

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

UNITED STATES OF AMERICA,

*Plaintiff,*

v.

DANONE S.A.,

and

THE WHITEWAVE FOODS COMPANY,

*Defendants.*

Case No. 1:17-cv-00592

**THE WHITE WAVE FOODS COMPANY’S REPORT OF COMPLIANCE WITH  
ANTITRUST PROCEDURES AND PENALTIES ACT REQUIREMENTS**

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

Excluding, in accordance with Section 2(g), communications “made by counsel of record alone with the Attorney General or the employees of the Department of Justice alone,” officers, directors, employees, or agents of WhiteWave had the following communications with officers of employees of the United States about a potential consensual resolution of this action:

1. On December 15, 2016, WhiteWave’s outside counsel Paul T. Denis and Craig Falls met with the United States Department of Justice (“DOJ”) employees Suzanne Morris, Rebecca Valentine, Jeremy Cline, Yair Taylor, Brandon Rizkallah, Molly Barlow, and Mary

Campbell. WhiteWave's Executive Vice President, General Counsel & Secretary, Roger Theodoredis, participated in the meeting via telephone. Ilene Gotts, outside counsel for Danone S.A. ("Danone") also participated in the meeting.

2. On December 29, 2016, WhiteWave's Executive Vice President, General Counsel & Secretary, Roger Theodoredis and WhiteWave's outside counsel Paul T. Denis and Craig Falls met with DOJ's Suzanne Morris, Rebecca Valentine, Yair Taylor, and Brandon Rizkallah. Danone's outside counsel Ilene Gotts also participated in the meeting.

3. On January 18, 2017, WhiteWave's Executive Vice President, General Counsel & Secretary, Roger Theodoredis and WhiteWave's outside counsel Paul T. Denis and Craig Falls participated in a telephone call with DOJ's Suzanne Morris, Rebecca Valentine, Jeremy Cline, Yair Taylor, Austin Harman, Aaron Franz, and Brandon Rizkallah. Danone's outside counsel Ilene Gotts also participated in the telephone call.

4. On January 30, 2017, WhiteWave's Executive Vice President, General Counsel & Secretary, Roger Theodoredis and WhiteWave's outside counsel Paul T. Denis and Craig G. Falls participated in a telephone call with DOJ's Suzanne Morris, Rebecca Valentine, Yair Taylor, and Tor Winston. Danone's outside counsel Ilene Gotts also participated in the telephone call.

5. On February 15, 2017, WhiteWave's Executive Vice President, General Counsel & Secretary, Roger Theodoredis and WhiteWave's outside counsel Paul T. Denis and Craig G. Falls met with DOJ's Suzanne Morris, Rebecca Valentine, Samer Musallam, Jeremy Cline, Yair Taylor, Tor Winston, Aaron Franz, Brandon Rizkallah, Molly Barlow, and Mary Campbell. Danone's General Counsel Bertrand Austry, Danone's General Counsel, Corporate and M&A,

Alison Hughes, Danone's Vice President Corporate Development, Nadia Ben Salem-Nicolas, and Danone's outside counsel Ilene Gotts and Josh Cammaker also participated in the meeting.

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

DATED: April 5, 2017

Respectfully submitted,

/s/ Paul T. Denis  
Paul T. Denis (DC Bar #437040)  
DECHERT LLP  
1900 K Street, N.W.  
Washington, DC 20006  
Telephone: (202) 261-3300  
Facsimile: (202) 261-3333  
paul.denis@dechert.com

Counsel for Defendant,  
The WhiteWave Foods Company