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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)	September 12, 2024
ALBERTSONS COMPANIES, INC.,)	
)	
Defendants.)	Portland, Oregon
)	

PRELIMINARY INJUNCTION HEARING
DAY 13 - MORNING SESSION
BEFORE THE HONORABLE ADRIENNE NELSON
UNITED STATES DISTRICT COURT JUDGE

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TRANSCRIPT OF PROCEEDINGS

(September 12, 2024)

(In open court:)

DEPUTY COURTROOM CLERK: All rise.

THE COURT: Good morning. Please be seated.

We're continuing the preliminary injunction hearing in Case Number 3:24-cv-00347. The Federal Trade Commission and Plaintiff States v. the Kroger Company and Albertsons Companies, Incorporated.

If counsel has new attorney appearances to put on the record, we will do that now, and any other preliminary matters. Otherwise, we'll continue with the examination of Dr. King.

MR. PERRY: For defendants, Your Honor, we have no new attorneys and no preliminaries today.

THE COURT: Fair enough.

MS. MUSSER: And, likewise, from plaintiffs, no new attorneys and no preliminaries.

THE COURT: All right. We'll bring Mr. King back.
All right.

Swear in Mr. King.

///

///

///

King - X

1

ROGER KING,

2

called as a witness in behalf of the Defendants, being first

3

duly sworn, is examined and testified as follows:

4

5

THE WITNESS: I do.

6

THE COURT: Please state and spell your name

7

again.

8

THE WITNESS: I'm trying to pull this out. I

9

don't want to damage the court's property.

10

THE COURT: Don't worry about it. I think it's

11

sturdy. It's sturdy.

12

THE WITNESS: My name is Roger King. R-o-g-e-r,

13

last name King, K-i-n-g.

14

MS. TYREE: Le'Ora Tyree, Federal Trade

15

Commission.

16

Good morning, Your Honor.

17

THE COURT: All right.

18

19

CROSS-EXAMINATION

20

BY MS. TYREE:

21

Q. Good morning, Mr. King.

22

A. Ms. Tyree, nice to meet you in person, other than

23

online.

24

Q. Nice to see you again.

25

Mr. King, despite this being an antitrust case, you are

King - X

1 a labor lawyer; is that correct?

2 A. Yes.

3 Q. And your expertise is in labor law?

4 A. Yes.

5 Q. And you are not claiming here to have an expertise in
6 antitrust law, are you?

7 A. I'm not an antitrust lawyer.

8 Q. And you stated specifically in your report that you are
9 not offering any opinions on the competitive effects of this
10 transaction; is that correct?

11 A. I'm offering no opinions on the pricing or economics of
12 this transaction.

13 Q. That wasn't the question.

14 If you could please answer the question that I asked.

15 A. Certainly.

16 Q. You are not offering an opinion on the competitive
17 effects of this transaction, are you?

18 A. I'm not.

19 Q. And you are not offering an opinion on the competitive
20 effects of the divestiture, are you?

21 A. I am not.

22 Q. In forming your opinions, you didn't conduct any
23 empirical studies; is that correct?

24 A. I did not.

25 Q. Did you conduct any case analysis -- I'm sorry -- case

King - X

1 studies?

2 A. I did.

3 Q. And are your case studies represented in your report?

4 A. Yes, they are.

5 Q. Did you perform any natural experiments to support your
6 conclusions?

7 A. Would you restate the question, please?

8 Q. Did you perform any natural experiments to support your
9 conclusions?

10 A. Well, I relied on my substantial experience.

11 Q. And other than that, did you have any other natural
12 experiments to support your conclusions?

13 A. No. If I understand your question correctly, no, I did
14 not.

15 Q. And prior to forming your opinion, did you conduct any
16 policy impact studies to evaluate the effectiveness of the
17 labor policies and regulations?

18 A. I did not conduct any independent study.

19 Q. And did you rely on any research opinions of any
20 antitrust experts in forming your opinion?

21 A. No.

22 Q. Did you conduct any surveys?

23 A. I did not.

24 Q. Okay. You didn't conduct any polls either, did you?

25 A. I did not.

King - X

1 Q. Did you interview any witnesses for management?

2 A. I did not.

3 Q. Did you interview any employees?

4 A. I did not.

5 Q. Did you interview any union -- union witnesses?

6 A. I did not.

7 Q. So I would like to turn to your first conclusion
8 regarding, "This transaction protects the union employees."

9 In regards to the pensions, you -- one moment. You
10 discuss your analysis of pensions in your report; is that
11 correct?

12 A. Yes.

13 Q. And in your report, do you cite to any specific
14 pensions?

15 A. Any specific pensions?

16 Q. Yes. Do you have any citations to the pensions that
17 you're discussing?

18 A. I don't believe any specific pension, no.

19 Q. Did you conduct an analysis or any evaluations of the
20 pension -- of all of the pensions that are involved in this
21 case?

22 A. I did look at part of them, yes, and also examined
23 information from the Pension Benefit Guaranty Corporation.

24 Q. Is that information in your report?

25 A. It's noted in my report.

King - X

1 Q. Okay. Did you conduct any financial analysis
2 regarding -- there's no financial analysis of the pensions
3 in your report; is that correct?

4 A. Correct.

5 Q. And there is no analysis of whether or not the pensions
6 are underfunded; is that correct?

7 A. Would you please restate the question?

8 Q. There is no analysis of whether or not there are any
9 pensions that were underfunded; is that correct?

10 A. Not entirely correct.

11 I looked at the Pension Benefit Guaranty Corporation.
12 I noted that certain pensions in the retail food area
13 involving particularly Kroger and Albertsons were in the
14 so-called red zone or danger zone.

15 Q. And are you saying that this is in your -- this
16 analysis is in your report?

17 A. It's noted as a pension concern in my report.

18 Q. Okay. But you don't provide any specific analysis of
19 the pensions and pension liabilities in your report?

20 A. Correct. I made no financial review of the pensions.

21 Q. And in your report, you're basically saying that the
22 buyers have agreed to assume the pensions in this case; is
23 that correct?

24 A. To assume the pension obligations through the
25 collective bargaining agreement. Yes, you are correct.

King - X

1 Q. But you have not done any analysis to determine the --
2 their financial ability to assume these pensions, have you?

3 A. I made no financial analyses in this case.

4 Q. In your report, you mentioned specifically
5 multi-employer pension funds; is that correct?

6 A. Yes.

7 Q. And you mention, in your report, the Taft-Hartley Act;
8 is that correct?

9 A. Yes.

10 Q. However, you're -- you do not discuss single-employer
11 pension funds or 401(k)s in your report, do you?

12 A. I do not.

13 Q. Do you know if Kroger and Albertsons has
14 single-employer in 401(k)?

15 A. I only know what I read in the depositions. I think
16 it's a mixed bag.

17 Q. So for the people who hold -- who have 401(k)s in
18 single-employer pension funds, they are not covered in the
19 "all employees" in your report?

20 A. I think that's a fair conclusion.

21 Q. I want to turn to your analysis yesterday about
22 whipsawing. Isn't it a fact that, if a union local is
23 negotiating a contract with an employer, it indicates that
24 the workplace is unionized?

25 A. I'm sorry. I don't -- I don't understand the question.

King - X

1 Q. If a -- if a union president is negotiating a
2 collective bargaining agreement with an employer, then the
3 workplace must be unionized. Isn't that true?

4 A. Well, that's why the negotiations are taking place.
5 Yes, I would agree with that.

6 Q. Okay. So if a union is negotiating with two employers,
7 then we would assume that both of those employers would
8 be -- would have unionized workplaces; right?

9 A. Yes.

10 Q. All right. So turning to the example of whipsaw
11 bargaining that you gave yesterday, it was an email that was
12 allegedly written by Kim Cordova; is that right?

13 A. Yes.

14 Q. And, Mr. King, you stated that -- yesterday, you said
15 that you watched all of the labor witnesses; is that
16 correct?

17 A. I was in the courtroom for their testimony, yes.

18 Q. And Ms. Cordova did not testify, did she?

19 A. No. I don't believe she did.

20 Q. Did you read Ms. Cordova's deposition in preparing your
21 report?

22 A. I did.

23 Q. And the email that you showed yesterday, was that
24 included in the deposition?

25 A. It's part of the record in this case. I don't know if

King - X

1 it was in her deposition, but I know it's part of the record
2 of the case.

3 Q. Okay. And isn't it true that you have not reviewed any
4 document where Ms. Cordova herself verified that she wrote
5 the email that you put on the screen yesterday?

6 MR. PERRY: Objection. Your Honor, the email is
7 in evidence in this trial. I'm not sure what the purpose of
8 this line of questioning is.

9 MS. TYREE: I just want to know what he read
10 that helped -- he testified yesterday about things that
11 Ms. Cordova said and read. I just want to know the basis
12 for him saying that it was Ms. Cordova.

13 THE COURT: Overruled.

14 BY MS. TYREE: (Continuing):

15 Q. Have you read anything that -- where Ms. Cordova
16 herself verified that she wrote the email that you read on
17 the screen yesterday?

18 A. I read her deposition. I read her declaration that she
19 submitted in this case.

20 Q. And in those documents, did Ms. Cordova verify that she
21 wrote the email that you put on the screen yesterday?

22 A. I don't have a specific recollection of whether that
23 particular document was referenced in a deposition. I have
24 no doubt to -- I have no question as is -- as to its
25 authenticity.

King - X

1 Q. Are you saying -- is it your testimony that Ms. Cordova
2 authenticated the document that you put on the screen
3 yesterday?

4 A. I'm not saying that.

5 I have never spoken with Ms. Cordova.

6 Q. Okay. You have not reviewed any document where
7 Ms. Cordova has said that she was using that document in
8 order to engage in bargaining, have you?

9 A. I think I've answered your questions previously.

10 I've had no communication with her.

11 Q. And you stated that you were present for the testimony
12 of Mr. McPherson when the document was entered into
13 evidence; is that correct?

14 A. Yes, I believe so.

15 Q. And isn't it true that Mr. McPherson did not state that
16 this document was an example of whipsaw bargaining?

17 A. I don't recall the specific testimony on that point.

18 Q. Do you know if Ms. Cordova sent that document to
19 other -- to the other employers listed in the document?

20 A. I don't know.

21 Q. Do you know if Ms. Cordova was attempting to play one
22 employer against another when she sent that document?

23 A. The document speaks for itself. I can't testify as to
24 her motives or intentions.

25 Q. But in order to engage in whipsaw bargaining, as you've

King - X

1 defined it in your report, wouldn't Ms. Cordova have to have
2 tried to play one employer against the other in sending that
3 email?

4 A. Well, I'm not sure I fully understand the question.
5 Again, I think the document speaks for itself.

6 Q. Mr. King, you testified yesterday regarding CBA areas.
7 Do you recall that?

8 A. Yes.

9 Q. And isn't it true that you have never heard of the term
10 "CBA area" before you worked on this case?

11 A. That's correct.

12 Q. And, as such, you've never been asked to define "CBA
13 area," have you?

14 A. Well, I've never heard of it, never had any encounter
15 with it; so the answer is "Yes."

16 Q. Okay. And you -- and in your report, you don't attempt
17 to define "CBA area," do you?

18 A. Well, I reference it. I don't know how it's defined,
19 frankly. I've never heard of the term, as I indicated in my
20 report.

21 Q. Okay. And in your report, you don't attempt to
22 instruct a third party on how to locate a CBA area, do you?

23 A. I do not.

24 Q. And "bargaining unit" -- so yesterday, when you were
25 testifying, you were testifying regarding the bargaining

King - X

1 unit; is that right?

2 A. Correct.

3 Q. All right. And "bargaining unit" is a labor law
4 concept; is that right?

5 A. I think that's fair.

6 Q. Okay. And so did you do any kind of antitrust analysis
7 in these bargaining units in order to determine the location
8 of the employment option -- or -- I'm sorry -- the location
9 of alternative employment options?

10 A. Well, how do you define "antitrust analysis"?

11 I'm not sure I can answer your question without some
12 definitions here.

13 Q. Did you conduct any kind of market surveys or analysis?

14 A. As I indicated previously, I've conducted no surveys.

15 Q. So it would be safe to say that you did not conduct any
16 kind of economic analysis in order to determine whether or
17 not there was -- whether or not you could locate alternative
18 employment options within these bargaining units you
19 described?

20 A. I conducted no economic analysis.

21 Q. Okay. Yesterday you -- you discussed the NLRA and the
22 NLRB extensively. Do you recall that?

23 A. Yes. Pardon me.

24 Q. And do you also recall discussing the NLRA and the NLRB
25 before Congress on December 13, 2023?

King - X

1 A. Could you refresh my recollection?

2 Q. Do you remember ever giving -- ever giving
3 congressional testimony before the U.S. Subcommittee on
4 Health, Employment, Labor, and Pensions?

5 A. Yes, I do.

6 Q. And did you submit a written -- your written testimony
7 before the U.S. Committee on Health, Employment, Labor, and
8 Pensions?

9 A. Yes.

10 Q. And the written testimony that you submitted, that's a
11 document that you wrote; is that correct?

12 A. That's correct.

13 Q. And that is a document that, although it appears that
14 you were working on behalf of the HR Policy Association, you
15 personally and professionally agree with everything that's
16 in that report; is that correct?

17 A. Yes.

18 Q. If you -- do you have your binder before you?

19 A. I believe I do. Yes, I do.

20 Q. I'd like to direct you to PX6632.

21 A. 6632?

22 Q. Yes, sir.

23 A. Give me a moment.

24 I have it. Thank you.

25 Q. Is this a copy of the -- if you can look at the

King - X

1 document.

2 A. Yes. If you could just give me a moment.

3 Q. Sure.

4 A. Yes, I have reviewed it. Excuse me.

5 Q. I'd like to direct you to what's -- I think it's the
6 Bates number PX6632-003?

7 A. -003?

8 Q. Yes.

9 A. Yes, I'm there.

10 Q. And now if you look at the Importance of Precedent --
11 do you see that written there?

12 A. Yes, I do.

13 Q. All right. And it says, "Precedent matters. Precedent
14 is important to everyone except the National Labor Relations
15 Board. Approximately 4,760 years of precedent has been
16 overturned in the last 15 years by both Democrat and
17 Republican boards. Indeed, illustrative of this disturbing
18 trend of the ever-changing nature of board law is the
19 Biden Board's recent overruling of approximately 140 years
20 of precedent."

21 Did I read that correctly?

22 MR. PERRY: Objection. Hearsay, Your Honor. No
23 applicable exception.

24 MS. TYREE: Your Honor, this is a statement that
25 he wrote, that he testified to in front of Congress.

King - X

1 THE COURT: But what is it used for?

2 MS. TYREE: I'm sorry. It's being used to show
3 his prior inconsistent statements. Yesterday they -- he
4 talked about the 90 years of precedent that the board had.
5 He also spoke about how we could trust the board and the
6 NLRA to protect employees. However, in his statement to
7 Congress, he's now telling Congress that the board cannot be
8 relied upon and cannot be trusted to protect employees and
9 employees' rights.

10 THE COURT: Overruled.

11 BY MS. TYREE: (Continuing):

12 Q. Mr. King, can you please --

13 THE COURT: Are you going to ask him a question?

14 MS. TYREE: Oh, I'm sorry. I'm so sorry.

15 BY MS. TYREE: (Continuing):

16 Q. Is that a correct reading of your statement, Mr. King?

17 A. I believe the words in the last 24 months may have been
18 admitted; but, yes, you have the essence of it.

19 Q. And is what you wrote to Congress -- was that correct?

20 A. Yes, it's correct.

21 Q. And if you could turn to page -- if you could please
22 turn to page PX6632-011. Under the Importance of Precedent,
23 the first full paragraph.

24 A. Yes, I'm there.

25 Q. And you state, "Precedent is important. It establishes

King - X

1 predictability and stability in the law. Precedent is
2 especially important in labor and employment area for
3 employers, employees, and unions."

4 Do you see that?

5 A. I do.

6 Q. "Indeed, one of the important goals of Congress, in
7 enacting the NLRA, was to reduce and minimize industrial
8 strife and conflict and stabilize labor relations,
9 principles that are constantly recognized by the Supreme
10 Court."

11 Do you see that?

12 A. I do.

13 Q. And is it your opinion that the NLRA no longer values
14 precedent?

15 A. No. That's not the intent of my testimony.

16 This testimony speaks to major policy issues. None of
17 the labor law issues we've been discussing in this courtroom
18 are implicated by the policy oscillation that I reference in
19 this testimony.

20 Q. Okay. Well, we'll get to that.

21 If you can -- if you can please turn back to

22 PX6623-003.

23 A. Am I in the same tab?

24 Q. Yes, same tab.

25 A. And would you give me that site again, please?

King - X

1 Q. It's going to be the page we just left, PX6632-003?

2 A. -003?

3 Q. Yes.

4 A. Yes. I'm there. Thank you.

5 Q. All right. And I want to go to where you write: It's
6 jurisprudence. To the extent that it exists at all, it's
7 harmful to all stakeholders, and, particularly to small and
8 medium-sized business entities that may not have the
9 resources to monitor and continual changes -- the continual
10 changes in board law or to pursue appeals on board decisions
11 and in the courts. Is that correct?

12 A. You read it correctly.

13 Q. Okay. And when you say "stakeholders," do you also
14 include unions in those stakeholders?

15 A. Yes.

16 Q. Do you include employees in the stakeholders?

17 A. Yes.

18 Q. Now, you said that some -- that -- that none of the --
19 none of the issues in this case relate to what you're
20 describing in your congressional testimony here; is that
21 correct?

22 A. That's correct.

23 Q. If you could please turn to page PX6632-012.

24 A. -012?

25 Q. Yes.

King - X

1 A. Yes, I'm there.

2 Q. And listed here are cases that were recently overturned
3 by the board; is that correct?

4 A. Yes. I believe that's correct.

5 Q. And I want to direct your attention to the *Technocap*
6 case, where unilateral changes, six years?

7 A. Yes.

8 Q. And when you say "unilateral changes," what do you mean
9 by "unilateral changes"?

10 A. That's where one party proceeds to take a course of
11 action without a verbal or written agreement of the other
12 party.

13 Q. And did the *Technocap* case involve the employer's
14 ability to make unilateral changes to a contract?

15 A. In a precontract setting or a past practice setting
16 of -- it's a past practice case.

17 Q. Okay. And I'd like to direct your attention to
18 PX6632-013.

19 A. -013?

20 Q. Yes.

21 A. I'm there.

22 Q. And listed here are a list of NLRB cases that were
23 decided under the Trump Administration; is that correct?

24 A. Yes. Correct.

25 Q. And listed there we have *MV Transportation*.

King - X

1 Do you see that case?

2 A. I do.

3 Q. And that was -- that case involved unilateral actions;
4 is that right?

5 A. Yes. Not -- not pertinent to the facts in this case.

6 Q. And number 9, the *Raytheon* case, do you see that?

7 A. *Raytheon*?

8 Q. Yes.

9 A. Yes, I do.

10 Q. And that also involved unilateral changes to a
11 contract; is that right?

12 A. Yes. Same answer to the previous question.

13 Q. Okay. And the *Raytheon* case was recently overruled by
14 two other cases in the NLRB; is that correct?

15 A. Well, it's hard to keep track, frankly.

16 Ms. Tyree, this is a problem of both Republican and
17 Democrat boards. So the board goes back and forth and back
18 and forth on a lot of policy issues of importance.

19 Q. So you're -- are you aware, as you sit here today, of
20 whether or not the *Raytheon* case was overruled or not?

21 A. Was *Raytheon* overruled.

22 Q. Yes.

23 A. *Raytheon* was overruled. Yes, that is correct.

24 Q. And these cases apply to the negotiating and labor
25 relations setting in which our -- all of these cases that

King - X

1 are on PX6632-012 and PX6632-013, they do apply to the labor
2 relations setting in which our unions are negotiating and
3 operating, don't they?

4 A. They have some nexus to negotiations. Yes, I agree
5 with you.

6 Q. Mr. King, you primarily have worked -- your clients
7 have primarily been employers. Is that correct?

8 A. In my private practice, yes. In my policy area, no.

9 Q. Okay. And -- one moment, please.

10 Referring, specifically, to your experience
11 representing clients in federal and state court, you have
12 co-counseled with a union one time; is that correct?

13 A. At least one time. I was unable to recover all of my
14 records back 50-some years with my first law firm or,
15 indeed, my section law firm.

16 I know I worked on a number of occasions with the UAW,
17 and there's at least one reported court case where I
18 appeared as co-counsel with UAW.

19 Q. Okay. So to the best of your recollection, you only
20 co-counseled with the union one time; is that correct?

21 A. I have one specific recollection.

22 Q. Okay. And at the time that you co-counseled with the
23 union, you were acting as legal counsel for General Motors;
24 is that correct?

25 A. And the UAW. Both.

King - X

1 Q. Aside from the single instance of co-counseling with
2 the union, you have solely represented employers in state
3 and federal court; is that correct?

4 A. Correct.

5 Q. You have also represented clients before the National
6 Labor Relations Board; is that correct?

7 A. Yes.

8 Q. And you have exclusively represented employers before
9 the National Labor Relations Board; is that correct?

10 A. Yes.

11 Q. In regards to collective bargaining negotiations, you
12 have negotiated solely on behalf of employers; is that
13 correct?

14 A. Correct.

15 Q. And in your career, you have had occasion to contact
16 members of Congress and other legislators in order to
17 advance the interests of your client; is that correct?

18 A. Yes.

19 Q. And in the instances when you contacted Congress, your
20 clients have been employers; is that correct?

21 A. Yes.

22 Q. And isn't it true that, when you contact legislators to
23 advance a union's position, you only do so with the
24 understanding that the position of the union has a mutual
25 interest in both the employer community and union community.

King - X

1 Is that correct?

2 A. Well, I hope so. I mean, I have advanced proposals
3 that both employers and unions agree with.

4 Q. You currently work -- I believe you say you currently
5 work for the HR Policy Association; is that correct?

6 A. Excuse me. Yes.

7 Q. And in your work with the HR Policy Association, of
8 which you already acknowledge Kroger is a member of;
9 correct?

10 A. I beg your pardon?

11 Q. Kroger is a member of the HR Policy Association; is
12 that correct?

13 A. Yes.

14 Q. And in your work for the HR Policy Association, you
15 provide legal advice to members of the Policy Association?

16 A. From time to time.

17 Q. And you also represent members of the Policy
18 Association in your private practice; is that correct?

19 A. From time to time I have, yes.

20 Q. And you have an attorney-client relationship with the
21 Policy Association; is that correct?

22 A. As a general matter, I would say yes.

23 Q. And before you take on any new assignments or cases,
24 you inform and -- you inform the association and consult
25 with them; is that correct?

King - X

1 A. The word "inform" is correct.

2 Q. Okay. And when you decided to serve as an expert in
3 this case, you consulted with the HR Policy Association; is
4 that correct?

5 A. I did not consult. I informed.

6 Q. You informed the HR Policy Association?

7 A. Yes, I did.

8 Q. And as a general matter, would you take a legal
9 position against the HR Association?

10 A. Against the association?

11 Q. Yes.

12 A. No, I would not initiate any litigation against the
13 HR Policy Association.

14 Q. That's not -- that's not the question, sir.

15 The question was -- one moment.

16 The question is: Are you able to take a legal position
17 that is adverse to the interests of the HR Policy
18 Association?

