



One Firm WorldwideSM



ITALIAN AND EU ANTITRUST PRACTICE

Jones Day's European Antitrust & Competition Law Practice consists of more than 30 competition lawyers in Brussels, Frankfurt, London, Madrid, Milan, Munich and Paris. They are part of a worldwide Antitrust Practice numbering over 130 lawyers in offices on three continents. Our European Antitrust Practice has flourished over the years because of its focus on understanding and achieving our clients' business objectives. Effective guidance provided promptly can make the difference between capitalizing on strategic opportunities and losing those opportunities to business rivals.

Our lawyers in Brussels, London and Milan have significant experience before the European Commission, national competition authorities (e.g., *Autorità garante della concorrenza e del mercato*, the Office of Fair

Trading and the Competition Commission) and national regulatory authorities (e.g., *Autorità per le garanzie nelle comunicazioni*, *Autorità per l'energia elettrica e il gas*, Ofcom and Ofgem). We regularly deal with these authorities in merger notifications, cartel investigations, state aid cases, dominant firm issues and a variety of counseling matters, including the full range of competition issues involving different industries, such as pharmaceuticals, telecommunications and media, consumer products, fresh food and transport services. We regularly represent our clients before the General Court and the European Court of Justice, along with national and local courts in Italy and most of the countries where we have offices.

We have extensive experience handling antitrust law matters before more than 50 competition agencies



worldwide, which enables us to deal efficiently with all aspects of national, European and international competition law across all stages of proceedings. Most important, we have a record of reaching the best possible resolution of the issues faced by our clients in virtually every sector of the economy—new and old.

Because regulators exchange information across borders, we work in closely integrated teams, not only in Europe, but also across the Atlantic, particularly with our office in Washington, D.C., as well as in Asia, where we have full capabilities in Shanghai, Taipei and Tokyo. Multi-office and multidisciplinary project teams are also designed and operated to specifically address client needs.

Worldwide, Jones Day has been involved in some of the most significant antitrust matters in history, and that pattern has continued in recent years. That is why Jones Day's Antitrust & Competition Law Practice is recognized in professional publications and rankings as one of the leading antitrust practices in the world. Moreover, various Jones Day antitrust counselors and litigators served at the Directorate General for Competition and the Legal Service of the European Commission, as well as the U.S. Federal Trade Commission and the U.S. Department of Justice in Washington. Jones Day is the only law firm whose partners have had the privilege of leading both US antitrust agencies.

MERGER CONTROL

We have broad experience in handling merger-control filings with the Italian Antitrust Authority and the European Commission. Our practice encompasses all stages of merger

proceedings, from the pre-notification phase, in which we help clients assess antitrust risks, to effective representation in first- and second-phase proceedings, as well as appellate review before the competent courts.

In recognition of the importance of integrated review and oversight of merger filings, and drawing on our wide-ranging experience in this area, we have developed a coordinated approach to dealing with such filings.

This is particularly important in the era of globalized business, in which transactions are commonly subject to pre-merger notification filing requirements and review in multiple jurisdictions around the world. Familiarity with these regulations and the ability to seamlessly and effectively coordinate merger filings and review processes on a global basis are often critical to the timely closing of our clients' transactions.

Jones Day has assisted clients in merger proceedings before the Italian Antitrust Authority across a range of industries, including the following:

Telecoms and IT: Nokia / IBM (C6366), BT / Albacom / Atlanet (C7464), BT / International Network Services (C8299), BT / Counterpane Internet Security (C8052), BT / I.NET / Siosistemi (C6228), BT Group / NET2S (C8906), Albacom.Amps Telecomunicazioni / BT Italia – Eniatel (C9349).

Biotech and medical devices: Bayer / Visible Genetics (C5463), Bayer / MEDRAD / Possis Medical (C9195).

Building and paper: Cascades Inc. / Reno de Medici S.p.A. (C8975).

Media: GM / Hughes Electronics / NewsCorp / DIRECTV (C6054).

Basic industry: Mittal Steel / ISG (C6883), M&C / Efibanca / Comital Saiag (C8034).

Consumer products: Procter & Gamble / Sanofi – oral-care business (C7131); Procter & Gamble / Sara Lee Corporation – air-care business (C10476).

Transport services: Alenia Aeronautica-OAO Sukhoi / ZAO Sukhoi Civil Aircraft – SuperJet International (C9237).

Jones Day lawyers have also worked on headline EU merger proceedings in the following areas:

Information technology: SAP / Business Objects (M.4944), Google / DoubleClick (M.4731), Oracle / Siebel (M.3978), Oracle / PeopleSoft (M.3216), Babcock Borsig / MG Technologies / SAP Markets / Deutsche Bank / VA Tech / ec4EU (M.2270, M.2172), SAP / Siemens / JV (M.2138), Deutsche Bank / SAP / JV (M.2027), Invensys / Baan (M.2024), SAP / Heidelberger (M.1114), Deutsche Telekom / SAP-S (M.705).

Financial services: State Street Corporation / Deutsche Bank Global Securities (M.3027), HUK-COBURG / Wiener Städtische / HMA (M.2556), CGNU / Aseval (M.2012), Swiss Life / Lloyd Continental (M.1499), KKR / Willis Corroon (M.1280), General Accident / Commercial Union (M.1142).

