



THE CENTER FOR AMERICAN  
AND INTERNATIONAL LAW

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*“Very good program that all lawyers could benefit from. Very eye-opening to lawyers with limited background in Antitrust Law.”*

*“Excellent speaker and program. Totally enjoyed it; very helpful to my practice.”*

- 2009 Participants

*You're invited to attend the 46<sup>th</sup> Annual Program on*

# ANTITRUST LAW

October 25-29, 2010

*Featuring*  
**Thomas E. Kauper**

**New Proposed Merger Guidelines Will Be Covered**

*Including:*

- Impact and Application of the Sherman, Clayton, Robinson-Patman, and Federal Trade Commission Acts
- Objectives, Standards, and Remedies Under the Federal Antitrust Laws
- Practical problems of corporate compliance and the avoidance of costly antitrust litigation
- Handling a Criminal Antitrust Investigation

*Presented by*

**The Center for American and International Law | Plano, Texas**

27 Hours of MCLE Credit Including 2 Hours of Ethics Available

## FEATURED LECTURER



**Prof. Thomas E. Kauper**  
Professor of Law Emeritus  
The University of Michigan  
Law School  
Ann Arbor, Michigan

Thomas E. Kauper joined the faculty of the University of Michigan Law School in 1964. In 1969, he became Deputy Assistant Attorney General in the Office of Legal Counsel, U.S. Department of Justice, a post he held until 1971, when he returned to teaching in Ann Arbor. In mid-1972, Professor Kauper was named Assistant Attorney General of the U. S. in charge of the Antitrust Division and continued in that post until 1976, when he again returned to Ann Arbor. He has been Vice Chairman and a member of the Council of the Antitrust Law Section of the American Bar Association. Professor Kauper is a frequent lecturer and the author of a number of articles on antitrust subjects.

### SPECIAL GUEST LECTURERS — on the topics of

“HANDLING A CRIMINAL  
ANTITRUST INVESTIGATION”

“LEGAL ETHICS/PROFESSIONAL  
RESPONSIBILITY CONSIDERATIONS  
IN ANTITRUST PRACTICE”

**Barry J. McNeil, Esq.**  
and

**Kathleen M. Beasley, Esq.**

Haynes and Boone, LLP  
Dallas, Texas

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# ANTITRUST LAW

October 25-29, 2010

Featuring  
**Thomas E. Kauper**

**Gain a basic understanding of Antitrust Law in this intensive 4.5-day course.**

The curriculum outlines the impact and application of the Sherman, Clayton, Robinson-Patman, and Federal Trade Commission acts. Emphasis is placed on practical problems of corporate compliance and the avoidance of costly antitrust litigation. You'll also learn guidelines for counseling both large and small enterprises on antitrust issues - specifically, problems concerning relationships with competitors, suppliers, dealers, and customers.

### Important topics such as:

- Proposed Merger Guidelines
- Objectives, Standards, and Remedies Under the Federal Antitrust Laws
- Price Fixing, Market Division, and Related Agreements Between Competitors; Combinations and Conspiracies in Restraint of Trade; Intra-Corporate Conspiracies; Trade Association Activities, Resale Price Maintenance
- Group Boycotts and Refusals to Deal
- Restricting Competition on Distribution; Permissible Restraints on Dealers, Franchisees, and Customers Questions on Distribution
- Handling a Criminal Antitrust Investigation
- Legal Ethics/Professional Responsibility Considerations in Antitrust Practice
- Monopolization, Conspiracies, and Attempts to Monopolize Under Section 2 of The Sherman Act; Problems of Size, Market Power, and Predatory Conduct; The Trinko Case

- The State Action Exemption, Municipal Liability, and Other Exemptions
- Mergers and Acquisitions under the Clayton Act
- Antitrust Problems in the Establishment of Joint Ventures
- Price Discrimination Under the Robinson-Patman Act
- Discrimination in Allowances and Services Under Sections 2(d) and 2(e)

### THE SCHEDULE

**Registration and Classes:** On-site registration will be held at The Center for American and International Law, 5201 Democracy Drive, Plano, TX, beginning at 8:30 a.m. on Monday, October 25.

Except for the Monday morning session on October 25, which will begin at 9 a.m., morning sessions will start at 8:30 a.m. and end at 12 noon, except for Tuesday, which ends at 12:30 p.m. All afternoon sessions will begin at 1:30 p.m. and conclude at 5 p.m. There will be two fifteen minute breaks during each morning and each afternoon session. Classes end at 12 noon on Friday, October 29.

**Textbook and Lecture Outlines:** Detailed lecture outlines for each session will be distributed to participants at the course. In addition, all participants should have a copy of the textbook *Antitrust Analysis: Problems, Texts, Cases* by Areeda, Kaplan & Edlin (Aspen Publishers, 6th edition, 2004). This book may be ordered through the Center by marking the appropriate space on the course registration form. If you register for the course and order the textbook on or before September 17, the book with suggested reading assignments will be mailed to you in advance.

