

S - John V here. Substantial progress this weekend and still at it. Would like to report to you on status. Could talk any time tonight. Let me know if you are available

I will call you around 930p.

sounds great. Preview: down to two issues. Would like to meet in the a.m. and brief you and Neil.

For purposes of scheduling, I have meeting a at 11 and 3, but otherwise available. Thanks Svetlana.

From: [DeLorme, Christine Lee](#)
To: [McSweeny, Terrell P.](#)
Subject: Fwd: Follow up Briefing
Date: Saturday, April 02, 2016 8:52:58 PM
Attachments: [image001.jpg](#)

From: "Leibowitz, Jon" <jon.leibowitz@davispolk.com>
Subject: Follow up Briefing
Date: 02 April 2016 20:30
To: "DeLorme, Christine Lee" <cdelorme@ftc.gov>, "Tzucker, Joshua" <jtzucker@ftc.gov>
Cc: "Alan Hoffman (AlanH@herbalife.com)" <AlanH@herbalife.com>, "Henry Wang (henryw@herbalife.com)" <henryw@herbalife.com>

Hey There,

Alan, Henry and I are available any time Tuesday morning and in the afternoon until 2:30. Let us know what works best and we will go from there. We will let you know if we are bringing anyone else.

Enjoy the weekend.

Jon

Jon Leibowitz

Davis Polk & Wardwell LLP
901 15th Street NW
Washington, DC 20005

202 962 7050 tel
jon.leibowitz@davispolk.com



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From: DeLorme, Christine Lee [<mailto:cdelorme@ftc.gov>]
Sent: Friday, April 01, 2016 10:48 AM
To: Leibowitz, Jon
Subject: RE: Standardized Receipts

Jon,

Josh and I are available this afternoon except for between 3-4pm, and also Monday after 11:30am.

Christine

From: Leibowitz, Jon [<mailto:jon.leibowitz@davispolk.com>]
Sent: Thursday, March 31, 2016 6:35 PM
To: DeLorme, Christine Lee

Subject: RE: Standardized Receipts

We'll have the economist who helped design the offer come in to speak with you. (Now I understand why I had difficulty explaining it.)

Inclined to offer the briefing to the other Commissioners offices but want to chat with you first.

Best & thanks,

Jon

Jon Leibowitz

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901 15th Street NW
Washington, DC 20005

202 962 7050 tel
jon.leibowitz@davispolk.com



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From: DeLorme, Christine Lee [<mailto:cdelorme@ftc.gov>]

Sent: Wednesday, March 30, 2016 8:02 PM

To: Leibowitz, Jon

Subject: Re: Standardized Receipts

I just got home so you can call me at (b)(6)

On: 30 March 2016 19:08, "Leibowitz, Jon" <jon.leibowitz@davispolk.com> wrote:

Ah, but might I call you?

I want to give you a brief update (*which I am certain will help satisfy your virtually insatiable curiosity*).

And if so, which of your two cell phones would be the correct one to call?

Best,

Jon

Jon Leibowitz

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Washington, DC 20005

202 962 7050 tel
jon.leibowitz@davispolk.com

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From: DeLorme, Christine Lee [<mailto:cdelorme@ftc.gov>]

Sent: Wednesday, March 30, 2016 5:36 PM
To: Leibowitz, Jon
Subject: RE: Standardized Receipts

No need – thanks!

From: Leibowitz, Jon [<mailto:jon.leibowitz@davispolk.com>]
Sent: Wednesday, March 30, 2016 5:30 PM
To: DeLorme, Christine Lee
Subject: Re: Standardized Receipts

(b)(3):6(f),(b)(3):21(f),(b)(4)

Jon

Sent from my iPhone

On Mar 30, 2016, at 3:56 PM, DeLorme, Christine Lee <cdeLorme@ftc.gov> wrote:

I don't think I had a specific second question – although I am interested in how you worked out (b)(3):6(f),(b)(4)

Thanks,
Christine

From: Leibowitz, Jon [<mailto:jon.leibowitz@davispolk.com>]
Sent: Wednesday, March 30, 2016 3:46 PM
To: DeLorme, Christine Lee
Subject: Standardized Receipts

Hi Christine,

(b)(3):6(f),(b)(3):21(f),(b)(4)

Best,

Jon

Jon Leibowitz

Davis Polk & Wardwell LLP
901 15th Street NW
Washington, DC 20005

202 962 7050 tel
jon.leibowitz@davispolk.com

<image001.jpg>

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From: DeLorme, Christine Lee [<mailto:cdelorme@ftc.gov>]
Sent: Wednesday, March 16, 2016 4:13 PM
To: Leibowitz, Jon; Alan Hoffman; McSweeney, Terrell P.
Cc: Saceda, Joneta
Subject: Re: Call

Great, thanks.

On: 16 March 2016 16:11, "Leibowitz, Jon" <jon.leibowitz@davispolk.com> wrote:

No problem, we will see you at 9:30.

Jon & Alan

Jon Leibowitz

Davis Polk & Wardwell LLP
901 15th Street NW
Washington, DC 20005

202 962 7050 tel
jon.leibowitz@davispolk.com

<image001.jpg>

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From: DeLorme, Christine Lee [<mailto:cdelorme@ftc.gov>]
Sent: Wednesday, March 16, 2016 3:59 PM
To: Alan Hoffman; McSweeney, Terrell P.
Cc: Saceda, Joneta; Leibowitz, Jon
Subject: Re: Call

Alan,

Good to hear. I can make it at 9 if necessary, but is there any chance you could do 10 or even 9:30 instead? (I've got a lot of St. Patrick's day prep tasks to deal with in the am).

