



**International Competition Network
Merger Notification and Procedures Workshop
Implementing the Recommended Practices
March 18-19, 2008 – Brno, Czech Republic**



AGENDA

TUESDAY, MARCH 18

8:15-9:00 **REGISTRATION AND COFFEE**

9:00-9:05 **INTRODUCTORY REMARKS: Chairman Martin Pecina, Czech Office for the Protection of Competition and Chairwoman Danica Paroulkova, Slovak Antimonopoly Office**

Welcome slide

9:05-9:15 **WELCOME ADDRESS: William Blumenthal, General Counsel, U.S. Federal Trade Commission**

9:15-12:30 **PANEL I: SETTING NOTIFICATION THRESHOLDS**

9:15-9:45 ***Role Play: Determining Whether a Filing is Required or Advisable***

Fantasy Dairy's General Counsel (played by Hendrik Bourgeois) and the company's antitrust counsel (played by John Taladay: [a_Bourgeois,Taladay_role_play_slides](#)) consider jurisdictions in which a merger filing might be required or advisable for a hypothetical transaction, focusing on issues related to local nexus and clear and objective thresholds. *Location:* Hall Beta

Hypothetical

9:45-10:30 ***Panel Discussion: Experience with Thresholds and Implementing Reform***

After a brief presentation of the Recommended Practices (RPs) on Nexus and Thresholds by Maria Coppola Tineo (US FTC): [b_Maria_panel I](#), panelists from agencies in the Czech Republic (Robert Neruda): [c_Czech Presentation - Reform of Thresholds](#), Sweden (Christian Blume): [d_Turnover thresholds for merger notifications, Sweden](#), South Africa (Hardin Ratshisusu): [e_South Africa Hardin Compcom presentation](#), and the UK (Marie Didierlaurent): [f_UK_Marie Didierlaurent](#) will discuss their experiences with threshold reform, including how reform was implemented and the pros and cons of implementing RP-conforming thresholds. Consideration of ICN member conformity with the Recommended Practices more generally will inform a discussion among agency representatives and private sector representatives about notification thresholds. *Location:* Hall Beta

10:30-10:45 ***Coffee Break***

10:45-12:00 ***Breakout Session: Implementing RP-compliant Thresholds***

Delegates will convene in small groups to discuss appropriate threshold levels, including factors considered by small jurisdictions, reliance on the Recommended Practices and other jurisdictions' threshold tests as benchmarking tools, and the role of the business community in promoting reform. *Location:* Breakout Rooms (Alfa, Gama, I, II, III)

[Panel I_Breakout_Handout_In depth](#)

[Panel I_Breakout_Handout_Multiple](#)

[Gama_Proposals for change in Irish merger legislation](#)

[Panel I_Breakout_Slides_In depth](#)

[Panel I Breakout Slides Multiple](#)

12:00-12:30 *Report Back from the Breakout Sessions* by John Taladay and Hendrik Bourgeois

12:30-2:00 LUNCH – *Buffet provided in Dining Room*

2:00-5:10 **PANEL II: INITIATING THE MERGER REVIEW PROCESS**

2:00-3:30 *Panel Discussion: Notification Forms & Initial Review Flexibility*

Panelists from Germany (Charlotte Zapfe): **[Panel II Presentation Charlotte Zapfe](#)**, Ireland (Anne Ellis): **[Presentation AnneEllis](#)**, and the EC (Yvonne Simon): **[Panel II Presentation Yvonne](#)**. Simon will explore different approaches to notification requirements and flexible mechanisms related to notification requirements. Panelists will describe their notification requirements and the specific jurisdictional context, highlighting how their agency maintains flexibility to reduce burdens imposed by the requirements or obtain needed information that is not required for notification. Panel moderator Robert Kwinter and panelist Kei Amemiya will offer the perspective of merging parties. *Location:* Hall Beta

3:30-3:50 *Coffee Break*

3:50-5:00 *Breakout Session: Information Requests and Mechanisms for Flexibility*

In small groups, delegates will discuss effective notification requirements and the information deemed useful during the initial stage of merger review. Delegates will also address preliminary investigation issues raised by the workshop's merger hypothetical. Delegates will identify the threshold issues that suggest the transaction raises competitive concerns (or point to early clearance) and the information and investigative tasks needed to make the decision of whether to initiate an in-depth investigation. *Location:* Breakout Rooms (Alfa, Gama, I, II, III)

5:00-5:20 *Panel Discussion: Proceeding Expeditiously in Preliminary Assessment*

The session will conclude in plenary with a discussion of early interaction between the agency and merging parties. The discussion will draw upon the breakout exercise involving the workshop hypothetical to identify the most important preliminary issues bearing upon the determination of whether to go to an in-depth investigation and identify additional information that could be useful: **[report back_5-5.20_Tips](#)** *Location:* Hall Beta