19 A. Am I able to do so? Is that what you're asking?

20 Q. Yes.

21 A. I suppose, in theory, I could; but I would not do so.
22 And I'd also have to look at the ethical obligations.

23 I would certainly not initiate any cause of action
24 against my employer or client that retained me.

25 Q. Sir, that wasn't -- that wasn't the question.

King - ReD

REDIRECT EXAMINATION

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BY MR. PERRY:

Q. Good morning, Mr. King.

A. Good morning, Mr. Perry.

Q. In your congressional testimony -- when discussing your congressional testimony with Ms. Tyree, you referred to policy oscillation.

Do you recall that?

A. Yes.

Q. Can you explain for the Court what you mean by "policy oscillation" in the context of the NLRB in recent presidential administrations?

A. Yes. What I mean by that is both Republican and Democrat NLRB's, boards if you will, have gone back and forth and back and forth on major labor policy issues. That's what I was trying to convey in my testimony.

Unpredictability and taking positions of reversal constantly a precedent.

Q. Do you have a view as to whether that policy oscillation is harmful to employers?

A. I think it's harmful to all stakeholders, employers included.

Q. And when you say "all stakeholders," do you include unions as well?

A. Yes, I do.

King - ReD

1 Q. Does the policy oscillation that you referred to just
2 now, that Ms. Tyree asked you about and that you testified
3 before Congress about include, include the Katz doctrine,
4 about which you testified yesterday and which is on your
5 demonstrative DDX24-16?

6 A. Katz has not been overruled. Not included in the
7 context of my testimony.

8 Q. Does any of your congressional testimony have anything
9 to do with the Katz doctrine concepts that you discussed in
10 direct examination yesterday?

11 A. No. Katz applies exactly as I testified yesterday.

12 Q. Do any of the specific cases that Ms. Tyree called out
13 by name but did not discuss the substance of with you -- the
14 *Technocap* case, the *MV Transportation* case, and the *Raytheon*
15 case -- affect your opinions offered yesterday regarding the
16 applicability of the Katz doctrine to the transaction in
17 this case?

18 A. No impact whatsoever.

19 Q. Are you familiar with all three of those decisions?

20 A. Yes, I am.

21 Q. Had she wished to ask you specific questions about all
22 of them, were you prepared to answer them?

23 A. It's the best of my recollection, the NLRB, Mr. Perry,
24 as I said, has constantly gone back and forth. And this is
25 not a partisan issue. This is a Republican issue; it's a

King - ReD

1 Democrat issue; but, most importantly, it's an unfortunate
2 impact on stakeholders.

3 Q. So last question on this one, Mr. King:

4 Notwithstanding the policy oscillation at the NLRB, does it
5 remain your opinion testimony that the rights, wages, and
6 benefits of the union workers in this transaction will not
7 be affected if the contracts are assumed by the successor
8 corporations, even if they expire?

9 A. Absolutely. They're not only not affected. They're
10 enhanced.

11 Q. Thank you, Mr. King.

12 Last question: You were showed this slide at the end
13 of your testimony yesterday DDX2417.

14 Do you recall that?

15 A. Yes.

16 Q. And Ms. Tyree did not ask you any questions about
17 reductions in wages, so I won't either. Okay?

18 A. Understood.

19 Q. And Ms. Tyree did not ask you any questions about no
20 reductions in non-pension benefits, so I won't either.
21 Okay?

22 A. Understood.

23 Q. And Ms. Tyree didn't ask you any questions about no
24 reductions in seniority, and so I won't either. Okay?

25 A. Understood.

King - ReD

1 Q. All right. She did ask you a few questions about
2 pensions. Do you recall that?

3 A. Yes.

4 Q. I believe she asked if you looked at the funding for
5 the pensions.

6 A. Yes.

7 Q. And she asked you a few questions about the 401(k)?

8 A. Yes.

9 Q. Are the 401(k)s, to the extent there are any, reflected
10 in the CBAs that you reviewed?

11 A. I believe there are some that are mentioned.

12 Q. And did you review a representative number of the CBAs
13 governing this --

14 MS. TYREE: Objection. Beyond the scope of his
15 expert report. He does not discuss 401(k)s at in all his
16 expert report.

17 MR. PERRY: Your Honor, the Government asked him
18 specifically --

19 THE COURT: Overruled.

20 MR. PERRY: Thank you, Your Honor.

21 BY MR. PERRY: (Continuing):

22 Q. In preparing your expert report, in reviewing the
23 pension aspects of the CBAs, did you also review the
24 401(k)s?

25 A. I did not look at any 401(k)s.

King - ReD

1 Q. The 401(k) references in the CBAs. Thank you for
2 correcting my imprecise question.

3 A. There are various types of retirement plans mentioned
4 in the CBAs, Mr. Perry, and I believe 401(k) was one of
5 them.

6 Q. Thank you.

7 Did you also review -- I believe you testified -- the
8 funding mechanisms and availability for the various pension
9 arrangements in the CBAs?

10 A. Yes, I did. I spent a lot of time on that, and I
11 looked, as I mentioned in my testimony, at the Pension
12 Benefit Guaranty Corporation reports that monitors the
13 financial strength of multi-employer Taft-Hartley pension
14 plans around the country.

15 Q. Mr. King, last question. Did anything in that review
16 or anything that Ms. Tyree asked you today in open court
17 change your opinion that the transaction at issue here will
18 result in no reductions in the pension benefits available to
19 all unionized employees of the current Kroger and Albertsons
20 corporations?

21 A. I don't have any change in my testimony, and I stand by
22 what I said yesterday.

23 The assumption of the collective bargaining agreements
24 by both Kroger and C&S provide significant protection for
25 the impact of workers.

1 MR. PERRY: Thank you very much, Mr. King.

2 No further questions, Your Honor.

3 THE COURT: You can step down.

4 THE WITNESS: Thank you.

5 MS. MAINIGI: Good morning, Your Honor. Our next
6 witness is Lisa Kinney from Albertsons.

7 THE COURT: All right.

8 DEPUTY COURTROOM CLERK: Please raise your right
9 hand.

10

11

LISA KINNEY,

12 called as a witness in behalf of the Defendants, being first
13 duly sworn, is examined and testified as follows:

14

15 THE WITNESS: I do.

16 DEPUTY COURTROOM CLERK: Have a seat. Please
17 state and spell your first and last name for the record.

18 THE WITNESS: Sure. My name is Lisa Kinney.

19 L-i-s-a. K-i-n-n-e-y.

20 MS. MAINIGI: Thank you. May I proceed
21 Your Honor?

22 THE COURT: Yes.

23

24 ///

25 ///

Kinney - D

DIRECT EXAMINATION

1

2 BY MS. MAINIGI:

3 Q. Ms. Kinney, where are you currently employed?

4 A. I'm currently employed at Albertsons.

5 Q. And when did you begin working at Albertsons?

6 A. In early 2018.

7 Q. What's your current position there?

8 A. My current position is Vice President of Customer and
9 Market Intelligence.

10 Q. And in that role, can you describe for us what you do?

11 A. Sure. So in my role, I use various data assets
12 available to us and in the industry -- excuse me -- to
13 understand things like how people shop, what their needs and
14 preferences are, how that's evolved over time, and how that
15 landscape is changing.

16 Q. Is part of your work studying Albertsons' customers and
17 Albertsons' competition?

18 A. Yes. So in order to understand how shoppers are
19 shopping and what's changing, it's really important to also
20 understand the context of competition and how that might be
21 influencing their decision-making.

22 Q. Now, when you arrived at Albertsons, was there someone
23 else who had been doing what you were hired to do?

24 A. No.

25 Q. So what's your understanding of why Albertsons was

Kinney - D

1 seeking someone like you?

2 A. Yes. So I think there were a few things that we talked
3 about early on. There was a general knowledge and awareness
4 that the use of customer data inside Albertsons was a bit
5 nascent, in terms of informing strategies; so we were a
6 little behind our peers in that sense.

7 There was also a general understanding that the market
8 landscape had changed, and there really wasn't anybody at
9 that time that was making those assessments and bringing it
10 to the more senior leadership of the organization to make
11 better decisions.

12 Q. So after you began, did you have any initial
13 observations about the company, related to your role?

14 A. Yeah, there were a few things that I noticed early on.

15 So when I came into the organization, I spent most of
16 my first few months doing a lot of listening and hearing
17 what was being talked about, what wasn't being talked about,
18 and there were the few observations that I saw.

19 First, initially started looking at customer data, the
20 internal data that we have, and it was pretty obvious to me
21 that shoppers had really been changing how they were
22 shopping with us for quite some time. There were some early
23 indications of -- of that, and we had really missed it.

24 The other thing that was an observation to me,
25 particularly in working in markets where it's really

Kinney - D

1 operationally focused, like, you know, more of the store
2 operations and division side of the business, that we really
3 were not talking about customers as if they were human
4 beings. It was very generalized, and we certainly weren't
5 talking about competition in the way that I would have
6 expected them to.

7 Q. Did you find that Albertsons and the folks that you
8 refer to operationally were focused on the right set of
9 competitors?

10 A. No. It was surprising to me that we weren't. There
11 were very little conversations, if any, that were talking
12 about the Walmarts of the world, which was super surprising
13 to me.

14 There was not a lot of mention of Costco or club,
15 certainly no mention of value retailers; or, if there were,
16 it was very limited in terms of the conversations that I
17 observed.

18 Q. So after you'd had a chance to listen and get your feet
19 wet, what were some of the initial conclusions you
20 communicate to the business?

21 A. Yeah, there were a few --

22 MR. ANDERSON: Objection. Your Honor, improper
23 lay opinion. They're offering this witness's specialized
24 knowledge as some sort of opinion on the market. And under
25 701(c), a lay opinion is not permissible if based on

Kinney - D

1 specialized knowledge.

2 MS. MAINIGI: Your Honor, this witness --
3 witnesses can offer testimony that's based on their personal
4 experience that they have based on their role at the
5 company.

6 The Advisory Committee Note to Rule 701, in particular,
7 states that the rule permits lay testimony that is based on
8 the particularized knowledge that the witness has by virtue
9 of his or her position in the business, and here,
10 Ms. Kinney's testimony is completely based on her work at
11 the company.

12 What she does is study competition. What she does is
13 study how consumers shop at Albertsons.

14 THE COURT: I'll allow it. But it's not
15 considered an expert. It's just part of her testimony.

16 MS. MAINIGI: Understood, Your Honor.

17 THE COURT: And I didn't understand she was
18 offering it as an expert.

19 MS. MAINIGI: She was not, Your Honor, to my
20 understanding either.

21 THE COURT: That was a lot that went in between.
22 Do you need her to restate the question?

23 THE WITNESS: Yes. Thank you.

24 BY MS. MAINIGI: (Continuing):

25 Q. So after you had listened and gotten your feet wet in

Kinney - D

1 your role, what were some of the initial conclusions you
2 communicated to the business?

3 A. Sure. So after doing some analyses -- so we certainly
4 started doing some work. Right? We started looking at
5 customer data. I was reading a lot of research reports that
6 had been published in the business, and there were a few
7 things that I had to bring to bear in the business, and so
8 some of them weren't easy conversations, but the first
9 conversation I had to have to help explain is there was
10 this -- this impression that we were great and fresh, and
11 that it was the most -- one of the most distinguishable
12 things that made Albertsons better than everyone else, and
13 all of the research that I had read and all of the surveys
14 and focus groups we had done indicated that we were really
15 not regarded as any better in fresh than the likes of a
16 Walmart, the likes of a Costco, the likes of value
17 retailers, and so that was a really hard thing to bring to
18 bear but certainly one that needed to be drawn attention to
19 the business.

20 Another thing that I had discussions around is
21 observations were -- we talked a lot about the amount of
22 items we have in -- on the shelf. It was, "We have the best
23 assortment. We have 20 flavors of hot sauce, and that's why
24 shoppers love shopping with us."

25 And so, unfortunately, I had to then also talk about

Kinney - D

1 the fact that we were not getting any better scores from
2 customers, in terms of having great assortment, as others
3 that actually have less items on the shelf.

4 I also then had to talk about the fact that our
5 shoppers were not -- they were shopping with a lot of other
6 retailers, and I think that there was this belief system
7 that, if they shop with us, they don't shop anywhere else.

8 And every piece of information and every analysis that
9 we did showed otherwise.

10 Q. And did you find that your shoppers were shopping at
11 other retailers across all product categories or limited
12 product categories?

13 A. Across all product categories.

14 Q. So what were some of the tools you used to arrive at
15 your initial conclusions?

16 A. So the two tools, initially, were certainly our
17 internal customer data. That's where you can really see the
18 puts and takes of how a shopper was shopping with us, and
19 then the research that had been done, even prior to my
20 arrival for many years, were the two places that I started
21 to broker those conversations with leadership.

22 Q. And we'll come back to some of your tools in a moment.

23 You predated Mr. Sankaran's arrival by about a year or
24 so?

25 A. Correct.

Kinney - D

1 Q. And after he arrived, was he receptive to the feedback
2 you and your team had to offer?

3 A. Yes.

4 MR. ANDERSON: Objection, Your Honor. Speculation
5 as to whether Mr. Sankaran was receptive to what this
6 witness said to him.

7 THE COURT: I'll sustain it as to that.

8 BY MS. MAINIGI: (Continuing):

9 Q. Okay. Did you find, after Mr. Sankaran's arrival, that
10 he was asking your team, on a fairly regular basis, for a
11 variety of materials?

12 A. Yes. So Mr. Sankaran had a conversation with me.
13 His -- it was the first time I had ever had a conversation
14 with him, and the most exciting question that he asked me
15 was, "Tell me everything you know about our customers and
16 tell me what keeps you up at night," and that gave me an
17 open door to really partner with leadership and effectuate
18 change that, for the first year, you know, had been a long
19 process without him in place.

20 Q. So before we go further on your time at Albertsons, let
21 me step back and ask you a few questions about your career
22 before you arrived. And if --

23 MS. MAINIGI: Mr. Simmons, if we could put DDX26
24 up, please.

25 ///

Kinney - D

1 BY MS. MAINIGI: (Continuing):

2 Q. And, Ms. Kinney, this is a demonstrative of your work
3 history. Slide 1 of DDX26.

4 Approximately how long have you been working in or
5 around the grocery industry?

6 A. 30 years.

7 Q. And what was the first job you had in the industry?

8 A. The first job I had was in 1995 with a company called
9 Ragu Van den Bergh Foods.

10 Q. And where were you located when you worked at Ragu?

11 A. I was born and raised in Cincinnati, Ohio, and much of
12 my career was spent there.

13 Q. And after Ragu, where did you go next?

14 A. After Ragu, I went to Miller Brewing Company, and there
15 I was working, again, in Cincinnati, but I started working
16 with several Kroger divisions.

17 My job was to manage distributor pricing, making sure
18 packages were aligned to the promotion plans that I was
19 trying to secure with Kroger.

20 Q. And after Miller, what came after that?

21 A. So after Miller, I went to a company called
22 ConAgra Foods. Again, in Cincinnati. That role was
23 designed to call -- what we would say "Calling on Kroger
24 corporate," which was really about establishing promotions
25 at a national level, packaged price points, new items, that

Kinney - D

1 was my primary job there.

2 Q. And now Ragu, Miller Brewing, and ConAgra, they are
3 sometimes referred to as consumer packaged goods companies?

4 A. Correct.

5 Q. Or CPGs?

6 A. Yes.

7 Q. What did your time working with these CPGs show you
8 about how CPGs approached retailers of different sizes?

9 A. Yeah. So I first got experience in that space with my
10 first job, because my role there was a trade marketing
11 administrator, and so what I would do is I would look at the
12 allowances or the costs that we were giving retailers and
13 then make sure that it matched what was in the system. So a
14 very basic admin-type job.

15 And I noticed throughout these three roles that really
16 it's dates and rates, and the way in which you sell in
17 promotions and the costs that you give retailers is all
18 based on how much they can commit to buying from you.

19 We called it back then -- I don't know if that's the
20 same term now, but we called it "bracket pricing."

21 So the more volume they can commit to as a retailer,
22 the better cost of goods that I could offer them.

23 Q. Now, in the various CPG roles that you had, were you
24 using data analytics like you use today?

25 A. I was. I mean, data and analytics were more advanced

Kinney - D

1 at a CPG than the case of the retailer.

2 It was pretty nascent then; but, yes, I was using data
3 back then as well.

4 Q. So after ConAgra, where did you go?

5 A. After ConAgra, in 2005 I joined a company called
6 Dunnhumby.

7 Q. And what was Dunnhumby?

8 A. So a little bit of background on Dunnhumby is Dunnhumby
9 was initially a U.K.-based company. They worked with Tesco,
10 and Tesco has club card data, and Dunnhumby worked with
11 Tesco to use that data to better understand customers.

12 And then in 2005 Dunnhumby came to the United States
13 and partnered with Kroger to do the same thing. Leverage
14 Kroger data to better understand shoppers.

15 And so there was a joint venture that was established
16 back in 2005. I was recommended by Kroger to Dunnhumby
17 because I had -- what was the word -- a bit of respect in
18 the industry as being a very forthcoming, you know, very
19 neutral person when it came to data and they thought I would
20 be a grade fit for Dunnhumby.

21 Q. So how long did you end up working at Dunnhumby?

22 A. 10 years.

23 Q. And can you just give us a little bit of background on
24 what you did at Dunnhumby?

25 A. Sure. So the role at Dunnhumby was twofold. One of

Kinney - D

1 which was to work with Kroger as a retailer on how to use
2 that data. We would build tools and different capabilities
3 around that data to help them understand how shoppers shop.
4 So that's one piece of my role.

5 The other piece of my role was working with CPGs so
6 that they too could look at that data and understand how
7 people are buying their brands and ultimately come together
8 and make better decisions together on behalf of the
9 customer.

10 Q. So you were at Dunnhumby, you said, from about 2005 to
11 2015?

12 A. Yes.

13 Q. Did you -- during that time period, did you form any
14 observations related to the retail grocery space?

15 A. Yeah. So some of the things that happened right around
16 that time, and I don't know if -- well, I certainly
17 remember, but there was an economic crises that happened in
18 2008, and at that time I think that there was -- I called it
19 the silent giant that was coming into play, which was
20 Walmart at the time, and they were starting to get into the
21 grocery game.

22 And when you were looking at customer data back then,
23 we saw some challenges with shoppers buying less. We saw,
24 you know, categories that we would expect to be being
25 purchased inside the Kroger company kind of lapsing, and we

Kinney - D

1 really had to work with the retailers to understand that
2 shoppers had more options now, and their behavior was
3 starting to change.

4 Q. The work you did at Dunnhumby, is that somewhat similar
5 to what you're doing now?

6 A. It is. A much smaller team, but yes.

7 Q. By the way, Ms. Kinney, when did you get your college
8 degree?

9 A. I got my college degree at the age of 35.

10 Q. And why didn't you go to college earlier?

11 A. So I left home at 16. I was living in an unsafe home
12 environment, so I had to leave home at an early age. So
13 college was aspirational, at best, at the time. I was a
14 little more concerned with finding a place to live.

15 I decided to get my degree at 35 because there were two
16 things that I didn't want to be a barrier for me
17 professionally. I mean, there was one, being a female, and
18 it was a pretty male-dominated industry, and that was
19 something I could not change; but, certainly, I didn't want
20 to not get a job because I didn't have a degree, and so that
21 was something that I wanted to take care of.

22 Q. And why did you decide to leave Dunnhumby in 2015?

23 A. Well, after 10 years of being Dunnhumby USA, Kroger had
24 decided that they wanted to buy Dunnhumby, and it's a
25 company that many may know to be 84.51.

Kinney - D

1 So at that time I had done so many different roles at
2 Dunnhumby, and it just felt like the right time to see --
3 I'm a builder by nature, and so I thought it was a perfect
4 opportunity to see where else I could take my experience.

5 Q. So after you left Dunnhumby, tell us about the other
6 roles you had.

7 A. Sure. There were a couple of other roles before
8 joining Albertsons. One is a company called Sagarmatha.

9 It's a Israeli-based data science company that
10 specializes in personalization. They asked me to assess the
11 U.S. market and work with a myriad of retailers. I did that
12 for about a year and then quickly went to Symphony Retail,
13 which is the company that Albertsons partners with today on
14 their customer data.

15 Very similar in nature to what Dunnhumby was doing with
16 Kroger.

17 Q. And then what made you decide to make the switch to
18 Albertsons in 2018?

19 A. So when I was approached by Albertsons, it was -- the
20 conversation was, "Hey, you know, we know that you're an
21 expert in this -- in this data and helping retailers get
22 better and make better business decisions, and we want you
23 to help us do that inside Albertsons, rather than being, you
24 know, a consultant or, you know, a third party."

25 And to me it was a perfect opportunity to understand

Kinney - D

1 inside a retailer how decisions were made, how to make --
2 how to effectuate change; and, again, I like to build
3 things, so it gave me an opportunity to staff a team and do
4 great work.

5 Q. So over the past 30 years, how many of the roles you've
6 had have involved studying shoppers and how they buy
7 groceries?

8 A. I've been studying human beings for 30 years.

9 Q. Now, I want to shift over to the data that you and your
10 team use for all of your work, but let me get a few
11 preliminaries done first.

12 How big is your team?

13 A. My team is 16 people.

14 Q. And can you explain to us the different types of work
15 products you and your team create to assess how Albertsons'
16 customers are shopping?

17 A. Sure. To be about as general as I can be, there's
18 three types of things that we do for the business. One is
19 looking at trends. So measuring trends, looking at market
20 trends, reporting out share. So that's pretty standard work
21 we do all the time.

22 The second would be a lot of customer analytics and a
23 lot of research.

24 And then the third piece would be -- I would call them
25 deep dives or pieces of work that we do proactively when we

Kinney - D

1 want to identify or bring to bear a business challenge that
2 needs some attention.

3 Q. And I think slide 2 of the demonstrate, DDX26,
4 references some of the types of projects that you just
5 mentioned.

6 So you do some stuff on a one-off basis and some stuff
7 maybe on a regular cadence?

8 A. Yes. Correct.

9 Q. So can you give me examples of projects that you've
10 done on a one-off basis?

11 A. Sure. So as I mentioned, we listen a lot, and when we
12 identify that there is, you know, maybe some missing
13 knowledge that we need to get for the organization, there's
14 two examples I can think of. One of which is, as we know,
15 inflation has been problematic for customers.

16 We were struggling in the Northeast. I knew that there
17 were value retailers opening a lot of stores, and I don't
18 think, as a business, we were aware of how much that was
19 impacting our business, and so we did a pretty comprehensive
20 entry analysis and research around value retailers and
21 consumers. So that was a proactive piece of work.

22 And then the second one would be an example like at
23 Costco -- or for Costco where we have challenges in
24 understanding why we had some softness in the Pacific
25 Northwest, and I had a hypothesis that Costco was drawing

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1 more of our volume than we could see, and so I did a deep
2 dive to help illustrate that.

3 Q. So when you referred to the value retailers earlier,
4 give me examples of who you're talking about.

5 A. So value retailers, in this example, we looked at
6 Trader Joe's, which still surprises me, because my daughter
7 wouldn't consider them a value retailer, but -- so
8 Trader Joe's, Aldi, WinCo, I think Dollar General, Amazon
9 Fresh. Those are the types of retailers we analyzed.

10 Q. So just coming back to the type of reports, what are
11 some of the regular cadence reports your team does?

12 A. So the regular cadence reports, the -- we call them
13 like "state of the unions" sometimes, but it is pretty much
14 a very comprehensive assessment for whatever given period
15 we're publishing. It could be every period, quarter, year
16 end, and it really brings our market share, our share of
17 wallet, all of the trends from customer analytics we're
18 doing, any kind of research we've done for that period, and
19 we -- package that up and it gets distributed to the
20 organization.