Christine

On: 16 March 2016 15:53, "Alan Hoffman" <AlanH@herbalife.com> wrote:

Christine: We had a really positive and productive meeting with staff. Would love to come in and tell you about it tomorrow at 9 am if you have a few moments.

Alan Hoffman | Executive Vice President | Global Corporate Affairs

Herbalife Nutrition | 800 West Olympic Blvd, Suite 406, Los Angeles, CA 90015
Direct [213 745 0585](tel:213.745.0585) | Mobile (b)(6) | Fax [213 765 9885](tel:213.765.9885) | alanh@herbalife.com

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From: "McSweeny, Terrell P." <tmcsweeny@ftc.gov>

Date: Wednesday, March 16, 2016 at 11:36 AM

To: Alan Hoffman <alanh@herbalife.com>, "DeLorme, Christine Lee" <cdeLorme@ftc.gov>

Cc: "Saceda, Joneta" <jsaceda@ftc.gov>, Jon Leibowitz <jon.leibowitz@davispolk.com>

Subject: Re: Call

Folks - I can't do tmrw morning. Although I'm happy for you to talk to Christine and Josh then.

On: 16 March 2016 15:33, "Alan Hoffman" <AlanH@herbalife.com> wrote:
If it works for you, why don't we come in tomorrow at 9 am.

Alan Hoffman | Executive Vice President | Global Corporate Affairs

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From: "DeLorme, Christine Lee" <cdeLorme@ftc.gov>

Date: Wednesday, March 16, 2016 at 10:27 AM

To: Alan Hoffman <alanh@herbalife.com>, "McSweeny, Terrell P." <tmcsweeny@ftc.gov>

Cc: "Saceda, Joneta" <jsaceda@ftc.gov>, Jon Leibowitz <jon.leibowitz@davispolk.com>

Subject: Re: Call

Of course.

On: 16 March 2016 14:21, "Alan Hoffman" <AlanH@herbalife.com> wrote:
So the team is with staff right now and it might be best to wait until their meeting is completed so we have that intelligence. Don't want to waste your time. OK if I e mail you once the meeting is over?

Alan Hoffman | Executive Vice President | Global Corporate Affairs

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From: "DeLorme, Christine Lee" <cdeLorme@ftc.gov>

Date: Wednesday, March 16, 2016 at 10:12 AM

To: Alan Hoffman <alanh@herbalife.com>, "McSweeny, Terrell P." <tmcsweeny@ftc.gov>

Cc: "Saceda, Joneta" <jsaceda@ftc.gov>

Subject: RE: Call

Alan,

I am available this afternoon if you'd like to chat while Terrell is in transit -- except for between 3-4pm, when I have another call. If you want to set up something for tomorrow when Terrell is back in the office, she is available before 11am and also between 2-3pm. Please let me know what you would prefer.

Thanks,
Christine

From: Alan Hoffman [<mailto:AlanH@herbalife.com>]

Sent: Wednesday, March 16, 2016 2:06 PM

To: McSweeny, Terrell P.

Cc: Saceda, Joneta; DeLorme, Christine Lee

Subject: Re: Call

Happy to do so. And I can push my flight back if necessary.

Best in Boston.

Alan Hoffman | Executive Vice President | Global Corporate Affairs

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Direct [213 745 0585](tel:213.745.0585) | Mobile [\(b\)\(6\)](tel:(b)(6)) | Fax [213 765 9885](tel:213.765.9885) | alanh@herbalife.com

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From: "McSweeney, Terrell P." <tmcsweeney@ftc.gov>
Date: Wednesday, March 16, 2016 at 10:03 AM
To: Alan Hoffman <alanh@herbalife.com>
Cc: "Saceda, Joneta" <jsaceda@ftc.gov>, "DeLorme, Christine Lee" <cdelorme@ftc.gov>
Subject: Re: Call

Thanks for your note. I am actually in Boston today - in theory someone should have picked up your call - sorry you had to leave a VM. I think it may be helpful for my team to learn more about this proposal. Can we set up a call? Copying Christine and Joneta.

On: 16 March 2016 13:47, "Alan Hoffman" <AlanH@herbalife.com> wrote:

Commissioner:

I left a voicemail but I fear your administrative assistant may be out today due to the Metro being closed.

If you have a moment, please give me a call.

(b)(3);6(f),(b)(3);21(f),(b)(4)

(b)(3):6(f),(b)(3):21(f),(b)(4)

If there is anything else causing you concern, call me directly.

(b)(6)

Alan Hoffman | Executive Vice President | Global Corporate Affairs

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around the globe at <http://IAmHerbalife.com/blog>

From: [DeLorme, Christine Lee](#)
To: [McSweeney, Terrell P.](#)
Subject: Fwd: Hi Christine,
Date: Thursday, April 21, 2016 9:12:52 PM
Attachments: [image001.jpg](#)

From: "Leibowitz, Jon" <jon.leibowitz@davispolk.com>
Subject: Hi Christine,
Date: 21 April 2016 19:43
To: "DeLorme, Christine Lee" <cdelorme@ftc.gov>
Cc: "Chang, Alicia Llosa" <alicia.chang@davispolk.com>

Hope all is well.