-TipsonProceedingExpeditiously

5:20-5:30 **CONCLUSION OF DAY 1 PROGRAMMING**

7:00-10:00 **RECEPTION AT THE REDUTA THEATRE, HOSTED BY THE CZECH OFFICE FOR THE PROTECTION OF COMPETITION AND THE SLOVAK ANTIMONOPOLY OFFICE**

WEDNESDAY, MARCH 19

8:15-8:45 COFFEE

8:45-11:30 **PANEL III: REVIEW PERIODS**

8:45-9:30 *Panel Discussion: The Initial Review*

The session will commence with a short role play by David Anderson: [Dave Anderson_ICN Timelines](#) and Jacques Steenbergen presenting a merging party's perspective on navigating different systems and review timetables. Stephen Ryan (EC): [Panel III CHARTS_StephenRyan](#) will present an RP-compliant flow chart of the steps involved in the initial notification and review of a merger. Panelists from agencies in Belgium (Jacques Steenbergen), Germany (Kai Hooghoff), Italy (Fausta Giasolli), Mexico (Francisco Nunez) and the United States (William Stallings) will discuss how their jurisdictions address one or more of these steps. **Location:** Hall Beta

9:30-10:20 *Breakout Session: Implementation Efforts*

Session moderators will lead the discussion by sharing their implementation experiences, including with efforts to eliminate a notification deadline and, instead, rely on notifications on the basis of a “good faith intention,” and expedited review procedures.

PANEL 3 CHARTS

[Panel III_Timing of notificationFausta](#)

Location: Breakout Rooms (Alfa, Gama, I, II, III)

10:20-10:40 *Coffee Break*

10:40-11:30 *Panel Discussion: An In-Depth Review*

Panel discussion will continue with a presentation by Gerwin van Gerven: [Panel III CHARTS_Gerwin v Gerven](#) of an RP-compliant flow chart of the steps involved in an in-depth review of a merger. Panelists from agencies in Australia (Suzanne Copley), Switzerland (Patrick Krauskopf), and the United States (William Stallings) will discuss completion of the investigation without undue delay, timing agreements, and resolving compliance disputes within the review timetable. Paul Lugard and Anthony Norton will offer the perspective of merging parties. **Location:** Hall Beta

11:30-5:00 **PANEL IV: MERGER REMEDIES**

11:30-12:30 *Role Plays: Initiating and Testing Remedy Proposals*

Merging parties and their antitrust counsel (played by Dany Assaf and Ondrej Dostal) meet with a competition agency (Daniel Ducore and Erna Bochnickova) to propose a remedy to address competitive concerns flowing from the hypothetical soymilk transaction. In a second role play, agency staff meet with third parties (played by Ariel Ezrachi and Cynthia Lagdameo) to test the effectiveness of the proposed remedy. Each presentation will be followed by a discussion led by Daniel Ducore (US FTC) of relevant aspects of the Recommended Practices: [Panel IV_Ducore Plenary_Full_set](#) **Location:** Hall Beta

12:30-2:00 **LUNCH - Buffet provided in the Dining Room**

2:00-4:00 *Breakout Session: Crafting, Implementing, and Monitoring Compliance with Remedies*

Delegates will break into small groups where they will have an opportunity to discuss practical issues that arise in crafting, implementing, and monitoring compliance with remedies. Topics to discuss include structural and behavioral remedies, defining the assets to be divested, requirements of potential buyers, and implementation of remedies, including the role of trustees.

IV Remedies Breakout Session handouts

Panel IV_Breakout Session Slides

Location: Breakout rooms (Alfa, Gama, I, II, III)

4:00-5:00

Panel Discussion: Inter-Agency Coordination of Merger Remedies

Report back: Jonas Koponen: **[Panel_IV_Report Back_Koponen](#)**

Panelists from the European Commission (Adriaan Brouwer) and agencies in Australia (Edmund Molesworth), Canada (Daniel Campagna), and the United States (Daniel Ducore) will address conflicts and coordination using the hypothetical soymilk case, highlighting how agencies have coordinated remedies and the perspective of merging parties in facilitating coordination. The discussion led by Omar Wakil will include the perspective of smaller jurisdictions. **Location:** Hall Beta

5:00-5:30

CLOSING SESSION: IMPLEMENTATION WRAP-UP – EFFECTING CHANGE

In Plenary, the workshop will close with a panel dedicated to lessons learned from agencies' implementation experiences [[Implementation Tip Sheet](#)] **Closing Cynthia Lagdameo**. **Location:** Hall Beta

5:30

CLOSING REMARKS

[ICN Merger Workshop Feedback Questionnaire FINAL](#)