MERGER PRACTICE WORKSHOP

Newseum
555 Pennsylvania Ave., N.W., Washington, DC 20001

Conference Co-Chairs
Leslie C. Overton and Scott A. Sher

www.ambar.org/atmergers
DEAR COLLEAGUES:

The American Bar Association’s Section of Antitrust Law is excited to invite you to join us for our third demonstration-based Merger Practice Workshop, which will be held in Washington, DC on September 28, 2017. In this unparalleled one-day workshop, participants will have the unique opportunity to witness some of the most accomplished private practitioners, corporate counsel, and government enforcers engage with a complex hypothetical merger of two competing high-tech companies. Through short skits, the workshop will present a comprehensive look at the lifecycle of a merger investigated in the United States and China, highlighting critical interactions such as:

- Strategy sessions between the parties’ internal lawyers and external antitrust counsel;
- The parties’ initial presentation to antitrust enforcers;
- An internal conference among agency staff to evaluate the parties’ advocacy materials;
- A meeting with economic experts to develop empirical economic evidence in conjunction with customer testimony and documentary support;
- A conference with foreign counsel to discuss key differences between merger review in China and the United States;
- A lively presentation to the agency’s senior leadership – the “Front Office” – and the state Antitrust Chief to discuss competitive concerns; and
- An internal agency meeting between staff and the Front Office explaining the decision as to whether to challenge the transaction.

Panels comprised of current and former senior US antitrust officials will provide insights into best practices and common pitfalls. As an immersive experience, the workshop will provide attendees with sample materials, including iterations of a merger agreement, Item 4 documents, illustrative hot documents, advocacy presentations and practical antitrust counseling resource materials. Using interactive voting technology, participants will make the final decision about whether the deal goes through before enjoying a networking reception at the Workshop’s conclusion.

This workshop is a one-of-a-kind experience that is foundational for newer practitioners, while also informative and insightful for seasoned attorney and economists, whether serving in government, the private sector, or in-house.

We look forward to you joining us in DC.

Jonathan M. Jacobson, Chair, ABA Section of Antitrust Law
Leslie C. Overton, Conference Co-Chair
Scott A. Sher, Conference Co-Chair
THURSDAY, SEPTEMBER 28, 2017

8:00AM – 5:00PM
REGISTRATION

8:15 – 8:30AM
WELCOME REMARKS AND INTRODUCTION TO THE WORKSHOP

Speakers:
Chair, Section of Antitrust Law: Jonathan M. JACOBSON, Wilson Sonsini Goodrich & Rosati PC, New York, NY
Conference Co-Chair: Leslie C. OVERTON, Alston & Bird LLP, Washington, DC
Conference Co-Chair: Scott A. SHER, Wilson Sonsini Goodrich & Rosati PC, Washington, DC

8:30 – 9:45AM
DEMONSTRATION I: ANTITRUST COUNSELING, PRE- AND POST-SIGNING

Scene 1: Initial meeting with Buyer’s US antitrust counsel to discuss deal structure, risks and risk allocation, the US and non-US merger notification processes, and how to avoid the appearance of “gun-jumping”

Speakers:
In-House Counsel for Buyer: Gabrielle KOHLMEIER, Assistant General Counsel, Antitrust & Strategic Projects, Verizon, Arlington, VA
CEO for Buyer: Christine C. WILSON, Senior Vice President, Legal Regulatory & International, Delta Airlines, Washington, DC
US Antitrust Counsel for Buyer: Norman R. ARMSTRONG Jr., King & Spalding LLP, Washington, DC

Scene 2: Initial meeting with Seller’s US antitrust counsel to discuss deal structure, risks and risk allocation, the US and non-US merger notification processes, and how to avoid the appearance of “gun-jumping”

Speakers:
In-house Counsel for Seller: Danielle M. CLARK, Global Antitrust Counsel, HP Incorporated, Washington, DC
CEO for Seller: Dina KALLAY, Head of Antitrust (IPR, Americas & Asia-Pacific), Ericsson, Washington, DC
US Antitrust Counsel for Seller: Courtney B. DYER, O’Melveny & Myers LLP, Washington, DC
US Antitrust Counsel for Seller: John SNYDER, Alston & Bird LLP, Washington, DC