21 Oftentimes, it will lead a business planning meeting or
22 it will be presented to the C-suite within our company.

23 Q. And then does your team end up commissioning any sort
24 of -- or doing yourself any type of consumer research
25 projects?

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1 A. Yeah. I think research is important, because the
2 numbers tell us one thing, but when you're actually able to
3 talk to customers and understand why, that really rounds out
4 the full picture. So we do a lot of research to help
5 complement some of the findings that we're seeing in the
6 data itself.

7 Q. And can you give me examples of the types of consumer
8 research projects you've done?

9 A. Yeah. So going back to the example of value retailers,
10 for us, I wanted to understand what "value" means to a
11 consumer. Is it about the price? Is it a combination of
12 price and experience? So what does "value" mean? How are
13 shoppers seeking value? Like, what are the tradeoffs they
14 feel like they're making?

15 And so we'll do things like -- I'm not going to --
16 ethnographies is where, like, they're recording how they
17 stock their pantry and prepare meals or they're showing us
18 how they make lists, make grocery purchases, or how they're
19 using their phone to compare prices.

20 So we do a pretty comprehensive piece of work,
21 especially on this topic, given inflation and what was
22 happening with our customers.

23 Q. Now, Ms. Kinney, who do you view as the audience for
24 your team's reports and insights?

25 A. So our audience -- I mean, knowledge -- knowledge not

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1 shared is lost, but the first place we tend to present our
2 work is with the executives. So always starting with, you
3 know, Vivek and the team.

4 But that usually, then, gets distributed to a really
5 wide audience. So that'll go to the division presidents and
6 business leaders within different functions.

7 We also have something that we built recently, or over
8 the past few years, called the Knowledge Hub, and that
9 really ensures that any -- anybody in our company at any
10 level can access any work that we've published or produced
11 for the business, and so we make sure that the work we do is
12 accessible to everyone.

13 Q. Well, let's go ahead and hop into some of the data
14 sources that you use.

15 Just high level, tell me what types of data you and
16 your team use for these various projects.

17 A. Sure. So lots of different data, but to be as general
18 as possible, we use our internal customer data as one great
19 resource. We use things like Numerator to understand share
20 of wallet. We'll use Circana for market share.

21 So we use a lot of externally sourced partner
22 information, and then we use our own internally sourced
23 information, like our customer data and our custom research.

24 Q. So Circana and Numerator, those are third-party
25 sources?

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1 A. Correct.

2 MS. MAINIGI: Let me ask, Mr. Simmons, to put up
3 slide 3 of the demonstrative. Still DDX26.

4 BY MS. MAINIGI: (Continuing):

5 Q. And this was -- you helped prepare this, to aid your
6 recollection, but let's start with Circana.

7 What is the primary metric you use Circana for?

8 A. Sure. So we use Circana as our primary source for
9 market share.

10 Q. And how would you describe what you mean by "market
11 share"?

12 A. Yeah. So to be as simplistic as I possibly can -- so
13 market share is essentially what percentage of the pie, as a
14 retailer, are you capturing so it allows you to see your
15 percentage, and it allows you to see whether that percentage
16 is going up or down.

17 Q. And what is the source of the market share data that
18 Circana gives you?

19 A. Yes. So the source -- the way in which Circana
20 provides market share is retailers that want to be able to
21 measure their percentage of the pie, need to participate in
22 providing their data to be part of that pie.

23 So it is generally sourced by retailers who send
24 Circana their data, like we do. Circana then does their --
25 adds it all up, calculates what the pie is, and then

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1 furnishes reports for us to see our portion of it.

2 Q. Does Circana have different categories or groupings for
3 its market share data?

4 A. Yeah, so there's three different pies, for lack of a
5 better word. They have what they call food, they have what
6 they call MULO, and then they have something that is called
7 MULO+, which is a very recent market definition.

8 MS. MAINIGI: Mr. Simmons, if you could put up
9 slide 4 of the demonstrative, which shows the different
10 categories Circana uses.

11 BY MS. MAINIGI: (Continuing):

12 Q. Could you just walk me through each one of these
13 categories: Food, MULO, and MULO+, please, Ms. Kinney?

14 A. Okay. Yeah. So food before -- again, this is going
15 back 30 years, but 30 years ago -- or maybe even longer than
16 that -- there was just food. Right? So the very beginning
17 of market share was derived from the retailers at the time
18 that were part of this food grouping, and those retailers,
19 in this example, in today's calculation of food, include
20 Albertsons, Kroger, Trader Joe's, Giant, Aldi, H-E-B. So
21 even those value retailers, many of them that we talk about,
22 are part of that food pie.

23 Q. And is that because Circana has classified them in the
24 food pie?

25 A. Yeah. So you get to be part of the food pie if the

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1 majority of the things you sell in your four walls are
2 food-related products.

3 Q. All of the entities listed in food, do you view them
4 all as competitors of Albertsons?

5 MR. ANDERSON: Objection, Your Honor. Improper
6 lay opinion.

7 Your Honor, 701(c) clearly states that if an opinion is
8 based on specialized knowledge, it is inadmissible.

9 Now, what Ms. Mainigi said is that, under 701, someone
10 can testify to what they learned in the course of their
11 business experience. And while that's true, what she has
12 just asked Ms. Kinney is "What is your opinion about the
13 competitors of Albertsons?" and that is an opinion outside
14 the scope of a lay opinion or 701.

15 MS. MAINIGI: Your Honor, I respectfully disagree.

16 Ms. Kinney's job, as she described earlier, was -- is
17 to study Albertsons' shoppers and Albertsons' competitors.
18 That is -- that is the essence of her job. So she obviously
19 is well aware of who the competitors are that Albertsons
20 faces, you know, would be testifying; and, frankly, has much
21 more knowledge about it than most people, given her job.

22 I'll leave it there.

23 THE COURT: So is she basing it on specialized
24 knowledge or on a lay opinion?

25 MS. MAINIGI: It's a lay opinion, Your Honor.

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1 This -- this is what she does in her job. I mean, she has
2 specialized knowledge, just given --

3 THE COURT: She's not an expert, so she can't rely
4 on specialized knowledge.

5 MS. MAINIGI: Understood, Your Honor. I mean,
6 I -- she -- she's basing what she's saying just on her lay
7 opinion, just like many fact witnesses before her have come
8 in and spoken about who they perceive to be competitors of
9 their particular organization.

10 THE COURT: I'm going to ask you to re -- I'll
11 sustain the objection as to the form of the question, but
12 I'll ask you to rephrase it.

13 MS. MAINIGI: Okay.

14 THE COURT: I want you to know I appreciate you
15 all looking at the Federal Rules of Evidence. This is
16 great.

17 BY MS. MAINIGI: (Continuing):

18 Q. So let me see where I was.

19 Ms. Kinney, is Trader Joe's a competitor of Albertsons?

20 A. It is a competitor, because our shoppers also shop at
21 Trader Joe's and spend money there, yes.

22 Q. How about Aldi? Is it a competitor?

23 A. Yes.

24 Q. And how about Kroger's? That a competitor?

25 A. Yes, of course.

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1 Q. And Giant? Is that a competitor?

2 A. Yes.

3 Q. Let's take a look at the MULO category. Who's in the
4 MULO category?

5 A. So --

6 Q. Actually, I apologize for interrupting you.

7 Before you do that, can you just explain to us what
8 MULO stands for?

9 A. MULO stands for multi-outlet.

10 Q. And which retailers are included in MULO?

11 A. So MULO was -- came into play when Walmart and
12 Target -- well, it started with Walmart, when they started
13 really selling a lot of groceries -- right? -- and they
14 wanted to measure themselves too, so they started asking to
15 be part of the pie in the MULO calculation.

16 So Walmart was the first, and then you'll see the likes
17 of Target and Sam's and Dollar General. So all of them now
18 create that broader market definition because of their
19 presence in -- heavy presence in groceries, and that would
20 be called MULO.

21 Q. And do you view Walmart, Target, Dollar General, and
22 Sam's Club to be competitors of Albertsons?

23 A. Yes, of course.

24 Q. Now, MULO+ -- how did MULO+ get created?

25 A. So MULO+ is a recent -- and I'll explain why. So MULO+

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1 just started coming into fruition about six months ago when
2 Costco and Amazon.com decided they wanted to be able to
3 measure themselves as well in the food -- the food pie, and
4 so they started feeding their data to Circana about six
5 months ago, and we have now officially switched over to
6 measure ourselves in that MULO+ pie.

7 Q. And do you view Amazon and Costco to be competitors of
8 Albertsons?

9 A. Yes.

10 Q. Now, what did the addition of Costco and Amazon's
11 market share data to Circana tell you?

12 A. Well, it's one of those kind of -- it told me what I --
13 we saw in all of our data, but we were never actually able
14 to see in market share. Right? So this was the first time
15 you were able to see market share with Costco and Amazon.com
16 in, and it's painful to say. What it showed us is, one, we
17 haven't been winning market share in a long time; and, two,
18 in the markets where we have a heavy Costco presence, our
19 share's much lower than we would like to believe it was
20 until we got to see Costco added in.

21 Q. Now, let me come back to something from earlier.

22 Have you heard of folks at Albertsons using the term
23 "primary food competitor" in internal documents or tools?

24 A. Yes.

25 Q. To your understanding, when Albertsons' documents use

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1 this term "primary food competitor," is it being used to
2 refer to the smaller group of competitors that fall into the
3 food category in Circana?

4 A. Yes. That's exactly what they're referencing.

5 Q. Does that term, by definition, leave out grocers, like
6 Costco or Target or Amazon?

7 A. Yes.

8 Q. In your view, does the food channel reflect all of
9 Albertsons' primary competitors today?

10 A. No. Not by a long shot.

11 And, actually, there's been many emails, many
12 recommendations made, that if we're going to say we're
13 winning or losing, it should never be in the context of a
14 limited market, like food.

15 Q. So when your team talks about market share, which
16 category do you typically focus on from Circana?

17 A. Oh, we typically focus on MULO. And now that we have
18 MULO+, that's our primary focus in how we represent
19 performance.

20 MS. MAINIGI: Mr. Simmons, if we can go back to
21 slide 3, please.

22 BY MS. MAINIGI: (Continuing):

23 Q. So let's shift and talk about another data source, and
24 that's Numerator.

25 What does Albertsons use Numerator for?

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1 A. So Numerator is -- it allows us to -- it's for metrics
2 that are commonly referred to as "share of wallet," and what
3 Numerator does is allows us to look at shoppers, our
4 shoppers, and understand where else are they spending their
5 grocery dollars? So across which retailers and with which
6 categories.

7 So to give an example of the difference, Circana tells
8 you the slice of the pie, but it doesn't tell you, you know,
9 where else it's going. We can only see ourselves.

10 Numerator allows us to understand the shopper and where
11 they are spending their dollars, and if that's going up or
12 down elsewhere.

13 Q. And where does Numerator get the data to generate its
14 share of wallet numbers?

15 A. So Numerator is consumer-sourced. So there's hundreds
16 of thousands of panelists that agree to participate and be a
17 part of that Numerator panel.

18 The way in which they can see where else they are
19 spending their grocery dollars is -- it's, like, an app, I
20 believe, and you upload your receipts. You take pictures of
21 all of the receipts. And then they also are able to gather
22 their digital receipts so that we can get coverage on
23 digital transactions as well.

24 Q. And to your understanding, does Albertsons use both
25 share of wallet and MULO+ data?

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1 A. Yeah. I mean, it's important to use them together so
2 you can get the complete picture of what's truly happening.

3 Q. How does using both together give you a complete
4 picture?

5 A. Yeah, so one tells us that the pie -- we're getting
6 less or more of the pie, and then Numerator helps us
7 understand why, where it's going.

8 Q. Now, just a quick question about both of these data
9 sources. When we're talking about retailers, like Costco or
10 Walmart, that may sell things other than groceries, like
11 bicycles or something, do Numerator and Circana include
12 everything those stores are selling in their numbers, or do
13 they separate out the nonfood?

14 A. Yeah. So when we're calculating or seeing our market
15 share or our of wallet, it is limited to the categories that
16 we all sell together. So it does exclude, to your point,
17 bicycles and clothing and tires and all those other things.

18 Q. Let me ask you about a few other sources of data that
19 you rely on.

20 Nielsen. What did they provide?

21 A. So Nielsen -- there are some retailers that use Nielsen
22 for market share, just like we use Circana for market share,
23 but our primary use for Nielsen -- it is for an asset they
24 have, which is called "metropolitan statistical areas."

25 Not to get too technical, but it allows us to see, at a

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1 smaller market level, estimated dollars for us versus
2 estimated dollars for other retailers.

3 There's some gaps there, in terms of not having Costco
4 and Amazon and some other large retailers in that
5 estimation, but that's really the only time we use Nielsen.

6 Q. And how about Placer?

7 A. So Placer is what we refer to as mobility data in the
8 industry.

9 So it basically allows us to see how far people drive
10 from one retailer to the next. It allows us to see
11 sequencing. So do they come to us first and then go to
12 these other three places in the same day or on the same
13 week? So that's what Placer does for us.

14 Q. And you had mentioned earlier that Albertsons will
15 sometimes do consumer research projects -- projects. What
16 data do you use to inform those projects?

17 A. Yeah. So there's three -- we have a lot of partners,
18 but the three that we primarily use is Kantar, Dynata, and
19 Medallia. They all have different levels of specialty.
20 Some really focus on focus groups. And others, like Dynata,
21 we used to do really targeted surveys where we can get a
22 large group of people and ask really specific questions on
23 why they do what they do. So those are the three that
24 generally support our research needs.

25 Q. And all the data sources on slide 3 of DDX26, to your

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1 understanding, are these all commonly used in the industry?

2 A. Yes.

3 Q. So let's jump into some of the research you and your
4 team have -- have done. I want to start with the concept of
5 one-stop shopping, and it's been suggested that Albertsons
6 caters to customers who prefer one-stop shopping, where they
7 can get all or most of their groceries for the week in a
8 single trip.

9 In your work at Albertsons, have you looked
10 specifically at the number of grocery shopping trips
11 Albertsons' customers make each week?

12 A. Yes.

13 Q. And what have you found?

14 A. We found, on average, our shoppers shop for groceries
15 six times, six different places, in a given week.

16 Q. So have you found that your shoppers go to multiple
17 retailers during the course of a week?

18 A. Yes. Six.

19 Q. And what are the data sources that helped you and your
20 team confirm that?

21 A. So the two that I had mentioned just moments ago -- so
22 Numerator allows us to see that and Placer data allows us to
23 see that, and both of them generally say that shoppers will
24 make six different trips to get what they need for the week
25 for their families.

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1 Q. I'm going to -- I'm going to put an exhibit up on the
2 screen, and it should be in your binder as well, Ms. Kinney,
3 and it should be after the demonstrative tap. DX2090?

4 MS. MAINIGI: Mr. Simmons, if you can go ahead and
5 put that up.

6 BY MS. MAINIGI: (Continuing):

7 Q. Can you tell us, once you've found it, what this is?

8 A. Sure. It's an email from someone who works for me by
9 the name of Laura Price. She's a senior director. She sent
10 me an email in response to a question that was simply, "Can
11 you tell me how many trips our customers make in a given
12 week or in a month?"

13 And this is pretty standard. Like, it's a -- you can
14 get this data out of several different tools. It was in
15 response to an ask from Jill Pavlovich, and this is the
16 report and my answer.

17 MS. MAINIGI: Your Honor, I move to admit DX290.

18 MR. ANDERSON: Objection, Your Honor, to lack of
19 foundation.

20 This document contains information that is not sourced.
21 There's no understanding of where it comes from, which, of
22 the many sources that Ms. Kinney has referenced, resulted in
23 this data, and it's missing the attachment.

24 MS. MAINIGI: Your Honor, Ms. Kinney just
25 testified the two sources of data for this information and

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1 testified that this was derived by her and her team.

2 I can ask additional questions, if you would like, but
3 I believe she's laid the foundation for it.

4 THE COURT: I believe she has too.

5 Overruled. It will be admitted. It will be received.

6 BY MS. MAINIGI: (Continuing):

7 Q. Does this data suggest to you, Ms. Kinney, that
8 Albertsons' customers are or are not engaging in one-stop
9 shopping?

10 A. Well, if we were -- if they were engaging in one-stop
11 shopping, the number of trips for the week would be one.

12 Q. In the course of your consumer research, have you had
13 occasion to learn some of the reasons why consumers have
14 moved away from one-stop shopping?

15 A. Yeah. I think the notion of one-stop shopping -- the
16 last time I -- I don't want to use "back in the day," but my
17 mom and my aunt would have one place to shop.

18 MR. ANDERSON: The witness is now testifying to
19 hearsay.

20 MS. MAINIGI: I don't believe so.

21 THE COURT: No.

22 MR. ANDERSON: Your Honor, she started to talk
23 about what her parents have told her.

24 THE COURT: No. She said what her experience with
25 her mom and her aunt did. She didn't say that she wasn't

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1 with them. I mean, it's a little --

2 MS. MAINIGI: I think she was just building up to
3 answer the question, Your Honor.

4 THE COURT: She was just given an antidote.
5 She can continue to answer.

6 BY MS. MAINIGI: (Continuing):

7 Q. Okay. Go ahead, Ms. Kinney.

8 A. Okay. So if we think about 30, 40 years ago, my mom or
9 my aunt, they had one place. They're like, "I go only go to
10 Thriftway," and my mom would be like "I only go to Kroger."
11 Like, "What are you talking about?"

12 But back then there wasn't a Walmart that was selling
13 groceries. There wasn't a bunch of grocery retailers
14 available. It really was a very limited -- they had limited
15 options, and now there are so many more options, and not
16 only where to buy your groceries but also now you have
17 ecommerce. So you don't even need a physical location
18 anymore to buy groceries, so -- so it's pervasive.

19 And I would say the last thing on that point is,
20 economically, since inflation, the amount of price
21 comparisons and the amount of grocery lists that are made
22 where, "I'm going to go here for this because it's cheaper
23 and there for that because it's cheaper," has made this even
24 a larger, what I would call, "fragmentation of trips."

25 Q. So has there been any time, while you've been at

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1 Albertsons, where you did see customers engage a bit more in
2 one-stop shopping?

3 A. The closest I've seemed to one-stop shopping is during
4 COVID, during the pandemic, people were -- were trying to
5 limit their exposure to people, and the -- we all kind of
6 hunkered down, and many people did consolidate all those
7 errands and grocery shopping trips they were doing, and they
8 consolidated it into as little as -- as few as possible. So
9 that would be the closest to one-stop shopping that I've
10 seen.

11 Q. After COVID subsided, did your data show that the
12 preference for one-stop shopping also went away?

13 A. Yeah. We kind of went back to our normal habits.

14 Q. So does the fact that Albertsons' customers are making
15 multiple trips to different retailers, does that affect how
16 much share of wallet Albertsons gets from its customers?

17 A. Yes. Very much so.

18 Q. And do you and your team routinely track share of
19 wallet numbers for Albertsons' customers in the regular
20 course of your business?

21 A. Yes, we do.

22 Q. Can you tell me approximately how much Albertsons'
23 customers are spending of their share of wallet at
24 Albertsons on average, based on the share of wallet data you
25 regularly review?

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1 A. On average, our shoppers give us about 12 percent of
2 their wallet, which means 88 percent of it is going
3 elsewhere.

4 Q. By "elsewhere," you mean to other retailers?

5 A. Yes. And I am talking just about their household
6 grocery needs.

7 Q. Has it been -- and you look at share of wallet data on
8 a pretty regular basis?

9 A. Yes. All the time.

10 Q. Has it been around 12 percent for a while?

11 A. Yeah. It's been about 12 percent. It can go up or
12 down a half a percentage point; but, yes, generally
13 speaking, we've been hovering around 12 percent for a couple
14 of years now.

15 Q. Now, if 12 percent is the average, I imagine there are
16 shoppers that are above and shoppers that are below 12
17 percent. Is that fair?

18 A. Yeah.

19 Q. Does Albertsons have a way of categorizing its
20 customers based on how much of their shopping they're doing
21 at Albertsons?

22 A. Yes, so, to your point, average is an average. So, of
23 course, there are some that spend a lot; some that visit us
24 a lot; and some that visit us very infrequently and spend
25 very little. So, yes, we group customers together based on

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1 how much they spend and how often they visit, and we
2 classify them into -- we group them into three buckets.

3 Q. Can you explain the three buckets to me, please.

4 A. Sure. So we'll talk about the most infrequent ones.
5 We call them -- it's easy to remember. We just call them
6 "occasional households." They come in every eight weeks,
7 sometimes every month. It might be to get a head of
8 lettuce, because you're making hamburgers; but really
9 infrequent small baskets, and those are -- that's -- 75
10 percent of our shopper base are occasional shoppers.

11 The second group we call "good customers." So they're
12 good. They're not giving us all of their wallet or a lot of
13 it, and that's about 20 percent of our base. They come in
14 maybe every other week. They shop a few categories in our
15 stores. A little bit better than just a head of lettuce,
16 certainly. So that's 20 percent.

17 And then the last group, so now we're up to 70, 90, 95
18 percent, so we have a very small group, and we call them our
19 elite best. They're our most important. They're our most
20 valuable shoppers. It's 5 percent of our customer base, and
21 they're the ones that come in two to three times a week, and
22 they buy a lot of categories in our store, and so that is
23 how we break out our shoppers: 5, 20, 75.

24 Q. And do you and your team routinely analyze share of
25 wallet separately for each of these customer categories?

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1 A. We've had to do that because -- I think there was an
2 impression at one point was like, well, our loyal shoppers
3 are loyal to us. They're spending all this money.
4 Certainly, we have them. We don't need to worry about
5 losing them, and we do -- we do match up those loyal
6 customers and occasionals and then look at what their share
7 of wallet is outside of Albertsons, yes.

8 Q. And what is -- what are the data sources that you use
9 to determine on how much your elite best, good, and
10 occasional customers are spending at Albertsons?

11 A. Sure. You can -- we use Numerator for that, and we can
12 use panel data from that -- from Circana too, actually.

13 Q. What is panel data?

14 A. So panel is just the same thing as what Numerator is.
15 Consumer-sourced. So, again, the receipts capturing their
16 total spend, and we can do the matches and say, "Okay.
17 Here's an elite best household. This is how much they
18 spend. This is their frequency. Please find that same
19 customer group in your panel and tell us how much they're
20 spending outside of our four walls."

21 Q. So what does the data show about how much share of
22 wallet you're getting from each of these three customer
23 categories?

24 A. Sure. So our elite best households, so that's the --
25 really, the 5 percent group, gives us about 50 percent of

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1 their wallet. So they're still spending half somewhere
2 else. Our good customers are giving us about 22 percent.
3 Yeah, 22 percent of their wallet somewhere else. And our
4 occasional households are giving us about then.

5 So when you average that all out, that's how we get to
6 12.

7 Q. So your elite best, which is 5 percent of your customer
8 base, they're giving you 50 percent of their share of
9 wallet?

10 A. Yes.

11 Q. And 50 percent is going somewhere else, to a different
12 retailer?

13 A. To many different retailers, yes.

14 Q. And so, to your understanding, does that mean even your
15 very best customers aren't using Albertsons as a one-stop
16 shop?

