

973/23 974/21 979/7

rights [1] 957/10

ripe [1] 977/17

R

risky [1] 961/17
Rives [1] 860/2
RMR [2] 861/21 980/15
road [1] 910/6
role [4] 865/10 896/18
 936/25 937/14
roles [2] 896/25 897/11
Romano [7] 887/25
 888/11 888/14 890/9
 890/16 891/5 913/3
Ronila [3] 876/16 876/22
 876/23
Room [1] 861/22
Rothman [1] 859/8
roughly [2] 866/3 867/23
row [1] 952/12
run [3] 894/1 956/11
 960/5
runs [1] 956/8
Ryan [1] 861/9

S

S.W [6] 859/5 859/20
 860/2 861/3 861/10
 861/22
Sacramento [1] 897/6
safety [2] 875/2 875/2
Safeway [57] 878/17
 896/11 931/17 932/19
 935/2 935/3 935/12
 936/17 937/10 944/15
 944/17 944/22 944/23
 945/2 945/4 945/7 946/6
 946/12 946/20 946/24
 947/1 949/6 949/8 953/4
 953/6 953/24 954/2 954/4
 954/20 955/14 955/18
 955/21 956/1 956/7
 956/20 968/3 968/5
 968/12 970/5 970/14
 970/23 973/4 973/7 973/8
 973/9 973/9 973/11
 973/22 974/7 974/11

974/20 974/21 974/23
 975/20 975/25 977/2
 977/22
Safeway and [1] 973/11
Safeway-Albertsons [1]
 878/17
Safeway/Albertsons [1]
 953/6
said [6] 905/24 907/18
 909/1 917/9 973/24
 974/19
Salads [1] 869/20
Salazar [2] 888/1 890/9
sale [1] 867/18
Salem [1] 859/23
sales [30] 872/14 892/1
 893/19 893/21 893/25
 893/25 895/3 895/7
 897/10 898/21 900/15
 904/15 909/10 909/16
 917/7 926/4 926/10
 926/14 930/16 967/11
 968/3 968/5 968/6 968/9
 970/14 970/23 970/25
 971/2 971/4 971/6
Sam's [2] 927/1 927/4
same [28] 903/12 934/7
 935/8 937/12 937/13
 937/13 937/14 939/25
 944/7 946/16 947/7 947/9
 947/11 947/22 948/9
 954/12 954/16 956/20
 961/6 965/6 965/9 968/11
 968/11 968/12 970/8
 971/11 972/10 972/23
San [1] 859/14
Sanchez's [1] 915/25
Sankaran [1] 907/7
satisfied [1] 933/24
satisfy [1] 933/18
Saturday [1] 977/12
Save [2] 936/18 944/16
saw [1] 909/25
say [10] 900/25 911/4

915/5 939/6 947/11
 967/11 970/7 972/16
 973/21 974/22
saying [2] 895/6 911/1
says [1] 889/17
scenario [1] 923/23
Scholer [1] 860/11
Schultz [1] 860/10
science [1] 893/7
scope [5] 922/7 927/21
 947/3 949/5 974/23
scopes [1] 944/24
screen [20] 876/8 876/10
 882/13 885/8 887/11
 887/12 887/15 887/17
 887/21 890/19 894/5
 924/12 951/1 951/3
 968/19 970/16 970/19
 970/19 971/9 971/10
seafood [5] 868/25
 870/22 933/8 940/15
 977/18
seal [1] 950/25
seat [1] 864/14
seated [2] 863/4 928/20
Sebastian [1] 860/14
second [9] 886/12
 898/25 906/22 913/10
 913/12 919/11 953/16
 954/7 968/21
second-best-price [1]
 954/7
secure [1] 963/22
see [33] 876/18 878/2
 878/13 878/14 878/23
 878/24 883/23 887/12
 887/18 888/20 889/13
 891/1 894/22 897/2
 900/19 901/7 904/16
 904/20 904/25 906/4
 912/23 913/4 913/8
 913/12 915/21 924/21
 925/15 937/5 942/23
 945/19 950/15 977/1

S

see... [1] 979/3
seek [1] 953/9
seem [1] 900/16
seen [6] 897/25 907/13
910/3 910/6 921/14 951/7
selection [1] 933/10
self [3] 938/18 940/15
943/20
self-help [1] 943/20
self-service [2] 938/18
940/15
sell [11] 867/10 868/10
869/9 881/23 902/18
903/12 905/24 918/17
939/11 939/17 956/16
seller [1] 963/11
selling [1] 902/16
sells [2] 868/12 939/10
semi [2] 918/13 920/13
semi-regular [2] 918/13
920/13
semicolon [1] 889/8
send [1] 889/8
sends [1] 907/7
senior [3] 882/23 930/17
963/22
senior-most [1] 963/22
sense [5] 905/12 952/21
952/25 953/18 958/22
sent [1] 883/16
sentence [5] 878/20
880/2 894/21 911/15
924/18
separately [1] 924/23
separates [1] 972/3
sequence [1] 915/18
sequential [1] 876/5
served [1] 865/10
service [22] 870/7 870/8
870/9 930/19 933/7
934/14 934/15 935/9
935/10 936/2 936/25
937/1 937/14 938/18

