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December 29, 2020

Mr. Jeff S. Jordan  
Assistant General Counsel  
Federal Election Commission  
Office of Complaints Examination  
& Legal Administration  
Attn: Christal Dennis, Paralegal  
1050 First Street, NE  
Washington, DC 20463  
cela@fec.gov

SENT VIA ELECTRONIC MAIL

**Re: MUR 7801 - Response to Complaint**

Dear Mr. Jordan:

This letter is submitted by the undersigned counsel on behalf of our clients: James Arnold, Ron Bristol, Ashfaque Chowdhury, Gene Corbett, Mark Edwards, Bill Fraine, Eric Henningsen, Peter Gagliano, Dennis Hunt, Thomas James, Ron Jarriel, Christina Clymer Jones, Thomas McGoldrick, Michael Mehling, David Robinson, Scott Robinson, John Schneider, MaryAnn D'Antono Uehlein, and Richard Valitutto (collectively "XPO employees" or "employees") in response to the complaint designated as Matter Under Review ("MUR") 7801.

The complaint alleges that "Louis DeJoy violated FECA [Federal Election Campaign Act of 1971] by reimbursing his employees for federal political contributions, using his own funds and/or corporate funds from ... XPO Logistics, and its predecessor, New Breed Logistics ..." Compl. ¶ 2. Each of our clients is a current or former employee of XPO Logistics.<sup>1</sup> Though

<sup>1</sup> XPO Logistics is a Connecticut-based, Delaware corporation that is a global provider of transportation and logistics services with more than 1,500 locations and approximately 100,000 employees. On September 2, 2014, XPO Logistics acquired New Breed Logistics ("New Breed"), and it was merged with the XPO Logistics subsidiary that operates the company's supply chain business in North America. Most of our clients also worked at New Breed prior to XPO's acquisition — the specific dates and details of each employee's employment history are set forth in individual affidavits attached to this response. From 1983 until the acquisition in 2014, Louis DeJoy was New Breed's chairman and chief executive officer. After the acquisition, Mr. DeJoy became chief executive officer of the XPO supply chain subsidiary and remained in that role until December 7, 2015. When Mr. DeJoy left the chief executive officer position, he joined the XPO Logistics board of directors, and served on the board until May 2018. Hereinafter, unless otherwise noted, references to "XPO Logistics" or "XPO" in this response refer interchangeably to the XPO subsidiary that operates the company's supply chain business in North America and its predecessor, New Breed.

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none of our clients were designated as respondents by the Complainant or even mentioned by name in the complaint, each nonetheless received a letter dated September 28, 2020, from your office forwarding the complaint and asserting that the complaint “indicates that [he or she] may have violated the Federal Election Campaign Act of 1971, as amended (“the Act”).”<sup>2</sup> As the attached affidavits from our clients unequivocally show, none were reimbursed by XPO, Louis DeJoy, or anyone else, for any political contributions—nor did they have any expectation of such reimbursements. Based on these affidavits and the fact that the complaint provides no information whatsoever showing or even suggesting that any of our clients violated the Act in connection with its allegations, and for the additional reasons discussed below, the Commission should immediately dismiss this matter and close the file with respect to each of our clients.<sup>3</sup>

\* \* \*

As an initial matter, the Commission is precluded from pursuing enforcement action against the bulk of the activity covered by the complaint, which focuses primarily on contributions made by XPO employees during Louis DeJoy’s tenure with the company through December 2015.<sup>4</sup> The vast majority of the contributions at issue made by the 19 XPO employees joining in this response were made during this period. Further, 12 of those employees have made

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<sup>2</sup> Our clients received their notices at various times because, in many cases, the letters were addressed to years-old addresses in Federal Election Commission (“Commission”) records, including at least five clients whose letters were postmarked and received in mid to late November, nearly two months after the date on the letters. We have submitted tolling agreements for our clients at the Commission’s request.