17 A. No. Not at all. Yes, they're not.

18 Q. So let me shift gears to -- to another piece of
19 information you and your team look at.

20 There's been a suggestion that, even if shoppers go to
21 other retailers, as you suggested, for things like paper
22 towels, toilet paper, that most people still want to go to a
23 traditional supermarket for a lot of the products they need,
24 like fresh produce, meat, floral.

25 Do you look at what Albertsons' customers are buying

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1 from other retailers?

2 A. Yes. So our share of wallet data allows us to see at a
3 category level, category B, flowers, meat, strawberries. We
4 can see what else they're spending. So how much they're
5 buying with us and then where else are they buying those
6 same things.

7 Q. So what does this data show with respect to whether
8 Albertsons' customers only go to competitors, like Costco or
9 Walmart, for some product categories?

10 A. Yeah, I think all the data that we've shared and
11 presented to our company would show that they are actually
12 shopping a lot of, if not all, the same categories with us
13 as they are elsewhere, and there is no distinction -- or
14 they're finding the categories that you can get at an Aldi
15 or a Costco are highly substitutable to the same categories
16 they can get with us.

17 MR. ANDERSON: Objection, Your Honor. Improper
18 lay opinion as to what products are substitutable.

19 THE COURT: Overruled.

20 BY MS. MAINIGI: (Continuing):

21 Q. Have you -- are you familiar with something called "the
22 toothpaste study"?

23 A. Yes.

24 Q. Is that something you put together in the course of
25 your regular business?

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1 A. Yes. One of the first things I did to try and
2 demonstrate this phenomenon of "they don't just go in to buy
3 toothpaste."

4 Q. So tell us what the conclusions of the toothpaste
5 study, and then we'll go ahead and mark it.

6 A. Sure. So, basically, we picked in -- just a little
7 background on why we picked toothpaste: So if you're buying
8 toothpaste for your family, chances are if you -- you use
9 that all the time and therefore one would hope that all of
10 America has toothpaste in their homes. If you're not buying
11 toothpaste with us but you were before, it's a pretty safe
12 assumption that you're getting up somewhere else. So we
13 picked that category to do this work.

14 And what it showed us is, when a customer stops buying
15 toothpaste at our stores, that over a year's time we lose
16 40 percent their total basket.

17 MS. MAINIGI: Mr. Simmons, if you could put up on
18 the screen DX2220, which is the toothpaste study entitled --
19 the cover is "HBC Customer Journey."

20 BY MS. MAINIGI: (Continuing):

21 Q. And it is also in your binder, Ms. Kinney, in case you
22 want to look at it there.

23 Is this the analysis -- the toothpaste study, as you
24 were describing it?

25 A. It is.

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1 Q. And who prepared this again?

2 A. I did, in partnership with one of the analysts that
3 worked for me.

4 MS. MAINIGI: Your Honor, I move to admit DX2220,
5 please.

6 MR. ANDERSON: No objection.

7 THE COURT: It will be received.

8 BY MS. MAINIGI: (Continuing):

9 Q. Now, what does HBC refer to in this title?

10 A. It's health and beauty care, which is where toothpaste
11 is a category.

12 Q. So let's turn to slide 6, and the header on slide 6
13 says, "Spend on ROS among shoppers who leave HBC."

14 Can you interpret that for us, please.

15 A. Yes. So it is -- so what is the spend on the rest of
16 the store among shoppers who leave HBC, which is, in this
17 case, it was toothpaste.

18 Q. Can you explain the methodology you used to put this
19 study together?

20 A. Yeah. I'll try and make it as nontechnical as
21 possible.

22 So we found a group of people that were buying
23 toothpaste. We then found another group of people that were
24 shopping the same and also buying toothpaste. So we kind of
25 call them "test" and "control" groups of households. We

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1 then follow those two groups of people over time, and we
2 looked at the people who stopped buying toothpaste and what
3 happened to them afterwards and how did they behave in our
4 stores, as compared to the people who continued to buy
5 toothpaste in our stores.

6 MS. MAINIGI: And so now let's turn to slide 7,
7 please, Mr. Simmons.

8 BY MS. MAINIGI: (Continuing):

9 Q. And we can see that the title is called, "Most impacted
10 categories."

11 Can you tell us what this slide reflects?

12 A. It's -- it reflects humans, and it's such an
13 illustrative way of how human beings shop when they start
14 exploring another retailer.

15 So, for example, what this is saying is, of those that
16 stopped buying toothpaste, what we also saw is that 39
17 percent of them stopped buying their bath tissue with us,
18 and then they stopped buying home cleaning, and then
19 laundry; and so if you think about the way, you know,
20 retailers are laid out, it's kind of like "I can see that
21 happening."

22 And then all of a sudden you start seeing, further
23 down, like, "Wow, their dog food is a pretty good price. I
24 should probably pick that up there," and then eventually you
25 start getting into the center store categories, like peanut

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1 butter and snacks.

2 Q. Now, this slide doesn't mention fresh produce or meat
3 in here. Did your study show the impact on those categories
4 as well?

5 A. This was just saying, "Here's the top ones that have
6 the highest churn." But we have this in many other studies
7 that would show eventually you end up losing all those other
8 categories in the perimeter as well.

9 Q. And do you have a sense of about approximately how much
10 time period that takes to happen?

11 MR. ANDERSON: Objection, Your Honor. Improper
12 lay opinion.

13 On this issue, we have now heard counsel establish with
14 Ms. Kinney methodology, refer to it as a study, talk about
15 behaviors of shoppers and why they do things. This is all
16 based on specialized knowledge within the ambit of an
17 expert, not a lay witness.

18 MS. MAINIGI: Your Honor, I would refer back to
19 what I have said before. She does these studies day in and
20 day out as part of her regular business. We are not
21 offering her as an expert. We are -- we are merely going
22 through with her the different projects that she, both puts
23 together, how she puts them together, and she's also already
24 testified to the fact that she then shares her results with
25 the business. So highly relevant to what we are here to

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1 discuss today.

2 MR. ANDERSON: Your Honor, one more point to make:
3 Defendants disclosed an expert in grocery retailing. They
4 disclose an expert who submitted a report, went through the
5 whole expert process.

6 Now, defendants have inexplicably dropped him from
7 their witness list, but doesn't mean that they can put
8 Ms. Kinney up in his place to offer expert --

9 THE COURT: Oh, I don't see her as an expert, and
10 that's established, but I would -- I'm going to overrule the
11 objection but say this: The word "study" should stop being
12 used. They are projects. That's the way the Court
13 interprets it.

14 MS. MAINIGI: Understood, Your Honor. I will do
15 that. Thank you.

16 BY MS. MAINIGI: (Continuing):

17 Q. So I think I didn't get a chance to ask the last
18 question. And it was basically this: Have you studied, as
19 part of things like the toothpaste --

20 THE COURT: You're using "study."

21 MS. MAINIGI: Oh, I'm sorry, Your Honor.

22 BY MS. MAINIGI: (Continuing):

23 Q. As part of the toothpaste project, did you come to an
24 understanding of about how long it is before people start
25 exploring other categories and how long it is before you

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1 lose them as a customer?

2 A. Yeah. So in this example -- this was just 12 weeks --
3 we start seeing this happen. The annual impact of that is
4 the 40 percent I was referencing earlier.

5 Q. And just remind us: What does the 40 percent
6 represent?

7 A. It is the sales we lose among the households that
8 stopped buying toothpaste. By the end of the year, or 52
9 weeks later, we lost 40 percent of their basket.

10 Q. And would you describe that loss by the term "leakage"?
11 Is that a term used sometimes?

12 A. Yes, it is.

13 Q. Okay. And by the way, you used a term before called
14 "churn." Can you just tell us what you meant by that?

15 A. "Churn" is just they were shopping with us and buying
16 this, and now they're not, and so that is the definition of
17 "churn."

18 Q. The toothpaste project and its results, is that a
19 phenomenon that you have seen as it relates just to a Costco
20 or a Walmart, or have you seen it with other competitors
21 also?

22 A. I've seen it with other competitors as well.

23 Q. Now, I -- I'm going to turn, in a moment, to who
24 Albertsons is competing with in more detail, but I do want
25 to take a quick detour to something the Government raised,

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1 and that is the auto delete setting on your phone.

2 Do you typically send work-related texts?

3 A. No.

4 Q. What about with Mr. Sankaran? Do you text with him?

5 A. So the extent in which Vivek sends me texts will be
6 "Call me. How do you do this math?" or "What is this
7 number?"

8 I do not explain or -- my normal course of
9 communication in anything business-related is not via text.
10 I always follow up with email.

11 Q. And for this merger litigation, did you receive a
12 litigation hold in about November 22?

13 A. I did.

14 Q. And did you receive multiple reminders of that hold?

15 A. Yes, I did.

16 Q. And at the time you received the notice, did you think
17 that the auto delete function was enabled on your phone?

18 A. I did not.

19 So I'd love to explain for just a second. So we --
20 when I got the auto delete, we had our laptops and our
21 phones and we went to our corporate office and put it in a
22 big case and people grabbed my phone, and I never knew -- or
23 I had assumed that there would be no settings that I
24 personally would need to change.

25 It was only until later that I realized that there's an

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1 actual setting that I needed to visually go into my phone
2 and check all of them to be sure.

3 And immediately when I realized that there was a
4 setting that I was supposed to change, that I didn't know I
5 needed to, I changed it and then emailed and notified the
6 legal hold email that I, in fact, noticed that there was a
7 setting that needed to be changed.

8 Q. And when you were saying people grabbed your phone, do
9 you mean vendors took your phone, your other devices, to
10 copy them or do whatever they were going to do?

11 A. Yes.

12 Q. Now, you, at one point, during the litigation, you
13 discovered that an auto delete feature was enabled on your
14 phone; is that correct?

15 A. Yes.

16 Q. And can you tell us how you discovered that?

17 A. So one of the legal holds -- again, I'm trying to
18 remember all the details. But it actually then had, like,
19 really specific, like, "Open up your phone setting here."
20 You know, it gave me, like, visually, "These are the five
21 things we want you to do," and so I followed the directions
22 of the email, opened up my phone, followed the visual cues,
23 and that's when I noticed that there was a setting that
24 needed to be toggled.

25 I had never explored that until I was instructed with

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1 those very specific instructions.

2 Q. And was that the first time you realized that your auto
3 delete was turned on?

4 A. It was the first time, yes.

5 Q. And do you know, for a fact, whether any text messages
6 related to this litigation have been lost?

7 A. No.

8 Q. Have you ever intentionally deleted any text messages
9 related to this litigation?

10 A. No. Of course not.

11 Q. So I want to come back, Ms. Kinney, to the work that
12 you and your team do, and we were just talking about
13 leakage. So I want to talk about who Albertsons is leaking
14 share of wallet to.

15 I'm going put up -- Mr. Simmons, if you can put up
16 slide 5 of the demonstrative. DDX26.

17 Ms. Kinney, does this slide accurately capture the
18 share of wallet data you have seen, including which
19 competitors your customers are shopping with?

20 A. Yes, it does.

21 Q. I think you told us earlier that Albertsons is getting
22 only about 12 percent of its customers' wallet share.

23 Who are the main retailers capturing the remaining
24 88 percent of Albertsons' customers' wallet share?

25 A. So I'll start with -- so our shoppers give Walmart, for

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1 example, 14.9 percent of their wallet, so meaning, said
2 another way, our shoppers give more of their wallet to buy
3 groceries to Walmart than they do with us, and then you'll
4 see second on the list is Costco, then Kroger, then
5 Amazon.com.

6 Just so you know, that's dot-com. The balances that
7 are brick-and-mortar is elsewhere in the "all others."

8 Q. So the balance, the other stores, that's spread among a
9 variety of retailers?

10 A. Yes, it is.

11 Q. Now, are all of the retailers listed on this slide
12 competitors of Albertsons?

13 A. Well, yes. If our shoppers are choosing to go
14 elsewhere to buy categories that they can also buy with us,
15 I find them to be competitors. Absolutely.

16 Q. So let me start with Walmart and the share of wallet of
17 14.9 percent is reflected there. Was that surprising --
18 that number -- to you and the company?

19 A. It wasn't surprising to me, but it certainly was
20 surprising to the company how high that percentage is, yes.

21 Q. Now, you mentioned that Numerator can break down share
22 of wallet by product category. Is that right?

23 A. Yes.

24 Q. And so does that include fresh produce and meat?

25 A. Yes.

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1 Q. One of the things that has been alluded to is that --
2 again, if they're going to Walmart to get some things
3 because they're cheaper, they are not going to stay there to
4 shop for fresh goods or meat.

5 Is that consistent with what you've seen in the data?

6 A. Not by a long shot, no.

7 Q. Tell me what you've seen.

8 A. So we've seen -- I mean, with our several reports and
9 several documents that would show our share -- our shoppers'
10 share of wallet and how much they spend with us on things
11 like produce and meat and how much they're spending at
12 Walmart, and in many, many cases they're either spending
13 more at Walmart than with us, or we're actually leaking far
14 more of our wallet to Walmart for the same categories that
15 we -- if you remember early in the discussion, we thought we
16 were so unique, and certainly nobody would buy their meat
17 from Walmart. Well, maybe 30 years ago. But that is not
18 the case today with our shoppers.

19 Q. And are you leaking across all product categories?

20 A. Yes, we are.

21 Q. So let's talk about Costco. Costco's share of wallet
22 from Albertsons' shoppers is how much again?

23 A. The same as their share of wallet is us. So 12.2.

24 Q. And have you done various projects about competition
25 with Costco as part of your work for Albertsons?

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1 A. Yes. As mentioned, one of the deep dives that we've
2 done is specific to Costco. One, because we were blind to
3 their impact to our market share for quite some time; and,
4 two, we were having some business softness in the Pacific
5 Northwest, of which I felt that Costco was likely the
6 culprit.

7 And so to bring that to the business to get the
8 attention that was needed to understand how big of an impact
9 they were driving, we did a deep dive on Costco.

10 Q. So I'm going to ask you to take a look at DX2213, which
11 should be the next document in your binder. We can put it
12 up on the screen as well, Mr. Simmons.

13 Is this the Costco deep dive you referenced?

14 A. It is.

15 Q. And who prepared this?

16 A. Myself and members of my team.

17 Q. And when was it prepared?

18 A. In May of 2021 is when it was published. It was
19 probably several months' worth of work leading up to this
20 date.

21 Q. What kind of data did you and your team use in
22 preparing this deep dive?

23 A. A whole host of data. Our customer data, share of
24 wallet data, store-level data. You name it. Everything
25 that we talked about earlier, a lot of those sources of

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1 information are contained in this deck.

2 MS. MAINIGI: Your Honor, I moved to admit
3 DDX2213.

4 MR. ANDERSON: No objection.

5 THE COURT: It will be received.

6 BY MS. MAINIGI: (Continuing):

7 Q. So was there anything happening in the company that led
8 you to do this deep dive on Costco, specifically?

9 A. Yeah. I -- yes. I -- I listened and recognized in
10 our -- our West Coast divisions that nobody was talking about
11 Costco, number one; and, number two, as I mentioned, we
12 were -- we were struggling in business performance and in
13 missing projections, and I -- there was a lot of "I don't
14 know. Maybe people are moving out of California, and that's
15 why we're down" or maybe -- there was just a lot of, like,
16 hypotheses and really general statements, with no basis of
17 fact; and so I'm, like, okay, we've got to dig into Costco
18 so that we can prove how they're hurting us.

19 Q. Does Costco, to your knowledge, have a greater presence
20 on the West Coast?

21 A. Yes.

22 Q. And does it have a presence in places where Albertsons
23 has a presence on the West Coast?

24 A. Yeah. So they have high overlap with our stores. I'll
25 give you -- I think, in some markets, as high as 47,

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1 48 percent of our stores have a high overlap with the Costco
2 in radius pull.

3 Q. So let me ask you to turn to slide 11 of this
4 presentation, and at the top there, do you see where you and
5 your team write, "Contrary to popular belief, Costco is a
6 grocery store"?

7 A. Yes.

8 Q. What did you mean by that?

9 A. Exactly that. It was, "Hey, I know you don't think so,
10 but Costco is a grocery store." Particularly when almost
11 65 percent of their entire sales are generated from the sale
12 of groceries.

13 Q. And what do -- what does the chart on this page tell
14 you?

15 A. So when we -- you can also look -- and, again, this
16 was -- Numerator, for example, is the source for the little
17 chart on the left there, and it says that 71 percent of the
18 shoppers who shop in a Costco are buying fruits, vegetables.

19 Yes, there's bath tissue there. And I think that we
20 all -- myself included -- back in time -- said, "I'm going
21 to go do my bath tissue run, and I'm going to go to Costco."
22 Right? But here it shows that they're buying a whole heck
23 of a lot of other things when we're going into a Costco, and
24 that number is -- this is back in 2021. It is even greater
25 now.

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1 MS. MAINIGI: So let me ask, Mr. Simmons, if you
2 could turn us to slide 8, please.

3 BY MS. MAINIGI: (Continuing):

4 Q. And this is kind of -- it looks like a further
5 elaboration of what was on the other page we were looking
6 at. Can you just explain to us what we're seeing on this
7 page?

8 A. Yeah. Just -- I will use the color cues here. So blue
9 is us and how much of our shoppers are spending on these
10 categories with us. Red is our same shoppers and how much
11 they're spending on those exact same categories at Costco.

12 And so what we did here is kind of just really hit the
13 point home with our business was, "Hey, guys, I know we
14 think we're great in eggs," for example, "but our shoppers
15 are giving us 15.8 percent of their egg spend and, at the
16 same time, are also now giving Costco 20.7 percent of their
17 egg spend."

18 Q. And did you see trends like that across different
19 categories of products?

20 A. Yes. Yes. And, I mean, frozen seafood was one that we
21 really had to ask ourselves "What in the world is going on
22 with frozen seafood?" We need to figure out what it is that
23 we're missing in our assortment or something that would have
24 our shoppers spending over two and a half times the amount
25 of money at a Costco than they are with us on a category

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1 like that.

2 Q. So you can go ahead and put that document away,
3 Ms. Kinney.

4 Let me ask you about a different Costco study you and
5 your group did. Are you familiar -- I'm sorry -- that
6 different Costco project that you and your group did.

7 Are you familiar with something called an entry
8 project?

9 A. Yeah. We call projects, when we are measuring the
10 impact of a new store opening, that would be commonly called
11 an entry analysis, and it has statistical methods in there
12 where you are using test stores and controlled stores so
13 that you can actually statistically point out when this
14 event happens.

15 In this case, the entry of a new store in your market
16 or neighborhood. How much is that, then, impacting your
17 sales?

18 Q. So let me ask you to turn in your binder --

19 MS. MAINIGI: Or, Mr. Simmons, if you can put
20 DX1274 on the screen? And if you can please put the
21 redacted version of DX1274 on the public screen?

22 BY MS. MAINIGI: (Continuing):

23 Q. The Costco impact. Is this the entry project that we
24 were just talking about?

25 A. Yes. It was a follow-up to what we published in May.

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1 We quickly did a fast follow and came out with this project
2 and those findings in June.

3 Q. And did you prepare this project in the regular course
4 of your business?

5 A. Yes.

6 Q. If you can take a moment and look at the pages in there
7 quickly and just confirm that this project and its findings
8 are complete?

9 A. Yes.

10 Q. And do you see on the first page -- do you see on the
11 first page, after the title page, something that says
12 "placeholder"?

13 A. Yes.

14 Q. Can you just explain what that is?

15 A. Yeah. So we knew we wanted to insert an overlap map,
16 which just shows our interaction, and we did. It's just a
17 couple of slides later, and that slide wasn't deleted from
18 the master deck. Yeah.

19 Q. But you understand this DX1274 to be the complete
20 document?

21 THE WITNESS: Yes.

22 MS. MAINIGI: Your Honor, I move for the admission
23 of DX1274.

24 MR. ANDERSON: Objection, Your Honor. Lack of
25 foundation. Improper lay opinion. This is relying on

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1 statistical analysis.

2 THE COURT: Sustained. This one is different.

3 MS. MAINIGI: Your Honor, is it -- just so I can
4 appreciate the difference, if this was put together by her
5 group in the regular course of their business?

6 THE COURT: I don't know if that's what she did or
7 not.

8 MS. MAINIGI: I can try to lay a further
9 foundation perhaps or --

10 BY MS. MAINIGI: (Continuing):

11 Q. Let me ask you this --

12 MS. MAINIGI: Thank you, Your Honor.

13 BY MS. MAINIGI: (Continuing):

14 Q. Ms. Kinney, how did you go about doing this entry
15 study? Explain to us what you and your group did.

16 A. We do it -- this is the type of work we do all the
17 time. So there's hundreds and hundreds of stores that open
18 up all over the country, and my job is to bring to the
19 business what happens to our business and our sales when
20 these events happen.

21 So in this stack is, yes, there is testing controlled
22 stores, but there's also share of wallet and -- and customer
23 data that says who we lose and how much we lose. So this is
24 normal -- this is my job. This is what my team does every
25 day.

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1 MS. MAINIGI: Your Honor, may I show her a page
2 from the project on the screen or -- would that be okay?

3 THE COURT: You can show it to her on the private
4 screen. Sure.

5 MS. MAINIGI: Let's put it on the private screen,
6 Mr. Simmons. Let's turn to slide 5.

7 BY MS. MAINIGI: (Continuing):

8 Q. And it says there, "All ACI departments see a negative
9 impact from Costco opening, and 92 percent of product groups
10 see a negative impact."

11 Can you tell me what that means?

12 A. Yeah. It basically says of all the categories that we
13 looked at to see if we lost sales, 92 percent of the
14 hundreds and hundreds of categories that we sell in our
15 stores had a notable drop in --

16 MR. ANDERSON: Objection, Your Honor. At this
17 point, the witness is just testifying from a document not in
18 evidence. I move to strike all of this testimony.

19 MS. MAINIGI: Your Honor, I do believe this
20 witness has testified that she did this work in the regular
21 course of her employment.

22 THE COURT: So let me be clear. This is that --
23 there are parts of this document that seems to be leaning
24 toward expert testimony, which will not be allowed. If you
25 want to have an expert come in and testify to that, you

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1 bring them in.

2 If she wants to talk about what they do in the regular
3 course that's not an expert, that's fine, but we're not
4 going to thread a needle.

5 MS. MAINIGI: Your Honor, a hundred percent
6 understood. We are not offering her in any way, shape, or
7 form.

8 THE COURT: But you want this report to come in?

9 MS. MAINIGI: I'm sorry?

10 THE COURT: But you want this report to come in?

11 MS. MAINIGI: Just because it is -- it is --

12 THE COURT: I don't think that it is --

13 MS. MAINIGI: It is --

14 THE COURT: Some of it is -- it would be deemed
15 expert testimony.

16 MS. MAINIGI: It is one of the -- and that's fine,
17 Your Honor.

18 I can just ask her about it, and her testimony is her
19 testimony about it.

20 THE COURT: All right.

21 MS. MAINIGI: So let me proceed in that kind of
22 way.

23 I will note for the record, Your Honor, that I believe
24 the only objection that the Government previously provided
25 to this report was not the objection that they're making

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1 now, but the objection related to that very first page that
2 they --

3 THE COURT: Okay.

4 MS. MAINIGI: -- that I covered with Ms. Kinney.

5 THE COURT: Understood.

6 MR. ANDERSON: For the record, Your Honor, when
7 they had an expert on their witness list, we assumed they
8 were going to use it with the expert; so, of course,
9 Your Honor, the objection would be to its admissibility.

