UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division

STEVES AND SONS, INC., Plaintiff,	)	Civil Action No. 3:16-CV-00545-REP
v.	)	
JELD-WEN, INC., Defendant.	)	

STATEMENT OF INTEREST OF THE UNITED STATES OF AMERICA REGARDING EQUITABLE RELIEF

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Makan Delrahim, Assistant Att'y Gen., Antitrust Div., U.S. Dep't of Justice, Antitrust and Deregulation, Remarks as Prepared for Am. Bar Ass'n Antitrust Section Fall Forum 12 (Nov. 16, 2017), https://www.justice.gov/opa/speech/file/1012086/download.. 5

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INTEREST OF THE UNITED STATES

The United States respectfully submits this statement pursuant to 28 U.S.C. § 517, which permits the Attorney General to direct any officer of the Department of Justice to attend to the interests of the United States in any case pending in a federal court. The United States enforces the federal antitrust laws and has a strong interest in ensuring that remedies for antitrust violations restore competition to the market. The United States files this statement to express its strong policy preference for structural relief in the form of divestiture to remedy anticompetitive mergers in its cases, and to explain how the Antitrust Division of the U.S. Department of Justice determines whether a particular divestiture likely would restore competition in a market.

SUMMARY OF ARGUMENT

Divestiture is "the most important of antitrust remedies." *United States v. E.I. du Pont de Nemours & Co.*, 366 U.S. 316, 331 (1961). A divestiture of assets, particularly an ongoing business, normally is the best way to preserve and restore competition in the relevant market threatened by, or already harmed by, an anticompetitive merger. The Antitrust Division strongly prefers structural relief in the form of a divestiture to remedy an anticompetitive merger. Where appropriate in light of equitable principles, a court may likewise order divestiture when the plaintiff is a private party. *California v. Am. Stores Co.*, 495 U.S. 271, 296 (1990). To be successful, divested assets must be placed in the hands of an independent buyer that has the experience, financial means, incentive, and intention of operating the divested assets as an effective competitor.

Before granting Steves' motion for an order of divestiture, the Court should determine—either by itself or with the assistance of a special master—which assets are needed to form a viable business, identify and vet a divestiture buyer likely to run that business independently as a

vigorous competitor, and reject any encumbrances, or divestiture proposal, that would threaten the restoration of lost competition.

BACKGROUND

JELD-WEN is a vertically integrated manufacturer of molded interior doors and doorskins (the largest input cost of a molded interior door). In 2012, JELD-WEN acquired Craftmaster Manufacturing Inc. (CMI), a manufacturer of molded doorskins. In June 2016, plaintiff Steves & Sons, Inc. (Steves), a rival manufacturer of molded doors, which buys its doorskins primarily from JELD-WEN, filed a complaint alleging that JELD-WEN's acquisition of CMI has and will continue to "substantially . . . lessen competition, or . . . tend to create a monopoly in the markets for interior molded doorskins" in violation of Section 7 of the Clayton Act. Pl.'s Compl. at ¶ 176, ECF No. 1 (June 29, 2016). The case was tried to a jury, which found JELD-WEN's acquisition of CMI violated Section 7.[1] The jury awarded Steves $12,151,873 in damages for past antitrust injury and $46,480,581 in damages for future lost profits. Verdict Form, ECF No. 1022 (Feb. 15, 2018).

As an alternative to the jury's award of future lost profits, Steves now seeks equitable relief under Section 16 of the Clayton Act in the form of a divestiture by JELD-WEN of the doorskins manufacturing facility in Towanda, Pennsylvania that JELD-WEN acquired through CMI. Pl.'s Mot. For Equitable Relief, ECF No. 1191 (Mar. 13, 2018). JELD-WEN opposes this

[1] The Antitrust Division takes no position on the jury's liability determination. Because the parties to this action have chosen to make this information public, the Antitrust Division confirms that it investigated this transaction, and did not take any enforcement action. As the Division has explained, however, no inference should be drawn in this private action based upon the Antitrust Division's decision not to take enforcement action. Letter from Maribeth Petrizzi, Chief, Defense, Industrials, and Aerospace Section, Antitrust Division, U.S. Dep't of Justice to Glenn D. Pomerantz, Munger, Tolles & Olson LLP and Lawrence E. Buterman, Latham & Watkins LLP (Dec. 5, 2017).