<sup>3</sup> We do not use “dismiss” as a term of art to suggest that dismissal is necessarily the most appropriate substantive outcome here. As discussed in detail herein, there is clearly no reason to believe that any of our clients have violated the Act, and we are confident that a First General Counsel’s Report fully analyzing the complaint’s allegations would conclude accordingly. *See Statement of Policy Regarding Commission Action in Matters at the Initial Stage in the Enforcement Process*, 72 Fed. Reg. 12,545 (Mar. 16, 2007) (hereinafter “Commission Policy Re: Enforcement Action”), available at [https://www.fec.gov/resources/cms-content/documents/notice\\_2007-6.pdf](https://www.fec.gov/resources/cms-content/documents/notice_2007-6.pdf) (determining that a “no reason to believe” finding is appropriate where “the respondent’s response or other evidence convincingly demonstrates that no violation has occurred”). However, we recognize that the Commission has tools at its disposal to remove respondents from enforcement matters more quickly in cases like this where it is overwhelmingly clear that no enforcement action against them is appropriate—for example, through its Enforcement Priority System, or by rescinding an individual’s designation as a respondent. Because it is unquestionable that our clients received no reimbursements and were not named as respondents by the Complainant or even mentioned by name in the complaint, either of these actions would be an appropriate way to swiftly remove our clients from this matter.

<sup>4</sup> The allegations relating to activity that currently remains within the statute of limitations period are restricted to three subparagraphs in the complaint, Compl. at ¶¶ 12c.-12e, and merely point out that XPO employees made contributions to the Trump Victory Committee and the Mark Walker Victory Committee but are otherwise bereft of any facts suggesting that the contributions at issue were reimbursed.

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no political contributions whatsoever within the last five years.<sup>5</sup> Because these contributions fall outside of the applicable five-year statute of limitations at 28 U.S.C. § 2462, the Commission may not pursue enforcement action with respect to them.<sup>6</sup> *See Nader v. FEC*, 823 F. Supp. 2d 53, 66 (D.D.C. 2011) (“[T]he statute of limitations [ ] provides a hard limit on when such actions can be brought.”); *see also Gabelli v. SEC*, 568 U.S. 442, 448 (2013). Accordingly, the Commission should immediately dismiss the complaint as to these 12 individuals.

The Commission should similarly dismiss the allegations relating to contributions that are still within the statute of limitations. *See* Compl. ¶¶ 12c.-12e. First of all, the complaint does not meet the minimum standard of specificity required for the Commission to find reason to believe that a violation may have occurred. According to longstanding precedent, “[t]he Commission may find ‘reason to believe’ *only if* a complaint sets forth sufficient specific facts, which, if proven true, would constitute a violation of the FECA.” MUR 4960 (Hillary Rodham Clinton For U.S. Senate Exploratory Committee, *et al.*), Statement of Reasons of Commissioners David M. Mason, Karl J. Sandstrom, Bradley A. Smith, and Scott E. Thomas, at 1-2 (emphasis added). Further, “[u]nwarranted legal conclusions from asserted facts, ... or mere speculation, ... will not be accepted as true.” *Id.* at 2. Here, the complaint does not provide “sufficient specific facts” showing that any of our clients received reimbursements for any contributions during the limitations period. To the contrary, the complaint merely notes that XPO employees made contributions to the Trump Victory Committee in close temporal proximity to one another—once on June 16, 2016, and then 15 months later, during the final two weeks of September 2017— and

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<sup>5</sup> These individuals are James Arnold, Ron Bristol, Gene Corbett, Mark Edwards, Thomas James, Christina Clymer Jones, Thomas McGoldrick, Michael Mehling, David Robinson, Scott Robinson, Peter Gagliano, and John Schneider. Furthermore, Eric Henningsen—while he has made contributions within the past five years—did not make any contributions related to the activity referenced in the complaint that is still within the statute of limitations. Consequently, the Commission should also dismiss the complaint as to Mr. Henningsen.