10 But on this case, using it with Ms. Kinney, who is not
11 any statistical expert, it's --

12 THE COURT: Understood.

13 MS. MAINIGI: And I don't want to belabor this,
14 Your Honor, but just for the completeness of the record,
15 they provided their objections, again, recently, in relation
16 to Ms. Kinney, and the exhibits we intended to use with
17 Ms. Kinney, but let me -- let me keep moving, so --

18 THE COURT: Fair enough. Let me ask you this: I
19 am not trying to seek a break, because I can sit here for
20 hours. I know that --

21 MS. MAINIGI: I think a break would be a great
22 idea.

23 THE COURT: We'll take our morning break.

24 (Recess taken.)

25 MR. ANDERSON: Your Honor, a quick cleanup for the

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1 record. I had moved to strike the witness's testimony about
2 the document not in evidence, and I was just hoping that we
3 could get your ruling on it.

4 THE COURT: It will be stricken.

5 MS. MAINIGI: Your Honor, if I could, just for the
6 purpose of the record, note a few things related to the last
7 exchange we had?

8 THE COURT: Sure.

9 MS. MAINIGI: First, just so that the Court is
10 clear with Mr. -- with respect to Mr. Kleinberger, he was
11 not going to be an expert who discussed the types of
12 documents that we are going through with Ms. Kinney.

13 THE COURT: Okay. Let me say this: I understand
14 there are strategies. I don't know any of it. So you can
15 lay whatever record you would like.

16 MS. MAINIGI: But I do have some other -- a couple
17 of interesting facts, if Your Honor will indulge me, and
18 then I will move on.

19 All of the exhibits that we are using with Ms. Kinney
20 were identified to the Government on Saturday evening, and
21 we did not -- per the normal back-and-forth process we have,
22 we did not get any objections back from them on those
23 documents.

24 The other thing I'd like to note, Your Honor,
25 especially since I know Your Honor is an aficionado of the

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1 rules of evidence --

2 THE COURT: I don't know about that.

3 MS. MAINIGI: -- is that I was told by people
4 smarter than me, on the break, that Rule 701 does not apply
5 to documents. It only applies to testimony.

6 MR. ANDERSON: Your Honor, just to make sure the
7 record is clear, we reserved all rights to object to the use
8 of documents, and I think that's clear from the written
9 records here. So I just want to make sure it's not implied
10 that we were waiving any objections to the document as used
11 with the witness.

12 MS. MAINIGI: I would disagree with that,
13 Your Honor, because we worked out a process with the
14 Government for -- to avoid this very issue, candidly, and to
15 not waste the Court's time. And because, if there was an
16 objection, then we would meet and confer in advance of
17 court.

18 So I do believe that the objections have been waived.
19 I'm certainly willing to provide, as we go through, other
20 reasons, but -- but they should have been raised prior to
21 today. Especially since we -- we provided the list well
22 before Ms. Kinney was supposed to testify.

23 The agreement we had was just 48 hours in advance. We
24 provided it Saturday night.

25 MR. ANDERSON: Your Honor, that's not actually

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1 true. We received a document two days ago, three days ago.
2 They've been disclosing many, many exhibits, and, Your
3 Honor, again, according to our agreement, we've reserved use
4 objections. Defendants have objected to our documents. We
5 didn't know how they were going to try to use Ms. Kinney as
6 an expert today.

7 THE COURT: She's not being used as an expert.

8 MR. ANDERSON: Yes, Your Honor. Trying to use
9 specialized knowledge from this witness.

10 MS. MAINIGI: Your Honor, why don't I move on. I
11 obviously don't agree with Mr. Anderson, but I do appreciate
12 the lively discussion on evidence.

13 BY MS. MAINIGI: (Continuing):

14 Q. Let me come back, Ms. Kinney, to Costco, if -- if we
15 could, and is it fair to say, to your understanding, when a
16 Costco opens near an Albertsons, that Albertsons loses
17 customers or -- to certain product categories?

18 A. Yes.

19 Q. And is it fair to say that seafood is a product
20 category that's affected?

21 A. It's the first category that's most affected.

22 Q. And why do you think that is?

23 A. There's a couple of things. One is -- well, I think
24 that when a shopper is going into a Costco, there are really
25 strong assortments specific to seafood. I don't do a ton

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1 of -- I don't go and observe inside the store, but what our
2 shoppers tell us is that they find that they can get large
3 quantities of seafood at a great price. The ability to
4 perforate them and freeze some of them and cook some of
5 that, so seafood -- just in the fact that they have the
6 right assortment is what's helping them there.

7 Q. Do you find also that, when a Costco opens, Albertsons
8 loses customers who are buying bakery products from Costco?

9 A. Yes.

10 Q. And does Costco have a staffed bakery counter, to your
11 knowledge?

12 A. No, they do not.

13 Q. Do you find, when a Costco opens, that Albertsons loses
14 customers to the deli products at Costco?

15 A. Yes. Quite a bit.

16 Q. And how about fresh produce? Do you find, when a
17 Costco opens, that Albertsons loses customers in the
18 category of fresh produce?

19 A. Yes.

20 Q. Now, you mentioned -- you alluded to this perforation.
21 Do you remember that?

22 To your knowledge, has Costco taken steps to make their
23 bulk products more accessible for single-use?

24 MR. ANDERSON: Objection, Your Honor. Lack of
25 foundation. Now she's testifying about what Costco has

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1 done.

2 MS. MAINIGI: Your Honor, I'm following up on a
3 point that she made herself affirmatively.

4 THE COURT: If she has personal knowledge, she can
5 talk about it. If she doesn't, she can't. Either she's
6 been there as a shopper or not.

7 BY MS. MAINIGI: (Continuing):

8 Q. Ms. Kinney, you mentioned perforated meats. Have you
9 seen perforated meats at Costco?

10 A. I have.

11 Q. Can you explain how that works, to your understanding?

12 A. Well, I order -- gosh, I order some Costco items from
13 Instacart, and so there was a great deal on steak. It was,
14 like, I don't know, 20 filets at \$20 a pound, or something
15 like that; and so, admittedly, yes, I've bought some things
16 from Costco.

17 Sorry.

18 THE COURT: It's okay.

19 BY MS. MAINIGI: (Continuing):

20 Q. Now, speaking of Instacart, do you need a Costco
21 membership to use to get Costco products from Instacart?

22 A. You do not.

23 Q. And speaking of memberships, have you seen that --
24 well, stepping back, Albertsons and Costco compete for the
25 same customers; is that right?

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1 A. Yes.

2 Q. And do you believe that the fact that Costco charges a
3 membership fee for people that want to come into the store
4 and shop is an impediment to the competition that Costco
5 gives Albertsons?

6 A. So data that we have says that 50 percent of U.S.
7 households shop at a Costco. So for one out of every two
8 families, the need for membership hasn't been a barrier.

9 Furthermore, we have done research and talked to
10 customers, and they find the Costco membership actually
11 perks. So they actually feel like they're saving money on
12 top of the fee of shopping. So they think of it as almost
13 like an added benefit rather than an -- a hindrance to
14 shopping or a penalty there is.

15 Q. What about the number of SKUs? Just to your knowledge,
16 just does Costco have fewer grocery SKUs than Albertsons?

17 A. They do.

18 Q. Does it -- to your understanding and to the work that
19 you do, does it make it any less of a competitive threat to
20 Albertsons?

21 A. Not at all.

22 Q. Why is that?

23 A. Well, number one, our research with shoppers tell us
24 that they think Costco has great assortment. And actually
25 the same percentage that say that about Costco, say that

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1 about us. So that's the first sign.

2 Secondarily, there has been no evidence that the
3 shoppers feel that they are missing categories -- that you
4 can buy the exact same categories.

5 If you want blueberries, you can buy two 8 ounces of
6 blueberries with us or you can go to Costco and get one
7 16-ounce container.

8 There's -- the lack of lots of brands or flavors has
9 never been a barrier, that I've seen.

10 Q. Let's leave Costco aside, and let's move on to Kroger,
11 please.

12 How much --

13 MS. MAINIGI: Mr. Simmons, if you could put our
14 slide 5 of DDX26 back on the screen, our share of wallet
15 slide.

16 BY MS. MAINIGI: (Continuing):

17 Q. How much of share of wallet does Albertsons lose to
18 Kroger?

19 A. Our shoppers give Kroger 6.8 percent of their wallet.

20 Q. And how does that compare to how much share of wallet
21 Albertsons is losing to Walmart?

22 A. Let me do the math. Less than half.

23 Q. Now, we talked earlier about the term "primary food
24 competitor" being in certain Albertsons documents.

25 Do you remember that?

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1 A. I do.

2 Q. Does this share of wallet data suggests that Kroger is
3 actually Albertsons' primary competitor?

4 A. No. Not at all.

5 Q. Who is the primary competitor for Albertsons?

6 A. It starts with Walmart, followed by Costco.

7 Q. Does it surprise you that Kroger isn't getting a bigger
8 share of the Albertsons customer's wallet based on the work
9 you and your group do?

10 A. No, not at all.

11 Q. Why not?

12 A. When we -- when we study shoppers and we look -- we
13 look -- so I'm going to try and make this a -- humanize this
14 discussion a bit.

15 So when we study shoppers -- when they're making their
16 list of what they're going to go get for the week or what
17 their first -- what their first shop is going to be, you
18 make your list or you send a text of what the items are.
19 You don't wake up and say, "Am I going to go to this
20 grocery -- this -- am I going to go to Albertsons or am I
21 going to go to Kroger?"

22 The first thing they say is, "I am going to go to
23 Walmart to start my shopping for the week. Or am I going to
24 go to Costco, or am I going to go to my neighborhood
25 supermarket?" which would be an Albertsons or a Kroger.

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1 They don't -- but that's just what we know to be true.

2 Q. If Kroger and Albertsons are in the same market, do
3 you -- does your work find that people are typically Kroger
4 people or Albertsons people?

5 A. Yes.

6 Q. And what types of data analyses are you basing that on?

7 A. Well, we only have 5 percent of our shoppers that I
8 would consider Albertsons people. And if you look at the
9 same type of approach when Kroger looks their shoppers, they
10 have that group too.

11 Really, you're either a traditional grocery shopper or
12 you like to go to club, you like to go to online, or you
13 like to go to a Walmart. That's really -- you either are
14 them or you're here. That's really the first layer of the
15 decision tree, for lack of a better word.

16 Q. And coming back to the share of wallet numbers, which
17 you -- you watch the share of wallet numbers on a regular
18 basis; is that right?

19 A. I do.

20 Q. Have you found that -- do you know whether Kroger's
21 share of wallet from Albertsons' customers has been growing
22 or shrinking over time?

23 A. Generally, Kroger is getting -- can you repeat the
24 question?

25 Q. Sure. Do you know whether Kroger's share of wallet

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1 from Albertsons' customers has been growing or shrinking
2 over time?

3 A. Shrinking.

4 Q. I want to come back to the value retailers that we
5 talked about earlier. Why are they called "value retailers"
6 or "value grocers"?

7 A. They're called "value grocers" because they -- the
8 position themselves in the market is more of a price first.
9 So they're trying -- they're creating a price image or being
10 the lowest price that you, you know, can get for -- for
11 groceries. So that's their market positioning, is that of a
12 value retailer.

13 Q. And have you done work in the regular course of your
14 business related to value grocers?

15 A. Yes. A lot of work.

16 Q. And what kind of work have you done?

17 A. Goodness. We've done a lot of research. Like I
18 mentioned, during the inflationary period, which, I suppose,
19 we're still in, to really try and understand why -- or are
20 these shoppers that always have been shopping at these
21 retailers? Did they recently start shopping? What made
22 them start shopping? So that is one piece.

23 The other piece is looking at -- in the markets like
24 the Pacific North -- or the East. I'm sorry. The East
25 Coast. Aldi was opening so many stores, and we saw

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1 softness, and we wanted to understand our customers and
2 what -- which customers were we losing? Which categories?
3 So -- I could go on and on, but there's plenty there.

4 Q. And remind us why you do these deep dives and analyses
5 during the regular course of your work.

6 A. We do them often. We actually do it because, A, we're
7 not talking about it enough; B, perhaps there are some
8 misconceptions about, you know, Aldi doesn't sell great
9 meat, and I would disagree, given what our shoppers are
10 doing and what they're saying.

11 So, oftentimes, we'll use any meeting, any format, any
12 opportunity to bring new information to the table so that we
13 can start addressing what I'm seeing in the business.

14 Q. Thank you, Ms. Kinney.

15 I want to have you turn to your binder to the tab
16 that's marked DX1290 and DX1290-A, which are together.

17 MS. MAINIGI: And, Mr. Simmons, if you could just
18 put the redacted version of these documents on the public
19 screen.

20 BY MS. MAINIGI: (Continuing):

21 Q. Is this the deep dive on value retailers you
22 referenced?

23 A. Yes. These are -- this is one project that we sent out
24 to the business of many on this topic.

25 Q. And did you participate in writing this?

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1 A. Yes. Yes. Laura Price works for me, and we work
2 together on this project.

3 MS. MAINIGI: Your Honor, I move to admit DX1290
4 and DX1290-A.

5 MR. ANDERSON: No objection.

6 THE COURT: It will be received.

7 BY MS. MAINIGI: (Continuing):

8 Q. So the first line of this, the cover email, which is
9 1290, references a study of recent store openings.

10 Can you explain what that work involved?

11 A. Yes. So as mentioned, it was -- the fact that there
12 are so many new stores opening really gives us an
13 opportunity to measure and understand what happens when they
14 enter into a market.

15 So in this case, we looked at a bunch of value
16 retailers and looked at where they were coming into the
17 market and then looked at our surrounding stores to identify
18 the impact.

19 Q. And what retailers did you look at?

20 A. Oh, goodness. I think there were five in this example.
21 I think it was Aldi, WinCo, Dollar General, Amazon Fresh,
22 and Trader Joe's.

23 Q. And without -- so there's a lot of takeaways from this
24 document, but I'll focus on just a few.

25 Without using the specific numbers, Ms. Kinney, for

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1 confidentiality reasons, did you find that there was an
2 impact on Albertsons stores when an Aldi or other value
3 store opened nearby?

4 A. Yes. Very much so.

5 Q. And if you look at the second bullet on DX1290, tell me
6 what the magnitude of the impact was that your team found.
7 Not the specific number, but the magnitude.

8 A. Yeah. So if you remember the toothpaste on "the
9 toothpaste study," this is almost -- a very similar thing
10 that happens here.

11 So six months after the value retailer opened, we had
12 twice as many shoppers that stopped shopping with us versus
13 in areas where we did not have an Aldi opening or a value
14 retailer opening. So that was the first painful bullet
15 point that needed to be distributed to the business.

16 Q. As part of your work here, did you and your team also
17 look at what categories of products were most impacted when
18 an Aldi, for example, opened?

19 A. Produce and meat were the first two, in terms of
20 magnitude of dollar impact.

21 Q. And why do you think that is?

22 A. Because I think that they're just as great in fresh and
23 they're cheaper, and we -- a highly substitutable experience
24 for shoppers at a great value, from what I hear.

25 Q. And we talked about Albertsons' elite and best

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1 customers earlier.

2 Can you tell us what this analysis showed about the
3 impact on those elite and best customers when a value
4 retailer opened?

5 A. They were actually the shopper group that we got hurt
6 the most with, which was the hardest -- the hardest one of
7 them all. Right? So the 5 percent that we're trying to
8 hold onto, they were actually the shoppers that started
9 spending less with us the most.

10 Q. And was it the case they were more impacted by the
11 opening of the Aldi than other categories of Albertsons'
12 shoppers?

13 A. Yes. Out of the three groups we talked about, they
14 were the most impacted.

15 Q. Was that surprising to you and your team?

16 A. Yeah, it actually was.

17 Q. And tell me why.

18 A. I think we think we have butchers, and we have cake
19 decorators, and we have all these services in our stores,
20 and we know that these other retailers don't offer that, and
21 while we're higher priced, we would assume that all these
22 other things that we offer would keep our loyal shoppers
23 still shopping with us; and when you see our loyal shoppers
24 starting to spend more and more and more at a value
25 retailer, like Aldi, it indicates that we have a value

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1 proposition issue or opportunity that we need to get fixed
2 quickly.

3 Q. I'm going to ask you to put that document away,
4 Ms. Kinney, and I'm going to pull up another. DX2617, which
5 is also in your binder. And it's a presentation titled:
6 Value Grocery Retail Survey.

7 Can you tell us what this document is, Ms. Kinney?

8 A. Yes. So sometimes hearing it from -- as they say,
9 hearing it from the horse's mouth or hearing an actual
10 shopper say, "This is what I do, and this is why I go. I
11 used to shop with you guys and now I don't, and this is
12 why." And so we did quite a bit of work -- hundreds of
13 hours of focus groups and interviews -- to understand what
14 the attraction was for value retailers with our customers.

15 Q. And are the results in this analysis?

16 A. Yes.

17 Q. And did you create this analysis in the regular course
18 of your work for the company?

19 A. Oh, yes.

20 MS. MAINIGI: Your Honor, I'd move to admit
21 DX2617.

22 MR. ANDERSON: No objection.

23 THE COURT: It will be received.

24 BY MS. MAINIGI: (Continuing):

25 Q. And I'm -- just in the interest of time, I'm actually

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1 just going to set that aside for now, Ms. Kinney.

2 But let me ask you this: Has Albertsons taken any
3 specific steps to monitor competition from value retailers
4 because of the work your team has done?

5 A. Yes. We were -- we're seeing success in that area of
6 change, yes.

7 Q. And tell me what you've seen.

8 A. So what I'm seeing is -- we have the opportunity to
9 look at ads, for example.

10 So there's a tool that allows you to look at and get
11 copies of all the print ads that are out there. And one of
12 the things that I've noticed recently, over the past six,
13 eight months, is that Aldi is now someone that we're
14 tracking. I've been pointing out, like, "Look, they're
15 putting fresh on the front cover, guys. We really need to
16 take a look at their price points."

17 So they're starting to incorporate Aldi pricing into
18 how they're thinking about holidays, for example.

19 I'm hearing, which warms my heart, that we're doing a
20 lot of competitive store visits, and Aldi is, you know, in
21 the rotation of discussion about what they're seeing when
22 they're going into those stores. So I am seeing, yes,
23 within the organization, more and more focus on Aldi as one
24 example of a value retailer.

25 Q. So now I want to talk about Amazon and ecommerce.

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1 MS. MAINIGI: So, Mr. Simmons, if you can put our
2 share of wallet slide back up, please.

3 BY MS. MAINIGI: (Continuing):

4 Q. What does your share of wallet data, Ms. Kinney, show
5 about how much Albertsons' customers are spending at Amazon?

6 A. It shows that our shoppers are spending 5.6 percent of
7 their grocery dollars at Amazon.

8 Q. And how does that compare, for example, to the Kroger
9 share of wallet number from Albertsons?

10 A. It's 1.2 percent less than Kroger.

11 Q. Now, when you were working with the CPGs, was Amazon a
12 significant player in the grocery industry?

13 A. I think they were just selling books back then.

14 Q. And do you believe them to be a significant player in
15 the grocery industry today?

16 A. Yes.

17 And, ironically, the Today Show, two days ago, I just
18 saw that they launched an entire private label portfolio of
19 products. So we'll be working on studying that too very
20 soon; but, yes, they are here to stay, and I'm concerned.

21 Q. And in addition to Amazon.com, do you view them to be a
22 competitor in the brick-and-mortar grocery sense?

23 A. Yeah. So I think we -- we are -- at least I was
24 shaking my -- scratching my head a little bit when they
25 bought Whole Foods, and I'm like, "Okay. They must be

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1 trying to figure out grocery retail," but then the Amazon
2 Fresh proposition -- it's an interesting one to watch.

3 Yes, they're doing well in pockets of the country.

4 Q. Now, besides Amazon, are there other significant
5 ecommerce grocery competitors that you and your group have
6 been watching and tracking?

7 A. Well, I think Instacart's a grocery retailer, even
8 though that's not what they're classified as, but -- so
9 Instacart is an interesting one and one that I think is one
10 to watch, but Walmart -- for example, Walmart+, I know that
11 they are a brick-and-mortar, but the amount of sales that
12 they're generating through their ecommerce business and the
13 amount of partnerships they have as a result is quite
14 formidable. They're, I think, number two as an ecommerce
15 retailer of all. Second only to Amazon.

16 Q. How about Target?

17 A. Target as well.

18 I think they just synced up, like, the Apple CarPlay,
19 or something crazy like that, to the Target app, so that you
20 can be notified. It's crazy. Yes. They're doing lots of
21 stuff.

22 Q. But based on your research and work, is the -- has the
23 competitive threat from ecommerce retailers been going up
24 over time?

25 A. Of course. I mean, I think grocery retailers used to

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1 have -- they were convenient, and the more convenient you
2 were from a physical location, the better opportunity you
3 had to get people to come into your stores. And now it
4 doesn't matter where your store is. You can get groceries,
5 and ecommerce is definitely the new way of shopping for
6 many.

7 Q. So let me draw your attention to a document that
8 includes some of your work on ecommerce competition.

9 If you can turn to the tab marked DX2711 in your
10 binder.

11 Do you recognize this document?

12 A. Yes. It's a quarterly publication that we produce, and
13 this one was produced in April of 2024 and sent out to the
14 business and presented in a meeting.

15 Q. And what's the purpose of these quarterly
16 presentations?

17 A. It's just a state of the union. "Here's the good news,
18 and here's the bad news" kind of presentation.

19 Q. And does it relate to the various types of work that
20 you and your group are performing during the course of that
21 quarter?

22 A. Yeah. So it's going to -- it's going to trend market
23 share, share of wallet, and what's happening with our
24 shoppers.

25 Anything else we've learned throughout the course of

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1 the quarter from research. It's relatively comprehensive.
2 It's usually our point of view on how we did for the quarter
3 and then our point of view on where we may have problems to
4 solve in the coming quarter.

5 Q. And I forgot whether I asked you this, but who is the
6 audience for this quarterly review?

7 A. It goes to all of our executive team, all the way down
8 to division presidents. I think it's sent out to over 50
9 people, and then it's typically presented in quarterly
10 business reviews or strategic planning meetings. Pieces of
11 this will make its way in there.

12 MS. MAINIGI: Your Honor, I move to admit DX2711.

13 MR. ANDERSON: No objection.

14 THE COURT: It will be received.

15 BY MS. MAINIGI: (Continuing):

16 Q. And, again, Ms. Kinney, there's a lot of things we
17 could go through in this deck, but I'm going to focus on
18 just a few, in the interest of time.

19 If we could turn to slide 15, please, and -- excuse
20 me -- the title there says, "Our shoppers are shopping value
21 retailers more often."

22 Can you explain what this chart tells us about Amazon,
23 in particular?

24 A. Yeah. So if you remember the whole "Our shoppers make
25 six trips a week somewhere," this is the same thing but a

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1 different way of laying out that data. So what this is
2 saying is that in the same week that our shoppers are buying
3 groceries with us, 29 percent also bought groceries from
4 Amazon in that same week.

5 And you can see that back in 2021 that was only 25
6 percent and now in 2024 it is 29 percent.

7 Q. So that speaks to the increase we were talking about?

8 A. Yes.

9 Q. Let me ask you now to turn to slide 19, please.

10 And the header there is, "Fragmentation expands beyond
11 our traditional competitors."

12 Can you describe what this slide is showing as to
13 online grocery shopping?

14 A. Sure. It's showing -- again, this is Albertsons' total
15 store shoppers, where are they distributing their spend
16 across channels and formats; and you can see here that 13
17 percent of our shoppers' wallets are being spent online.