938/18 940/14 940/15
941/16 942/22 943/19
977/14 978/18
services [1] 943/15
session [3] 858/15 979/8
980/5
set [12] 905/17 907/25
914/5 916/16 925/7 925/7
952/3 953/2 953/22
954/17 954/18 962/4
sets [2] 925/6 941/5
setting [2] 895/23 956/12
seven [4] 898/5 898/10
909/9 930/6
several [3] 948/7 952/14
975/11
Seymour [1] 861/8
Shandilya [2] 861/9
863/11
Shane [4] 885/11 885/21
885/24 886/13
Shane's [1] 886/6
shaped [2] 960/17
969/16
share [30] 878/12 906/8
906/8 906/21 907/12
907/14 907/18 908/17
908/18 909/7 909/20
909/21 909/25 910/3
910/6 910/7 911/13
911/25 912/2 924/23
925/2 925/4 925/8 925/8
925/9 925/11 925/18
960/5 967/24 971/5
shared [4] 961/10 975/16
976/21 977/21
shares [3] 906/7 906/8
925/13
sharing [1] 948/9
she [3] 876/25 877/1
967/9
shelf [7] 869/7 889/9
889/9 889/23 889/23
889/24 946/1

Shelf-stable [1] 869/7
Sheryl [1] 888/1
Sheryl Salazar [1] 888/1
shift [1] 918/5
shipping [1] 950/11
shock [3] 899/18 926/18
926/21
shop [11] 898/1 901/10
901/12 905/18 927/5
927/7 933/21 934/2
939/24 967/22 978/6
shopped [1] 940/9
shopper [2] 868/19
976/16
shoppers [4] 900/25
968/15 969/20 969/21
shopping [20] 868/19
873/8 873/11 899/15
904/21 905/11 933/19
933/24 933/24 938/13
938/15 939/3 939/4 939/8
967/12 968/10 977/23
978/1 978/4 978/20
shops [2] 898/5 968/7
Shores [2] 860/5 860/5
should [7] 876/5 876/6
876/7 884/7 887/15
952/22 953/1
show [3] 903/19 911/24
934/6
showed [3] 908/1 910/19
916/17
showing [1] 969/16
shows [7] 894/1 924/25
925/2 925/10 970/1
972/20 972/25
shuttered [4] 878/25
879/5 880/3 880/23
signator [1] 959/23
signature [6] 871/22
871/22 980/11 980/12
980/12 980/16
signed [1] 980/12
significant [9] 898/14

S

significant... [8] 898/16
898/17 899/6 899/10
899/14 967/3 967/6
972/16

signing [1] 980/8

similar [21] 923/22
933/16 934/3 934/12
935/7 935/25 936/5
936/14 936/23 936/24
936/25 937/1 937/6
937/12 937/15 940/6
941/15 941/16 947/2
947/3 977/3

similarities [1] 937/3

similarly [1] 937/2

since [7] 896/25 910/4
923/23 923/23 948/11
975/1 975/11

single [3] 872/21 873/8
893/5

sir [1] 887/18

Sit [1] 958/12

site [1] 874/7

situated [1] 937/2

Sivitz [1] 860/18

six [3] 909/9 910/5
928/13

size [5] 866/25 939/4
941/15 977/1 977/3

sizes [3] 872/18 938/12
939/15

sizing [2] 872/24 873/3

SKU [2] 940/18 942/5

SKUs [21] 867/15 867/22
867/25 902/7 927/12
933/6 934/14 938/10
939/11 940/20 942/19
946/5 946/12 946/18
949/9 949/10 956/3
974/10 974/15 975/14
977/13

slide [1] 911/6

slides [3] 976/24 977/1

977/5

slightly [8] 919/19
936/11 949/16 952/9
952/9 954/13 954/17
972/13

smaller [6] 940/13 940/14
941/5 942/15 943/11
972/13

Smart [5] 898/20 913/18
915/13 917/1 917/9

Smith's [12] 931/20
935/19 935/21 936/17
944/16 944/19 946/15
946/18 975/21 976/1
977/2 977/22

so [139]

soda [1] 871/7

sold [5] 871/25 901/13
960/9 960/11 961/20

soliciting [1] 913/21

some [64] 868/5 868/6
869/9 871/20 875/1

876/10 880/1 880/20
883/19 886/21 887/8

887/20 887/21 889/4
890/2 897/2 897/3 897/10

898/12 900/14 900/20
901/16 902/4 902/20

902/22 902/24 903/5
903/7 913/14 914/18

915/1 916/24 922/4
923/13 926/19 927/25

930/20 932/25 936/11
937/17 937/22 939/5

940/7 941/3 941/10
941/23 942/9 942/23

943/2 943/15 944/11
944/16 948/1 949/15

953/19 953/20 957/2
957/13 958/3 960/4 964/5

964/11 967/6 967/7

somebody [3] 905/12

917/16 944/2

someone [4] 870/5

888/16 907/22 917/11

something [5] 908/11
917/3 942/16 944/3
950/12

sometimes [5] 874/4
884/19 885/6 891/13
908/25

somewhat [1] 899/16

somewhere [1] 899/25

Sonia [2] 860/9 966/19

sorry [13] 882/6 887/18
897/7 897/9 897/9 911/9
912/14 912/20 912/21
915/24 926/22 927/17
973/2