Would you have time to chat tomorrow afternoon? (b)(3):21(f)

(b)(3):21(f)

Best,

Jon & Alicia

Jon Leibowitz

Davis Polk & Wardwell LLP
901 15th Street NW
Washington, DC 20005

202 962 7050 tel
jon.leibowitz@davispolk.com



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From: [Bintz, Marsa M.](#)
To: [Martinez, Melody](#); [Jabouin, Sheya](#)
Cc: [McSweeney, Terrell \(Terrell.McSweeney@usdoj.gov\)](#); [Leibowitz, Jon](#)
Subject: Scheduling a lunch with Jon Leibowitz and Commissioner McSweeney
Date: Monday, August 08, 2016 4:00:43 PM
Attachments: [image001.jpg](#)

Jon asked that I contact you to set up a lunch during the last part of August. Jon currently is available on Monday, August 22nd or almost anytime the next week of August 9th-September 2nd.

Please let us know if any of these dates work for her schedule.

Thank you for your assistance.

Best,

Marsa M. Bintz
Administrative Assistant

Davis Polk & Wardwell LLP
901 15th Street NW
Washington, DC 20005

202 962 7181 tel
marsa.bintz@davispolk.com



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Greisman, Lois C.

From: Villafranco, John <JVillafranco@KelleyDrye.com>
Sent: Thursday, January 07, 2016 8:36 PM
To: Greisman, Lois C.
Subject: Re:

(b)(5)

(b)(5)

Thank you Lois.

On Jan 7, 2016, at 6:13 PM, Greisman, Lois C. <LGREISMAN@ftc.gov> wrote:

Thanks John. I will be in touch sometime tomorrow afternoon. L

On: 07 January 2016 18:19, "Villafranco, John" <JVillafranco@KelleyDrye.com> wrote:

Lois

Thanks again for meeting yesterday and today, and for the follow-up call. As discussed, I am hoping you will consider recommending that we put off the Bureau Director meeting for two to three weeks. We would like to come back in with Dr. Joseph Farrell on January 13 and continue today's discussion, which I thought contributed significantly to a greater understanding for all. I am hopeful that additional time may reveal a mutually acceptable option, which could lead to a revised counter-proposal. More time will also create additional opportunities for me to speak with you directly, as we continue to explore various options.

As has been acknowledged, the company has been entirely responsive and has engaged in a good faith effort to resolve our differences. While I understand that these conversations can continue following the BD meeting, I am concerned that positions could harden and limited time will make it more difficult to find a way through. Given the magnitude of this matter, the progress that has been made, and the work that remains undone, I believe a short extension would be in everyone's interest.

Thank you for considering this request. I am around tomorrow if you would like to discuss it further.

John

John E. Villafranco

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Washington Harbour, Suite 400
3050 K Street, NW, Washington, DC 20007
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jvillafranco@kelleydrye.com

[Website](#) | [Bio](#) | [Vcard](#) | [Blog](#)

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(b)(5)

Greisman, Lois C.

From: Henry Wang <henryw@herbalife.com>
Sent: Wednesday, February 10, 2016 10:30 PM
To: Greisman, Lois C.
Cc: Andrew Strenio, Jr.; John Villafranco
Subject: Follow-up Questions [confidential]

Lois,

Thank you again for trying to schedule a meeting last week to brainstorm on possible solutions. Following up on our discussions and at your suggestion, below are a few questions that we believe will help crystallize the issues and help us work together to narrow the gap between us.

In addition, we aim to provide a further counterproposal on Friday that we believe addresses Staff's core concerns as identified in Janet's email from last week. We remain available to discuss these matters with you and continue to believe that, given our shared consumer-protection goals, a mutually beneficial resolution remains possible.

Thank you for your attention to this important matter.

Henry.

(b)(3);6(f),(b)(3);21(f),(b)(4)

(b)(3)6(f),(b)(3):21(f),(b)(4)



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Greisman, Lois C.

From: Strenio, Andrew <astrenio@sidley.com>
Sent: Tuesday, July 12, 2016 2:18 PM
To: Greisman, Lois C.
Cc: Henry C. Wang Esq. (HenryW@herbalife.com)
Subject: Letter
Attachments: 07122016140827-0001.pdf

CONFIDENTIAL

Lois, please see the attached.
Andy

ANDREW J. STRENIO, JR.
Partner

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astrenio@sidley.com
www.sidley.com



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immediately.

Todaro, Christine

From: Greisman, Lois C.
Sent: Thursday, February 11, 2016 9:11 AM
To: Ammerman, Janet; Todaro, Christine; Solis, Laura M.; Hanks, Daniel
Cc: Vaca, Monica E.
Subject: FW: Follow-up Questions [confidential]

From: Henry Wang [<mailto:henryw@herbalife.com>]
Sent: Wednesday, February 10, 2016 10:30 PM
To: Greisman, Lois C.
Cc: Andrew Strenio, Jr.; John Villafranco
Subject: Follow-up Questions [confidential]

Lois,

Thank you again for trying to schedule a meeting last week to brainstorm on possible solutions. Following up on our discussions and at your suggestion, below are a few questions that we believe will help crystallize the issues and help us work together to narrow the gap between us.