18 Q. And would that be Amazon or Amazon and other places?

19 A. It would be Amazon and other places. Mostly Amazon
20 though. They're the primary.

21 Q. And remind us, how much -- how does the 13 percent
22 share of wallet to Amazon and other ecommerce compare to
23 Albertsons' customers' share of wallet spend at Albertsons?

24 A. Well, it's more. So we get 12.2 percent, and online is
25 getting 13.

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1 Q. And then just to return to value retailers for a
2 minute. Could you turn, please, to slide 18?

3 Slide 18 has the header, "Our strongest categories are
4 leaking the most to value retailers."

5 Can you explain what this slide shows to us, please?

6 A. Yes. So if you see at the bottom it's in really light
7 gray, but the source is, again, using share of wallet, and
8 we wanted to hit home the point in this business meeting
9 that the categories that we feel we are great at we're
10 actually losing share of wallet, and the category -- in
11 those same categories, we are gaining share of wallet in
12 value retailers such as Walmart, Aldi, Lidl, WinCo,
13 et cetera.

14 We include club in this equation because at this point
15 our shoppers consider club a great place to get value
16 because of the price per unit.

17 Q. Thank you, Ms. Kinney. Why don't you set that document
18 aside, please.

19 Kind of staying with the Amazon family, I want to ask
20 you about Whole Foods.

21 Now, Whole Foods is sometimes called a natural and
22 organic grocer; is that right?

23 A. Yes.

24 Q. Is Sprouts another one of these natural or organic
25 grocers?

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1 A. Yes.

2 Q. Do you -- do you and your team find that these -- the
3 fact that these grocers have more of a focus on natural and
4 organic products, does that impact the way that you think
5 about them as competitors?

6 A. No. Not at all. We have people that like organic
7 stuff at a good value, that shop our stores too.

8 Q. Does it affect the product categories that are
9 purchased?

10 A. Can you --

11 Q. Sure. I'm sorry. That's a poor question.

12 Do you find that when -- when an Albertsons shopper
13 shops at Whole Foods or Sprouts, are they buying across the
14 board from the same product categories that Albertsons
15 offers?

16 A. Oh, yes. Of course. Yes.

17 Q. Now, what about the fact that a Whole Foods may not
18 sell all of the same national brands as Albertsons? Does
19 that mean that the Whole Foods is not competitive in that
20 category?

21 A. Not at all. I think -- I think it's Whole Foods 365.
22 It's a huge -- there's a lot of brand loyalty with that
23 brand. I have not seen any evidence -- they get great
24 scores for assortment. Good value. I haven't seen that to
25 be a reason for them to not be a competitor to us.

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1 Q. Does the fact that Whole Foods may appear to target
2 higher income customers than Albertsons affect the way you
3 and your team think about them as competitors?

4 A. No. I mean, Whole Foods is really good at putting
5 stores in areas where people make more money or -- but could
6 be looking for value, and we have stores in markets that
7 have high income too. So when we're in the same area, we're
8 looking to get the same dollars from the same people.

9 Q. Now, have you and your team done analyses of the impact
10 that entry of a new organic natural store, like Whole Foods,
11 has on Albertsons stores in the area?

12 A. Sure. Yes.

13 Q. Let's take a look at DX2221, please.

14 MS. MAINIGI: And we're not going to put this
15 document on the public screen, Mr. Simmons, due to
16 confidentiality.

17 BY MS. MAINIGI: (Continuing):

18 Q. And if we discuss any numbers, Ms. Kinney, I'll just
19 caution you to not read numbers out loud.

20 But is this the entry study that -- is this an entry
21 study that you and your group did?

22 A. Yeah. It's an output of an Excel report where we
23 measured, you know, stores that opened and our surrounding
24 stores and whether we were up or down and how that compared
25 to areas where that didn't happen.

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1 Q. And did you put this together in the regular course of
2 the work that you do at Albertsons?

3 A. Yes. It's very likely this would have gone out in an
4 email or in other forms of communication.

5 Q. And can you just tell us, at the highest level, how you
6 went about doing this study -- excuse me -- this project?

7 A. Yeah. I think, similarly, I think there were -- I
8 can't remember -- I'm sorry -- the details, but I think
9 there were, like, 40, or something, different stores that
10 had opened across many different markets. We wanted to
11 actually compare and understand, "Does a Whole Foods hurt us
12 more; and, if so, under what -- where would they hurt us
13 more if they were to open in the future more stores?"

14 And so this is just -- we do this all the time.
15 Sometimes the division asks us to do it, and sometimes we do
16 it on our own because we know it needs to be done.

17 Q. And if you take a look at page 2, which competitors did
18 you look at in this analysis?

19 A. In this analysis, we are looking at Whole Foods,
20 Costco, Walmart, and Trader Joe's.

21 Q. And, again, without reading any of the numbers, what
22 kind of impact did you see when a Whole Foods opened near an
23 Albertsons?

24 MR. ANDERSON: Objection, Your Honor. This
25 document is not yet in evidence.

Kinney - D

1 MS. MAINIGI: Your Honor, I'll go ahead and -- if
2 that's a problem, I'll go ahead and move to admit DX2221.

3 MR. ANDERSON: Your Honor, we assert the same
4 objection as before. This is a statistical entry study.
5 Ms. Mainigi said it. This is looking at a series of entries
6 in a market and done with statistical regressions; and,
7 Your Honor, if I may be clear, our understanding of this
8 document is it was not prepared internally at Albertsons,
9 and, therefore, this is not work that they can claim is
10 internal.

11 MS. MAINIGI: Your Honor, I don't know what the
12 basis is of Mr. Anderson saying that this was not prepared
13 at -- at Albertsons, number one.

14 Number two, Ms. Kinney just testified that this was
15 prepared in the regular course of her work, actually --
16 that's what she just testified to under oath right here --
17 and that she prepares these types of analyses all the time.

18 Given that, as I've been reminded, 701 does not apply
19 to documents, I see absolutely no reason why this document
20 could not be admitted, given her testimony.

21 MR. ANDERSON: Your Honor, just so I'm clear,
22 there's no cover email on this. There's no understanding of
23 where it comes from. It's just a spreadsheet of statistical
24 results.

25 And, Your Honor, we took a look at the cover email, and

Kinney - D

1 our understanding is this did not come -- the statistical
2 analysis underlying this did not come from internally at
3 Albertsons.

4 THE COURT: I'm overruling the objection. It will
5 be admitted.

6 MS. MAINIGI: Thank you, Your Honor.

7 BY MS. MAINIGI: (Continuing):

8 Q. So coming back to my question that relates to page 2,
9 Ms. Kinney. Without, again, reading any of the numbers,
10 what kind of impact did you see when a Whole Foods opened
11 near an Albertsons?

12 A. So when a Whole Foods opens near an Albertsons, it has
13 more of an impact in sales than the other retailers that we
14 measured in this work.

15 Q. And did your team gain any insights about the types of
16 customers Whole Foods was taking from Albertsons when it
17 entered a market?

18 A. Yeah. We actually saw that it wasn't -- it was across
19 all types of shoppers. So we have shoppers that we classify
20 as being price motivated versus quality motivated, and they
21 all changed how they shopped with us when Whole Foods
22 opened.

23 Q. You can set that document aside, Ms. Kinney.

24 With respect to share of wallet, as it relates to the
25 Albertsons portion of share of wallet, have you seen --

Kinney - D

1 other than COVID, have you seen that share of wallet number
2 trending up or trending down?

3 A. Trending down.

4 Q. And do you expect it to continue trending down?

5 A. I see no reason to think that it would not be
6 continuing to trend down.

7 Q. Let me show you a few documents, a few additional
8 documents.

9 I'm going to pull up --

10 MS. MAINIGI: Or, Mr. Simmons, if you can pull of
11 DX2438, which is also in the binder.

12 BY MS. MAINIGI: (Continuing):

13 Q. Can you tell us what this document is?

14 A. Give me just a minute to read it briefly.

15 Okay. Yes.

16 Q. And so please explain to us what this email and
17 attachment is.

18 A. So this is dated back in November of 2022. I get a lot
19 of emails from a lot of people in the organization, but this
20 one is from Jen -- or it was my response to a question from
21 Jen Saenz, who's an EVP at our company, and then another
22 woman by the name of Debra, and this is in response to some
23 business questions that either came up in a meeting or that
24 they asked me to respond via email to.

25 Q. And so this is one of these one-off projects that you

Kinney - D

1 may do from time to time?

2 A. Sure. All the time.

3 Q. You say in the top email, "Aldi is the second fastest
4 growing retailer. Second only to Amazon.com."

5 Was that correct at the time?

6 A. Yes.

7 MS. MAINIGI: Your Honor, I move to admit DX2438,
8 but only the email portion of that document, not the
9 attachments.

10 MR. ANDERSON: No objection.

11 THE COURT: It will be received.

12 BY MS. MAINIGI: (Continuing):

13 Q. I'm going to ask you to now take a look at DX1155,
14 Ms. Kinney.

15 A. Okay.

16 Q. And can you tell us what that analysis is?

17 A. Excuse me.

18 So, yes, this is some work that we have done. We have
19 some studies -- not studies -- sorry -- some projects to
20 better understand the needs of our shoppers and their
21 hierarchy of needs, for lack of a better way of describing
22 it, and this was trying to understand the role that
23 ecommerce was playing with our shoppers and how it was
24 meeting their needs and what the projected growth would look
25 like with them.

Kinney - D

1 Q. And what was the source of the data in this document?
2 What third-party source did you use?

3 A. So there's several sources that come together with this
4 work, but it's a combination of Numerator, IRI, and Kantar.

5 Q. Let me ask you to take a look at slide 4, if you could.

6 A. Okay.

7 Q. And can you please describe what this slide is telling
8 you about the projected growth of ecommerce and
9 brick-and-mortar over the next ten years?

10 A. Yes. We do a lot of work with Kantar on projections.
11 They're an industry-known partner in this area, and so the
12 10-year projected growth in spend, this is customer spend or
13 consumer spend, is expected to increase by 11 percent,
14 whereas their forecasted spend inside a grocery store is
15 expected to be 1.6 percent.

16 Q. And is this -- is this information you would have
17 provided to Albertsons executives?

18 A. Yes.

19 MS. MAINIGI: Your Honor, I move to admit DX1155.

20 MR. ANDERSON: No objection.

21 THE COURT: It will be received.

22 MS. MAINIGI: Your Honor, I pass the witness.

23 THE COURT: If there are binders to be pushed out
24 while you're getting yourself together, they can bring them
25 up.

Kinney - X

1 So we're going to go into the lunch hour, and I'm
2 trying to minimize it.

3 MR. ANDERSON: Yes, Your Honor.

4 Barrett Anderson for the FTC.

5

6

CROSS-EXAMINATION

7 BY MR. ANDERSON:

8 Q. Good morning, Ms. Kinney.

9 A. Good morning.

10 Q. Now, on direct examination, Ms. Mainigi asked you about
11 certain conclusions that you made during your employment at
12 Albertsons, and I'd like to ask you a little bit about
13 those.

14 Now, you said that, when you joined Albertsons, the
15 company came to you and said, "We know you're an expert,"
16 and that's one reason they wanted to hire you.

17 Did I write that down correctly?

18 A. They knew I was an expert to use data to make better
19 business decisions, yes.

20 Q. But you were not -- you were not retained as an expert
21 witness in this case, though; is that correct?

22 A. No. I'm just here talking about the work I do every
23 day. That's all.

24 Q. Ms. Kinney, you did not write an expert report in this
25 case?

Kinney - X

1 A. No, I did not.

2 Q. You're not a data scientist?

3 A. Nope, I am not.

4 Q. You don't have an advanced degree in data science?

5 A. No, I do not have an advanced degree.

6 Q. Or statistics?

7 A. I do not.

8 Q. Or economics?

9 A. No.

10 Q. You also said that you've been studying human beings.
11 I wrote that down from earlier in your testimony.

12 Do you remember saying that?

13 A. I do.

14 Q. You don't have an advanced degree in psychology, do
15 you?

16 A. No. Of course not.

17 Q. Or sociology?

18 A. No.

19 Q. Okay. Your bachelor's is in marketing and business
20 administration; correct?

21 A. It is.

22 Q. Okay. Now, on direct examination, you were asked about
23 a spreadsheet. I know you were asked about a lot of
24 spreadsheets, but I want to direct your attention to one
25 specific one, which is DX2221.

Kinney - X

1 If you could open that up in your binder, let me know
2 when you're there.

3 A. Could you repeat the number? I'm sorry.

4 Q. Yes. DX2221.

5 A. I see a lot of PX, but is DX later?

6 Q. This would be the binder that you used on direct
7 examination.

8 A. Oh, okay. Thank you. Yes.

9 Q. Okay. Just wanted to make sure we were on the same
10 page.

11 Now, you agree that that spreadsheet does not have a
12 cover email; is that correct?

13 A. It does not.

14 Q. Okay. Now I'd like you to look at the other binder and
15 open it to PX2530.

16 MR. ANDERSON: And if I could have Mr. Duncan put
17 that email on the screen.

18 BY MR. ANDERSON: (Continuing):

19 Q. Do you recognize this email?

20 A. Yes.

21 Q. At the top there, it's from Laura Price.

22 Do you see that?

23 A. Yes.

24 Q. You testified earlier she's a member of your team;
25 right?

Kinney - X

1 A. She is.

2 Q. And this was sent June 30, 2021?

3 A. Yes.

4 Q. The "To" line there, the second line over, I see your
5 name. So you received this email. Is that fair?

6 A. Yes.

7 Q. It says: "Re: Costco story." Is that correct?

8 A. Yes.

9 Q. Okay. Now, Ms. Kinney, I will represent to you that
10 this is the cover email for the document marked DX2221,
11 which we found via the production that your company made to
12 us. Do you recognize it as the cover email to the
13 spreadsheet?

14 A. I -- I -- I'm assuming so. I'm assuming, based on the
15 name of the file, it would make sense, yes.

16 Q. And which file are you looking at?

17 A. It is the -- the name .xlsx. So impact_data by dept
18 seg.

19 So that is what's the impact by department for customer
20 segments. Yes, that would seem logical.

21 Q. Thank you, Ms. Kinney.

22 And just to be fair, that attachment is labeled:
23 64 Sq competitor_impact_data. Is that's fair?

24 A. Yes. So 64 is people that we use who have access to
25 our internal customer data. We guide and advise them on

Kinney - X

1 what we want them to pull and to analyze, and then they do
2 that for us, and then we review the work.

3 Q. So it's fair to say the analysis that you talked about
4 was done by 64 Squares?

5 A. No. 64 Squares pulled the data out of Sequel from our
6 clean room, and they provided it back to us in a
7 spreadsheet.

8 We don't have a ton of people, so sometimes we have to
9 use extra resources to do that work.

10 Q. So it's fair to say that you didn't pull the data
11 internally yourself?

12 A. No, I did not pull the data, but we told them what we
13 wanted them to pull and how we wanted them to aggregate it.

14 MR. ANDERSON: Okay. At this point we offer
15 PX2530 into evidence.

16 MS. MAINIGI: No objection, Your Honor.

17 THE COURT: It will be received.

18 BY MR. ANDERSON: (Continuing):

19 Q. Ms. Kinney, I'd like you to look down to the second
20 email from Jennifer Doan. Do you see that?

21 A. Yes.

22 Q. It's on Wednesday, June 30, 2021, to you; right?

23 A. Yes.

24 Q. She says, "I didn't do competitor interaction. Costco,
25 Walmart, etc. for Golden Gate. I remember it was done by

Kinney - X

1 64 Squares, and they used all NorCal stores for the analysis
2 and not just stores having Costco nearby."

3 I read that correctly; right?

4 A. Yes. But there's two pieces of Costco analysis we
5 reviewed. So we should be sure we're our understanding
6 which one we're talking about here.

7 Q. Yes.

8 Ms. Kinney, you identified the prior spreadsheet as
9 being done by 64 Squares; correct?

10 A. Oh, yes. They pulled data for us and put it in a
11 spreadsheet, yes.

12 Q. Ms. Kinney, the date of this email, June 30, 2021, is
13 it fair to say that the data that was sent to you was from
14 before June 30, 2021?

15 A. Yes.

16 Q. Okay. We can put that exhibit to the side.

17 Now, Ms. Kinney, as of your deposition on May 22,
18 2024 -- do you remember being deposed that day?

19 A. I do.

20 Q. Do you remember I was there?

21 A. Yes.

22 Q. And now, as of that day, you had not spoken to any of
23 the experts that were retained in this case; is that
24 correct?

25 A. I don't believe so. I'm not sure. You'll have to

Kinney - X

1 refresh my memory.

2 Q. Okay. Do you remember, prior to May 22, speaking to
3 Mark Israel?

4 MS. MAINIGI: Objection. Scope.

5 MR. ANDERSON: Your Honor --

6 THE COURT: Sustained.

7 MR. ANDERSON: Yes, Your Honor.

8 Your Honor, just for the record, Dr. Israel relied on
9 an interview with this witness.

10 THE COURT: That's fine, but you should ask
11 Dr. Israel, not her about Dr. Israel.

12 MR. ANDERSON: Yes, Your Honor.

13 BY MR. ANDERSON: (Continuing):

14 Q. Now, Ms. Kinney, on direct examination, you testified
15 about certain kinds of customer data that Albertsons
16 purchases.

17 Do you remember that?

18 A. Yes.

19 Q. Okay. I'd like to talk to you a little bit about that
20 data.

21 One type of data that you referred to was market share
22 data; correct?

23 A. Yes.

24 Q. And that's information that Albertsons purchases from
25 Circana?

Kinney - X

1 A. Actually, we don't have to buy it. It's provided to us
2 because we send our data to them.

3 Circana would be the partner for that, yes.

4 Q. So Albertsons contributes data and then receives market
5 share data from Circana. Is that fair?

6 A. Yes.

7 Q. Now, market share is a company's percentage of total
8 sales compared to its competitors in a defined market.

9 Does that sound right?

10 A. We don't get to compare it to any of the competitors.
11 We just only see our percentage, because we're a retailer
12 and we're not allowed to see everybody else.

13 Q. Yes. Ms. Kinney, I just wanted to know, you see the
14 percentage from Albertsons. And the other percentages that
15 you don't see, those are other -- other competitors;
16 correct?

17 A. Yes, yes, yes.

18 Q. All right. Now it's fair to say that market share data
19 doesn't tell you why a consumer chooses to shop at any
20 particular retailer?

21 A. No.

22 Q. And, Ms. Kinney, it's fair to say on direct examination
23 you refer to the market as a pie; right?

24 A. It's the easiest way to explain it, yes.

25 Q. Now, it's Circana that determines what stores go into

Kinney - X

1 that pie. Is that fair?

2 A. Yes. Although we send them, obviously, our stores and
3 what has been opened and closed and -- but, yes, I'm
4 assuming they -- they decide what stores go in the pie.

5 Q. You don't determine the market?

6 A. No.

7 Q. Now, you agree that Circana's market is generally
8 defined as a store's trade area?

9 A. I would rather -- Circana would be the best people to
10 tell you that.

11 I mean, could you repeat the question, and I see if I
12 feel can feel comfortable answering it?

13 Q. Yeah. Well, that's fair.

14 Ms. Kinney, you don't know how Circana determines a
15 market for a store. Is that fair?

16 A. I know that it has something to do with the radius of
17 the store and the associated stores around that store, but
18 they would be the best to describe how they determine that
19 radius.

20 Q. So, Ms. Kinney, market share, you agree, is in a radius
21 around a store. That's a fair characterization?

22 A. No. That would be the trade area is the radius.
23 Market share is the total pie itself.

24 Q. And market share is based on those trade areas?

25 MS. MAINIGI: Objection. Foundation.

Kinney - X

1 THE WITNESS: I'm not sure.

2 THE COURT: Hold on. I'm thinking. I'm not as
3 quick as --

4 THE WITNESS: Sorry.

5 THE COURT: I'm going to sustain it.

6 You made objections about her being used as an expert.
7 You can't use her as an expert.

8 MR. ANDERSON: Your Honor --

9 THE COURT: Balanced.

10 MR. ANDERSON: Your Honor, I'm trying to establish
11 the boundaries of what she claims to know about the data.

12 THE COURT: Well, maybe ask it a different way.

13 BY MR. ANDERSON: (Continuing):

14 Q. Ms. Kinney, just to make sure I understand. The
15 Circana data that you testified that you use, you don't
16 determine what stores fall into a radius around a particular
17 store. Is that fair?

18 A. That's fair.

19 Q. Now I'd like to shift and talk to you about share of
20 wallet. Share of wallet data tells you how a shopper
21 distributes money between retailers to fulfill their overall
22 needs; correct?

23 A. Yes.

24 Q. Share of wallet data does not tell you why a consumer
25 is distributing their money between retailers?

Kinney - X

1 A. No, it doesn't.

2 Q. I'd like to look at a demonstrative that you used on
3 direct examination.

4 MR. ANDERSON: If Mr. Duncan could please put up
5 DX22, slide 5.

6 BY MR. ANDERSON: (Continuing):

7 Q. You recognize this, Ms. Kinney?

8 A. Yes.

9 Q. This is the share of wallet data that you discussed on
10 direct examination?

11 A. It is.

12 Q. I'd like you to look down to the lower left corner
13 where it says, "Source."

14 Do you see that?

15 A. Yes.

16 Q. And that says, "Numerator share of wallet data"?

17 A. Yes.

18 Q. Is it fair to say that Albertsons obtains its share of
19 wallet data from Numerator?

20 A. Yes.

21 Q. Ms. Kinney, you do not run any consumer surveys to
22 obtain share of wallet data?

23 A. Actually, we do. You'll find it in shopper landscape
24 studies that we do, and we also use our -- we -- it's a
25 report called NPS, and we do ask those shoppers, "How much

Kinney - X

1 do you spend with us?" And "Where else do you spend
2 dollars?"

3 But, in this example, we are using Numerator.

4 Q. Ms. Kinney, just to clarify, Albertsons itself,
5 internally, does not run studies to determine share of
6 wallet internally?

7 A. I just said we do use studies to understand share of
8 wallet, but this data that we use to trend it and to
9 understand if you're up or down and published reports
10 against it, we use Numerator.

11 Q. Ms. Kinney, I just want to make sure we're clear.

12 No one on your team runs consumer surveys at
13 Albertsons?

14 A. I have --

15 Q. I want to make clear. You don't call customers from
16 Albertsons; correct?

17 A. We field research with shoppers that we know are
18 Albertsons shoppers with our partnership with Dynata and can
19 ask them very specific questions on what they -- where they
20 shop and how much they spend. It's pretty common.

21 Q. So, Ms. Kinney, Albertsons hires third parties to
22 conduct surveys?

23 A. Yeah. No, we're not picking up the phone and calling
24 them ourselves.

25 Q. Thank you. That's what I was interested in.

Kinney - X

1 Ms. Kinney, it's fair to say that this source,
2 Numerator, you're not an expert on the actual mechanics of
3 how it conducts its surveys; correct?

4 A. No, I'm not an expert.

5 Q. So, for example, you don't know if respondents to
6 Numerator surveys are compensated for their information?

7 A. No, I don't know.

8 Q. Now, on direct examination, you testified about the
9 share of wallet data on DDX26, slide 5. You would agree
10 that share of wallet data -- it can change over time; right?