Scene 3: Meeting between the Parties’ counsel to discuss the 30-day HSR waiting period, Item 4 documents, and strategy for advocacy in the initial 30-day waiting period

Speakers:
US Antitrust Counsel for Buyer: Norman R. ARMSTRONG Jr., King & Spalding LLP, Washington, DC
US Antitrust Counsel for Seller: Courtney B. DYER, O’Melveny & Myers LLP, Washington, DC
US Antitrust Counsel for Seller: John SNYDER, Alston & Bird LLP, Washington, DC
**Conference Agenda**

**THURSDAY, SEPTEMBER 28, 2017**

9:45 – 10:00AM **BREAK**

10:00 – 11:15AM **DEMONSTRATION II: INITIAL HSR WAITING PERIOD**

**Scene 1:** Internal Agency meeting to discuss HSR filing and Item 4 documents, and whether to pursue an investigation

**Speakers:**
- Premerger Notification Division Staff: **Kara B. KURITZ**, Attorney Advisor, Legal Policy Section, U.S. Department of Justice, Antitrust Division, Washington, DC
- Agency Staff: **Eric R. EMCH**, Bates White LLC, Washington, DC

**Scene 2:** Initial meeting with Agency staff to defend the transaction and present efficiencies; staff presents their theories of competitive harm

**Speakers:**
- US Antitrust Counsel for Buyer: **Norman R. ARMSTRONG Jr.**, King & Spalding LLP, Washington, DC
- US Antitrust Counsel for Seller: **Courtney B. DYER**, O’Melveny & Myers LLP, Washington, DC
- Agency Staff: **Eric R. EMCH**, Bates White LLC, Washington, DC

**Scene 3:** Internal agency meeting to discuss transaction, and whether to issue a Second Request; confer with State AG’s Office Antitrust Chief

**Speakers:**
- Agency Staff: **Eric R. EMCH**, Bates White LLC, Washington, DC
- Agency Manager: **David C. KULLY**, Holland & Knight LLP, Washington, DC
- Agency Manager: **Aileen THOMPSON**, Assistant Director, Antitrust II, Federal Trade Commission, Washington, DC
- State Antitrust Chief: **Kim VAN WINKLE**, Chief, Antitrust Section, Texas Attorney General’s Office, Austin, TX

11:15AM – 12:15PM **DEBRIEF DISCUSSION OF MORNING SESSIONS - BEST PRACTICES AND COMMON PITFALLS**

**Speakers:**
- **Molly S. BOAST**, WilmerHale, New York, NY
- **D. Bruce HOFFMAN**, Acting Director, Bureau of Competition, Federal Trade Commission, Washington, DC
- **Scott A. SHER**, Wilson Sonsini Goodrich & Rosati PC, Washington, DC
- **James R. WADE**, Vice President & Associate General Counsel, AT&T, Washington, DC
12:15PM – 1:00PM  LUNCH

1:00 – 2:00PM  DEMONSTRATION III: COMPLIANCE WITH SECOND REQUEST AND CHINESE COMPETITION AUTHORITY INVESTIGATION

Scene 1: Meeting between the Parties to discuss Second Request compliance; advocacy strategy for Second Request, engagement of economists and substantive and procedural discussion with Chinese competition counsel

Speakers:
- US Antitrust Counsel for Buyer: Norman R. ARMSTRONG Jr., King & Spalding LLP, Washington, DC
- US Antitrust Counsel for Seller: Courtney B. DYER, O’Melveny & Myers LLP, Washington, DC
- In-House Counsel for Buyer: Gabrielle KOHLMIEIER, Assistant General Counsel, Antitrust & Strategic Projects, Verizon, Arlington, VA
- In-house Counsel for Seller: Danielle M. CLARK, Global Antitrust Counsel, HP Incorporated, Washington, DC

Scene 2: Meeting between the Parties and expert economist to discuss development of economic evidence and role of customers and documentary evidence

Speakers:
- US Antitrust Counsel for Buyer: Norman R. ARMSTRONG Jr., King & Spalding LLP, Washington, DC
- US Antitrust Counsel for Seller: Courtney B. DYER, O’Melveny & Myers LLP, Washington, DC
- Parties’ Expert Economist: Elizabeth M. BAILEY, NERA Consulting, San Francisco, CA