In addition, we aim to provide a further counterproposal on Friday that we believe addresses Staff's core concerns as identified in Janet's email from last week. We remain available to discuss these matters with you and continue to believe that, given our shared consumer-protection goals, a mutually beneficial resolution remains possible.

Thank you for your attention to this important matter.

Henry.

(b)(3) 6(f), (b)(3) 21(f), (b)(4)

(b)(3) 6(f), (b)(3) 21(f), (b)(4)

(b)(5)

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To: Watson, Shaundra[SWATSON@ftc.gov]
From: Villafranco, John
Sent: Sun 2/21/2016 5:23:06 PM
Importance: Normal
Subject: Re: Scheduling
MAIL_RECEIVED: Sun 2/21/2016 5:23:15 PM

Thank you. Enjoy what is left of your Sunday.

On Feb 21, 2016, at 2:22 PM, Watson, Shaundra <SWATSON@ftc.gov> wrote:

I would be happy to discuss tomorrow. Thanks.

From: Villafranco, John [mailto:JVillafranco@KelleyDrye.com]
Sent: Sunday, February 21, 2016 4:21 PM
To: Watson, Shaundra
Subject: Re: Scheduling

I would appreciate if we could discuss this tomorrow. We are doing our very best to schedule these meetings and have offered a number of options that will ensure this process is completed in a timely manner.

I will call you mid-day.

Thank you

John

On Feb 21, 2016, at 2:12 PM, Watson, Shaundra <SWATSON@ftc.gov> wrote:

We would likely need to stick to the schedule we previously discussed—March 7, March 9, March 10, and March 11, with a possibility of extending it to March 14.

From: Villafranco, John [mailto:JVillafranco@KelleyDrye.com]
Sent: Sunday, February 21, 2016 4:12 PM
To: Watson, Shaundra
Subject: Re: Scheduling

Shaundra

I will check on March 14. Are any of the Commissioners available on March 15 and 16? What about March 17 and 18, or any day the following week?

Let's plan on circling up tomorrow after we have checked calendars.

Thanks again for your help here.

John

On Feb 21, 2016, at 1:54 PM, Watson, Shaundra <SWATSON@ftc.gov> wrote:

John,

This likely won't work for us, and we will likely need to do more than one meeting on each day. Also, would you be available at all on March 14?

Thanks,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]
Sent: Sunday, February 21, 2016 1:27 PM
To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

Thank you for your efforts in coordinating schedules. We will have a large contingent from the company attending and presenting at these meetings, so I understand how difficult it can be to find days that work for so many people.

Our attendees are all available on March 9 and 10. Unfortunately, senior management cannot be present on

March 7. The full contingent is available, however, on March 15 and 16. I know you had hoped to complete the round of meetings by March 11, but I am hoping it will not be a problem to extend three business days into the following week, so that our principal presenters can all be in place. Of course, I understand that you will need to coordinate on your end with the various offices.

As we discussed, we are hoping to meet for two hours, but no less than 90 minutes, and our strong preference is to complete the meetings over four days (and not double up on any one day). This is a matter of critical importance to the Company and to the Commission, and these meetings will be the culmination of two years of staff investigation. I am hopeful that we can arrive at a meeting schedule that will allow all involved to dedicate their complete attention to the matter at hand.

Thank you for your consideration.

John

John E. Villafranco

Kelley Drye & Warren LLP

o: (202) 342-8423 | m: [REDACTED]

jvillafranco@kelleydrye.com

(b)(6)

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]

Sent: Friday, February 19, 2016 2:43 PM

To: Villafranco, John

Subject: RE: Scheduling

John,

Upon further consultation, we could offer either two meetings on March 7 (with Commissioner Ohlhausen and Commissioner McSweeney) and two meetings on March 10 (with Chairwoman Ramirez and Commissioner Brill), or you could meet with Commissioner Ohlhausen on March 7, Commissioner McSweeney on March 9, and Chairwoman Ramirez and Commissioner Brill on March 10. However, if you move Commissioner McSweeney's meeting from March 7 to March 9, she will only have 90 minutes on March 9, as opposed to two hours on March 7. (I will still need to verify whether all of the other Commissioners have two hours available.) Please let me know your final preference.

Kind regards,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]
Sent: Friday, February 19, 2016 1:09 PM
To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

Are there any other options that week? We have a large contingent coming from across the country and our preference was not to double up both days, especially with a two-day gap between meetings.

John

John E. Villafranco

(b)(6)

Kelley Drye & Warren LLP
o: (202) 342-8423 | m: [REDACTED]

jvillafranco@kelleydrye.com

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]
Sent: Friday, February 19, 2016 1:01 PM
To: Villafranco, John
Subject: RE: Scheduling

John,

It turns out that we need to do two on March 7 and two on March 10. I will follow up on whether each Commissioner will do 90 minutes or two hours and get back to you.

Thanks,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]
Sent: Friday, February 19, 2016 1:00 PM
To: Watson, Shaundra
Subject: Scheduling

Shaundra

It looks like the 7th, 9th, and 10th is the better option. I believe you indicated availability for one meeting on 3.7, one on 3.9, and 2 on 3.10. As I mentioned, we are hoping to reserve two hours for each of these meetings.

I would appreciate your confirmation of my understanding and you identification of the sequence of commissioners with whom we will meet. I would also appreciate if you could provide the scheduled times on each of these days.

Thank you for your assistance in getting these meetings on the calendar.