sounded [1] 923/14

source [1] 942/18

sourced [1] 941/22

southern [45] 865/9

865/12 866/22 867/10
868/5 871/3 871/14

872/14 873/6 873/17
874/10 874/22 875/24

881/22 882/4 883/20

884/8 884/23 888/12

893/18 894/1 896/19

897/12 897/14 898/15

898/19 899/4 899/6

899/21 900/7 900/19

901/25 902/4 909/20

909/22 910/20 911/15

917/7 918/7 919/16 927/3

927/4 927/13 927/19

940/4

space [2] 899/14 929/25

speak [2] 864/15 913/15

specific [6] 877/13 893/8
917/22 922/9 951/5

969/14

specifically [5] 882/4

953/4 962/15 962/20

968/20

specifics [1] 890/3

speculation [1] 881/8

S

spell [3] 864/15 864/18
929/8
spend [9] 947/20 964/20
967/16 967/20 967/22
968/1 968/2 968/2 969/21
spending [2] 898/5
967/21
spends [1] 967/15
spent [3] 897/10 959/19
967/3
spoke [3] 926/18 926/21
973/2
spot [2] 944/1 944/2
spots [1] 904/6
spring [1] 930/14
Sprouts [3] 899/7 915/13
916/3
spun [2] 959/18 963/8
square [5] 867/2 867/5
867/8 933/6 943/12
stable [1] 869/7
staff [1] 883/10
staffed [8] 870/1 870/4
870/14 870/16 870/19
870/22 870/24 871/1
staffing [1] 943/20
stand [6] 864/5 889/11
889/15 891/3 895/11
909/8
stands [1] 889/17
staples [2] 902/18 905/25
Starbucks [1] 868/7
start [6] 878/13 885/13
897/18 897/23 931/8
941/17
started [4] 893/24 896/17
899/6 905/2
starting [1] 890/21
starts [5] 877/25 883/21
894/21 906/20 938/3
state [10] 859/12 859/15
859/18 863/8 864/15
929/8 947/13 947/14

947/17 979/2
stated [1] 928/12
statement [3] 916/7
919/16 954/3
Stater [25] 887/1 901/11
904/12 911/18 913/18
916/2 917/8 918/6 918/7
918/10 918/19 918/24
919/3 919/6 919/14
919/15 919/25 920/2
920/6 920/12 920/17
921/3 921/7 921/14
921/17
Stater Bros [12] 887/1
904/12 916/2 918/6 918/7
918/10 918/19 919/3
919/6 919/25 920/6
920/12
Stater's [4] 886/22 887/1
903/20 915/8
Staters [2] 886/17 898/13
states [9] 858/1 858/17
861/21 919/11 930/22
930/24 931/1 953/5
953/25
statistical [1] 934/1
stay [1] 961/6
steak [1] 977/18
stemmed [1] 878/16
stenographic [1] 980/10
step [1] 979/7
steps [1] 917/22
Stewart [1] 861/6
still [10] 880/4 906/4
917/9 925/10 926/14
955/22 956/6 960/1
963/11 964/23
stock [6] 867/14 867/17
867/21 901/15 927/12
927/15
Stoel [1] 860/2
stop [1] 873/11
stopped [1] 948/10
store [82] 867/18 867/22

870/13 870/14 873/9
873/23 874/10 874/14
874/16 874/17 877/10
883/22 892/4 892/8
892/11 893/19 893/22
898/17 908/18 908/22
926/6 926/8 926/9 930/16
933/1 933/2 933/6 933/12
933/14 933/19 933/25
934/2 934/4 934/13
934/17 935/8 936/2 936/3
937/23 938/1 938/2 940/8
940/11 940/12 940/17
940/19 941/2 941/8
941/11 941/13 941/14
941/15 941/17 942/1
942/1 942/7 942/10
942/13 942/14 942/25
943/3 943/8 943/9 943/24
944/5 944/8 945/2 946/11
947/21 947/22 954/14
954/24 954/25 961/5
961/23 962/9 963/8
964/16 964/16 965/23
967/12 977/17
stores [159]
stores' [1] 874/20
**Stores/Lucky/Albertsons
[1]** 959/18
strategic [4] 883/12
884/8 884/11 957/22
strategy [7] 884/3 930/4
951/11 951/16 955/23
958/15 973/19
street [11] 859/5 859/17
859/20 859/23 860/16
860/19 860/22 861/3
861/13 904/8 959/8
strike [4] 882/6 884/1
884/15 927/17
strive [1] 954/3
strong [1] 953/18
stronger [1] 955/10
strove [1] 964/4

S

structured [1] 944/5
studied [1] 958/17
study [2] 945/12 958/5
subject [7] 876/17 882/19
 883/7 883/10 885/14
 888/3 894/11
submit [1] 908/20
substantially [1] 873/7
success [1] 959/12
successful [2] 965/17
 965/21
successfully [1] 874/24
suffer [1] 977/12
sufficient [1] 962/15
Suite [5] 859/14 859/20
 860/2 860/16 861/3
Sullivan [1] 860/14
sum [1] 873/6
summary [1] 951/15
Supercenter [2] 904/9
 905/24
supermarket [10] 866/18
 905/5 934/9 934/21
 934/24 935/3 935/13
 935/16 935/22 936/10
supermarkets [3] 866/23
 925/17 925/22
supervisor [2] 885/22
 889/3
supplier [1] 875/23
suppliers [1] 918/21
supplies [1] 869/24
supply [5] 875/19 875/24
 919/6 944/1 944/6
support [4] 874/23 897/3
 964/5 964/5
supported [1] 962/5
sure [8] 879/15 908/5
 912/20 921/16 924/12
 939/10 951/4 967/23
surmise [1] 939/1
Susan [7] 859/2 886/2
 886/5 886/6 886/7 886/13

924/3
sustain [5] 879/12 920/7
 921/19 922/21 928/2
sustainable [2] 960/16
 974/8
sustainably [2] 933/9
 941/21
Sustained [2] 881/2
 921/10
sworn [2] 864/10 929/5

T

tab [6] 876/6 896/15
 906/11 950/23 972/1
 972/3
table [1] 915/5
tag [1] 889/20
take [10] 874/4 887/11
 896/13 898/24 907/16
 912/15 928/17 954/4
 961/8 973/15
taken [4] 917/23 928/19
 962/7 980/9
takes [3] 874/14 896/17
 909/10
taking [2] 912/1 945/16
talk [9] 873/14 874/20
 876/2 879/13 881/21
 898/10 906/8 918/5
 958/10
talked [5] 891/15 911/22
 926/23 927/24 948/20
talking [7] 895/13 917/21
 924/18 959/20 960/15
 967/4 973/18
target [17] 892/13 892/15
 892/24 893/5 893/11
 898/16 901/8 903/20
 904/9 909/15 911/17
 912/1 913/18 915/12
 916/21 917/1 924/19
targets [2] 892/18 892/21
team [20] 883/11 883/19
 886/1 913/20 913/24