11 A. Of course.

12 Q. Albertsons might gain some share of wallet?

13 A. Yes.

14 Q. They might lose it?

15 A. Yes.

16 Q. Now, the source here on DDX26, it doesn't have a time
17 period specified, does it?

18 A. No. This is for the Court for illustration. It wasn't
19 my -- keep going. Sorry.

20 Q. So, Ms. Kinney, you agree also that share of wallet
21 data can change according to how you filter by customer
22 type?

23 A. Yes. If you're isolating a specific group of buyers,
24 your numerator and denominator would be the specific buyers,
25 yes.

Kinney - X

1 Q. I believe you talked about occasional, good, elite
2 customers; is that right?

3 A. Yes.

4 Q. This source on DDX26, it doesn't say what kind of
5 customers are included in this share of wallet data.

6 A. It's just our shoppers over a given year. 52 weeks
7 ending in July.

8 Q. When you say "July," what year of July are you
9 referring to?

10 A. 2024.

11 Q. This -- so you're saying this data is July of 2024?

12 A. It's a year-ending. So we're pulling a 52-week number.
13 I don't have the source in front of me, the exact date,
14 but it's recent data. Over 52 weeks how much are they
15 spending with us versus others.

16 Q. Ms. Kinney, I just want to clarify. Is this data
17 published in July of 2024 that is shown on this slide?

18 A. I have to ask somebody else who --

19 Q. Ms. Kinney, please don't look at your counsel. Look
20 at --

21 A. No. I'm just trying to remember. Like, we've gone
22 through so many documents. I'm trying to remember.

23 But, yes, I believe that the latest time period, if
24 memory serves me, that I have share of wallet data available
25 that I can pull, would be ending mid-July.

Kinney - X

1 Q. Ms. Kinney, again, is it true that this share of wallet
2 data is that data, or do you not know?

3 A. I believe it is that data.

4 Q. Now, you agreed that share of wallet data can also be
5 sorted by a particular product or category?

6 A. Correct.

7 Q. And the source on this data doesn't say what products
8 or categories are included in this data; is that right?

9 A. It's total Albertsons. All of our shoppers. That's
10 it. There's no filter on specific categories. It's just
11 our shoppers.

12 Q. So it could be any product at an Albertsons store?

13 A. It's their total spend with us, yes.

14 Q. And that total spend is against only the stores
15 shown -- excuse me -- the stores in the share of wallet data
16 that you received; is that right?

17 A. Can you rephrase the question? I'm sorry.

18 Q. Yes. Ms. Kinney, the share of wallet data that you
19 receive, you don't determine what stores are included in
20 that; is that right?

21 A. Correct.

22 Q. I would like to now talk to you about the geography
23 covered by the share of wallet data.

24 Now, the source here doesn't specify the geography of
25 this data either, doesn't it?

Kinney - X

1 A. No. I can tell you what it is, if that's helpful.

2 Q. Yes, please. What is the geography of this particular
3 data?

4 A. It is our trade area and the shoppers that shop within
5 our trade area. So only where we have stores and where we
6 have shoppers that can shop in our stores.

7 Q. So this share of wallet data comes from the places
8 where Albertsons has stores; correct?

9 A. Now, you could pull it another way, but that's what
10 this is, yes.

11 Q. Are you aware that Albertsons and Kroger do not share
12 every single market?

13 A. Yes, I'm aware of that.

14 Q. I'd like to look now -- or talk now about another type
15 of data that you referred to on direct examination called
16 cross-shopping data.

17 Are you familiar with that?

18 A. Yes.

19 Q. And cross-shopping means that a shopper goes to one
20 store and then, within a given period of time, goes to
21 another store; correct?

22 A. Yeah.

23 MS. MAINIGI: Objection. Scope.

24 I may be mistaken, but I don't recall asking her about
25 cross-shopping data.

Kinney - X

1 MR. ANDERSON: Your Honor, they admitted an entire
2 document on cross-shopping. I intend to get to it in just a
3 moment.

4 THE COURT: You did. Overruled.

5 MS. MAINIGI: Okay.

6 BY MR. ANDERSON: (Continuing):

7 Q. Ms. Kinney, I'll repeat the question.

8 Cross-shopping means that a shopper goes to one store
9 and then, within a given period of time, goes to another
10 store?

11 A. Yes.

12 Q. Now I'd like to look at DX2090. This will be in your
13 direct examination binder, and we have it up on the screen
14 here.

15 Do you remember testifying about this document?

16 A. I do.

17 Q. You'd agree this is cross-shopping data?

18 A. Yes.

19 Q. And, Ms. Kinney, you'd agree that cross-shopping data,
20 like what we're looking at here, does not tell you why a
21 shopper visits multiple stores, does it?

22 A. Not in this spreadsheet. It's not telling why, no.

23 Q. Now, this email that you're looking at, it doesn't have
24 a source cited, does it?

25 A. Can I read the full email?

Kinney - X

1 Q. Yes, you may.

2 MR. ANDERSON: Mr. Duncan, if you could take us
3 back to the full email.

4 THE WITNESS: Okay. Okay. No, it's not in the
5 actual email.

6 BY MR. ANDERSON: (Continuing):

7 Q. Okay. This email does not contain a time period for
8 that data, does it?

9 A. No.

10 Q. Okay. It doesn't tell you what kind of customer it's
11 studying?

12 A. Well, it says "Albertsons' customers." So it would
13 be -- Albertsons' customers would be the people, and we
14 would be looking at our -- it's standard pull. Like, we
15 would -- that would be the only. It's just -- I don't know
16 how to answer your question.

17 Q. Ms. Kinney, it doesn't restrict the customer type to
18 elite, best, or occasional, does it?

19 A. Not in this email. Not -- to answer the question that
20 I was asked, that required this email reply.

21 Q. Okay. And, Ms. Kinney, this email also doesn't say if
22 it's restricted to any particular kind of products; is that
23 right?

24 A. The data we would pull would only be our products that
25 we sell collective -- it would be standard categories that

Kinney - X

1 would be included.

2 Q. Standard categories. To clarify, Ms. Kinney, you
3 haven't restricted this particular information to any
4 specific categories. Is that fair?

5 A. No. It'd just be things that we can sell and then
6 making sure that that's all we're looking at with these
7 other channels and what they can sell as well.

8 Q. And, Ms. Kinney, it doesn't tell you what geography
9 this data is pulled from, does it?

10 A. It'd be total Albertsons, unless it was stated
11 otherwise.

12 Q. Now, I'd like you to look at that first channel.

13 MR. ANDERSON: And, Mr. Duncan, if we could blow
14 up the information there.

15 BY MR. ANDERSON: (Continuing):

16 Q. Do you see where the column says "Channel"?

17 A. Yes.

18 Q. And you'd agree channel is a type of retailer?

19 A. Yes.

20 Q. And you see there where it's marked "Food"?

21 A. Yes.

22 Q. I believe on direct examination you testified about the
23 food category, and that you said food category includes
24 Albertsons?

25 A. Albertsons, Kroger, Aldi, WinCo, Amazon Fresh. A lot

Kinney - X

1 sits in that little pie.

2 Q. Ms. Kinney, it says here that the average weekly trips
3 to the food category is 2.1. Is that fair?

4 A. Yes.

5 Q. And that's out of 5.6?

6 A. Yes. In a given week, yes.

7 Q. So you agree with me that that's more trips than any
8 other channel in this chart?

9 A. Correct.

10 Q. It's more than twice as big as Walmart. Fair?

11 A. Yes.

12 Q. Now I'd like you to look down to the row where it says
13 "Liquor."

14 A. Correct.

15 Q. That's discussing liquor stores, specifically?

16 A. Correct. As a channel.

17 Q. And if you -- is it fair to say, Ms. Kinney, that
18 shoppers cannot fulfill their consumable grocery needs in
19 their entirety at a liquor store?

20 A. No.

21 Q. Now, if you can look down where it says "Pet"?

22 A. Correct.

23 Q. That refers to the pet store channel. Fair?

24 A. Yes.

25 Q. You would agree with me consumers cannot fulfill all of

Kinney - X

1 their consumable grocery needs at a pet store?

2 A. Right.

3 Q. So would you agree with me, Ms. Kinney, that this data
4 shows Albertsons' customers buying different products and
5 different channels?

6 A. Within the liquor and pet channel, yes. That's where
7 it would say that, yes.

8 Q. So if I were a consumer visiting a liquor store and a
9 food store, you'd agree that I would be fulfilling some of
10 my consumable grocery needs in the food channel?

11 A. You can buy -- you can buy beer and things in our
12 stores that are liquor as well.

13 So they still -- you can, yes.

14 MR. ANDERSON: All right. We can take that
15 document down, Mr. Duncan. Thank you.

16 BY MR. ANDERSON: (Continuing):

17 Q. And, Ms. Kinney, you can set that aside if you have it
18 out.

19 Ms. Kinney, I'd like to talk to you about how
20 Albertsons uses the customer data from your team. I believe
21 you testified about this on direct examination, in the sense
22 that you testified they use it -- "they" being Albertsons --
23 use it for marketing. Is that fair?

24 A. Can you repeat the question? I'm sorry.

25 Q. Yes, I can.

Kinney - X

1 You testified on direct examination that Albertsons
2 uses your customers data for marketing?

3 A. I'm assuming we did.

4 I don't remember being asked that question, but if I
5 said it, then I must have, yeah.

6 Q. Ms. Kinney, would you agree with me that you aren't
7 responsible for setting prices at Albertsons?

8 A. No.

9 Q. Albertsons has a separate national pricing team that
10 does that?

11 A. They do.

12 Q. And you aren't part of that pricing team?

13 A. No. We all have the same boss's boss; but, no, I don't
14 sit directly on their team.

15 Q. As far as you know, Albertsons does not use the
16 consumer data from your team to set national pricing
17 policies?

18 A. Actually, our price elasticity and customer data and
19 exclusivity -- there's some customer data and metrics that
20 are in many of the tools that the pricing team uses, but I
21 just can't speak to, like, how it determines the thresholds
22 or the strategy itself.

23 Q. Ms. Kinney, is it your testimony today that you believe
24 that Albertsons uses your consumer data to set national
25 pricing policies?

Kinney - X

1 A. I can't comment on how -- what they -- what they use to
2 make their final decisions.

3 Q. Okay. As far as you know, Albertsons does not use the
4 consumer data from your team to set regional pricing
5 policies either. Is that fair?

6 A. No. Hopefully, we guide them in good decisions, but we
7 are not the ones making the policy decisions.

8 Q. And you don't set promotional pricing either. Is that
9 fair?

10 A. No. That's true.

11 Q. That's also the pricing team?

12 A. Yeah. I don't want to get into the whole org structure
13 of who does what; but, generally, the pricing and
14 merchandising functions in the organization work on price
15 and ad strategies.

16 Q. And as far as you know, Albertsons does not use the
17 consumer data from your team to set promotional pricing
18 either?

19 A. Not price points, but we -- I would hope we're
20 informing strategy, and we're informing them that -- where
21 we need to articulate better value feeds into their way of
22 thinking and how they think about pricing.

23 Q. Ms. Kinney, just to clarify, when you say "I hope,"
24 it's because you don't actually know; is that right?

25 A. I don't live in their brains in how they make

Kinney - X

1 decisions, no.

2 Q. Now, all of the customer data that you've testified
3 about today is with respect to Albertsons' customers. Is
4 that fair?

5 A. Well, yeah. I mean, 80 percent of our shoppers are
6 Walmart shoppers. We all share many of them, but we do
7 research on competition in their shoppers too.

8 Q. But it's fair to say that you don't know what consumer
9 data sources, for instance, Kroger uses?

10 A. It's been a while for me to be sure what they use.

11 Q. So you don't know, sitting here today, what data
12 sources they use?

13 A. Correct.

14 Q. Now, Ms. Kinney, I'd like to shift gears.

15 On direct examination you were asked a little bit about
16 your text messages, so I want to talk to you about those.

17 Ms. Kinney, the phone that you use to text, it's a
18 company phone owned by Albertsons; right?

19 A. Yeah. Both my personal and my company phone. They pay
20 the bill.

21 Q. And you use that phone to text with Albertsons
22 employees; correct?

23 A. Yes. There are text messages from Albertsons employees
24 in my phone.

25 Q. And I believe on direct you testified that you do text

Kinney - X

1 occasionally with Vivek Sankaran; correct?

2 A. Yes.

3 Q. To be clear, he's Albertsons' CEO?

4 A. Yes.

5 Q. I'd like to look at an example of those texts,

6 Ms. Kinney.

7 If we could put on the screen PX12123. And if -- it's
8 in your binder in front of you, if you would like to flip
9 there.

10 A. Okay. Thank you.

11 Q. Ms. Kinney, you recognize this document; correct?

12 A. Yeah. It's an image I sent to myself.

13 Q. Yes. This top document is an email that you sent to
14 yourself with an attachment; correct?

15 A. Yeah. Yes.

16 Q. And you sent it to your work address?

17 A. Yes.

18 MR. ANDERSON: At this point, we offer PX12123
19 into evidence.

20 MS. MAINIGI: No objection.

21 THE COURT: It will be received.

22 BY MR. ANDERSON: (Continuing):

23 Q. All right. Ms. Kinney, if you could flip to the
24 attachment, please. This is a screenshot of a text message
25 between you and Mr. Sankaran; correct?

Kinney - X

1 A. Yes.

2 Q. And he's texting you a work-related question?

3 A. He is asking me a mathematical question, yes.

4 Q. And that mathematical question was related to the work
5 you do?

6 A. Yes.

7 Q. But that's only part of a longer conversation. Is that
8 fair?

9 A. Yes. It's usually, "Call me. I have a question."

10 And in this case, he actually asked me a really
11 specific question, and that's why I screenshotted it and
12 sent it to myself, so that I could follow up an email,
13 because that's super, super, super rare. That's why I
14 actually emailed it to myself to remember.

15 Q. Thank you, Ms. Kinney.

16 My question was: This is part of a longer
17 conversation, isn't it?

18 A. Yes. Yes.

19 Q. You can't read, from this screenshot, the top of that
20 conversation, can you?

21 A. Yeah. I sent it to myself because I'm telling him how
22 we calculate lifetime value, and I wanted to follow up in an
23 email and actually use, like, a chart that says, "This is
24 the math," versus trying to explain it over text messages.

25 It's just not normal course for me to explain things

Kinney - X

1 like this over a text.

2 Q. Is it fair to say that the screenshot doesn't tell you
3 the date or time of these text message conversations; is
4 that correct?

5 A. No. I mean, I don't know what the 2:41 is and then
6 what the time of the email is, but it would have been
7 directly after, I would assume. I can't confirm.

8 Q. Just to make sure it's clear, you don't recall the year
9 or month of this text message; is that right?

10 A. Goodness, no.

11 Q. Ms. Kinney, are you aware that when your lawyers
12 produced your text messages, the full text conversation,
13 from which this screenshot is a part, was not included?

14 A. I'm not aware of what was furnished to you and what was
15 it. I'm sorry.

16 Q. Okay. You can put that to the side for now.

17 Ms. Kinney, were you aware that your lawyers produced
18 only about 60 text message exchanges from your cell phone?

19 A. I wasn't aware, but that sounds about right.

20 Q. Ms. Kinney, you are aware that your phone has an auto
21 delete feature? You testified about that on direct.

22 A. It doesn't anymore.

23 Q. The phone still has the feature. You just --

24 A. Oh. Oh, yes.

25 Q. Is that correct?

Kinney - X

1 A. It's still a setting, from what I understand, yes.

2 Q. Okay. Now, you recall, as of the date that you were
3 deposed in this case, May 22, 2024, you had only recently
4 turned off that auto delete setting?

5 A. Yes. I sent an email and made sure people knew, yes.

6 Q. Do you recall the date that you got the email
7 notification that caused you to look at your auto delete
8 setting?

9 A. I do not.

10 Q. Does May 6, 2024, sound familiar?

11 A. You'll have to show me, but I'm assuming it would be
12 right around that time. You would -- you would know
13 probably better than I at this point.

14 Q. It was shortly before your deposition. Is that fair to
15 say?

16 A. I'm assuming so. I don't -- honestly, I don't want to.
17 If there's an email that I replied to that directly states,
18 "Oh, my gosh. I realized I didn't change the setting.
19 Please be aware," I would rather the attorneys say when
20 exactly that was versus relying on my memory.

21 Q. I just want a general time frame. It was earlier in
22 May 2024. Is that fair?

23 MS. MAINIGI: Objection. Asked and answered.

24 THE COURT: Overruled. She can answer.

25 THE WITNESS: It was earlier in 2024.

Kinney - X

1 BY MR. ANDERSON: (Continuing):

2 Q. Now, prior to receiving that email notification,
3 Ms. Kinney, you don't ever recall checking your phone's auto
4 delete settings. Is that fair?

5 A. That is fair.

6 Q. Prior to the notice you received in May 2024, you don't
7 ever recall receiving an instruction to check your phone's
8 auto delete feature. Is that fair?

9 A. All I knew -- all I recall was an acknowledgment in a
10 hold that said, "Don't delete anything," and that's what I
11 acknowledged.

12 Q. So, Ms. Kinney, just to be clear, the notice that you
13 received in May 2024 was the first time you recall receiving
14 an instruction to check your auto delete settings?

15 A. It was the first time I -- that it was really clear,
16 with visuals; but, yes, that is the first time I recall
17 noticing that I needed to open my phone and look at some
18 things.

19 Q. Ms. Kinney, is it fair to say that you don't know how
20 many text messages may have been deleted from your phone
21 while the auto delete feature was on?

22 A. That's fair.

23 Q. I would like to look at one of the 60 text message
24 conversations that was produced so that we can see what sort
25 of topics you would text about.

Kinney - X

1 If we can put up on the panel PX12673.

2 A. Yes.

3 Q. Now, Ms. Kinney, this is a text conversation dated
4 November 17, 2023. Do you see that at the top?

5 A. Yes.

6 Q. Now, we've redacted the phone numbers on this version
7 on the screens to keep them private, but in your binder in
8 front of you, if you could flip to this document, you will
9 see the phone numbers before you.

10 Let me know when you're there.

11 A. Yes, I see it.

12 Q. If you look at the first number labeled, "Terry cell,"
13 the area code beginning (312), do you see that?

14 A. Yes.

15 Q. That's the phone number of Terry Singla; correct?

16 A. Yes. We're peers that worked together on a team for
17 quite some time, yeah.

18 Q. And Terry Singla is Albertsons' Vice President and
19 General Manager of Ecommerce, isn't he?

20 A. Yeah. He works in the ecommerce team, yes.

21 Q. Now look at the second number, the one with the area
22 code (208). That's your cell phone number; correct?

23 A. Yes. That's me.

24 Q. The cell phone is owned by Albertsons?

25 A. Yes.

Kinney - X

1 MR. ANDERSON: We offer PX12673 into evidence.

2 MS. MAINIGI: No objection.

3 THE COURT: It will be received.

4 BY MR. ANDERSON: (Continuing):

5 Q. Ms. Kinney, I'd like to look at the first message in
6 this chain where Mr. Singla texts you: I thought with the
7 merger they couldn't promote anyone. Emoticon. Such BS.

8 Do you see that?

9 A. Yes. That's exactly what it says.

10 Q. Is it fair to say this text message conversation you
11 had with Terry Singla was about the proposed merger between
12 Kroger and Albertsons?

13 A. No. It's actually more about us complaining about lots
14 of topics in this email. There's a lot in here. A lot of
15 text messages, but it wasn't -- yes. I mean, it was during
16 the time that there was a call specific to the merger, yes.

17 Q. One of the things you were texting about was the
18 proposed merger between Kroger and Albertsons?

19 A. What we were texting about is our reactions to what the
20 discussions were in a meeting that we both happened to be in
21 sitting in but in different locations.

22 Q. And, Ms. Kinney, that meeting was about the proposed
23 merger between Kroger and Albertsons?

24 A. It was part of the meeting topic, yes.

25 Q. Thank you.

Kinney - X

1 Now, if we could turn to the second page, the third
2 message down, one of your text messages to Terry Singla, and
3 it's kind of dark, so I'm going to read it out loud. "You
4 should ask if we don't" --

5 THE COURT REPORTER: Mr. Anderson?

6 THE COURT: Hold on. You're going too fast.

7 THE COURT REPORTER: Can you slow down a little
8 bit?

9 MR. ANDERSON: Yes. Of course. My apologies.

10 BY MR. ANDERSON: (Continuing):

11 Q. This message, Ms. Kinney, you text, "You should ask if
12 we don't want to go to C&S, do we get an option at all?" Is
13 that correct?

14 A. Yes. I think we were all trying to figure out what our
15 jobs and lives were going to look like. He was more brave
16 than I, so I was encouraging him to ask.

17 Q. The fourth message down, you texted, "I mean, why
18 should we be forced to go to a company that isn't the merged
19 company?"

20 Do you see that?

21 A. Yes.

22 Q. If we look at the last message on that page, you text
23 him, "Yeah. I feel like we should get severed out if we
24 doing [sic] want to go to a company that is some" --
25 blank -- "spin-off that we didn't sign up to work for."

Kinney - X

1 Do you see that?

2 A. Yeah. This was before we knew any details of who the
3 buyer was, and I don't have the same sentiment now that I
4 know who my new boss would be.

5 Q. Is it fair to say, Ms. Kinney, in that first text
6 message you referenced C&S?

7 A. Yes.

8 Q. And C&S refers to C&S Wholesale Grocers?

9 A. Yes.

10 Q. Now, I skipped over a word in that last sentence. I
11 just want to make sure that, apart from that word, did I
12 read that text correctly?

13 A. Yes, you did.

14 Q. Now, if we turn the page, Mr. Singla responds to you,
15 "I hear you, but we didn't sign up to work for Kroger
16 either."

17 And you respond, "Yeah, but at least that is a combined
18 company."

19 Do you see that?

20 A. Yeah. We're all talking about our careers on a text
21 thread, yes.

22 Q. Now, if we could turn to page 4, the second-to-last
23 message --

24 MS. MAINIGI: Your Honor, I apologize for
25 interrupting. I certainly let this go on for quite a while

Kinney - X

1 before objecting because of the -- I thought Mr. Anderson
2 wanted to show Ms. Kinney some of her texts, but now we're
3 moving over to an underlying substantive matter, and
4 Mr. Anderson is just reading things out loud related to C&S
5 and the merger. None of that is within the scope.

6 He's now moved from identifying a text that she and --
7 a text exchange she had, which would be proper, given the
8 auto delete issue, to now trying to use that text to
9 approach a topic that we did not cover during the direct
10 exam.