<sup>6</sup> The statute of limitations limits the Commission’s ability to pursue civil penalties, as well as all forms of equitable relief. *See FEC v. Williams*, 104 F.3d 237, 240 (9th Cir. 1996) (“[B]ecause the claim for injunctive relief is connected to the claim for legal relief, the statute of limitations applies to both.”); *see also FEC v. Nat’l Right to Work Comm., Inc.*, 916 F. Supp. 10, 14-15 (D.D.C. 1996) (holding that the concurrent remedies doctrine bars the Commission from seeking declaratory and injunctive relief once the statute of limitations has lapsed). Complainant argues that the statute of limitations is tolled here under the fraudulent concealment doctrine, Compl. ¶ 28, but the Courts (and the Commission) have specifically rejected this argument in matters involving alleged conduit contributions where the names of the conduits are listed on campaign finance reports filed with the Commission and the reports contain no other false information. *See Williams*, 104 F.3d at 240-1 (holding that “FECA’s campaign finance reporting requirements are, as a matter of law, sufficient to give FEC notice of facts that, if investigated, would indicate the elements of a cause of action”); *Gabelli v. SEC*, 568 U.S. 442, 447 n.2 (2013) (describing the fraudulent concealment doctrine as tolling the applicable limitations period “when the defendant takes steps *beyond the challenged conduct itself* to conceal that conduct from the plaintiff”) (emphasis added); *CREW v. FEC*, 236 F. Supp. 3d 378, 392-393 (D.D.C. 2017), *aff’d on alt. grounds*, 892 F.3d 434 (D.C. Cir. 2018) (holding that there is no showing that the respondent fraudulently conceals its wrongdoing through deception that is “*separate from the wrongful act itself*”) (emphasis added); *see also* *FEC*, Motion for Summary Judgment, *CREW v. FEC*, No. 15-cv-02038-RC, Dkt. No. 20, p. 44 (D.D.C. Sept. 12, 2016).

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to the Mark Walker Victory Committee in March 2018. Compl. ¶¶ 12c.-12e. It otherwise fails to provide any information indicating that any of these contributions were reimbursed.<sup>7</sup> Thus, the Complainant has failed to meet its burden to “set[] forth sufficient specific facts” with respect to the contributions to the Trump Victory Committee and the Mark Walker Victory Committee; rather, Complainant’s allegations are the definition of “mere speculation.” Accordingly, the complaint should be immediately dismissed as to our clients on that basis. *See* Commission Policy Re: Enforcement Action at 12,546 (explaining that the Commission will “dismiss” when “the matter does not merit further use of Commission resources due to factors such as ... the vagueness or weakness of the evidence”).

In addition to the arguments above, and to ensure no factual uncertainty about the political contributions made by each of our clients, we are providing you with individual affidavits from each that discuss the circumstances surrounding his or her respective contributions. *See* Appendix.<sup>8</sup> These affidavits directly and unequivocally refute any suggestion or assertion that our clients received (or were even offered) any reimbursements for political contributions from XPO, Mr. DeJoy personally, or any other individual. While the affidavits speak for themselves, we emphasize that the details of the contributions vary from employee to employee (in terms of timing, amount, frequency, and events attended), but the individual accounts are consistent in the following significant ways: (1) none ever felt pressured (by Mr. DeJoy or anyone else) to attend political events or to contribute to the associated candidates; (2) all state that they made decisions to attend fundraising events or to make contributions strictly on their individual evaluations of the candidates on whose behalf the events were being held and a personal desire to attend; (3) none were ever offered a reimbursement in exchange for a political contribution; (4) none were aware of anyone else at XPO Logistics who had been offered, or provided with, a reimbursement for political contributions; and (5) all state that their bonuses were based solely on company and individual performance, and that there was no correlation between political contributions and bonuses. Furthermore, the employees who received invitations to multiple fundraising events specifically recall declining invitations to

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<sup>7</sup> To the extent that the complaint is connecting these contributions to allegations regarding contributions made in or prior to 2015, while Louis DeJoy still had a role overseeing day-to-day operations at XPO, *see* Compl. ¶¶ 4-12(b), it has failed to provide any information to support its attempt to do so. And even if it had, the information fails on its own, as it consists exclusively of the sort of vague general statements, either from second-hand anonymous sources or a former employee who left the company in 2014, that the Commission has specifically said are insufficient to support a reason to believe finding. *See* discussion of MUR 4960 (Hillary Rodham Clinton For U.S. Senate Exploratory Committee, *et al.*), Statement of Reasons of Commissioners David M. Mason, Karl J. Sandstrom, Bradley A. Smith, and Scott E. Thomas, at 1-2, *supra* at 2.

<sup>8</sup> Richard Valitutto did not receive the Commission’s notification until late November; his affidavit will be provided separately at a later date.

