

Exhibit NN

UNITED STATES DISTRICT COURT
DISTRICT OF VERMONT

ALICE H. ALLEN & LAURENCE E. ALLEN,
d/b/a Al-Lens Farm, GARRET SITTS
and RALPH SITTS, JONATHAN HAAR and
CLAUDIA HAAR, on behalf of themselves
and all other similarly situated,

Plaintiffs,

vs.

Docket No. 5:09-cv-00230

DAIRY FARMERS OF AMERICA, INC.,
DAIRY MARKETING SERVICES, LLC,
and DEAN FOODS COMPANY,

Defendants.

Videotape Deposition Testimony of BRAD KEATING,
taken at the Law Firm of Bond, Schoeneck & King, One Lincoln
Center, Syracuse, New York, before Anne M. Messineo,
Registered Professional Reporter and Notary Public in and for
the State of New York on the 11th day of May 2011.

DIGITAL EVIDENCE GROUP

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1 (Afternoon Session - May 11, 2011.)

2 THE VIDEOGRAPHER: We are back on record 1:26.

3 BY MR. PIERSON: (Cont.)

4 Q. Mr. Keating, uhm, you understand that the penalties
5 for violation to the Antitrust Laws can include substantial
6 financial penalties?

7 A. Yes.

8 Q. And you also understand that in some circumstances
9 they can include jail time for individual violators?

10 A. Yes.

11 Q. Do you believe that a member of DFA as of the year
12 2003 could reasonably reach the conclusion that DFA was acting
13 illegally and violating the Antitrust Laws?

14 MR. KUNEY: Objection to form.

15 A. I don't think I can answer that question. I don't
16 know what's in the mind of a DFA member in 2003.

17 Q. My question is whether someone could reasonably
18 reach that conclusion?

19 MR. KUNEY: Objection to form.

20 A. I don't know the answer to that.

21 Q. What about 2004?

22 A. I wouldn't -- I -- I don't know the answer to that.

1 Q. And would the same be true in any other year since
2 2004?

3 MR. KUNEY: Same objection.

4 A. Yes.

5 Q. Based on the information that was available to you,
6 could a member of DFA reasonably have reached the conclusion
7 that DFA was violating the Antitrust Laws?

8 MR. KUNEY: Objection to form.

9 A. Based on the information available to me, I can't
10 speak for what a DFA member could reasonably conclude relative
11 to the cooperative. I don't know.

12 Q. Ask you this way. Based on the information
13 available to you, did you believe in 2003 that DFA was acting
14 illegally by violating the Antitrust Laws?

15 MR. KUNEY: Objection to form.

16 A. No. I did not believe DFA was acting illegally.

17 Q. Based on information available to you, did you
18 believe in 2004 that DFA was acting illegally by violating the
19 Antitrust Laws?

20 MR. KUNEY: Objection to form.

21 A. No. I do not believe DFA was acting illegally.

22 Q. What about in 2005?

1 MR. KUNEY: Same objection.

2 A. No.

3 Q. And would your answer be the same if I asked you
4 each year 2006 to 2010?

5 MR. KUNEY: Same objection.

6 A. Yes. My answer would be the same.

7 Q. Based on the information available to you, did you
8 have any suspicions during the period 2003 to 2010 that DFA
9 might be violating the Antitrust Laws?

10 MR. KUNEY: Objection to form.

11 A. As it relates to me, no. I did not believe DFA was
12 violating Antitrust Laws.

13 Q. Based on the information available to you in 2003,
14 did you have any suspicions that DMS might be violating the
15 Antitrust Laws?

16 MR. KUNEY: Same objection.

17 A. No. I did not have any suspicions that DMS was
18 violating Antitrust Laws.

19 Q. Was the same true in 2004?

20 A. Yes.

21 Q. And would you provide the same answer for each year
22 during the period 2005 to 2010?

1 A. Yes.

2 Q. Is it the case that you have far more information
3 available to you about DFA's activities than the average
4 farmer in the Northeast?

5 MR. KUNEY: Objection to form.

6 A. I as a management representative marketing the milk
7 supplies for the DFA Northeast Area Council, I would have more
8 information about how the milk is marketed, so I would have
9 more information than a DFA member in the Northeast.

10 Q. Was it also the case that during the period 2003 to
11 2010, you had far more information about the activities of DMS
12 relating to the supply and sale of milk than the average
13 farmer in the Northeast?

14 MR. KUNEY: Objection to form.

15 A. Again, as a management representative working for
16 the farmers and DMS and DFA, I would have more information on
17 how the milk is being marketed than the average farmer.

18 Q. And based on all the information that you had,
19 either based on the work you were doing or on information out
20 of the public domain, is it the case that you didn't entertain
21 any suspicions during the period 2003 to 2010 that -- or
22 strike that. Let's take the period -- start with the question

1 over. Is it the case that based on all the information that
2 was available to you and all the information in the public
3 domain that you didn't entertain any suspicions during the
4 period 1999 to 2010 that DFA might be violating the Antitrust
5 Laws?

6 MR. KUNEY: Objection to form.

7 A. No. I had no suspicions that they were violating
8 Antitrust Laws.

9 Q. And would the same answer be true in the case of
10 DMS?

11 A. Yes. The answer would be the same.

12 Q. Agri-Mark is a cooperative that competes with DFA?

13 A. We would have to define competition. Agri-Mark is a
14 major cooperative in the Northeast. We both solicit farms in
15 the Northeast. Agri-Mark has cheese businesses that
16 manufacture product. DFA manufactures product.

17 Q. Do you regard Agri-Mark as a competitor of DFAs?

18 A. Yes.

19 Q. Was DFA aware in 2003 that Agri-Mark was approaching
20 farmers to solicit their business?

21 A. Agri-Mark solicits farms in the Northeast on a
22 routine basis. It wasn't just 2003. But yes, I'm aware that