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“Excellent program. Professor Kauper is wonderful and a real treat to listen to for a week! I will recommend (it) to my colleagues.”

“Comprehensive discussion of a complex area of law in a clear and effective manner.”

- 2008 Participants

You're invited to attend the 45th Annual Program on

ANTITRUST LAW

October 19-23, 2009

Featuring

Thomas E. Kauper

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
- Likely developments in the new administration

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 topic of

“HANDLING A CRIMINAL
ANTITRUST INVESTIGATION.”

Barry J. McNeil, Esq.
and
Kathleen M. Beasley, Esq.
Haynes and Boone, LLP
Dallas, Texas



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:

- 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 19.

Except for the Monday morning session on October 19, 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 23.

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 and Kaplow (Little, Brown & Company, 5th edition, 1997). 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 18, 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 Embassy Suites, 7600 John Q. Hammons, Frisco, TX, 75034. Call 972-712-7200 or 1-800-921-1443 or you can make your room reservation online at www.cailaw.org. A reduced room rate of \$129.00 (+ 13% Occupancy tax) is available if you advise the hotel that you are attending the Antitrust Law Conference. The last day to obtain this special rate is September 28, 2009.

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: 901186173. Sign-in sheets and/or certificates of attendance will be available for ALL states.

THE PROGRAM

MONDAY MORNING, OCTOBER 19

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 19

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 20

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

TUESDAY AFTERNOON, OCTOBER 20

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 21

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 21

Restricting Competition on Distribution, Etc. (cont.) Questions on Distribution

THURSDAY MORNING, OCTOBER 22

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 22

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 23

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



45TH ANNUAL ANTITRUST LAW PROGRAM
 THE CENTER FOR AMERICAN
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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.

“Excellent. Clearly the team here at The Center has considered every aspect of this seminar—from the detailed coverage of the subject matter to the hospitality of the hosts. Very impressive.”

- 2008 Participant



SEE INSIDE FOR PROGRAM SCHEDULE AND INFORMATION

FOUR WAYS TO REGISTER

ONLINE

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FAX

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 972.244.3401

MAIL

check or credit card
 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

45th Annual Antitrust Law Program - October 19-23, 2009

- Non-Member tuition \$995 (\$1,045 if received after October 5, 2009).
- Members of The Center for American and International Law - tuition \$945 (\$995 if received after October 5, 2009).
- I wish to order the recommended textbook for this course and enclose an additional \$75.

Name _____
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PAYMENT INFORMATION

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

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CANCELLATION POLICY: Tuition less a \$50 cancellation fee will be refunded upon receipt of written cancellation received by October 5, 2009. Email 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.