divestiture. Def.'s Opp'n. to Pl.'s Mot. For Equitable Relief, ECF No. 1285 (Mar. 27, 2018). Steves proposes that the Court issue a judgment that would order divestiture of the Towanda facility from JELD-WEN to a "willing independent competitor." Pl.'s Separate Br. Addressing the Mechanics and Functionality of a Divestiture Remedy at 6, ECF No. 1607 (May 15, 2018) (quoting *California v. Am. Stores Co.*, 495 U.S. 271, 285 (1990)). Steves also proposes that the Court require JELD-WEN to grant the buyer an irrevocable and paid-up license to JELD-WEN's intellectual property related to operating the Towanda facility, in existence at the time of the divestiture, *id.* at Ex. A § VII.B; require JELD-WEN to provide transitional services to the buyer for two years, *id.* at § III.E; allow the buyer to offer to hire any JELD-WEN employee, *id.* at §§ VI.E-F; require the buyer to enter into an eight-year supply agreement with Steves on terms and prices based on Steves' current supply agreement with JELD-WEN, *id.* at §§ III.F, IV.H; and require the buyer to enter into a limited two-year interim supply agreement with JELD-WEN, *id.* at § VI.J.

ARGUMENT

I. THE BEST EQUITABLE REMEDY FOR AN ANTICOMPETITIVE MERGER IS RESTORATION OF COMPETITION BY DIVESTITURE OF A VIABLE BUSINESS ENTITY TO AN INDEPENDENT BUYER

Section 7 of the Clayton Act prohibits mergers or acquisitions "where in any line of commerce or . . . in any section of the country, the effect of such acquisition may be substantially to lessen competition, or tend to create a monopoly." 15 U.S.C. § 18; *Brown Shoe Co. v. United States*, 370 U.S. 294, 323 (1962). When a defendant is found to have violated Section 7, a court may grant a private plaintiff equitable relief under Section 16 of the Clayton Act. 15 U.S.C. § 26 ("Any person, firm, corporation, or association shall be entitled to sue for and have injunctive relief . . . against threatened loss or damage by a violation of the antitrust laws.").

1. Restoring competition is the "key to the whole question of an antitrust remedy." *United States v. E.I. Du Pont de Nemours & Co.*, 366 U.S. 316, 326 (1960); *see Ford Motor Co. v. United States*, 405 U.S. 562, 573 (1971). An antitrust remedy must promote competition generally, rather than protect or favor specific competitors. *See Brown Shoe*, 370 U.S. at 320; *Brunswick Corp. v. Pueblo Bowl-O-Mat, Inc.*, 429 U.S. 477, 488 (1977). This focus on competition enables the antitrust laws "to protect the competitive process as a means of promoting economic efficiency." *Morrison v. Murray Biscuit Co.*, 797 F.2d 1430, 1437 (7th Cir. 1986). And, of course, any remedy should be effective and enforceable. *New York v. Microsoft Corp.*, 224 F. Supp. 2d 76, 137 (D.D.C. 2002), *aff'd sub nom. Massachusetts v. Microsoft Corp.*, 373 F.3d 1199 (D.C. Cir. 2004).

2. In fashioning a remedy, the court should keep in mind that "the purpose of giving private parties . . . [equitable] remedies was not merely to provide private relief, but was to serve as well the high purpose of enforcing the antitrust laws." *Zenith Radio Corp. v. Hazeltine Research, Inc.*, 395 U.S. 100, 130-31 (1969). Therefore, the "availability [of equitable relief] should be 'conditioned by the necessities of the public interest which Congress has sought to protect.'" *Id.* (quoting *Hecht Co. v. Bowles*, 321 U.S. 321, 330 (1944)). And remedies available under Section 16, "like other equitable remedies, [are] flexible and capable of nice 'adjustment and reconciliation between the public interest and private needs as well as between competing private claims.'" *Id.* (quoting *Hecht*, 321 U.S at 329-30).