Scene 3: Meeting among the parties, antitrust counsel, and Chinese Competition Authority counsel to discuss differences between US and China timing, processes and remedies

Speakers:
- US Antitrust Counsel for Buyer: Norman R. ARMSTRONG Jr., King & Spalding LLP, Washington, DC
- US Antitrust Counsel for Seller: Courtney B. DYER, O’Melveny & Myers LLP, Washington, DC
- Chinese Competition Authority Counsel: Yizhe ZHANG, Jones Day, Beijing
- Chinese Competition Authority Counsel: Fay ZHOU, Linklaters LLP, Beijing
Conference Agenda

THURSDAY, SEPTEMBER 28, 2017

2:00 – 3:30PM
DEMONSTRATION IV: SUBSTANTIVE ADVOCACY: LITIGATION AND REMEDY CONT.

Scene 1: Meeting with Agency and State Antitrust Chief to address competitive concerns and hot documents

Speakers:
- US Antitrust Counsel for Buyer: Norman R. ARMSTRONG Jr., King & Spalding LLP, Washington, DC
- US Antitrust Counsel for Buyer: Jamilia P. FERRIS, Wilson Sonsini Goodrich & Rosati PC, Washington, DC
- US Antitrust Counsel for Seller: Courtney B. DYER, O’Melveny & Myers LLP, Washington, DC
- Parties’ Expert Economist: Elizabeth M. BAILEY, NERA Consulting, San Francisco, CA
- Agency Staff: Eric R. EMCH, Bates White LLC, Washington, DC
- Agency Staff: Jennifer K. SCHWAB, Attorney Advisor, Federal Trade Commission, Washington, DC
- Agency Manager: David C. KULLY, Holland & Knight LLP, Washington, DC
- Agency Manager: Aileen THOMPSON, Assistant Director, Antitrust II, Federal Trade Commission, Washington, DC
- State Antitrust Chief: Kim VAN WINKLE, Chief, Antitrust Section, Texas Attorney General’s Office, Austin, TX

Scene 2: Internal Agency meeting among staff, managers, and Front Office to make staff’s recommendation on whether to challenge the deal; discuss ongoing Chinese Competition Authority investigation; confer with State Antitrust Chief

Speakers:
- Agency Staff: Eric R. EMCH, Bates White LLC, Washington, DC
- Agency Staff: Jennifer K. SCHWAB, Attorney Advisor, Federal Trade Commission, Washington, DC
- Agency Manager: David C. KULLY, Holland & Knight LLP, Washington, DC
- Agency Manager: Aileen THOMPSON, Assistant Director, Antitrust II, Federal Trade Commission, Washington, DC
- Front Office: Mary T. COLEMAN, Compass Lexecon, Boston, MA
- Front Office: Deborah A. GARZA, Covington & Burling, Washington, DC
- Front Office: David A. HIGBEE, Shearman & Sterling LLP, Washington, DC
- State Antitrust Chief: Kim VAN WINKLE, Chief, Antitrust Section, Texas Office of the Attorney General, Austin, TX

Scene 3: Substantive meeting with Front Office and State Antitrust Chief to address competitive concerns and present remedy package to try to save the deal

Speakers:
- US Antitrust Counsel for Buyer: Norman R. ARMSTRONG Jr., King & Spalding LLP, Washington, DC
- US Antitrust Counsel for Buyer: Jamilia P. FERRIS, Wilson Sonsini Goodrich & Rosati PC, Washington, DC
- US Antitrust Counsel for Seller: Courtney B. DYER, O’Melveny & Myers LLP, Washington, DC
- In-House Counsel for Buyer: Gabrielle KOHLMIEIER, Assistant General Counsel, Antitrust & Strategic Projects, Verizon, Arlington, VA
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- Parties’ Expert Economist: Elizabeth M. BAILEY, NERA Consulting, San Francisco, CA
- State Antitrust Chief: Kim VAN WINKLE, Chief, Antitrust Section, Texas Attorney General’s Office, Austin, TX
- Front Office: Mary T. COLEMAN, Compass Lexecon, Boston, MA
- Front Office: Deborah A. GARZA, Covington & Burling, Washington, DC
- Front Office: David A. HIGBEE, Shearman & Sterling LLP, Washington, DC
Conference Agenda

3:30 – 3:45PM  BREAK

3:45 – 5:00PM  VOTING, FINAL SCENE, AND WORKSHOP WRAP-UP

Voting: Audience Votes whether to block or approve deal.