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attend certain events hosted by Louis DeJoy without any negative consequences.<sup>9</sup>

Based on the weight of these facts, there is no basis on which the Commission could conclude that our clients may have received reimbursements for their respective contributions. Commission policy dictates that a “no reason to believe” finding is appropriate where “the respondent’s response or other evidence convincingly demonstrates that no violation has occurred,” where the allegation “is either not credible or is so vague that an investigation would be effectively impossible,” or where the complaint “fails to describe a violation of the Act.” *See* Commission Policy Re: Enforcement at 12,546. This standard has clearly been met here with respect to our clients. In particular, the attached affidavits leave no room for the Commission to conclude otherwise. *See* MUR 5467 (Michael Moore), First General Counsel’s Report, at 5 (citing MUR 4960) (“Purely speculative charges, especially when accompanied by a direct refutation, do not form an adequate basis to find reason to believe that a violation of the FECA has occurred.”). Even if one assumes *arguendo* that the complaint contains sufficient evidence to support a reason-to-believe finding that any of our clients was reimbursed (again, there is no information to support such a finding), the Commission typically declines to pursue individual conduits unless they play some significant role in carrying out the reimbursement scheme. *See, e.g.*, MUR 7472 (Barletta), Certification dated August 7, 2018 (closing the file without action against conduits who received reimbursements for contributions); First Gen. Counsel’s Rpt. at 10 (explaining the Commission’s practice of declining to pursue conduits at the reason-to-believe stage and citing multiple supporting precedents). Here, there is no allegation that our clients helped devise such a scheme, nor is there any information to support such an allegation even if it had been made. Thus, following its own precedent, the Commission should decline to pursue these individuals in any event.

In sum, based on the aforementioned information showing the extent to which the statute of limitations has already run on most of the activity at issue in the complaint and, more importantly, that none of our clients violated the Act, we respectfully request that the Commission find no reason to believe that our clients violated the Act and close the file as to them, or, in the alternative, dismiss this matter as to them or otherwise procedurally remove them from this matter.

Respectfully submitted,

/s/ Jason B. Torchinsky

Jason B. Torchinsky

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<sup>9</sup> While the complaint makes no direct allegation of coercion, we note that these affidavits also directly refute any possible suggestion that our clients’ contributions were secured as result of any type of pressure or coercion by anyone at XPO. To the contrary, our clients clearly state that they made political contributions based on their own personal will, freely declined to attend fundraising events they were not interested in attending and felt no obligation to attend events or otherwise contribute to candidates.

# **APPENDIX**

**AFFIDAVIT OF JAMES B. ARNOLD**

The within named JAMES B. ARNOLD, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, James B. Arnold, joined XPO Logistics Supply Chain Holding Company (“XPO”) in 2015. I remained employed by XPO until October 2018.
- (2) During my tenure at XPO, I was, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at XPO. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.
- (4) No person at XPO ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at XPO ever informed me, nor was I ever led to believe, that any annual bonus that I received consisted of amounts intended to reimburse me for political contributions I had made; and to the best of my

knowledge, no part of any bonus I ever received while employed at XPCO reimbursed me for my political contributions.

- (6) With respect to bonuses, my understanding is that they were based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I was never led to understand, nor do I believe it was ever the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 21<sup>ST</sup> day of December, 2020.



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Signature of Affiant, James B. Arnold



**AFFIDAVIT OF RONALD H. BRISTOL II**

The within named RONALD H. BRISTOL II, who is a resident of the Commonwealth of Virginia, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Ronald H. Bristol II, joined New Breed Logistics (“New Breed”) in 2010. I remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—until I retired in October 2020.
- (2) During my tenure at New Breed and XPO (collectively, “the Company”), I was, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company ever informed me, nor was I ever led to believe, that any annual bonus that I received consisted of amounts intended to reimburse me for political contributions I had made; and to the best of my knowledge, no part of any bonus I ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I was never led to understand, nor do I believe it was ever the case, that a portion of any bonus I received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 13th day of December, 2020.



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Signature of Affiant, Ronald H. Bristol II

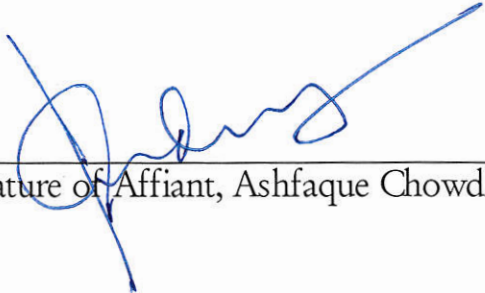
**AFFIDAVIT OF ASHFAQUE CHOWDHURY**

The within named ASHFAQUE CHOWDHURY, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Ashfaque Chowdhury, joined New Breed Logistics (“New Breed”) in 1994. I have remained employed by New Breed and then the company with which New Breed merged— XPO Logistics Supply Chain Holding Company (“XPO”)— up to the present day.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 14<sup>th</sup> day of December, 2020.