914/11 914/19 915/5
 915/19 917/12 917/23
 945/2 945/25 947/20
 959/4 962/1 963/18
 963/20 964/5 965/2
team's [1] 964/14
teams [2] 878/5 959/2
technology [5] 945/24
 946/1 947/3 947/4 947/5
technology-enabled [1]
 945/24
Teel [1] 959/22
tell [3] 883/12 900/12
 918/23
temperature [3] 876/17
 878/5 878/8
tend [6] 937/1 940/24
 945/20 952/20 955/9
 974/11
tends [1] 936/12
tenure [1] 874/10
term [13] 905/4 905/8
 905/10 905/15 905/19
 906/4 907/22 908/2 908/6
 908/9 910/24 934/8
 934/11
terms [12] 866/2 866/25
 868/22 872/17 873/3
 893/11 936/22 938/24
 940/15 948/21 974/23
 975/8
testified [9] 864/10 929/5
 935/1 935/18 936/6
 970/12 974/25 975/13
 975/20
testify [1] 958/7
testifying [1] 975/4
testimony [2] 975/17
 975/18
than [25] 871/4 877/12
 905/2 907/9 921/15
 927/19 938/13 938/14
 939/2 943/10 943/13
 946/19 947/5 948/23

T

than... [11] 952/10
 953/25 954/7 963/12
 964/25 965/1 967/13
 972/13 973/6 974/7
 974/11

Thank [21] 864/13
 877/22 897/17 912/13
 920/1 924/4 928/22
 929/13 951/2 958/14
 965/10 966/8 966/9
 966/13 966/21 967/2
 969/11 971/22 975/23
 976/9 978/22

that [488]

that's [46] 866/1 866/9
 867/14 878/19 879/3
 879/6 879/13 880/7
 883/14 883/21 884/6
 885/13 886/4 886/11
 899/2 900/5 902/17
 907/18 915/15 921/11
 926/17 935/19 936/7
 936/8 946/12 946/19
 950/7 950/20 953/1
 953/21 960/24 963/11
 966/5 967/7 969/6 969/22
 969/25 970/17 972/15
 973/11 973/14 974/13
 974/16 977/22 978/12
 978/18

That's the [1] 907/18

their [50] 863/8 873/7
 880/9 880/25 881/7 889/7
 893/20 893/23 895/3
 895/7 898/5 898/15
 898/16 899/17 899/20
 901/1 905/22 908/19
 908/23 908/24 917/2
 918/15 918/17 918/19
 919/2 921/3 921/3 921/8
 923/13 924/2 937/6
 938/11 939/14 941/22
 942/18 942/18 943/19

943/25 945/3 945/13
 948/12 950/12 952/18
 953/10 953/11 955/10
 957/11 957/11 957/12
 959/6

them [27] 867/3 867/6

879/21 883/12 887/23
 891/11 896/12 898/12
 902/15 902/19 902/20
 902/22 902/24 903/5
 903/7 908/2 909/2 918/21
 919/9 923/11 928/13
 947/21 948/12 952/18
 959/7 963/6 975/2

then [52] 874/13 874/13

878/12 878/25 883/16
 883/22 883/25 885/7
 886/9 886/12 886/17
 886/21 887/3 888/22
 889/7 889/25 889/25
 893/25 895/6 896/25
 897/4 897/5 897/10
 897/13 898/17 899/16
 900/2 904/8 904/9 905/21
 905/23 906/21 909/15
 910/4 913/2 913/14 915/2
 915/10 924/19 924/24
 930/10 945/24 948/8
 954/6 956/15 959/13
 960/7 960/9 960/13
 962/12 963/10 970/10

there [63] 867/24 868/8

868/9 874/7 876/8 876/9
 876/9 876/14 879/20
 880/3 880/4 881/16
 882/14 885/9 887/15
 887/19 887/21 888/19
 893/4 894/6 900/6 902/5
 912/25 916/1 916/9 916/9
 922/13 923/12 923/19
 923/21 924/15 924/16
 925/6 925/7 925/23
 936/18 937/19 938/13
 940/1 940/5 940/9 941/7

941/9 941/23 942/6 942/8
 942/24 943/1 943/14
 943/17 943/18 946/22
 947/19 948/6 949/20
 952/14 954/23 960/1
 960/16 963/12 964/11
 965/12 972/13

there's [31] 869/14

886/21 886/21 890/19
 893/8 898/13 898/14
 898/22 901/11 901/16
 902/5 904/7 908/8 913/14
 913/14 924/25 925/6
 925/8 940/3 943/15
 945/10 952/1 952/12
 962/15 963/4 963/4 963/5
 963/5 968/13 971/25
 974/22

thereby [1] 950/15

these [22] 867/25 871/24

872/2 872/24 880/18
 899/3 899/19 903/9
 913/22 923/15 932/1
 933/1 937/5 937/7 953/5
 954/12 954/25 955/9
 956/5 956/5 958/16
 962/19

they [106] 866/15 867/10

868/2 870/8 870/9 871/24
 872/9 872/11 873/3
 878/25 879/19 880/8
 880/12 880/16 881/5
 881/6 881/22 882/8 882/9
 884/25 891/21 895/19
 898/1 898/6 898/7 899/13
 899/22 902/2 902/4
 902/10 902/12 902/13
 902/18 903/11 903/15
 905/12 905/13 908/19
 908/19 908/20 908/23
 908/24 912/10 918/9
 918/12 918/14 918/17
 918/18 918/20 919/9
 919/10 919/11 919/11