3. Divestiture is structural relief "designed to protect the public interest." *Du Pont*, 366 U.S. at 326. "It is simple, relatively easy to administer, and sure." *Id.* at 331. To the extent possible, a properly crafted divestiture restores the competition eliminated by the merger and thus uniquely serves the purposes of Section 7 of the Clayton Act, which prohibits acquisitions

that may substantially lessen competition. Divestiture "should always be in the forefront of a court's mind when a violation of § 7 has been found." *Id.*

4. To remedy an anticompetitive merger, the Antitrust Division strongly prefers structural relief in its cases because it is the best way to restore competition to the market. Makan Delrahim, Assistant Att'y Gen., Antitrust Div., U.S. Dep't of Justice, Remarks at Competition and Deregulation Roundtable No. 2, 2-3 (Apr. 26, 2018). Divestiture of an existing business "preserves separate control, and leaves open the opportunity for independent innovation and collaboration through arms' length transactions." *Id.* at 5.

By contrast, equitable remedies that are purely behavioral (often referred to as conduct remedies) "generally are not favored in merger cases because they tend to entangle the Division and the courts in the operation of a market on an ongoing basis and impose direct, frequently substantial, costs upon the government and public that structural remedies can avoid." Makan Delrahim, Assistant Att'y Gen., Antitrust Div., U.S. Dep't of Justice, Antitrust and Deregulation, Remarks as Prepared for Am. Bar Ass'n Antitrust Section Fall Forum 12 (Nov. 16, 2017) (citing Antitrust Division Policy Guide to Merger Remedies (Oct. 2004)); *see St. Alphonsus Med. Ctr.-Nampa, Inc. v. Saint Luke's Health Sys., Ltd.*, 778 F.3d 775, 793 (9th Cir. 2015) (explaining that behavioral remedies "risk excessive government entanglement in the market"); *Promedica Health Sys., Inc. v. FTC*, 749 F.3d 559, 573 (6th Cir. 2014) (noting that "there are usually greater long term costs associated with monitoring the efficacy of a conduct remedy than with imposing a structural solution").

5. Consequently, divestiture has long been "the preferred remedy for an illegal merger or acquisition," in actions brought by the government. *California v. Am. Stores Co.*, 495 U.S. 271, 280-81 (1990). And nearly 30 years ago, the Supreme Court determined that private parties

could similarly pursue divestiture as an equitable remedy under Section 16 of the Clayton Act to prevent a merger from causing future economic harm. *Id.* at 283. Because Section 16 authorizes a "private divestiture remedy *when appropriate in light of equitable principles*" it "fits well in [the U.S.] statutory scheme that favors private enforcement, subjects mergers to searching scrutiny, and regards divestiture as the remedy best suited to redress the ills of an anticompetitive merger." *Id.* at 283-85 (emphasis added). But, the Supreme Court has cautioned that the power to order a divestiture in a private case "does not mean that such power should be exercised in every situation in which the Government would be entitled to such relief." *Id.* at 295.[2]

6. Divestiture has been an effective remedy in consummated mergers challenged by the Antitrust Division. *See, e.g.*, Modified Final Judgment, *United States v. Parker-Hannifin Corp.*, No. 17-1354 (D. Del. Apr. 30, 2018) (consent divestiture of aviation filtration business without trial to remedy loss of competition alleged in complaint under Section 7, submitted for court approval 10 months after consummated merger); Third Amended Final Judgment, *United States v. Bazaarvoice*, No. 13-133 (N.D. Cal. Dec. 2, 2014), Competitive Impact Statement, *id.*, (divestiture of business following court determination of Section 7 violation, complaint filed 7 months after acquisition). Although "resurrecting a business when the assets were commingled post-merger [is] much more difficult," divestiture remedies often can restore competition, particularly where the assets to be divested are not fully integrated and contracts can be used to

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[2] JELD-WEN has argued that divestiture is not appropriate in this case in light of other equitable defenses. The Supreme Court has recognized that "equitable defenses such as laches, or perhaps 'unclean hands' may protect consummated transactions from belated attacks by private parties when it would not be too late for the Government to vindicate the public interest." *California v. Am. Stores Co.*, 495 U.S. 271, 296 (1990). The United States takes no position on the applicability of those defenses here.

facilitate the divestiture buyer's entry. The FTC's Merger Remedies 2006-2012: A Report of the Bureaus of Competition and Economics 19 (Jan. 2017).