John

John E. Villafranco

Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, NW, Washington, DC 20007
o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydrye.com
[Website](#) | [Bio](#) | [Vcard](#) | [Blog](#)

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To: Watson, Shaundra[SWATSON@ftc.gov]
From: Villafranco, John
Sent: Tue 2/23/2016 10:13:22 PM
Importance: Normal
Subject: RE: Scheduling
MAIL_RECEIVED: Tue 2/23/2016 10:13:32 PM

Oh, Monday mid-morning would be preferred.

John E. Villafranco

Kelley Drye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

john.villafranco@kelleydrye.com

From: Watson, Shaundra [mailto:SWATSON@ftc.gov]
Sent: Tuesday, February 23, 2016 6:21 PM
To: Villafranco, John
Subject: RE: Scheduling

Dear John,

Thank you very much for confirming the availability on March 9, 10, and 11. In regard to the meeting times, as I mentioned earlier, I relayed your request for a two-hour meeting to each office, but the length of the meeting is up to each Commissioner, so I will have to schedule the meetings based on the instructions I have received from each Commissioner. Note that the meeting on March 10 is for two hours; the other three meetings would be 90 minutes.

In regard to March 11, the Chairwoman is not available earlier in the morning, but I could see whether she would be willing to meet during the lunch hour (11:30-1:00). I will get back to you on that issue.

Finally, I understand your preference, but given that the March 7 date does not work on your end, we will have to proceed with scheduling the last meeting on March 14. There is a morning and afternoon slot available—please let me know your preference.

Kind regards,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]
Sent: Tuesday, February 23, 2016 11:37 AM
To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

I have confirmed availability for March 9, 10, and 11. From your email it looks like all of those meetings would be 90 minutes. If there is any way to add another 30 minutes to any or all of those meetings, we would appreciate it sincerely. We are flexible on meeting times on any of those days. If possible, a morning meeting on the 11th would be preferred.

With regard to the fourth meeting, our strong preference would be to do it on March 15, 16, 17, or 18, or any day the following week. If this is an absolute impossibility, we will proceed on the March 14. I appreciate your willingness to explore alternatives to the March 14th date.

Thank you for your continued consideration as we nail this down.

John

John E. Villafranco

Kelley Drye & Warren LLP
t: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydrye.com

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]
Sent: Monday, February 22, 2016 5:53 PM
To: Villafranco, John
Subject: Scheduling

John,

Thank you for speaking with me earlier today. I wanted to follow up with more specific information regarding the upcoming meetings. Here is the current schedule:

March 9, 3:30-5:00

March 10, 9:30-11:30

March 11, 1-2:30 (the time is somewhat flexible if you need a change, but in any case it would be 90 minutes)

With regard to the fourth meeting, as I mentioned earlier today, it would either need to be on March 7 or March 14 for 90 minutes. The timing is flexible on those dates, but we would need to proceed with those dates. The March 7 date is preferable, but we can make March 14 work if necessary.

Kind regards,

Shaundra

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To: Watson, Shaundra[SWATSON@ftc.gov]
From: Villafranco, John
Sent: Thur 3/3/2016 6:23:22 PM
Importance: Normal
MAIL_RECEIVED: Thur 3/3/2016 6:23:35 PM

Shaundra

Just left you a vm regarding next week. Please call when you have a chance. 202.342.8423

Thanks

John

John E. Villafranco

Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, NW, Washington, DC 20007
o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydrye.com
[Website](#) | [Bio](#) | [Vcard](#) | [Blog](#)

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To: Watson, Shaundra[SWATSON@ftc.gov]
From: Villafranco, John
Sent: Thur 3/3/2016 6:27:44 PM
Importance: Normal
Subject: RE: RE:
MAIL_RECEIVED: Thur 3/3/2016 6:28:03 PM

Just jumped on another call. I will be off in 5 minutes. Will call then?

John E. Villafranco

Kelley Drye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydrye.com

From: Watson, Shaundra [mailto:SWATSON@ftc.gov]
Sent: Thursday, March 03, 2016 3:26 PM
To: Villafranco, John
Subject: RE:

Hi John,

I just gave you a call but missed you.

Thanks,

Shaundra

From: Villafranco, John [mailto:JVillafranco@KelleyDrye.com]
Sent: Thursday, March 03, 2016 5:23 PM
To: Watson, Shaundra
Subject:

Shaundra

Just left you a vm regarding next week. Please call when you have a chance. 202.342.8423

Thanks

John

John E. Villafranco

Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, NW, Washington, DC 20007
o: (202) 342-8423 | m: (b)(6)

jjvillafranco@kelleydrye.com
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To: Watson, Shaundra[SWATSON@ftc.gov]
From: Villafranco, John
Sent: Mon 3/7/2016 3:30:25 PM
Importance: Normal
Subject: RE: Scheduling
MAIL_RECEIVED: Mon 3/7/2016 3:30:38 PM

Shaundra

No problem with the start time for the meeting with Commissioner Brill. I will let you know about attendees tomorrow.

John

John E. Villafranco

Kelley Drye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydrye.com

From: Watson, Shaundra [mailto:SWATSON@ftc.gov]
Sent: Monday, March 07, 2016 11:39 AM
To: Villafranco, John
Subject: RE: Scheduling

Dear John,

I wanted to let you know that Commissioner Brill needs to push back the start time for her meeting on Thursday by 15 minutes, which means it will start at 9:45, not 9:30. She is still available for two hours, though.