Final Scene: Agency Front Office meets with staff to share final decision and rationale.

Speakers:
  Front Office: Mary T. COLEMAN, Compass Lexecon, Boston, MA
  Front Office: Deborah A. GARZA, Covington & Burling, Washington, DC
  Front Office: David A. HIGBEE, Shearman & Sterling LLP, Washington, DC
  Agency Staff: Eric R. EMCH, Bates White LLC, Washington, DC
  Agency Staff: Jennifer K. SCHWAB, Attorney Advisor, Federal Trade Commission, Washington, DC
  Agency Manager: David C. KULLY, Holland & Knight LLP, Washington, DC
  Agency Manager: Aileen THOMPSON, Assistant Director, Antitrust II, Federal Trade Commission, Washington, DC

Wrap-up panel discussion of morning and afternoon sessions

Speakers:
  Juan A. ARTEAGA, Crowell & Moring LLP, New York, NY
  Leslie C. OVERTON, Alston & Bird LLP, Washington, DC
  Howard SHELANSKI, Davis Polk & Wardwell LLP, Washington, DC
  Front Office Representative, US Department of Justice, Antitrust Division

5:15 – 6:30PM  COCKTAIL RECEPTION AT THE SOURCE
DISCOUNTED REGISTRATION CUT-OFF: MONDAY, SEPTEMBER 1, 2017
Those registered by the cut-off date will be included on the Attendee Roster posted on the conference website and will have access to the course materials prior to the conference.

The ABA automatically adjusts registrations submitted at the incorrect rate. Full payment at the correct rate must be received in order to process your registration and CLE credits. The ABA does not accept wire transfers or purchase orders.

Financial scholarship applications are available for this conference. To request an application or receive additional information, contact: at-registrar@americanbar.org. Attorneys who qualify will receive at least a 50% reduction in the course fee(s). This does not include any reduction in meals, lodging, or travel costs associated with the course.

REGISTRATION RATES

<table>
<thead>
<tr>
<th>Registration Rates</th>
<th>ABA Section of Antitrust Law Member</th>
<th>ABA Non-Section Member</th>
<th>Non-Member</th>
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<tr>
<td>List Rate-up to September 1</td>
<td>$575.00</td>
<td>$675.00</td>
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<td>List Rate-after September 1</td>
<td>$675.00</td>
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<td>Academic/Government/Non-Profit/Paralegal-up to September 1</td>
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<td>$225.00</td>
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<td>Academic/Government/Non-Profit/Paralegal-up after September 1</td>
<td>$175.00</td>
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<td>Law Students (Limited)</td>
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TWO WAYS TO REGISTER

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<thead>
<tr>
<th>Online</th>
<th><a href="http://www.ambar.org/atmergers">www.ambar.org/atmergers</a></th>
</tr>
</thead>
<tbody>
<tr>
<td>Until 7:00 a.m. CT, September 28, 2017</td>
<td>Online registrants will receive an electronic confirmation within one day.</td>
</tr>
<tr>
<td>On-site</td>
<td>Newseum</td>
</tr>
<tr>
<td>Monday, September 28, 2017</td>
<td>555 Pennsylvania Ave., N.W., Washington, DC 20001</td>
</tr>
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<td></td>
<td>8:00 a.m. – 5:00 p.m. ET</td>
</tr>
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</table>

There is no guarantee that space will be available at the conference for on-site registration. Your registration fee includes: admission to CLE sessions, CLE Credit, continental breakfast, course materials, the luncheon and cocktail reception.