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Signature of Affiant, Ashfaque Chowdhury

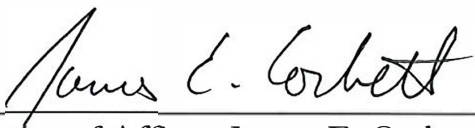
**AFFIDAVIT OF JAMES E. CORBETT**

The within named JAMES E. CORBETT, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, James E. Corbett, joined New Breed Logistics (“New Breed”) in 2007. I remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—until 2018.
- (2) During my tenure at New Breed and XPO (collectively, “the Company”), I was, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.
- (4) No person at the Company ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.

- (5) Moreover, no person at the Company ever informed me, nor was I ever led to believe, that any annual bonus that I received consisted of amounts intended to reimburse me for political contributions I had made; and to the best of my knowledge, no part of any bonus I ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I was never led to understand, nor do I believe it was ever the case, that a portion of any bonus I received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 15th day of December, 2020.

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Signature of Affiant, James E. Corbett

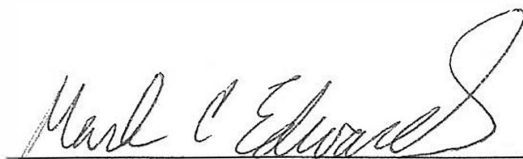
**AFFIDAVIT OF MARK C. EDWARDS**

The within named MARK C. EDWARDS, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Mark C. Edwards, joined New Breed Logistics (“New Breed”) in 2007. I remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—until 2019.
- (2) During my tenure at New Breed and XPO (collectively, “the Company”), I was, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company ever informed me, nor was I ever led to believe, that any annual bonus that I received consisted of amounts intended to reimburse me for political contributions I had made; and to the best of my knowledge, no part of any bonus I ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I was never led to understand, nor do I believe it was ever the case, that a portion of any bonus I received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 17 day of December, 2020.

  
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Signature of Affiant, Mark C. Edwards



**AFFIDAVIT OF WILLIAM G. FRAINE**

The within named WILLIAM G. FRAINE, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, William G. Fraine, joined New Breed Logistics (“New Breed”) in 2011. I have remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—up to the present day.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 11th day of December, 2020.



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Signature of Affiant, William G. Fraine

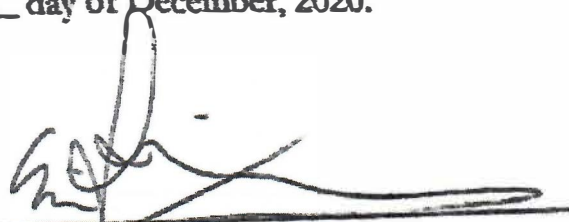
**AFFIDAVIT OF ERIC HENNINGSEN**

The within named ERIC HENNINGSEN, who is a resident of the State of Florida, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Eric Henningsen, joined New Breed Logistics (“New Breed”) in 1997. I remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—until I retired in June 2018.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I was, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company ever informed me, nor was I ever led to believe, that any annual bonus that I received consisted of amounts intended to reimburse me for political contributions I had made; and to the best of my knowledge, no part of any bonus I ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they were based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I was never led to understand, nor do I believe it was ever the case, that a portion of any bonus I received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 11<sup>TH</sup> day of December, 2020.



Signature of Affiant, Eric Henningsen

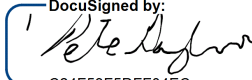
## **AFFIDAVIT OF PETER F. GAGLIANO**

The within named PETER F. GAGLIANO, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Peter F. Gagliano, joined New Breed Logistics (“New Breed”) in 2006. I have remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—up to the present day.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the <sup>12/22/2020 | 2:08 PM EST</sup> \_\_\_\_ day of December, 2020.