T

they... [53] 921/8 923/25
 926/12 926/20 927/9
 927/11 932/13 932/22
 936/13 937/5 937/6 938/6
 938/9 938/18 939/11
 939/13 940/14 941/3
 941/20 942/17 942/18
 942/21 943/25 946/8
 946/16 948/6 948/9
 948/15 952/18 952/20
 952/22 953/20 954/6
 955/11 959/1 959/2 959/8
 959/24 961/7 963/24
 965/22 965/22 965/23
 965/24 967/20 967/25
 968/2 968/2 968/11
 968/12 973/12 975/10
 976/4

they're [19] 870/6 880/10
 891/10 901/18 901/25
 902/16 902/17 904/20
 904/21 919/5 920/22
 928/14 938/12 938/12
 942/3 944/4 945/20
 952/21 978/5

they've [3] 880/14 899/19
 944/3

thing [4] 938/17 944/7
 945/21 962/14

things [23] 879/20
 879/24 880/18 897/3
 911/24 917/19 938/8
 939/10 941/17 946/3
 946/9 953/20 954/15
 957/15 958/19 958/24
 959/1 959/11 962/19
 968/7 968/10 975/12
 977/20

think [23] 865/17 865/19
 869/14 872/12 874/7
 880/16 906/3 906/6
 906/13 910/19 910/24
 912/25 913/6 917/22

919/10 921/7 927/20
 928/8 953/16 954/12
 959/14 965/19 966/19

thinking [3] 956/13
 958/19 960/25

third [8] 861/22 877/24
 909/21 910/1 913/2
 913/11 918/20 923/3

third-party [1] 918/20

this [77] 876/2 878/12
 878/12 879/8 879/21
 881/4 882/13 882/19
 883/14 884/7 884/16
 886/2 887/7 887/12
 887/20 888/3 890/12
 890/18 895/8 895/10
 895/10 895/13 895/15
 896/17 902/25 902/25
 906/17 906/22 907/11
 909/12 909/23 910/10
 911/4 912/9 914/8 914/17
 915/4 915/12 915/25
 916/6 916/13 916/14
 916/15 922/5 923/17
 924/25 928/15 945/13
 950/24 951/1 951/7
 951/10 951/15 953/13
 953/16 953/23 954/3
 954/11 955/4 955/22
 956/3 962/8 964/10 966/7
 968/19 968/23 969/4
 969/15 969/16 971/9
 971/10 971/13 971/13
 971/16 972/4 972/7
 972/10

Thomas [2] 861/8 861/9

those [81] 866/11 866/18
 867/11 871/11 874/4
 875/1 879/4 880/3 880/20
 880/23 880/24 881/25
 884/18 885/2 892/7
 892/10 896/10 898/8
 898/10 904/19 904/24
 908/11 908/24 914/3

917/12 917/18 918/1
 920/20 927/5 930/9 931/1
 932/12 932/23 936/20
 937/3 937/4 937/15 938/5
 939/14 942/23 945/5
 945/19 946/3 946/9
 947/22 947/23 947/24
 950/9 952/19 953/8 953/9
 953/20 954/5 955/16
 956/21 957/13 958/22
 958/25 959/6 959/11
 960/4 960/5 960/7 961/14
 961/15 961/20 962/5
 963/4 963/15 968/10
 969/21 970/7 972/1
 972/23 974/15 975/12
 977/1 977/5 977/20 978/5
 978/16

though [4] 870/17 880/3
 899/16 959/8

thought [2] 908/19 963/3

thoughts [2] 883/19
 895/8

thousand [3] 952/14
 952/20 974/10

threat [1] 903/21

threats [1] 903/18

three [8] 865/13 865/24
 894/11 894/12 907/19
 925/15 928/13 939/13

thrived [1] 966/6

through [5] 896/18
 896/24 906/22 946/2
 950/20

tier [3] 953/16 953/18
 954/11

Tim [1] 859/21

time [42] 870/12 870/14
 874/4 876/24 881/10
 881/14 882/23 885/22
 886/6 889/3 890/23
 894/21 894/24 897/2
 897/10 899/13 899/17
 899/25 900/14 911/23

T

time... [22] 912/22 914/19
 916/15 919/10 922/14
 922/18 922/21 923/20
 928/11 928/16 930/12
 948/6 958/8 959/19 960/1
 964/21 967/3 967/7
 971/13 975/7 975/10
 975/15
times [4] 870/3 870/10
 885/6 947/20
timing [1] 923/15
title [2] 865/8 929/21
today [23] 863/12 863/16
 866/4 871/10 898/4
 898/13 899/11 899/12
 903/19 905/1 906/2 917/7
 925/11 925/12 925/15
 926/11 929/19 931/5
 955/23 976/21 976/25
 977/6 977/21
together [6] 908/12
 908/16 908/22 911/5
 914/20 919/12
told [3] 919/14 920/2
 921/2
too [4] 903/14 939/6
 944/3 976/2
took [1] 912/10
tool [1] 889/16
top [11] 877/6 887/3
 890/3 907/6 913/2 914/23
 915/20 915/22 916/4
 922/23 975/14
Topco [6] 918/24 918/25
 918/25 919/2 919/4 919/6
tossed [1] 906/5
total [7] 866/9 873/21
 900/15 927/12 930/17
 946/5 972/14
totality [2] 930/3 930/19
touch [2] 977/6 977/16
tough [1] 910/5
towels [4] 872/20 939/21

