IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION, *et al.*,

Plaintiffs,

v.

SYSCO CORPORATION,

and

USF HOLDING CORP.,

and

US FOODS, INC.,

Defendants.

Civil Action No. 1:15-cv-00256-APM

DECLARATION OF BARRETT FLYNN

Barrett Flynn, a Counsel in the Litigation Department at Sysco Corporation, declares as follows:

1. I, Barrett Flynn, am a Counsel in the Litigation Department at Sysco Corporation. I am an attorney in good standing licensed to practice law in the State of Texas.

2. In my capacity as Counsel in the Litigation Department, I am responsible for overseeing and managing the company's general litigation docket, including general liability cases, transportation, logistics and freight claims, garnishments, debt collection, bankruptcy, personal injury, products liability and general business/commercial lawsuits.

In this capacity I work closely with our risk management, claims, compliance, safety and quality assurance departments in managing and investigating claims, assessing risks, implementing policies and preventing liability and exposure, including resolving lawsuits filed in the United States and Canada. My responsibilities include the supervision of outside counsel, active participation in briefing and litigation strategy, and advising management on the status of cases and trial strategy.

3. As Counsel in the Litigation Department, I am not involved in corporate strategic decisionmaking. I am not involved in pricing decisions, purchasing decisions, marketing decisions, selection of vendors or any other strategic decisionmaking regarding market competitors, and I have no responsibility for and give no advice to management about these topics.

4. In past litigation and settlement discussions, it has been important that I assist outside counsel with full knowledge of the case, and access to discovery has been necessary for me to fulfill my responsibilities.

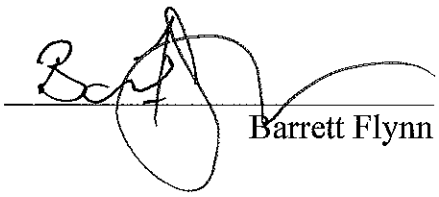
5. In these cases and settlement discussions, I have had access to confidential information. I have never misused or revealed this information.

6. I consider myself an active and integral member of the trial team in this case, and believe that, given my superior knowledge of the industry and the expedited nature of this case, it is important that I participate in discovery to assist outside counsel in briefing and trial strategy and to fulfill my responsibilities.

7. I will not use the documents produced for discovery in this case for any purpose other than to supervise outside counsel and participate in this litigation.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Executed on this 6th day of March, 2015.



Barrett Flynn