11 MR. ANDERSON: I'll move on, Your Honor.

12 THE COURT: Thank you.

13 BY MR. ANDERSON: (Continuing):

14 Q. Ms. Kinney, you can put that document to the side.

15 A. Thank you.

16 Q. Now, Ms. Kinney, on direct examination, you testified
17 about who you believe Albertsons' competitors are.

18 Do you remember that?

19 A. Yes.

20 Q. And you testified one of Albertsons' competitors is
21 Kroger?

22 A. Yes.

23 Q. I would like to look at a document where you discuss
24 Albertsons' competition with Kroger.

25 MR. ANDERSON: If we can put on PX2514.

Kinney - X

1 BY MR. ANDERSON: (Continuing):

2 Q. Ms. Kinney, you recognize this document; correct?

3 A. Yes.

4 Q. This is a group chat on Microsoft Teams?

5 A. Yes.

6 Q. Teams is an instant message program used internally
7 within Albertsons; correct?

8 A. It is.

9 Q. Okay. If I can direct your attention to where it says,
10 "Group name," it says, "MLT, minus Sean."

11 You agree "MLT" means "marketing leadership team"?

12 A. It's the team, minus our boss.

13 Q. And "minus Sean" refers to Sean Barrett; correct?

14 A. Yes.

15 Q. And he's your direct supervisor?

16 A. Yes.

17 Q. Now, the chat here is with Usman Humayun.

18 Do you see that?

19 A. Correct.

20 Q. And it's actually with six more addresses besides that;
21 correct?

22 A. Yes.

23 Q. All of the people on this thread work at Albertsons; is
24 that right?

25 A. Some do. There's a couple who are no longer with us.

Kinney - X

1 Q. You see the date October 13, 2022?

2 A. Yes. I remember that day well.

3 Q. As of that date, all of the members of this chat worked
4 at Albertsons?

5 A. Yes. Correct.

6 Q. And you used this group chat to share information about
7 work; is that correct?

8 A. Yeah. It's kind of like the watercooler conversations
9 but just now over Teams chat.

10 MR. ANDERSON: At this time we offer PX2514 into
11 evidence.

12 MS. MAINIGI: I object, Your Honor, because this
13 is outside the scope of the direct exam. This does not
14 actually relate to competition with Kroger. It is a Teams
15 chat completely in reaction to a leaked announcement that
16 the merger was going to take place the night before there
17 was an announcement. It's based completely on speculation
18 and has nothing to do with Kroger competition.

19 So I object to its admission.

20 MR. ANDERSON: Your Honor, may I respond to that?

21 THE COURT: Yes.

22 MR. ANDERSON: If allowed a little leeway, I will
23 show us a text message where Ms. Kinney specifically talks
24 about competing markets with Kroger. It's directly relevant
25 to her understanding of who is and who is not a competitor.

Kinney - X

1 MS. MAINIGI: Objection, Your Honor.
2 Additionally, as we have very much established, Ms. Kinney
3 is not an expert. She's not here as an expert. She's
4 neither -- she's not a legal expert. She's not a
5 competition expert. She's not necessarily a data expert,
6 and so I don't know why there would be any relevance to what
7 Ms. Kinney says about the merger.

8 MR. ANDERSON: Your Honor, if I may respond?

9 This is about competing markets with Kroger. I
10 objected on direct examination to a question about "Who are
11 Albertsons' competitors?" And Ms. Mainigi said, "This is
12 what we're on the stand for, is her experience at Kroger"
13 or -- excuse me -- "at Albertsons."

14 This goes directly to --

15 THE COURT: I'm going to give you a little leeway.
16 Not much.

17 MR. ANDERSON: Yes, Your Honor.

18 Is this document now in evidence?

19 THE COURT: Not yet.

20 MR. ANDERSON: Okay.

21 BY MR. ANDERSON: (Continuing):

22 Q. Ms. Kinney, if you could flip to page 6.

23 MR. ANDERSON: And without -- Mr. Duncan, if you
24 could show this only to the witness and to the -- to the
25 Court at the moment.

Kinney - X

1 BY MR. ANDERSON: (Continuing):

2 Q. Ms. Kinney, if you look down to the sixth message
3 there, that's from you; correct?

4 A. Yes.

5 Q. And that's your Albertsons email address?

6 A. Yes, it is.

7 Q. And in that first line, is it fair to say that you talk
8 about competing markets?

9 MR. PERRY: Your Honor, the document is on the
10 public screen and is not in evidence.

11 MR. ANDERSON: Your Honor, I -- yeah, we took it
12 down.

13 THE COURT: It's back up.

14 MR. ANDERSON: It's a technical issue, I believe,
15 Your Honor.

16 THE COURT: Go ahead.

17 MR. ANDERSON: Yes, Your Honor.

18 BY MR. ANDERSON: (Continuing):

19 Q. Ms. Kinney, you agree with me in that text message, the
20 sixth one down, you refer to competition; isn't that
21 correct?

22 MS. MAINIGI: Objection.

23 THE COURT: Overruled.

24 THE WITNESS: We're actually talking about the
25 actual merits of an article that was leaked, not my

Kinney - X

1 understanding of the merits of the merger itself. I'm
2 not -- I didn't even know we were divesting stores. We
3 didn't -- we didn't know anything. We were being plagued
4 with over and over rumors, and this was our response. Like,
5 "This can't be right." Like, "No way."

6 And so this was before any details. And even with the
7 details, I'm not the one that would say whether this is a
8 monopoly.

9 BY MR. ANDERSON: (Continuing):

10 Q. Ms. Kinney, my question was much more simple.

11 A. Okay. Sorry.

12 Q. The first sentence you refer to competition with
13 Kroger; correct?

14 A. I refer to too many competing markets in which we both
15 operate. Yes.

16 MR. ANDERSON: At this time, we offer this
17 document.

18 MS. MAINIGI: Objection. Scope. Objection.
19 Hearsay. Objection. Relevance.

20 THE COURT: Overruled. It will be received.

21 BY MR. ANDERSON: (Continuing):

22 Q. Ms. Kinney, I'd like to put this on the overhead
23 screen, if I could.

24 THE COURT: I'd like to note we're at 12:13 into
25 the lunch hour.

Kinney - X

1 MR. ANDERSON: Yes, Your Honor. I'll try to wrap
2 up, unless at this point you want to take a break.

3 THE COURT: I do not want to take the break. I
4 want to finish with this witness.

5 MR. ANDERSON: Yes, Your Honor.

6 Mr. Duncan, if we can put this up on the public screen
7 at this point.

8 THE COURT: How much more do you have?

9 MR. ANDERSON: Your Honor, I believe I can finish
10 in the next 15 minutes.

11 THE COURT: Let's make it 12.

12 MR. ANDERSON: 12. You got it, Your Honor.

13 BY MR. ANDERSON: (Continuing):

14 Q. Ms. Kinney, this message that you sent within
15 Albertsons, it refers to too many competing markets with
16 Kroger.

17 A. Yes.

18 Q. When you said "they" in this text message, you were
19 referring to Kroger; correct?

20 A. Yes.

21 Q. And when you used the term "competing markets," you
22 meant markets or specific small geographies where Kroger and
23 Albertsons have a high concentration of stores together;
24 correct?

25 A. Yes.

Kinney - X

1 Q. All right. We can put that document to the side.

2 A. In response to a media press release that went out
3 before we even knew that this was real.

4 Q. Ms. Kinney, I'd like to look at another document
5 discussing Albertsons' competition with Kroger.

6 MR. ANDERSON: If we could put up PX12107.

7 THE WITNESS: Yes.

8 BY MR. ANDERSON: (Continuing):

9 Q. Ms. Kinney, you recognize this document?

10 A. I do.

11 Q. This is an email that you sent from your work email;
12 correct?

13 A. Yes.

14 Q. Dated September 8, 2022?

15 A. Yes.

16 Q. The subject is, "Re: CS on Kroger." Correct?

17 A. Yes. CS is Credit Suisse. It is a company who
18 publishes earnings statements, recaps and releases. We
19 often respond to those whenever a company is doing a
20 earnings release. Yes.

21 Q. And is it fair to say in the "To" line there, I see
22 Vivek Sankaran; correct?

23 A. Yes.

24 Q. And Susan Morris; correct?

25 A. Yes.

Kinney - X

1 Q. So you sent this email to Albertsons' leadership?

2 A. Yes.

3 Actually, if you go further into the email, it -- like,
4 so do we want to start at the beginning of the email, or is
5 it just we want to talk about this chart?

6 Q. Ms. Kinney, it will go a lot faster if you just answer
7 the question I'm --

8 A. Sure. Yes.

9 Q. You sent this to Albertsons' leadership?

10 A. Yes, I did.

11 MR. ANDERSON: We offer this document into
12 evidence.

13 MS. MAINIGI: No objection, Your Honor.

14 THE COURT: It will be received.

15 BY MR. ANDERSON: (Continuing):

16 Q. Ms. Kinney, if you could look at the second sentence
17 that begins, "This is a really good view of how we stack up
18 versus Kroger on share of wallet, latest 26 weeks through
19 8/7." Is that correct?

20 A. Yes.

21 Q. That first bullet point says, "Kroger has lost 73 bps"?

22 A. Yes.

23 Q. And "bps" means "basis points"?

24 A. Yes.

25 Q. And the second bullet says, "ACI has gained 76 bps."

Kinney - X

1 Correct?

2 A. Yes. This is looking at our shoppers and where our
3 wallet went and their shoppers and where their wallet went
4 in a direct request based on an earnings release statement
5 where they wanted to know how we compared to Kroger, yes.

6 Q. And "ACI" stands for "Albertsons." Is that right?

7 A. Yes.

8 Q. I'd like to look down at the first sentence below that,
9 "while we still have the opportunity to get more wallet from
10 our customers" --

11 A. Yes.

12 Q. -- "Kroger at 13.6 versus ACI at 12.5, we are catching
13 up." Is that correct?

14 A. Back on September 8th of 2022.

15 Q. So on September 8, 2022, you told Vivek Sankaran and
16 Susan Morris that Albertsons was catching up to Kroger on
17 share of wallet. Is that fair?

18 A. Yes. Because it was an earnings release specific to
19 Kroger. Therefore, my commentary specific to Kroger.

20 Q. Ms. Kinney, I would like to look down now at the title
21 of the chart in the middle email where it says, "ACI is the
22 top beneficiary of Kroger shopper SOW losses." Is that
23 right?

24 A. Yes. They spend more at Walmart and others, but when
25 we look at who's up and who's down, that is an accurate

Kinney - X

1 bullet point, yes.

2 Q. Ms. Kinney, "SOW" here stands for "share of wallet"?

3 A. Yes.

4 Q. And it is true that, as of this date, September 8,
5 2022, the prior 26 weeks of SOW data showed that Albertsons
6 was the top beneficiary of Kroger share of wallet losses?

7 A. Yes. Because that wasn't going to Walmart, Costco.
8 So, yes, that is an accurate reflection of that data at that
9 time in 2022.

10 Q. And you're aware this was only about a month before the
11 proposed merger was announced in October of 2022; correct?

12 A. Yes.

13 It was also coming out of COVID too. So there were a
14 lot of things happening at that time, yes.

15 Q. Okay. We can put that document down.

16 Ms. Kinney, last topic I'd like to cover with you. On
17 direct examination, you testified about some documents
18 related to how Costco views -- excuse me -- Albertsons views
19 Costco, and I'd like to ask you about those.

20 Ms. Kinney, you've personally only been to a Costco
21 warehouse one time; correct?

22 A. Correct.

23 Q. And you bought a hot dog there?

24 A. I believe that was the conversation we had, yes.

25 Q. You didn't shop for groceries there; correct?

Kinney - X

1 A. Only on Instacart.

2 Q. Now, on direct examination, you referred to a
3 presentation from -- that was internal to Albertsons, dated
4 May 2021.

5 Do you remember that?

6 A. Yes.

7 Q. Okay. I'd like to look at a document dated after that.

8 MR. ANDERSON: Mr. Duncan, if you could put up
9 PX12112.

10 BY MR. ANDERSON: (Continuing):

11 Q. Ms. Kinney, do you recognize this?

12 A. Yes.

13 Q. This is an email from someone named Melissa Plaisance;
14 is that right?

15 A. Yes.

16 Q. Sorry. Is that right?

17 A. Yes.

18 Q. And Melissa Plaisance works in investor relations at
19 Albertsons, doesn't she?

20 A. Yes.

21 Q. And in that "To" line, you received this email?

22 A. Yes. I remember this email, yes.

23 Q. And it's dated February 1, 2022; correct?

24 A. Yes. In response to an email around how market share
25 was wrong and the data was wrong. It was some -- I don't

Kinney - X

1 know. It was some -- somebody who passed on an article to
2 me and asked me for commentary.

3 MR. ANDERSON: At this point we offer PX12112 into
4 evidence.

5 MS. MAINIGI: No objection.

6 THE COURT: It will be received.

7 BY MR. ANDERSON: (Continuing):

8 Q. Ms. Kinney, if you could go down to the second email in
9 this chain, this one is from Laura Price, who I believe you
10 testified is on your team?

11 A. Yes.

12 Q. And she's emailing a series of individuals, including
13 the Vivek Sankaran; correct?

14 A. Yes.

15 Q. And I'd like to look down to the second paragraph of
16 her email where she states, "This statement is particularly
17 troubling since Costco is not a grocer. ACI is losing share
18 in grocery when we include COST."

19 Do you see that?

20 A. Yes.

21 There was an article that was trying to position
22 Numerator's true value a source for market share, of which
23 we don't use; and Costco at that time was not even feeding
24 their data to either of those sources for us to have a
25 market. This had nothing to do with whether we thought we

Kinney - X

1 are competitive. It was about they're not a grocer in the
2 sense of how market share is calculated. Because at that
3 time, they were not.

4 Q. Ms. Kinney, I just asked you if I had read that
5 correctly.

6 Did I read it correctly?

7 A. Yes.

8 Q. And "COST" here, you understand, refers to Costco?

9 A. Correct.

10 Q. I'd like to look at the next paragraph. "Costco is
11 structurally a different consumer proposition. They are not
12 a," quote, "daily habit," unquote, "or," quote, "food
13 experts," unquote.

14 I read that correctly?

15 A. Yes. It's regarding their data feeds, but yes.

16 Q. Your understanding of what "daily habit" means is that
17 a customer shops a store every day; correct?

18 A. Yeah. That's changed since then because of the
19 rotisserie chickens, but yes.

20 Q. Now, in the first bullet, Ms. Price writes, "Costco
21 sells a unique product."

22 Do you see that?

23 A. Yes.

24 Q. "Unique product configuration" refers to large special
25 packs sold by Costco. Is that fair?

Kinney - X

1 A. Yes. We were talking about the data and the ability to
2 parse out that data to actually be in a proper market share
3 calculation.

4 Q. And the second bullet point refers to an annual
5 membership fee; correct?

6 A. Yes.

7 Q. You agree Albertsons does not charge shoppers an annual
8 membership fee to shop at its stores?

9 A. Yeah. We were questioning if the data around the
10 dollars of that membership is included in TruView's
11 calculation that created this article in the first place.

12 Q. Ms. Kinney, directing you back to my question.
13 Albertsons does not charge a membership fee?

14 A. No. No, it doesn't.

15 Q. You can put that document to the side.

16 And, Ms. Kinney, I have one more document to show you
17 about a presentation regarding Costco in the mid-2021 time
18 frame.

19 MR. ANDERSON: If we could put up PX2999.

20 BY MR. ANDERSON: (Continuing):

21 Q. Ms. Kinney, you recognize this as well, don't you?

22 A. Yes. May of 2021. Yes.

23 Q. Right. So it's dated May 5, 2021, to Danielle Crop?

24 A. Yes.

25 Q. And at this time Danielle Crop was your new boss at

Kinney - X

1 Albertsons; correct?

2 A. Yes.

3 Q. And you were sending her a few Albertsons documents to
4 peruse?

5 A. Yes. So she could get a sense of the work we do, yes.

6 MR. ANDERSON: We offer PX2999 into evidence.

7 MS. MAINIGI: No objection.

8 THE COURT: It will be received.

9 BY MR. ANDERSON: (Continuing):

10 Q. All right. Now, Ms. Kinney, there are three
11 attachments to this email, but I'd like to direct your
12 attention to the second one.

13 So if you could flip in this document to page ending in
14 -054, which is the first page of a PowerPoint titled,
15 "Costco deep dive."

16 A. Can you tell me what number it is again?

17 Q. Yes. It ends in -054.

18 A. It is DX or PX?

19 Q. That is PX. It's PX2999.

20 A. Okay. Thank you.

21 Q. Okay. This presentation is, "Costco deep dive.
22 April 2021."

23 Do you see that?

24 A. I do.

25 Q. And this is about a month before the May 2021 document

Kinney - X

1 you testified about on direct?

2 A. Yes.

3 Q. I'd like you to turn a few pages in to the one ending
4 in -058. That's a slide titled "Why?"

5 Do you see that?

6 A. Apologies. I'm hurrying here.

7 Q. It's okay.

8 A. I'll just read it off your screen. Go ahead, yes.

9 Q. This -- I'd like you to look down to the middle bullet
10 point where it says, "Cross-shoppers of both Costco and
11 ACI."

12 Do you see that bullet point?

13 A. Yes.

14 Q. The second bullet point below that says, "Rate ACI
15 better on some convenience dimensions. One-stop shop,
16 easy-to-find items, website/app."

17 Did I read that correctly?

18 A. Yes.

19 Q. I'm going to not read the rest of it, for time reasons,
20 but I'd like you to look down now at the bullet that begins,
21 "ACI is stronger than Costco at driving trips with many
22 fruits and vegetables, ground meat, beef, ice cream
23 novelties, yogurt, CSD, bread, packaged cheese, and bagged
24 salads."

25 Do you see that bullet?

Kinney - X

1 A. In May of 2021. Yes. This is what the bullet says.

2 Q. Okay. Ms. Kinney, "CSD" stands for "carbonated soft
3 drinks"?

4 A. Yes.

5 Q. Now, when it refers to "driving trips," you're aware of
6 a concept called a "trip driver"; is that correct?

7 A. I am.

8 Q. And a trip driver is a product or a category that
9 brings a shopper into a store; correct?

10 A. There's different ways in which you would categorize a
11 trip driver. I have three different ways I talk about that
12 term, but that's one of them, yeah.

13 Q. If we look at the last bullet point here, "Costco
14 drives trips with bath tissue, paper towels, and home
15 cleaning, high penetration, and high index."

16 Do you see that?

17 A. Yes. And "rotisserie chicken and vitamins and salmon
18 and wine" and all the other things underneath that.

19 Q. Ms. Kinney, bath tissue does not have an expiration
20 date; correct?

21 A. No.

22 Q. Neither do paper towels?

23 A. No.

24 Q. Neither do home cleaning supplies?

25 A. Not that I'm aware of.

Kinney - ReD

1 MR. ANDERSON: Nothing further at this time.

2 THE COURT: Any redirect?

3 MS. MAINIGI: I can get it done under five
4 minutes, Your Honor.

5 THE COURT: That's fine. Just trying to give you
6 all a decent lunch you don't have to scarf your food down.

7

8 REDIRECT EXAMINATION

9 BY MS. MAINIGI:

10 Q. Ms. Kinney, you were shown a chat, that you were a
11 member of a chat group on the night before the merger was
12 announced.

13 Do you remember that?

14 A. Yes. Yes, I remember it very well now, yes.

15 Q. Do you have any expertise in antitrust law?

16 A. I do not.

17 Q. Does anyone on that chat, as far as you recall?

18 A. Far from it.

19 Q. And at the time that the chat took place in October
20 2022, had any divestiture even been announced?

21 A. No. No information at all.

22 Q. So is it fair to say everything on that chat was just
23 speculation?

24 A. Oh, my gosh. Yeah. We had -- we've been hit with so
25 many of these that it was just another "This can't be true."

Kinney - ReD

1 Kind of watercooler chat again, yes.

2 Q. And, similarly, you were shown a chat with
3 Mr. Terry Singla from that same time period, October 2022.

4 Do you remember that?

5 A. Yes. It was a text message from him, yes.

6 Q. Okay. And he said something about SpinCo.

7 Do you remember that?

8 A. Yes.

9 Q. And did SpinCo ever come to be?

10 A. I don't think -- I don't think so. I mean, I think
11 that's the acronym of -- I don't even know what -- I don't
12 know if that's the C&S proposition now or if that was what
13 we were calling it -- not -- I don't know. I'm sorry.

14 Q. And, again, there -- at that point in time, there was
15 no divestiture specifically to C&S; is that correct?

16 A. No. There was nothing.

17 Q. Or proposed divestiture, rather?

18 A. Correct.

19 Q. Okay. You were also -- let me ask you to pull up
20 DX2090, and that's in the binder that we gave you. So your
21 first binder.

22 A. Okay. Yes.

23 Q. Okay. So here you were asked some follow-up questions
24 about how many trips people took to buy groceries at that
25 food channel, specifically.

Kinney - ReD

1 Do you remember that?

2 A. Yes.

3 Q. And let's look at the food channel for average annual
4 trips, if we could.

5 What's that number for food? Average annual trips.

6 A. 108.

7 Q. Okay. And if you go to the bottom of that column,
8 that's out of how many trips?

9 A. 289.

10 Q. So is it fair to say consumers are taking more than
11 twice as many trips to non-food retailers than to food
12 retailers for groceries each year, according to this data?

13 A. Yes.

14 Well, and the internet has two, yes.

15 Q. You can set that document aside.

16 But I would like you to now go to the binder that
17 Mr. Anderson gave you and pull up PX12112, which was
18 Ms. Price's email related to Costco.

19 A. Yes. Yes.

20 Q. Now, there are references throughout this email to
21 various data feeds.

22 Do you recall that?

23 A. Yes. That was the whole premise of the article, was
24 about the data -- validity of the data feed.

25 Q. Now, at this point Costco was not providing its data;

Kinney - ReD

1 correct?

2 A. Correct.

3 Q. If you look down below at the bullet points in
4 Ms. Price's email, She says: "@Melissa, we do consider
5 Costco a threat, and they have done well and expanded
6 ecommerce during the pandemic, though we don't have a source
7 for market share."

8 Do you see that?

9 A. Yes.

10 Q. Did you agree with that statement at the time?

11 A. Yes.

12 Q. Do you still consider Costco a competitive threat, as
13 Ms. Price said in this email in 2022?

14 A. Yes, of course.

15 Q. Were they more of a competitive threat than they were
16 before?

17 A. More. Far more.

18 Q. Now you do have some data for them; is that right?

19 A. Now we have market share to prove that, yes.

20 Q. And that's in the MULO+ data that we spoke of before?

21 A. Yes.

22 Q. And what happened when the Costco MULO+ data came into
23 existence? Where did that demonstrate Albertsons' share of
24 wallet was as a result of Costco?

25 A. Costco being added in our market share impact was -- in

Kinney - ReD

1 some markets, 200, 250 basis points drop, in terms of what
2 we thought our share was; and in markets where we thought we
3 were, quote/unquote, winning more of the pie, we had, in
4 fact, been losing for quite some time because of Costco.

5 Q. And you had been losing to Costco; is that right?

6 A. Yes.

7 MS. MAINIGI: No further questions. Thank you.

8 THE COURT: All right. We're going to stay in
9 recess for a very short lunch, until 1:00, being mindful of
10 the other witnesses to be put on today.

11 MS. MAINIGI: Thank you, Your Honor.

12 THE COURT: You can step down.

13 THE WITNESS: Thank you, Your Honor.

14 THE COURT: You're welcome.

15 THE WITNESS: Have a good day.

16 THE COURT: You too.

17 (Morning session concluded at 12:32 PM.)

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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 13

September 12, 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: 9/12/2024
CSR Expiration Date: 9/30/2026

**BY MR. ANDERSON:
(Continuing): [27]**

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2998/13 2999/6 3005/6
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3020/10 3022/13 3023/1
3025/21 3026/1 3026/18
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**BY MR. PERRY:
(Continuing): [1]**

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**BY MS. MAINIGI:
(Continuing): [35]**

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**BY MS. TYREE:
(Continuing): [3]**

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**DEPUTY COURTROOM
CLERK: [3]**

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MS. TYREE: [7]

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REPORTER: [2]

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2897/15 2897/24 2897/25
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48 percent [1] 2951/1

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