978/12 978/13
track [2] 867/13 924/23
tracking [1] 895/3
trade [9] 858/3 859/2
 859/4 859/10 928/23
 928/24 940/4 947/18
 980/3
Trader [10] 899/5 904/17
 905/22 928/5 928/11
 942/6 942/10 942/13
 942/17 949/21
traditional [48] 866/23
 905/4 905/5 905/8 905/13
 905/19 906/1 906/4
 907/22 925/16 925/20
 925/22 927/16 929/25
 933/5 934/8 934/20
 934/23 935/3 935/8
 935/13 935/16 935/22
 936/9 936/23 938/7
 938/15 939/23 940/24
 941/4 941/24 942/21
 944/4 944/10 945/11
 945/20 948/23 950/8
 950/13 951/13 952/4
 953/8 956/10 977/21
 978/8 978/10 978/15
 978/18
traditionally [1] 941/19
traffic [1] 956/16
transaction [1] 922/6
transcript [3] 862/10
 980/9 980/11
transformation [1]
 949/19
transition [1] 959/6
tremendous [4] 880/5
 880/8 880/16 881/16
trends [1] 945/16
Tribal [2] 930/24 931/24
true [1] 980/9
truly [1] 950/9
try [9] 893/2 901/15 904/4
 917/11 917/14 920/16

928/8 962/12 966/22
trying [9] 882/5 882/7
 902/18 903/12 904/23
 905/24 918/1 927/25
 959/19
turn [19] 876/3 877/24
 885/7 885/23 886/12
 887/6 888/18 890/8
 890/15 894/4 894/20
 896/14 913/10 922/23
 931/21 950/22 969/13
 970/10 970/17
turning [3] 946/17 946/21
 960/25
twice [1] 949/10
two [16] 863/19 872/21
 873/17 873/19 873/20
 874/5 880/15 881/11
 908/8 912/25 923/17
 939/13 939/17 946/20
 968/10 975/12
two-pack [2] 872/21
 939/17
Tyler [1] 861/7
type [7] 872/10 901/13
 905/11 920/3 921/4
 927/19 938/10
types [3] 871/5 871/24
 893/4
typical [3] 867/22 945/4
 952/15
typically [5] 933/24
 937/13 940/18 942/3
 946/8

U

ultimately [1] 959/16
under [3] 949/19 952/12
 955/19
undergo [1] 874/1
understand [15] 875/18
 892/25 893/6 904/23
 907/11 907/21 908/6
 922/4 934/11 947/22

U

understand... [5] 953/10
958/22 967/10 967/11
968/3

understanding [8]
873/25 899/21 927/6
944/1 948/6 975/3 975/9
975/18

understood [2] 880/22
923/10

Unfortunately [1] 910/5

unidentified [1] 877/9

unique [2] 867/19 941/20

unit [1] 867/17

UNITED [4] 858/1 858/17
861/21 919/11

units [6] 867/14 867/22
901/15 927/13 927/15
956/17

universe [2] 906/2 917/6

unlikely [1] 965/20

unredacted [2] 887/16
906/15

until [1] 911/23

up [23] 865/19 876/9
877/6 882/13 885/8 886/3
890/8 891/21 894/5

895/23 900/7 901/25
902/10 904/12 904/21
906/11 906/14 912/10
915/14 939/19 968/20
970/16 971/8

upon [1] 875/1

urban [1] 937/13

us [20] 863/12 864/16

875/18 896/24 898/3
898/12 899/1 900/12
908/20 909/13 911/21
911/24 912/2 913/11
914/23 918/23 926/13
945/3 947/25 968/2