II. THE ANTITRUST DIVISION'S ANALYTICAL FRAMEWORK CAN HELP ENSURE THAT A DIVESTITURE WILL RESTORE COMPETITION TO THE RELEVANT MARKET

A. Overview of the Antitrust Division's Divestiture Analytical Framework

Determining how to best restore competition in a particular market is necessarily fact-specific and must be tailored to the particulars of the case to redress the specific harm alleged. An effective divestiture addresses the competitive harm caused by the merger and is substantial enough to enable the purchaser to effectively preserve or restore competition. To ensure—to the extent possible—that a divestiture will achieve that goal, the Antitrust Division considers five factors when vetting a proposed divestiture: (1) whether the divestiture assets are sufficient to create a business that will replace lost competition; (2) whether the divestiture buyer has the incentive to compete in the relevant market; (3) whether the divestiture buyer has the business acumen, experience, and financial ability to compete in the relevant market in the future; (4) whether the divestiture itself is likely to cause competitive harm; and (5) whether the asset sale is structured to enable the buyer to emerge as a viable competitor.

1. *Assessing the sufficiency of the divestiture.* To ensure that the buyer will be able to compete successfully in the market, the Antitrust Division strongly prefers the divestiture of a complete business and, when possible, one that has competed successfully in the past as an independent or nearly independent entity. An existing business entity typically has the physical assets, intangible assets, personnel, and infrastructure to compete effectively. The FTC's Merger Remedies 2006-2012 at 21-22.

If that is not possible, the divestiture package, at a minimum, must include the critical tangible and intangible assets the new business will need to compete successfully in the relevant market. Critical assets for a divestiture business are generally the physical assets, such as plants and equipment used to produce the relevant product, and intangible assets such as intellectual property rights, know-how, and customer lists and contracts. These assets must be sufficient to create a business that will be competitive over the long term.

2. *Assessing the potential buyer's incentive to compete.* In order to examine the incentives of the buyer of the assets to be divested, the Antitrust Division vets the buyer before the sale. The Division considers whether the purchase price of divestiture assets reflects the buyer's intent to invest in the divestiture business. The Division also examines the buyer's business plans to confirm that the buyer intends to grow the business through further investment, to pursue new business opportunities and customers, and to compete effectively.

In addition, the Antitrust Division considers whether the potential buyer has other relationships with the seller of the assets that might reduce the incentive of the potential buyer to compete aggressively or grow the business. Short-term transition agreements that enable the buyer to take over existing business with minimal disruption may enable the buyer to restore lost competition more quickly. But the divestiture remedy could not be fully successful if it established a long-term relationship between the buyer and seller that would weaken the buyer as a competitor. Competition could suffer significantly, if, for example, over the long-term, agreements related to critical inputs raise the buyer's marginal costs, could be terminated at any time, provide the seller with confidential business information, or otherwise undermine the incentive or ability of the buyer to succeed as an independent competitor.

3. *Assessing the potential buyer's business acumen, experience, and financial ability to compete in the future.* As part of its vetting of a potential buyer, the Antitrust Division examines that buyer's experience in the relevant market or a related market, as well as the management team or key employees upon which the business likely would rely. The Division also examines the buyer's financial statements, business plans for the divestiture assets, including plans for physical assets, plans for long-term investments such as research and development, and strategic goals. The Division discusses the purported reasons for the acquisition and the proposed business strategy to compete in the relevant market with the potential buyer's key business representatives. The Division looks for gaps in the proposed business strategy, such as distribution or transportation networks, and assesses whether a potential buyer can fill those gaps so as to be an effective competitor. The Division also typically contacts key customers to solicit their views about the capabilities and incentives of the potential buyer to compete in the relevant market.