## GENERAL INFORMATION

**HOUSING:** The cost of housing is not included in the tuition. However, rooms (in limited number) have been reserved at the Marriott Legacy Town Center, 7120 Dallas Parkway, Plano, TX 75024. Call 972-473-6444 or 1-800-228-9290. A reduced room rate of \$149.00 (+13% occupancy tax) is available if you advise the hotel that you are attending the Antitrust Law program. The last day to obtain this special rate is September 25, 2010. The hotel offers shuttle service to the classroom location upon request/availability. For your convenience, you may wish to consider renting a car.

**NONDISCRIMINATION POLICY:** The Center for American and International Law does not discriminate on the basis of race, color, sex, religion, national origin, age, disability, veteran status or any other protected status in educational activities, scholarship programs or admissions.

**MCLE CREDIT:** This program has been approved by the State Bar of Texas for 27 hours, including 2 hours of ethics. Course ID Number: 901207663. Sign-in sheets and/or certificates of attendance will be available for ALL states.

**MONDAY MORNING, OCTOBER 25 (9:00AM-12:00 NOON)**

**Objectives, Standards, and Remedies Under the Federal Antitrust Laws**

- A. Objectives of the Antitrust Laws
- B. Standards Under the Sherman, Clayton, and FTC Acts — Rule of Reason, Per Se Offenses, Reciprocity Doctrine
- C. Trade or Commerce Under the Antitrust Laws — Interstate Commerce Reach of Sherman Act; Clayton Act, and FTC Act Jurisdictional Problems
- D. Remedies Under the Antitrust Laws
- E. Government Enforcement Policies
- F. General Role of Private Treble Damage and Injunction Suits in Antitrust Enforcement
- G. Problems of Standing and Antitrust Injury

**Price Fixing, Market Division, and Related Agreements Between Competitors; Combinations and Conspiracies in Restraint of Trade; Intra-Corporate Conspiracies; Trade Association Activities**

- A. Horizontal Price-Fixing Agreements—Direct and Indirect Price Fixing; Price Tampering, Bid Rigging; Agreements to Limit Production; Agreements to Fix Buying Prices for Raw Materials; Agreements to Limit Hours of Business Operation
- B. Conscious Parallelism and Circumstantial Proof of Restraints of Trade; Exchange of Price Lists or Other Pricing Information; Administered Prices and Price Leadership
- C. Market Division Agreements—Territorial Division or Market Division Along Product Lines; Allocation of Customers
- D. Combinations and Conspiracies in Restraint of Trade
- E. Intra-enterprise and Intra-corporate Conspiracies
- F. Antitrust Dangers Arising from Membership in Trade Associations

**MONDAY AFTERNOON, OCTOBER 25 (1:30-5:00PM)**

**Resale Price Maintenance, Price Fixing, Market Division, Etc. (cont.)**

- A. Agreements to Fix Prices
- B. "Simple" Refusals to Deal
- C. Pressures to Maintain Resale Prices
- D. Requirement of Coercion
- E. Consignments
- F. Arguments Favoring Resale Price Maintenance
- G. Arguments Against Resale Price Maintenance

*Following class on Monday, there will be a welcoming reception in The Hall of Flags at The Center for American and International Law*

**TUESDAY MORNING, OCTOBER 26 (8:30AM-12:30PM)**

**Handling a Criminal Antitrust Investigation**

**Legal Ethics/Professional Responsibility Considerations in Antitrust Practice (10:30 a.m. - 12:30 p.m.)**

**TUESDAY AFTERNOON, OCTOBER 26 (1:30-5:00PM)**

**Monopolization, Conspiracies, and Attempts to Monopolize Under Section 2 of the Sherman Act; Problems of Size, Market Power, and Predatory Conduct; The Trinko Case**

- A. Monopoly Power Criteria
- B. Relevant Market Determination
- C. Proof of Monopolization
- D. "Thrust Upon" and Other Defenses
- E. Conspiracy to Monopolize
- F. Attempt to Monopolize
- G. "Shared Monopoly" Theories
- H. Remedies

**The State Action Exemption, Municipal Liability, and Other Exemptions**

- A. State Action Exemption
- B. Municipal Liability After Town of Hallie
- C. Other Exemptions

**WEDNESDAY MORNING, OCTOBER 27 (8:30AM-12:00 NOON)**

**Group Boycotts and Refusals to Deal**

- A. Horizontal Agreements
- B. "Vertical" Boycotts
- C. "Noncommercial" Boycotts

**Restricting Competition on Distribution; Permissible Restraints on Dealers, Franchisees, and Customers**

- A. Exclusive Territorial Arrangements
- B. Primary Responsibility Provisions
- C. Limitations on the Location of a Distributor's Place of Business
- D. Miscellaneous Customer Restrictions
- E. Tie-in Sales
- F. Exclusive Dealing Agreements

**WEDNESDAY AFTERNOON, OCTOBER 27 (1:30-5:00PM)**

**Restricting Competition on Distribution, etc. (cont.)  
Questions on Distribution**

**THURSDAY MORNING, OCTOBER 28 (8:30AM-12:00 NOON)**

**Mergers and Acquisitions Under the Clayton Act**

- A. Applicable Statutory Provisions
- B. Concurrent Jurisdiction of Department of Justice and Federal Trade Commission; Coordination Arrangements; Pre-merger Notification
- C. Classification and Types of Mergers and Acquisitions: Horizontal, Vertical, and Conglomerate
- D. Important Decisions and Elements of Violation; Merger Guidelines
- E. Significant Features of Recently Filed Cases