Also, could you send me a list of the meeting attendees?

Thanks,

Shaundra

From: Villafranco, John [mailto:JVillafranco@KelleyDrye.com]
Sent: Wednesday, February 24, 2016 6:00 PM

To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

Thank you. I will be sure to send a list of attendees once it is finalized.

John

John E. Villafranco

Kelley Dye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydye.com

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]
Sent: Wednesday, February 24, 2016 5:42 PM
To: Villafranco, John
Subject: RE: Scheduling

John,

Thanks very much for your message. I wanted to provide you with the details for the final meeting schedule, included below.

March 9, 3:30-5:00 (Commissioner McSweeney)

March 10, 9:30-11:30 (Commissioner Brill)

March 11, 11:30-1:00 (Chairwoman Ramirez)

March 14, 10:30-12:00 (Commissioner Ohlhausen)

In advance of the meetings, it would be great if you could send me a list of attendees.

Kind regards,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]
Sent: Tuesday, February 23, 2016 9:09 PM
To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

We are confirmed for March 9, 10, 11, and 14. When you have finalized the times and sequence of meetings on your end, please forward the final schedule to me.

Thanks again. And I look forward to seeing you soon.

John

John E. Villafranco

Kelley Drye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydrye.com

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]
Sent: Tuesday, February 23, 2016 6:21 PM
To: Villafranco, John
Subject: RE: Scheduling

Dear John,

Thank you very much for confirming the availability on March 9, 10, and 11. In regard to the meeting times, as I mentioned earlier, I relayed your request for a two-hour meeting to each office, but the length of the meeting is up to each Commissioner, so I will have to schedule the meetings based on the instructions I have received from each Commissioner. Note that the meeting on March 10 is for two hours; the other three meetings would be 90 minutes.

In regard to March 11, the Chairwoman is not available earlier in the morning, but I could see whether she would be willing to meet during the lunch hour (11:30-1:00). I will get back to you on that issue.

Finally, I understand your preference, but given that the March 7 date does not work on your end, we will have to proceed with scheduling the last meeting on March 14. There is a morning and afternoon slot available—please let me know your preference.

Kind regards,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]
Sent: Tuesday, February 23, 2016 11:37 AM
To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

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With regard to the fourth meeting, our strong preference would be to do it on March 15, 16, 17, or 18, or any day the following week. If this is an absolute impossibility, we will proceed on the March 14. I appreciate your willingness to explore alternatives to the March 14th date.

Thank you for your continued consideration as we nail this down.

John

John E. Villafranco

Kelley Drye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

jvillafanuco@kelleydrye.com

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]
Sent: Monday, February 22, 2016 5:53 PM
To: Villafranco, John
Subject: Scheduling

John,

Thank you for speaking with me earlier today. I wanted to follow up with more specific information regarding the upcoming meetings. Here is the current schedule:

March 9, 3:30-5:00

March 10, 9:30-11:30

March 11, 1-2:30 (the time is somewhat flexible if you need a change, but in any case it would be 90 minutes)

With regard to the fourth meeting, as I mentioned earlier today, it would either need to be on March 7 or March 14 for 90 minutes. The timing is flexible on those dates, but we would need to proceed with those dates. The March 7 date is preferable, but we can make March 14 work if necessary.

Kind regards,

Shaundra

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To: 'Villafranco, John'[JVillafranco@KelleyDrye.com]
From: Watson, Shaundra
Sent: Tue 3/8/2016 7:18:16 PM
Importance: Normal
Subject: RE: Scheduling
MAIL_RECEIVED: Tue 3/8/2016 7:18:00 PM

John,

If you ask for her, the security guard will call her office, and they will send someone down to escort you to the meeting room.

Kind regards,

Shaundra

From: Villafranco, John [mailto:JVillafranco@KelleyDrye.com]
Sent: Tuesday, March 08, 2016 6:17 PM
To: Watson, Shaundra
Subject: RE: Scheduling

Thank you Shaundra. I look forward to seeing you later this week.

Is there someone we should ask for when we arrive to meet with Commissioner McSweeney tomorrow?

John

John E. Villafranco

Kelley Drye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydrye.com

From: Watson, Shaundra [mailto:SWATSON@ftc.gov]
Sent: Tuesday, March 08, 2016 6:15 PM
To: Villafranco, John
Subject: RE: Scheduling

Dear John,

Thanks so much for passing along this information. We will have colleagues from our Bureaus of Consumer Protection and Economics, as well as our Office of General Counsel, attend the meetings.

Kind regards,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]
Sent: Monday, March 07, 2016 7:19 PM
To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

The following individuals are expected to attend:

Herbalife

Michael O. Johnson, CEO

John Desimone, CFO

Mark Friedman, General Counsel

Ibi Fleming, Senior Vice President

Henry Wang, Assistant General Counsel

Outside Counsel

Doug Axel, Sidley

JB Kelly, Cozen O'Connor

Jon Leibovitz, Davis Polk

Dana Rosenfeld, KDW

Andrew Strenio, Sidley

John Villafranco, KDW

Economists

Joseph Farrell

Walter Vandaele

Could you provide a list of expected attendees on your end?