DISCOUNTS

<table>
<thead>
<tr>
<th>Early Registration</th>
<th>Registrations received by the September 1, 2017 will be processed at the discounted registration rate.</th>
</tr>
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<tbody>
<tr>
<td>ABA Antitrust Section Members</td>
<td>You save just by being a member. The discount is reflected on the registration page.</td>
</tr>
<tr>
<td>ABA Members</td>
<td>Join the Section of Antitrust Law ($60.00) and register at the reduced rate reserved for Antitrust Law Section members.</td>
</tr>
<tr>
<td>Not an ABA Member</td>
<td>Join now and save by going to <a href="http://www.ambar.org/join">www.ambar.org/join</a></td>
</tr>
<tr>
<td>Government, Academics, Law Students, Nonprofits, and Paralegals</td>
<td>Available for those with a primary position at a government or academic institution (e.g., law firm lawyers who also are adjunct professors would pay the law firm rate)</td>
</tr>
</tbody>
</table>
CANCELLATIONS
In the event of cancellation, a refund of the registration fee, less a $50.00 administrative fee, will be granted only for written requests received by at-registrar@americanbar.org by 5:00 pm CT, on September 1, 2017. Please allow four weeks after the conference for the processing. The ABA reserves the right to cancel any conference or portion thereof and assumes no responsibility for personal expenses.

SUBSTITUTIONS
Written (emailed) requests for substitutions will be permitted prior to the conference for requests received by 5:00pm CT on September 1, 2017. After this date, substitutions will need to be made on-site. There is no additional cost for substitutions. Substitutions are not permitted once a registrant has registered on-site or after the conference has occurred. Only the substitute will be eligible for CLE credit. The substitute and original registrant must work out the payment between themselves.

SPECIAL NEEDS
Individuals should update their profile at MyABA.org with allergies or ADA needs.

COURSE MATERIALS
An e-mail containing the link to course materials will be sent out to all registered attendees one week prior to the conference.

ON-SITE
Please bring your confirmation to the on-site ABA Registration Desk to pick up your materials.

ROSTER OF PARTICIPANTS
A roster of conference participants is available online at www.ambar.org/atmergers and is updated weekly.

TAPE RECORDING
No audio recording or videotaping of any part of the conference will be permitted.

REGISTRANT/ATTENDEE IMAGE & VOICE AGREEMENT
Registration for, attendance at or participation in the 2017 Merger Practice Workshop and other associated activities constitutes an agreement by the registrant to permit the ABA to use and distribute (both now and in the future) the registrant or attendee’s image or voice in photographs, videotapes, electronic reproductions, audiotapes of such events and activities.

CONTINUING LEGAL EDUCATION (U.S. CLE)
All Attendees: Sign-in for CLE upon Arrival DE/IL Attendees: Your states require you to sign into each session NY Attendees: You are required by your state to sign in and out each session.

The ABA directly applies for and ordinarily receives CLE credit for ABA programs in AK, AL, AR, AZ, CA, CO, DE, GA, GU, HI, IA, IL, IN, KS, KY, LA, MN, MS, MO, MT, NH, NM, NV, NY, NC, ND, OH, OK, OR, PA, PR, SC, TN, TX, UT, VT, VA, VI, WA, WI, and WV. These states sometimes do not approve a program for credit before the program occurs. This transitional program is approved for both newly admitted and experienced attorneys in NY. Attorneys may be eligible to receive CLE credit through reciprocity or attorney self-submission in other states. For more information about CLE accreditation in your state, visit: http://www.americanbar.org/cle/mandatory_cle/mcle_states.html
Travel Information

HOTEL RESERVATIONS CUT-OFF: FRIDAY, SEPTEMBER 8, 2017

Individuals are responsible for making their own hotel accommodations. A discounted block of sleeping rooms has been reserved under the “ABA Section of Antitrust Merger Practice Workshop.” Rooms will be available until the cut-off or when the block fills, whichever comes first.

<table>
<thead>
<tr>
<th>Newseum (Conference)</th>
<th>Hotel Monaco DC (Hotel)</th>
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<tbody>
<tr>
<td>7th Floor Conference Level</td>
<td>700 F Street, NW</td>
</tr>
<tr>
<td>555 Pennsylvania Ave., N.W., Washington, DC 20001</td>
<td>Washington, DC 20004</td>
</tr>
<tr>
<td>202.292.6100</td>
<td>202.628.7177</td>
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<tr>
<td><a href="http://www.newseum.org">www.newseum.org</a></td>
<td>To access the hotel link go to conference webpage (<a href="http://www.ambar.org/atmergers">http://www.ambar.org/atmergers</a>) and click the ‘Travel’ tab.</td>
</tr>
<tr>
<td>Conference Rates:</td>
<td>Conference Rates:</td>
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<tr>
<td>$279.00 Single/Double Run of House</td>
<td>$279.00 Single/Double Run of House</td>
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AIR TRAVEL/DISTANCE TO CONFERENCE

<table>
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<tr>
<th>Reagan National Airport (DCA)</th>
<th>Tax: Approximately 22 min.</th>
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<td>Train: Approximately 18 min.</td>
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ABA NEGOTIATED AIRFARE DISCOUNTS.