DocuSigned by:  
  
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\_\_\_\_\_  
Signature of Affiant, Peter F. Gagliano

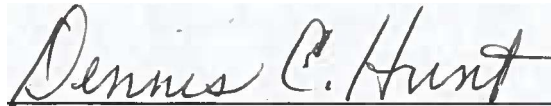
**AFFIDAVIT OF DENNIS C. HUNT**

The within named DENNIS C. HUNT, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Dennis C. Hunt, joined New Breed Logistics (“New Breed”) in 1993. I remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—until I retired in 2018.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I was, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company ever informed me, nor was I ever led to believe, that any annual bonus that I received consisted of amounts intended to reimburse me for political contributions I had made; and to the best of my knowledge, no part of any bonus I ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they were based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I was never led to understand, nor do I believe it was ever the case, that a portion of any bonus I received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 14<sup>th</sup> day of December, 2020.

  
Signature of Affiant, Dennis C. Hunt



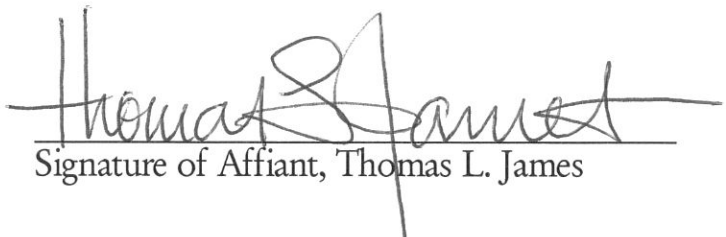
**AFFIDAVIT OF THOMAS L. JAMES**

The within named THOMAS L. JAMES, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Thomas L. James, joined New Breed Logistics (“New Breed”) in 2011. I have remained employed by New Breed and then the company with which New Breed merged— XPO Logistics Supply Chain Holding Company (“XPO”)— up to the present day.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 21 day of December, 2020.

  
Signature of Affiant, Thomas L. James

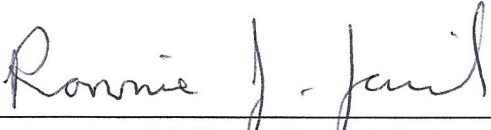
**AFFIDAVIT OF RONNIE J. JARRIEL**

The within named RONNIE J. JARRIEL, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Ronnie J. Jarriel, joined New Breed Logistics (“New Breed”) in 1985. I remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—until October 2019.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I was, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company ever informed me, nor was I ever led to believe, that any annual bonus that I received consisted of amounts intended to reimburse me for political contributions I had made; and to the best of my knowledge, no part of any bonus I ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they were based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I was never led to understand, nor do I believe it was ever the case, that a portion of any bonus I received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 14 day of December, 2020.

  
\_\_\_\_\_  
Signature of Affiant, Ronnie J. Jarriel

**AFFIDAVIT OF CHRISTINA CLYMER JONES**

The within named CHRISTINA CLYMER JONES, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of her knowledge:

(1) I, Christina Clymer Jones, joined New Breed Logistics (“New Breed”) in 1998.

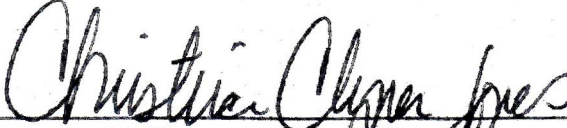
I have remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—up to the present day.

(2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.

(3) I never felt pressured to attend, or to contribute to the candidate associated with, the event to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 18 day of December, 2020.

  
Signature of Affiant, Christina Clymer Jones

**AFFIDAVIT OF THOMAS P. McGOLDRICK**

The within named THOMAS P. McGOLDRICK, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

(1) I, Thomas P. McGoldrick, joined New Breed Logistics (“New Breed”) in 2010.

I have remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—up to the present day.

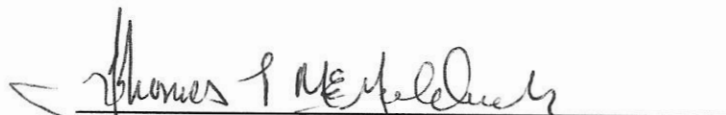
(2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been invited to, and made contributions in connection with, one (1) fundraising event for a political candidate that was hosted by Louis DeJoy.

(3) I never felt pressured to attend, or to contribute to the candidate associated with, the event to which I was invited. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

(4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.

- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 11 day of December, 2020.

  
Signature of Affiant, Thomas P. McGoldrick



**AFFIDAVIT OF MICHAEL MEHLING**

The within named MICHAEL MEHLING, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Michael Mehling, joined New Breed Logistics (“New Breed”) in 1995. I have remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—up to the present day.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 15 day of December, 2020.