USC [1] 897/4

use [13] 893/25 893/25
907/22 918/20 944/21

944/23 946/14 946/25

947/4 952/1 971/10

971/11 971/12

used [7] 875/19 890/22

905/4 905/15 906/8 947/5
951/12

uses [2] 901/11 908/6

using [2] 907/21 916/12

V

Vacura [1] 859/19

value [12] 942/2 947/13

952/13 952/13 952/19

952/25 953/3 953/5 954/9

954/19 955/12 962/11

variety [25] 872/10 893/8

898/8 898/15 898/18

899/3 905/16 913/25

915/2 917/10 917/25

919/9 926/12 933/9

934/13 937/14 939/22

941/4 943/18 944/23

950/10 977/15 978/9

978/10 978/17

various [2] 879/20 914/3

Vegas [3] 959/17 963/14
963/15

vegetables [1] 869/2

version [6] 887/15

887/16 887/17 900/3

906/14 906/15

versus [6] 890/24 936/3

939/22 940/23 942/1

956/1

very [52] 887/22 895/6

896/24 896/25 898/14

898/16 900/17 917/19

919/9 933/16 934/12

935/7 935/25 936/4

936/13 937/1 937/2

937/12 937/15 938/5

938/6 940/13 940/20

941/16 943/15 943/16

943/20 944/5 945/22

947/2 947/3 947/9 947/11

948/21 953/17 955/24

958/21 961/11 961/16

961/16 961/17 963/19

965/20 976/22 976/23

977/2 977/3 977/20

977/25 978/10 978/21

978/21

via [1] 901/13

viable [2] 960/17 964/14

vice [2] 876/23 882/23

vicinity [5] 937/19 940/1

941/8 942/7 942/24

view [12] 875/13 875/16

891/8 891/11 895/16

902/15 903/17 905/19

909/4 934/20 965/18

977/7

Vine [1] 860/22

virtually [1] 946/16

visit [11] 873/8 903/25

904/5 904/10 904/11

904/14 904/16 917/19

920/12 928/8 928/12

visiting [2] 904/18 921/3

visits [3] 904/19 918/12

945/21

Vivek [1] 907/10

volatile [1] 914/19

volume [4] 903/21

919/12 932/11 974/21

Vons [9] 865/24 866/5

867/4 878/21 882/24

884/24 886/22 909/22

917/8

Vons' [1] 916/18

Vons-bannered [1] 866/5

VPMM [1] 889/7

VPPM [1] 889/11

W

waiting [1] 970/16

walk [4] 896/24 902/11

902/14 904/8

W

walking [1] 947/20
wallet [2] 967/24 971/5
Walmart [33] 898/15
 901/8 903/19 904/8
 905/24 907/14 909/15
 911/17 912/1 913/19
 915/12 916/7 916/12
 916/21 917/1 917/21
 917/23 918/4 920/21
 924/19 968/6 968/8 968/9
 968/12 970/1 972/20
 973/25 977/4 978/3 978/4
 978/9 978/14 978/20
want [17] 872/10 873/14
 876/2 877/17 881/21
 908/5 913/10 913/15
 914/21 918/5 919/23
 952/8 954/6 955/1 971/25
 977/12 978/13
wanted [7] 863/11 878/9
 884/15 957/2 961/24
 961/25 972/5
wanting [1] 972/1
warehouse [1] 897/3
warehousing [1] 875/3
was [96] 876/23 876/25
 877/1 879/17 879/19
 879/21 879/21 879/23
 879/24 879/24 880/15
 881/5 881/10 881/16
 881/19 882/23 882/25
 883/1 884/7 885/22
 888/14 888/15 888/16
 889/3 896/20 896/21
 897/3 899/6 899/16
 899/25 901/24 905/2
 906/6 907/21 908/19
 908/22 908/23 908/24
 908/25 908/25 910/20
 910/21 910/25 911/1
 911/5 911/11 911/12
 912/3 913/1 916/22
 918/24 918/25 919/8

919/8 921/20 922/13
 922/14 923/2 923/7
 923/10 923/12 923/12
 923/19 923/21 923/23
 926/20 927/23 932/4
 948/6 956/24 957/12
 957/20 958/5 958/10
 958/11 959/16 959/25
 960/3 960/16 961/1 962/4
 962/7 962/8 962/22 964/7
 964/9 964/10 968/9 971/6
 971/16 972/13 975/7
 975/8 975/9 975/14
 975/16
Washington [6] 859/5
 859/11 860/12 860/17
 861/11 861/13
wasn't [5] 881/17 881/17
 899/16 975/8 975/9
watch [2] 899/20 907/9
Waterfront [1] 871/22
wave [3] 899/18 926/18
 926/21
way [14] 867/13 905/16
 906/6 907/22 909/17
 913/12 926/16 943/25
 944/4 947/9 947/11
 948/24 956/4 967/9
ways [2] 901/12 926/12
we [153]
we'd [3] 883/2 888/6
 900/14
we'll [6] 863/7 904/16
 906/22 928/18 968/20
 978/24
we're [14] 863/5 901/16
 903/12 904/17 905/24
 907/13 915/22 917/25
 918/3 927/21 927/22
 928/17 945/15 978/24
we've [6] 879/8 890/8
 910/6 914/18 917/21
 966/19
websites [1] 946/2

wedge [3] 969/17 969/19
 972/13
Wednesday [1] 945/11
week [10] 886/2 898/5
 904/4 904/5 916/22
 945/12 945/15 945/22
 947/20 952/15
weekly [9] 884/25 885/1
 885/2 907/13 908/17
 915/12 925/4 946/3 949/9
weeks [4] 880/15 881/11
 920/16 923/17
Weil [5] 860/4 860/7
 860/16 860/18 863/19
welcome [3] 865/22
 971/11 971/12
well [33] 877/19 880/13
 884/9 884/15 885/5 898/4
 898/13 903/19 903/20
 903/20 906/22 909/16
 913/22 914/12 917/10
 925/7 925/13 935/13
 935/16 936/22 941/15
 943/25 946/7 949/8
 956/13 958/24 959/1
 959/11 959/15 959/16
 962/25 964/3 967/1
went [4] 879/4 959/15
 960/4 963/22
were [61] 878/5 878/9
 878/18 878/21 878/25
 879/4 879/20 879/20
 880/19 880/23 897/18
 902/5 909/23 911/25
 912/1 912/25 913/17
 913/18 913/20 914/18
 915/3 919/9 919/11
 919/14 920/2 921/2
 922/15 923/12 923/13
 930/15 948/9 956/22
 958/21 958/24 959/1
 959/1 959/8 959/11
 959/17 960/6 960/7 960/9
 960/11 960/19 960/22