4. *Assessing the potential for competitive harm.* A divestiture intended to restore competition in a market must not itself become a source of competitive harm. For example, the Antitrust Division would not approve the sale of a divested business to a potential buyer if it were already a significant competitor in a relevant market and the divestiture itself would reduce competition. The identity of the buyer, in particular, is critical to making this assessment.

5. *Structuring the divestiture.* The Antitrust Division examines the structure of the divestiture assets sale to ensure that the divestiture business is held separate during the pendency of the divestiture or preserved in a commercially reasonable manner by the seller, depending upon whether the merger was consummated and to what extent the divestiture assets can be independently operated prior to sale. While the sale of divestiture assets is pending, the Division

considers whether sufficient funding and experienced leadership are available to preserve and sustain the operation of the divestiture assets as a viable business. In cases where the relevant market or the divestiture assets are complex or unusual, the Division might also require that an operating trustee be appointed to oversee the assets during the divestiture sales process. The Division also ensures that the seller is not financing the sale to avoid entanglements between the seller and the buyer. Finally, the Division includes post-sale reporting and inspection requirements, to permit the Division to ensure that the seller and buyer comply with their divestiture commitments.

B. Aspects of the Proposed Divestiture and Other Requested Relief May Be Inconsistent With the Goal of Restoring Competition Lost By the Merger

The Antitrust Division has not determined whether a divestiture could restore lost competition here, nor has it conducted a detailed assessment of the divestiture proposed by Steves. We note, however, that a potential buyer has not been identified or consulted about the proposed terms of the divestiture. Pl.'s Proposed Findings of Fact & Conclusions of Law at 41, ECF No. 1603 (May 15, 2018). Neither party to a private action can be expected to advocate for the interests of a potential buyer when the buyer's interest diverges from their own, as it almost certainly will. Even a financially stable and savvy potential buyer could find it difficult to succeed under the conditions preferred by a major customer (in this case, Steves) or one of its primary competitors (in this case, JELD-WEN). *See* Pl.'s Post-Hearing Mem. Requesting Equitable Relief at 29, ECF No. 1605 (May 15, 2018) (inviting JELD-WEN to propose modifications to the divestiture order Steves' has proposed). We further note that several aspects of the proposed divestiture appear particularly inconsistent with the goal of restoring lost competition.

For example, Steves has indicated it intends to bid for the divested assets. Pl.'s Post-Hearing Mem. Requesting Equitable Relief at 28 n.12, ECF No. 1605 (May 15, 2018). If the divestiture buyer is Steves—rather than an independent third-party—that would leave only three major doorskin manufacturers, all of which would be vertically integrated. The remaining door makers would have no independent suppliers from which to purchase doorskins, and could be competitively disadvantaged by the divestiture to a rival with which they compete in the molded door market.

In addition, Steves has proposed that the buyer be required to offer an eight-year supply agreement to Steves, modeled on Steves' current supply agreement with JELD-WEN. Pl.'s Separate Br. Addressing Mechanics and Functionality of a Divestiture Remedy Ex. A at § V.H, ECF No. 1607, (May 15, 2018). The long-term supply agreement would require that the buyer abide by a pre-2012 price formula and other terms for the sale of its primary product, doorskins. Forcing the divestiture buyer to abide by price terms it did not negotiate and which likely do not reflect the commercial realities of 2018, threatens to undermine the viability of the divestiture business. In any event, rather than allowing prices to be set through the competitive process, it places the Court in the role of price setter, a result that a divestiture remedy is meant to avoid.

Moreover, Steves proposes that the divestiture buyer be limited for two years in the number of doorskins it may sell to JELD-WEN from the Towanda plant. *Id.* at § VI.J. Barring the buyer from maximizing its sales by prohibiting it from supplying a significant customer in the market could likewise threaten the viability of the divestiture buyer and distort competition on price and quality.

CONCLUSION

Should this Court determine that it is appropriate to grant equitable relief based on the record in this case, it should do so only if it can grant structural relief in the form of a divesture of an independent doorskin business to an independent buyer with the ability and incentive to operate as a vigorous competitor in the doorskin market.

June 6, 2018

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CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of June, 2018, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system, which will send a notification of such filing (NEF) to all counsel of record in this matter.

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