John

John E. Villafranco

Kelley Drye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

lvillafranco@kelleydrye.com

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]

Sent: Monday, March 07, 2016 11:39 AM

To: Villafranco, John

Subject: RE: Scheduling

Dear John,

I wanted to let you know that Commissioner Brill needs to push back the start time for her meeting on Thursday by 15 minutes, which means it will start at 9:45, not 9:30. She is still available for two hours, though.

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Thanks,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]

Sent: Wednesday, February 24, 2016 6:00 PM

To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

Thank you. I will be sure to send a list of attendees once it is finalized.

John

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o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydye.com

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Subject: RE: Scheduling

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March 10, 9:30-11:30 (Commissioner Brill)

March 11, 11:30-1:00 (Chairwoman Ramirez)

March 14, 10:30-12:00 (Commissioner Ohlhausen)

In advance of the meetings, it would be great if you could send me a list of attendees.

Kind regards,

Shaundra

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Sent: Tuesday, February 23, 2016 9:09 PM
To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

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Thanks again. And I look forward to seeing you soon.

John

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o: (202) 342-8423 | m: (b)(6)

jvillafranco@kelleydrye.com

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]
Sent: Tuesday, February 23, 2016 6:21 PM
To: Villafranco, John
Subject: RE: Scheduling

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Finally, I understand your preference, but given that the March 7 date does not work on your end, we will have to proceed with scheduling the last meeting on March 14. There is a morning and afternoon slot available—please let me know your preference.

Kind regards,

Shaundra

From: Villafranco, John [<mailto:JVillafranco@KelleyDrye.com>]
Sent: Tuesday, February 23, 2016 11:37 AM
To: Watson, Shaundra
Subject: RE: Scheduling

Shaundra

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Thank you for your continued consideration as we nail this down.

John

John E. Villafranco

Kelley Dye & Warren LLP
o: (202) 342-8423 | m: (b)(6)

jvillafanuco@kelleydrye.com

From: Watson, Shaundra [<mailto:SWATSON@ftc.gov>]
Sent: Monday, February 22, 2016 5:53 PM
To: Villafranco, John
Subject: Scheduling

John,

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Kind regards,

Shaundra

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To: Watson, Shaundra[SWATSON@ftc.gov]
From: Villafranco, John
Sent: Tue 3/8/2016 10:44:12 PM
Importance: Normal
MAIL_RECEIVED: Tue 3/8/2016 10:44:19 PM

Shaundra

Please add Nitin Reddy (Sidley) to the list of attendees.

Thank you.

John

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To: Koulousias, Amanda[akoulousias@ftc.gov]
From: Watson, Shaundra
Sent: Wed 3/9/2016 1:55:29 PM
Importance: Normal
Subject: Fwd: Final List of Attendees
MAIL_RECEIVED: Wed 3/9/2016 1:55:29 PM

FYI,

From: "Villafranco, John" <JVillafranco@KelleyDrye.com>
Subject: Final List of Attendees
Date: 09 March 2016 10:35
To: "Watson, Shaundra" <SWATSON@ftc.gov>

Shaundra

The following is our final list of attendees for this week's (and Monday's) meeting. Note that Dana Rosenfeld will not be present today.

Herbalife

Michael O. Johnson, CEO

John Desimone, CFO

Mark Friedman, General Counsel

Ibi Fleming, Senior Vice President

Henry Wang, Assistant General Counsel

Alan Hoffman, Executive VP Global Corporate Affairs

Outside Counsel

Doug Axel, Sidley

JB Kelly, Cozen O'Connor

Jon Leibovitz, Davis Polk

Dana Rosenfeld, KDW

Andrew Strenio, Sidley

Nitin Reddy, Sidley

John Villafranco, KDW

Economists

Joseph Farrell

Walter Vandaele

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To: Carter, Monica M.[MCARTER@ftc.gov]
From: Watson, Shaundra
Sent: Wed 3/9/2016 1:20:22 PM
Importance: Normal
Subject: Fwd: Final List of Attendees
MAIL_RECEIVED: Wed 3/9/2016 1:20:22 PM

FYI,

From: "Villafranco, John" <JVillafranco@KelleyDrye.com>
Subject: Final List of Attendees
Date: 09 March 2016 10:35
To: "Watson, Shaundra" <SWATSON@ftc.gov>

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To: Burris, C. Kawezya[cburris@ftc.gov]; Davis, Anna[adavis@ftc.gov]; Tzucker, Joshua[jtzucker@ftc.gov]; DeLorme, Christine Lee[cdelorme@ftc.gov]
From: Watson, Shaundra
Sent: Wed 3/9/2016 1:20:20 PM
Importance: Normal
Subject: Fwd: Final List of Attendees
MAIL_RECEIVED: Wed 3/9/2016 1:20:32 PM

FYI.

Begin Forwarded Message:

From: "Villafranco, John" <JVillafranco@KelleyDrye.com>
Subject: Final List of Attendees
Date: 09 March 2016 10:35
To: "Watson, Shaundra" <SWATSON@ftc.gov>

Shaundra

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To: Watson, Shaundra[SWATSON@ftc.gov]
From: Davis, Anna
Sent: Wed 3/9/2016 2:39:04 PM
Importance: Normal
Subject: RE: Final List of Attendees
MAIL_RECEIVED: Wed 3/9/2016 2:39:05 PM

Whew! That's quite a list...