**THURSDAY AFTERNOON, OCTOBER 28 (1:30-5:00PM)**

**Antitrust Problems in the Establishment of Joint Ventures**

- A. Standards for Determining Validity of Joint Ventures Under the Sherman and Clayton Acts
- B. Specific Antitrust Problems in the Establishment and Operation of Domestic Joint Ventures
- C. Specific Antitrust Problems in the Establishment and Operation of Foreign Joint Ventures

**Price Discrimination Under the Robinson-Patman Act**

- A. Background of Robinson-Patman
- B. Elements of a Robinson 2(a) Violation
- C. Outline of Defenses
- D. Cost-Justification of Defense
- E. Meeting Competition Defense
- F. Buyer Liability Under Section 2(f)
- G. Dummy Brokerage Under Section 2(c)
- H. Criminal Sanctions Under Section 3

**FRIDAY MORNING, OCTOBER 29 (8:30AM-12:00 NOON)**

**Price Discrimination Under the Robinson-Patman Act (cont.)**

**Discrimination in Allowances and Services Under Sections 2(d) and 2(e)**

- A. Elements in Section 2(d) and 2(e) Violations
- B. Buyer Liability for Inducing Discriminatory Allowances and Services

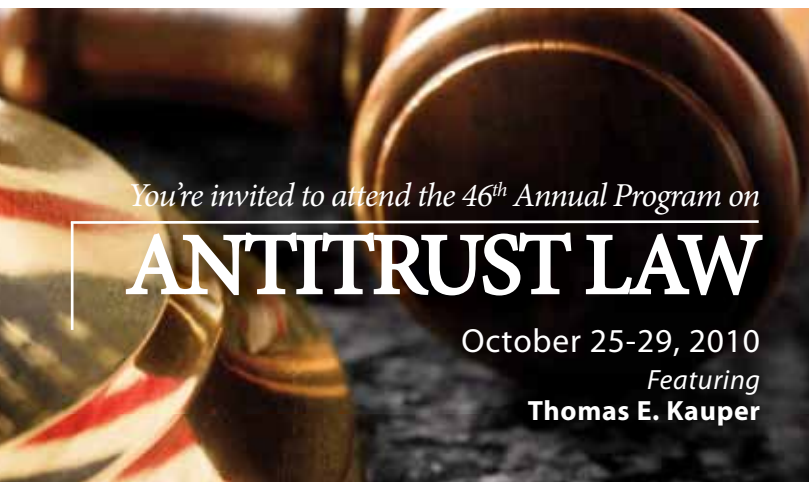
Adjournment (12:00 Noon)



46TH ANNUAL ANTITRUST LAW PROGRAM  
 THE CENTER FOR AMERICAN  
 AND INTERNATIONAL LAW  
 5201 DEMOCRACY DRIVE  
 PLANO, TX USA 75024

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**PLEASE NOTE:** The Center for American and International Law utilizes outside mailing lists. If you receive a duplicate of this announcement, please pass it along to an interested colleague.



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# ANTITRUST LAW

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## SEE INSIDE FOR PROGRAM SCHEDULE AND INFORMATION

### FOUR WAYS TO REGISTER

#### ONLINE

*credit card only*  
[www.cailaw.org](http://www.cailaw.org)

#### FAX

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 972.244.3401

#### MAIL

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 The Center for American  
 and International Law  
 5201 Democracy Drive  
 Plano, TX USA 75024

#### PHONE

*credit card only*  
 972.244.3400 or  
 800.409.1090  
 8:30am-5:00pm CST

### 46th Annual Antitrust Law Program - October 25-29, 2010

- Non-Member tuition \$995 (\$1,045 if received after October 11, 2010).
- Members of The Center for American and International Law - tuition \$945 (\$995 if received after October 11, 2010).
- I wish to order the recommended textbook for this course and enclose an additional \$144.

Name \_\_\_\_\_  
 Firm/Company/Organization \_\_\_\_\_  
 Address \_\_\_\_\_  
 City, State, Postal Code, Country \_\_\_\_\_  
 Phone \_\_\_\_\_ Fax \_\_\_\_\_  
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#### PAYMENT INFORMATION

- Check enclosed payable to: The Center for American and International Law

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Card number \_\_\_\_\_ Expiration date \_\_\_\_\_

Name on card \_\_\_\_\_

Billing address (if different than above address) \_\_\_\_\_  
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Signature \_\_\_\_\_

**CANCELLATION POLICY:** Tuition less a \$50 cancellation fee will be refunded upon receipt of written cancellation received by October 11, 2010. Email [cburkel@cailaw.org](mailto:cburkel@cailaw.org). After these dates, no refunds, but substitution of attendees for this program will be permitted. Registrants not entitled to a refund will receive the course materials.