  
\_\_\_\_\_  
Signature of Affiant, Michael Mehling

**AFFIDAVIT OF DAVID B. ROBINSON**

The within named DAVID B. ROBINSON, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, David B. Robinson, joined New Breed Logistics (“New Breed”) in 1997. I have remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—up to the present day.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I did not feel pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.
- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.

- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 15th day of December, 2020.

*David Robinson*

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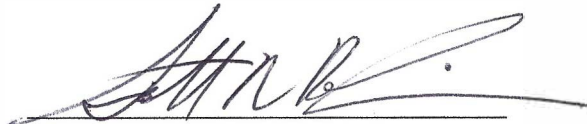
Signature of Affiant, David B. Robinson

**AFFIDAVIT OF SCOTT R. ROBINSON**

The within named SCOTT R. ROBINSON, who is a resident of the State of FLORIDA, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, Scott R. Robinson, joined New Breed Logistics (“New Breed”) in 2011. I have remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—up to the present day.
- (2) During my tenure at New Breed and XPO (collectively, “the Company”), I have been invited to, and attended, one (1) fundraising event for a political candidate that was hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidate associated with, the event to which I was invited. My decision whether to attend the fundraising event and to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.
- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contribution.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for my political contribution.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the \_\_\_\_ day of December, 2020.



Signature of Affiant, Scott R. Robinson

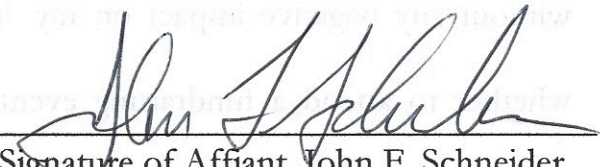
**AFFIDAVIT OF JOHN F. SCHNEIDER**

The within named JOHN F. SCHNEIDER, who is a resident of the State of Texas, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, John F. Schneider, joined New Breed Logistics (“New Breed”) in 2005. I remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—until 2015.
- (2) During my tenure at New Breed and XPO (collectively, “the Company”), I was, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.

- (4) No person at the Company ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company ever informed me, nor was I ever led to believe, that any annual bonus that I received consisted of amounts intended to reimburse me for political contributions I had made; and to the best of my knowledge, no part of any bonus I ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I was never led to understand, nor do I believe it was ever the case, that a portion of any bonus I received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 11 day of December, 2020.

  
Signature of Affiant, John F. Schneider

**AFFIDAVIT OF MARYANN UEHLEIN**

The within named MARYANN UEHLEIN, aka MaryAnn D'Antono, who is a resident of the State of North Carolina, makes this statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

- (1) I, MaryAnn Uehlein joined New Breed Logistics (“New Breed”) in 1998. I have remained employed by New Breed and then the company with which New Breed merged—XPO Logistics Supply Chain Holding Company (“XPO”)—up to the present day.
- (2) During my tenure at New Breed and then XPO (collectively, “the Company”), I have been, on a number of occasions, invited to attend fundraising events for political candidates that were hosted by Louis DeJoy.
- (3) I never felt pressured to attend, or to contribute to the candidates associated with, the events to which I was invited. In fact, on multiple occasions, I declined invitations to attend fundraising events hosted by Louis DeJoy without any negative impact on my standing at the Company. My decision whether to attend a fundraising event or to make a contribution was based strictly on my evaluation of the candidate on whose behalf the event was being held.



- (4) No person at the Company has ever sought to induce me to make a political contribution by assuring me that the amount I contributed would later be reimbursed.
- (5) Moreover, no person at the Company has ever informed me, nor have I ever been led to believe, that any annual bonus that I have received consisted of amounts intended to reimburse me for political contributions I have made; and to the best of my knowledge, no part of any bonus I have ever received while employed at the Company reimbursed me for my political contributions.
- (6) With respect to bonuses, my understanding is that they have been based on an evaluation of overall company performance, business-unit performance, and individual employee rating. Again, I have never been led to understand, nor do I believe it has ever been the case, that a portion of any bonus I have received was reimbursement for any of my political contributions.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on this the 11 day of December, 2020.



Signature of Affiant, MaryAnn Uehlein, aka  
MaryAnn D'Antono