W**were... [16]** 960/25962/19 962/19 963/1
963/12 963/19 963/21
963/24 964/11 965/12
965/14 972/10 973/18
975/5 975/24 976/25**Wesneski [2]** 860/15
863/23**what [133]****what's [7]** 865/8 869/19870/4 879/13 906/21
907/13 945/6**whatever [2]** 904/17
927/21**Wheatley [1]** 860/21**when [58]** 880/23 882/4882/7 883/14 884/3 892/7
892/10 893/24 895/13
896/17 897/13 898/21
899/13 899/17 900/13
902/11 902/14 903/16
904/5 905/2 905/11
918/25 919/8 923/15
924/15 926/20 932/1
945/11 948/7 948/12
950/12 953/5 953/25
955/19 956/12 956/23
956/25 957/4 957/8
957/17 960/12 960/20
960/25 961/1 962/7
962/20 963/3 963/8
963/17 964/17 964/23
965/4 965/8 973/8 975/13
975/17 977/20 978/3**whenever [1]** 962/8**where [19]** 874/8 878/18881/4 903/22 904/5 904/7
904/23 908/16 910/20
913/1 915/2 929/19 931/5
939/12 941/17 942/18
945/25 966/5 968/2**whereas [3]** 944/4 944/8
949/9**whether [11]** 880/24892/23 905/22 906/5
918/20 921/17 923/7
937/3 937/6 938/23 978/5**which [42]** 890/15 899/6903/17 909/24 910/25
911/22 912/8 913/2
922/15 925/21 931/8
931/16 931/21 931/23
932/17 932/23 936/15
936/18 937/8 940/24
941/22 944/13 945/2
945/10 945/14 945/18
946/21 947/6 950/25
953/22 954/18 954/21
955/11 955/12 955/15
956/18 957/19 959/16
970/7 972/16 975/22
977/18**whichever [1]** 876/10**while [3]** 895/23 897/1
920/17**white [1]** 889/20**who [26]** 863/7 868/19876/22 882/22 885/21
886/5 888/11 888/16
889/2 898/10 908/18
908/23 908/24 917/5
920/3 921/4 921/8 955/20
958/2 959/21 959/22
967/15 967/22 967/22
968/7 969/21**who's [2]** 865/6 924/3**Whole [21]** 899/5 899/7899/17 899/23 926/20
941/7 941/11 941/13
941/19 942/1 949/1 949/2
949/3 949/5 949/9 949/12
949/18 974/4 974/6
974/13 974/16**why [20]** 875/16 880/16881/12 906/4 908/14
935/6 935/24 936/20
937/3 937/11 948/19

949/14 950/6 957/17

959/24 959/24 961/8
974/13 974/16 976/20**wide [6]** 867/11 933/10934/13 938/6 939/22
944/23**wife's [1]** 937/24**will [23]** 865/20 876/9876/9 877/20 880/2
882/13 883/5 885/8
885/19 888/9 890/19
894/5 894/18 907/4
910/17 914/15 921/6
922/5 951/4 951/22
961/18 969/10 971/21**Williams [1]** 861/10**win [1]** 886/15**wind [1]** 939/18**wines [1]** 933/11**winning [2]** 886/10 895/8**within [15]** 867/24868/12 869/17 872/10
884/18 908/7 933/12
936/2 937/15 953/11
954/11 955/10 956/15
959/2 977/17**without [2]** 969/14

980/11

witness [15] 861/15864/1 864/5 864/9 864/22
864/22 879/9 895/22
921/17 928/21 929/4
951/4 966/8 966/11 979/5**WMT [1]** 907/10**Wolf [1]** 860/9**won't [4]** 943/17 943/18

970/7 972/16

word [1] 890/19**work [9]** 866/15 890/12
892/4 897/5 920/6 924/2
958/18 958/21 959/16**worked [11]** 897/1908/16 958/17 958/19
958/24 959/1 959/5

W

worked... [4] 959/11
 960/12 960/13 962/25
workers [1] 977/16
working [4] 870/5 880/24
 892/8 901/17
works [2] 893/9 944/1
world [1] 933/11
worries [1] 881/5
worse [1] 954/7
would [88] 864/5 866/22
 867/17 868/6 868/6 871/8
 871/20 878/13 881/7
 890/3 891/4 891/23 892/1
 894/4 903/19 906/3 907/1
 908/20 910/14 911/24
 911/24 912/7 914/13
 919/16 919/17 920/4
 921/5 921/19 922/10
 925/19 925/21 926/3
 926/7 926/14 927/1
 928/12 930/20 931/17
 931/20 931/23 932/25
 933/14 937/17 938/14
 938/14 938/17 939/1
 939/6 939/14 941/4
 942/23 944/23 945/1
 945/5 945/24 946/18
 946/23 947/11 949/10
 950/22 952/7 952/16
 952/23 952/24 952/25
 953/21 954/2 954/9 956/4
 956/4 957/23 958/20
 965/13 965/16 965/19
 965/20 965/22 965/22
 965/23 965/24 966/1
 967/6 974/22 976/1 976/3
 976/5 976/6 979/1
would've [1] 959/9
wouldn't [5] 965/19
 967/9 968/10 976/2 976/6
write [10] 878/4 878/12
 878/20 878/25 886/15
 886/17 890/12 894/24

895/2 906/21
writes [8] 883/19 883/25
 884/3 886/1 886/4 889/4
 889/7 890/21
writing [2] 879/10 889/25
wrong [1] 959/9
wrote [3] 880/7 880/20
 911/19

Y

yeah [3] 963/3 967/25
 972/24
year [3] 886/18 896/9
 956/3
years [16] 865/11 873/17
 873/19 873/20 874/5
 896/10 897/24 905/2
 930/6 930/19 948/7
 948/10 957/19 957/20
 975/11 975/16
yes [286]
yet [3] 863/7 922/19
 949/20
York [1] 860/8
you [456]
you'd [2] 864/18 876/11
you'll [5] 880/2 890/15
 943/14 977/1 978/14
you're [26] 865/22 866/17
 870/1 878/8 881/13 882/7
 884/19 892/24 895/13
 895/13 905/22 908/6
 914/17 916/12 920/17
 924/15 939/18 960/20
 964/12 964/23 968/23
 971/11 971/12 978/7
 978/12 978/20
you've [6] 866/3 866/11
 897/24 905/15 965/2
 965/2
your [190]
Your Honor [31] 863/10
 863/24 864/2 864/21
 865/21 877/7 883/4

885/16 885/18 895/22
 895/23 907/1 910/14
 911/9 914/12 920/8
 920/23 921/11 921/20
 921/23 927/20 928/16
 928/22 958/6 958/14
 966/9 969/7 972/2 976/10
 976/12 979/1
yours [4] 901/24 902/3
 903/10 948/2
yourself [1] 964/20