From: Watson, Shaundra
Sent: Wednesday, March 09, 2016 12:20 PM
To: Burris, C. Kawezya; Davis, Anna; Tzucker, Joshua; DeLorme, Christine Lee
Subject: Fwd: Final List of Attendees

FYI.

Begin Forwarded Message:

From: "Villafranco, John" <JVillafranco@KelleyDrye.com>
Subject: Final List of Attendees
Date: 09 March 2016 10:35
To: "Watson, Shaundra" <SWATSON@ftc.gov>

Shaundra

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To: Watson, Shaundra[SWATSON@ftc.gov]
From: Leibowitz, Jon
Sent: Mon 4/3/2016 9:56:40 PM
Importance: Normal
Subject: Hi Shaundra,
MAIL_RECEIVED: Mon 4/3/2016 9:56:48 PM

Hope all is well.

Left you a vm on Friday afternoon to the effect that, if you want a briefing on where we are in the Herbalife settlement (settled injunctive relief, still fairly far apart on money, but we believe on balance moving toward settlement), we are happy to come in to speak with you and any of your colleagues in the Chairwoman's office. John Villafranco and Andy Strenio have been speaking with the Marketing Practices folks but you may want to touch base with Lois & Co. to see if they are interested in joining or feel like they have this covered.

Just let me know either way.

Best,

Jon

Jon Leibowitz

Davis Polk & Wardwell LLP
901 15th Street NW
Washington, DC 20005

202 962 7050 tel

jon.leibowitz@davispolk.com

Davis Polk

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To: Ramirez, Edith[eramirez@ftc.gov]
From: Watson, Shaundra
Sent: Mon 4/4/2016 11:46:40 AM
Importance: Normal
Subject: FW: Hi Shaundra,
MAIL_RECEIVED: Mon 4/4/2016 11:46:00 AM

From: Leibowitz, Jon [mailto:jon.leibowitz@davispolk.com]
Sent: Sunday, April 03, 2016 9:57 PM
To: Watson, Shaundra
Subject: Hi Shaundra,

Hope all is well.

Left you a vm on Friday afternoon to the effect that, if you want a briefing on where we are in the Herbalife settlement (settled injunctive relief, still fairly far apart on money, but we believe on balance moving toward settlement), we are happy to come in to speak with you and any of your colleagues in the Chairwoman's office. John Villafranco and Andy Strenio have been speaking with the Marketing Practices folks but you may want to touch base with Lois & Co. to see if they are interested in joining or feel like they have this covered.

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From: [Leibowitz, Jon](#)
To: [Ramirez, Edith](#)
Subject: Re: Hi Edith
Date: Monday, February 15, 2016 8:23:38 PM

Thanks. I was going to ask about Judge Cuellar, too, but will hold that thought.
:-)

Sent from my iPhone

On Feb 15, 2016, at 8:19 PM, Ramirez, Edith <eramirez@ftc.gov> wrote:

Jon,

I appreciate you letting me know on both counts.

Was very saddened to hear about Justice Scalia.

Edith

From: Leibowitz, Jon [<mailto:jon.leibowitz@davispolk.com>]
Sent: Monday, February 15, 2016 06:10 PM
To: Ramirez, Edith
Subject: Hi Edith

Hope you had a wonderful weekend.

Didn't want you to find out from anyone else so telling you myself that we have just been hired by Herbalife—hopefully, to help facilitate a settlement.

(I checked with the FTC Ethics Office as well as my conscience on these matters, David Vladeck, and they both told me it was ok.)

Also representing (b)(3) HSR

(b)(3) HSR

(b)(3) HSR

Btw: do you happen to know either Paul Watford or Jacqueline Nguyen on CA9, both of whom have been speculated as possible Supreme Court picks?

Best,

Jon

Jon Leibowitz

Davis Polk & Wardwell LLP
901 15th Street NW
Washington, DC 20005

202 962 7050 tel
jon.leibowitz@davispolk.com

<image001.jpg>

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From: [Leibowitz, Jon](mailto:leibowitz_jon@dapspolk.com)
To: [Ramirez, Edith](mailto:ramirez_edith@ftc.gov)
Subject: RE: Hi Edith
Date: Monday, February 15, 2016 10:11:59 PM
Attachments: [image001.jpg](#)

Here is a very nice piece on Justice Scalia who, btw, always seemed to hold the FTC in very high esteem: https://www.washingtonpost.com/opinions/why-antonin-scalia-was-a-jurist-of-colossal-consequence/2016/02/14/6936b8fc-d359-11e5-9823-02b905009f99_story.html.

Jon Leibowitz

Davis Polk & Wardwell LLP
901 15th Street NW
Washington, DC 20005

202 962 7050 tel
jon.leibowitz@davispolk.com



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From: Ramirez, Edith [<mailto:eramirez@ftc.gov>]
Sent: Monday, February 15, 2016 8:19 PM
To: Leibowitz, Jon
Subject: Re: Hi Edith

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Was very saddened to hear about Justice Scalia.

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Subject: Hi Edith

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(b)(3):HSR

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From: [Leibowitz, Jon](#)
To: [Ramirez, Edith](#)
Subject: Hi Edith
Date: Monday, February 15, 2016 6:10:27 PM
Attachments: [image001.jpg](#)

Hope you had a wonderful weekend.

Didn't want you to find out from anyone else so telling you myself that we have just been hired by Herbalife—hopefully, to help facilitate a settlement.

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