

**PUBLIC**

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**

**In the Matter of**

**The Kroger Company,**

and

**Albertsons Companies, Inc.,**  
Respondents.

**Docket No. 9428**

**UNOPPOSED MOTION OF NON-PARTY HERITAGE GROCERS COMPANY, LLC  
FOR EXTENSION OF TIME TO MOVE TO QUASH OR LIMIT SUBPOENA**

Non-party Heritage Grocers Company, LLC (“Heritage”), by and through its undersigned counsel, hereby moves, pursuant to Rules 3.22, 3.34, and 4.3 of the Federal Trade Commission’s (“FTC”) Rules of Practice for Adjudicative Proceedings, for a two-week extension of time, to move to quash or limit or otherwise respond to the subpoena duces tecum (“Subpoena”) served by Complaint Counsel for the FTC in the above-captioned proceeding on April 9, 2024. Complaint Counsel agrees with the relief requested in this motion.

Negotiations between Heritage and Complaint Counsel as to the scope of Heritage’s production has been productive and is ongoing. Heritage requests an extension of the deadline for Heritage to move to limit or quash or otherwise respond to the Subpoena so that Heritage and Complaint Counsel can continue to negotiate and thereby eliminate or narrow any issues that need to be presented to the Court for resolution.

Pursuant to the March 20, 2024 Scheduling Order, the close of discovery is June 11, 2024 and the Hearing will commence on July 31, 2024. Heritage does not believe the requested extension of two weeks will delay the progress of any discovery in these proceedings. And,

**PUBLIC**

Complaint Counsel has agreed through written correspondence that they agree with the relief requested in this motion.

**WHEREFORE**, for good cause shown, Heritage respectfully requests that Your Honor grant the requested relief and extend to May 10, 2024, Heritage's deadline to respond to the Motion, pursuant to 16 C.F.R. § 4.3(b).

\* \* \*

Dated: April 30, 2024

Respectfully submitted,

/s/ Minna Naranjo

Minna Lo Naranjo

Morgan, Lewis & Bockius LLP

One Market, Spear Street Tower

San Francisco, CA 94105

Telephone: 415.442.1000

Email: [minna.naranjo@morganlewis.com](mailto:minna.naranjo@morganlewis.com)

*Counsel for Heritage Grocers Company, LLC*

**PUBLIC**

**UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**

**In the Matter of**

**The Kroger Company,**

and

**Albertsons Companies, Inc.,**  
Respondents.

**Docket No. 9428**

**[PROPOSED] ORDER GRANTING UNOPPOSED MOTION FOR EXTENSION OF  
TIME**

On April 30, 2024, non-party Heritage Grocers Company, LLC (“Heritage”) filed an Unopposed Motion of Non-Party Heritage Grocers Company, LLC for Extension of Time to Move to Quash or Limit Subpoena (“Heritage’s Motion”) seeking to extend the deadline for it to file a Motion to Quash or Limit or otherwise respond to the subpoena duces tecum (“Subpoena”) served by Complaint Counsel on April 9, 2024. Heritage states that Complaint Counsel and Heritage are engaged in ongoing discussions as to the scope of the requested document production and that further discussions may narrow or eliminate areas of dispute. Heritage further states that Complaint Counsel does not oppose the extension requested in the Motion.

FTC Rule 4.3(b) authorizes the Administrative Law Judge to extend any time limit prescribed by the rules “[for]or good cause shown.” 16 C.F.R. § 4.3(b). Based on the representation in the Motion, Heritage has demonstrated good cause for the requested extension. Accordingly, the Motion is GRANTED. It is hereby ORDERED that Heritage’s deadline to file a motion to quash or limit Complaint Counsel’s subpoena is extended to May 10, 2024.

ORDERED:

---

D. Michael Chappell

Chief Administrative Law Judge

Date: April 30, 2024

**PUBLIC**

**CERTIFICATE OF SERVICE**

I hereby certify that on April 30, 2024, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

April Tabor  
Secretary  
Federal Trade Commission  
600 Pennsylvania Ave., NW, Rm. H-113  
Washington, DC 20580  
[ElectronicFilings@ftc.gov](mailto:ElectronicFilings@ftc.gov)

The Honorable D. Michael Chappell  
Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Ave., NW, Rm. H-110  
Washington, DC 20580

I also certify that on April 30, 2024, I caused the foregoing document to be served via email to:

Charles Dickinson  
James H. Weingarten  
Emily Blackburn  
Paul Frangie  
Laura Hall  
Janet Kim  
Kenneth A. Libby  
Eric Olson  
Rohan Pai  
Harris Rothman  
Albert Teng  
Elizabeth Arens  
Jacob Hamburger  
Joshua Smith  
Katherine Bies  
Lily E. Hough  
Katharine Drummonds  
Federal Trade Commission  
600 Pennsylvania Ave., NW  
Washington, DC 20580  
Email: [cdickinson@ftc.gov](mailto:cdickinson@ftc.gov)