ABA discounts can also be obtained directly from the carrier.

<table>
<thead>
<tr>
<th>American</th>
<th>Delta 800-328-1111</th>
<th>United 800-426-1122</th>
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<tr>
<td>Online Meeting Event Code: NMP56</td>
<td>Discount available at <a href="http://www.delta.com">www.delta.com</a></td>
<td>Online Discount Code: ZXDR621691</td>
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<tr>
<td>Discount available at <a href="http://www.united.com">www.united.com</a></td>
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<td>Discount available at <a href="http://www.united.com">www.united.com</a></td>
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* A Travel Profile is required when booking airline reservations with ABA Egencia, visit http://www.americanbar.org/membership/aba_advantage_discounts/egencia.html for more information.

INTERNATIONAL TRAVEL

International travelers should check their visa requirements with their local Embassy or Consulate. We send out letters supporting visa applications after processing the registration.

- Please email at-registrar@americanbar.org for a Visa letter
- Detailed information is available on the U.S. State Department site at www.state.gov/travel.
Did You Know ...

THE SECTION OF ANTITRUST LAW HAS 29 SUBSTANTIVE COMMITTEES.


- The Committee offers a range of resources for in-house and outside counsel and economists who provide advice and counseling on mergers and acquisitions, assist clients in obtaining governmental approval of transactions from federal, state and foreign competition authorities or participate in litigation of government and private antitrust-based challenges to transactions.
- Committee Members recommend our publication, Mergers and Acquisitions: Understanding the Antitrust Issues (4th Edition), available online at shopmyaba.org.

2017-2018 COMMITTEE LEADERSHIP

Co-Chairs: 
Norman R. Armstrong, Jr. 
Ronan P. Harty

Vice Chairs: 
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Lisl J. Dunlop 
Casey W. Halladay 
Michael L. Keeley 
Michael H. Knight 
Mary K. Marks

Get involved

JOIN A COMMITTEE

Antitrust Section members can join any of the 29 committees at no additional cost. Meet professionals who share your passion for a specialized area of law. Open the door to

PUBLISHING, SPEAKING, AND OTHER CREDENTIAL-BUILDING COMMITTEE OPPORTUNITIES.

HOW TO JOIN A COMMITTEE

1. Go the ambar.org/atjoincmte
2. Enter your ABA ID and password.
3. Check the committees you choose and click “Submit.”
Join the ABA in Washington DC
September 28, 2017

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7th Floor Conference Level
555 Pennsylvania Ave.,
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20001
202.292.6100
www.newseum.org

DEADLINES

<table>
<thead>
<tr>
<th>September 8, 2017</th>
<th>September 1, 2017</th>
<th>7:00 am; September 28, 2017</th>
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<tbody>
<tr>
<td>Hotel Reservations</td>
<td>Early Registration</td>
<td>Online Registration</td>
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Book Hotel online at www.ambar.org/atmergers

MARK YOUR CALENDAR FOR OTHER UPCOMING ABA SECTION OF ANTITRUST LAW CONFERENCES. VISIT WWW.AMERICANBAR.ORG/ANTITRUST FOR DETAILS.

August 10-15, 2017  ABA Annual Meeting • New York, NY
September 28, 2017  Merger Practice Workshop • Washington, DC
November 16, 2017  Fall Forum • Washington, DC
December 11, 2017  Global Seminar Series • London
January 26, 2018  Next Generation of Junior Scholars • New York, NY
February 14-16, 2018  International Cartel Workshop • Paris
May 17-18, 2018  Healthcare Conference • Arlington, VA
May 31-June 1, 2018  Antitrust in Asia • Seoul

Register at www.ambar.org/atmergers

Mergers Practice Workshop