

**COMMONWEALTH OF PENNSYLVANIA**  
Pennsylvania Milk Marketing Board

**In the Matter of: November 6, 2013 Over-Price Premium Hearing**

**Witness List**

On behalf of the Dean Foods Company (hereafter Dean Foods), Davis Wright Tremaine LLP files this lay witness list.

John Pierce, Senior Manager, is expected to testify on behalf of Dean Foods as a lay witness on behalf of Lehigh Valley and Swiss Dairy in support of moving the 20 cent per cwt Federal Milk Promotion charge out of the Over-Price Premium, but still including it in the raw milk cost build-up. His testimony will provide practical business reasons such as customer relationships, computer software, and other contractual issues relevant to this hearing. He will also testify in opposition to Board Staff's proposed "claw back," which would effectively reduce the future Over-Price Premium in order to collect for alleged past over charges in the Over-Price Premium. Mr. Pierce is expected to testify about the following issues: That any past monies collected under the Over-Price Premium have been spent on Capital or expenses; that there is no fund of money from which to repay these alleged over-charges; that the vast majority of the Company's Pennsylvania business is priced at the Pennsylvania minimum or under tolling agreements at cost; and that the plants simply cannot operate profitably for the proposed 45-month period.

Respectfully submitted,

*//s// Chip English*

Charles M. English, Jr.