**PUBLIC**

[jweingarten@ftc.gov](mailto:jweingarten@ftc.gov)  
[eblackburn@ftc.gov](mailto:eblackburn@ftc.gov)  
[pfrangie@ftc.gov](mailto:pfrangie@ftc.gov)  
[lhall1@ftc.gov](mailto:lhall1@ftc.gov)  
[jkim3@ftc.gov](mailto:jkim3@ftc.gov)  
[klibby@ftc.gov](mailto:klibby@ftc.gov)  
[eolson@ftc.gov](mailto:eolson@ftc.gov)  
[rpai@ftc.gov](mailto:rpai@ftc.gov)  
[hrothman@ftc.gov](mailto:hrothman@ftc.gov)  
[ateng@ftc.gov](mailto:ateng@ftc.gov)  
[earens@ftc.gov](mailto:earens@ftc.gov)  
[jhamburger1@ftc.gov](mailto:jhamburger1@ftc.gov)  
[jsmith3@ftc.gov](mailto:jsmith3@ftc.gov)  
[kbies@ftc.gov](mailto:kbies@ftc.gov)  
[lthough@ftc.gov](mailto:lthough@ftc.gov)  
[kdrummonds@ftc.gov](mailto:kdrummonds@ftc.gov)

*Counsel Supporting the Complaint*

Michael B. Bernstein  
Matthew Wolf  
Sonia Pfaffenroth  
Joshua Davis  
Michael Kientzle  
Jason Ewart  
Yasmine Harik  
Christina Cleveland  
John Holler  
Arnold & Porter Kaye Scholer LLP  
601 Massachusetts Ave, NW  
Washington, DC 20001  
Telephone: 202.942.5227  
Email: [Michael.b.bernstein@arnoldporter.com](mailto:Michael.b.bernstein@arnoldporter.com)  
[Matthew.wolf@arnoldporter.com](mailto:Matthew.wolf@arnoldporter.com)  
[Sonia.pfaffenroth@arnoldporter.com](mailto:Sonia.pfaffenroth@arnoldporter.com)  
[Joshua.davis@arnoldporter.com](mailto:Joshua.davis@arnoldporter.com)  
[Michael.kientzle@arnoldporter.com](mailto:Michael.kientzle@arnoldporter.com)  
[Jason.ewart@arnoldporter.com](mailto:Jason.ewart@arnoldporter.com)  
[Yasmine.harik@arnoldporter.com](mailto:Yasmine.harik@arnoldporter.com)  
[John.holler@arnoldporter.com](mailto:John.holler@arnoldporter.com)

Mark Perry  
Luke Sullivan  
Weil, Gotshal & Manges LLP  
2001 M Street, NW, Suite 600  
Washington, DC 20036  
Telephone: 202.682.7511  
[Mark.perry@weil.com](mailto:Mark.perry@weil.com)

**PUBLIC**

[Luke.sullivan@weil.com](mailto:Luke.sullivan@weil.com)

Luna Barrington  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue New York, NY 10153  
Telephone: 212.310.8421  
[Luna.barrington@weil.com](mailto:Luna.barrington@weil.com)

Bambo Obaro  
Weil, Gotshal & Manges LLP  
201 Redwood Shores Parkway  
Redwood Shores, CA 94065  
[Bambo.obaro@weil.com](mailto:Bambo.obaro@weil.com)

*Counsel for Albertsons Companies, Inc.*

Michael Schaper  
Shannon R. Selden  
J. Robert Abraham  
Natascha Born  
Jaime Freilich-Fried  
Marieugenia Cardenas  
Tom E. Buckley  
Heather T. Mehler  
Marie Ventimiglia  
Debevoise & Plimpton LLP  
66 Hudson Boulevard  
New York, NY 10001  
Telephone: 212.909.6737  
[mschaper@debevoise.com](mailto:mschaper@debevoise.com)  
[srselden@debevoise.com](mailto:srselden@debevoise.com)  
[jrabraham@debevoise.com](mailto:jrabraham@debevoise.com)  
[nborn@debevoise.com](mailto:nborn@debevoise.com)  
[jmfried@debevoise.com](mailto:jmfried@debevoise.com)  
[mcardena@debevoise.com](mailto:mcardena@debevoise.com)  
[tebuckley@debevoise.com](mailto:tebuckley@debevoise.com)  
[htmehler@debevoise.com](mailto:htmehler@debevoise.com)  
[msventim@debevoise.com](mailto:msventim@debevoise.com)

Edward Hassi  
Debevoise & Plimpton LLP  
801 Pennsylvania Avenue, NW  
Washington, DC 20004  
Telephone: 212.383.8135  
Email: [thassi@debevoise.com](mailto:thassi@debevoise.com)

Mike Cowie

**PUBLIC**

James Fishkin  
Dechert LLP  
1900 K Street, NW  
Washington, DC 20006  
Telephone: 202.261.3339  
[James.fishkin@dechert.com](mailto:James.fishkin@dechert.com)

Thomas Miller  
Dechert LLP  
Cira Centre 2929 Arch Street  
Philadelphia, PA 19104  
Telephone: 215.994.2906  
[Thomas.miller@dechert.com](mailto:Thomas.miller@dechert.com)

George L. Paul  
White & Case LLP  
701 13th Street, NW  
Washington, DC 20005  
Telephone: 202.626.3656  
[gpaul@whitecase.com](mailto:gpaul@whitecase.com)

*Counsel for The Kroger Company*

By: s/ Minna Naranjo  
Minna Lo Naranjo

*Counsel for Heritage Grocers Company, LLC*