Chemical and pharmaceutical industries: Sumitomo / ITOCHU / Toyo / AK&N (M.4769), Abbott / Guidant (M.4150), Carlyle / Advent / HT TROPLAST / JV (M.3642), Koch / INVISTA (M.3341), Johnson Professional Holdings / Diversey Lever (M.2665), Koch / KoSa (M.2628), Angelini / Phoenix / JV (M.2432), Industriekapital / Dyno (M.1813), AgrEvo / Marubeni (M.788).

Energy: Siemens / VA Tech (M.3653), Total / GdF (M.3410), E.ON / Midlands Electricity (M.3306), Verbund / Energie Allianz (M.2947), Wendel-KKR / Legrand (M.2917), EDF / EnBW (M.1853).

Telecoms: France Telecom / Amena (M.3920), BT / Radianz (M.3695), BT / Albacom (M.3689), BT / Infonet (M.3641), BT / Concert (M.2642), BT / Esat Digifone (M.2282), Telia / Telenor (M.1439), WorldCom / MCI (M.1038), BT / MCI (M.856 and M.353).

Consumer products: Procter & Gamble / Gillette (M.3732), Procter & Gamble / Wella (M.3149), SEB / Moulinex (M.2621), Carrefour / Promodès (M.1684).

Automotive: Bridgestone Americas / Bandag (M.4564), WL Ross / BST (M.4389), International Automotive Components Group / Lear Corporation (M.4243), Toyota / UK (M.2120), Woco / Michelin (M.1907), CVC / BTR Siebe Automotive Sealing Systems (M.1869), Suzuki Motor / Suzuki KG / Fafin (M.1825), Delphi Automotive Systems / Lucas Diesel (M.1784), TRW / LucasVarity (M.1462).

Metallurgy and mining: Norilsk Nickel / OMG Nickel (M.4476), Nissho Iwai / Nichimen (M.3098), Timken / Torrington (M.3011), Mitsubishi / Nissho Iwai / JV (M.2869), BHP / Billiton (M.2413), Drum Holdings / NatWest Equity / CVC (M.1206), NatWest / Schroeder / Sheffield Forgemasters (M.738).

Building and paper: Koch Industries / Georgia-Pacific (M.4054), CVC / Torraspapel (M.1728), Smurfit Condat / CVC (M.1319), DLJ / FM Holdings (M.1139).

Infrastructure, real estate, logistics: Cerberus / Goldman Sachs / Wittur (M.4112), CMA CGM / Delmas (M.3973), Deutsche Bahn / WestLB / Aurelis / JV (M.3124), Flughafen Berlin (II) (M.2262), Brambles / Eurocontainer (M.2023), CVC / Danone / Gerresheimer (M.1539), Flughafen Berlin (M.1255).

Music, entertainment, broadcasting and travel industries: KKR / Harman (M.4696), BMG / Universal (M.4404), Sony / BMG (M.3333), Cendant / Galileo (M.2510), CLT / Disney / SUPER RTL (M.566).

ANTITRUST INVESTIGATIONS

We regularly represent clients confronted with antitrust investigations and in many cases work alongside our Corporate Criminal Investigations Practice, marshaling the knowledge and practical experience necessary for dealing with these matters.

We are able to formulate effective and creative strategies for defending clients faced with allegations of criminal wrongdoing in jurisdictions that actively enforce criminal sanctions against antitrust offenders, such as the United States, Canada, the United Kingdom, Ireland and Japan. Increasingly global enforcement efforts often require a global response from enterprises subject to investigations. As stated by the European Commissioner for Competition Policy:

Cartels are the most damaging form of anti-competitive behavior . . . and they increasingly take place on an international scale. That is why we must join in a rigorous action and be equipped to overcome those same geographical boundaries that the cartelists have conquered!



We have successfully achieved the full range of resolutions for our clients: convincing authorities not to bring charges, securing immunity for targets of investigations and obtaining reduction of sanctions under the European Commission as well as national leniency programs.

Jones Day has consulted clients in antitrust investigations covering a wide range of products, including the following:

- Air freight
- Marine hoses
- Exotic fruits
- Industrial bags
- Vitamins
- Methionine
- Methylglucamine
- Sorbates
- Paper and forestry products

SECTOR INQUIRES

We have extensive experience assisting clients in inquiries that the European Commission or the national competition authorities have carried out into sectors of the economy and into types of agreements across various sectors, including:

- Pharmaceuticals
- Financial services
- Energy
- Local loop
- Leased lines
- Roaming
- Media (3G)

ANTITRUST COMPLIANCE

We assist a number of companies in the development and rollout of effective antitrust compliance programs. Depending on our clients' needs, we may offer several or all of the components necessary to implement an effective compliance program, such as:

Baseline risk assessment to determine the risk of noncompliance and identify employees whose job activities potentially involve interaction with the competition.

Conceptual design of the program, where the degree of risk faced determines the extent of the training that should be conducted and the monitoring that should take place.

Drafting written components, including the style, format and operation of any existing compliance policies.

Education and rollout, including attendance at seminars by affected employees based in different jurisdictions, material for presentation by in-house counsel and remote training tools (web-based education, for example, where we assist in identifying and selecting appropriate service providers).

Monitoring and updating, including internal reporting and whistleblowing procedures and in-class or electronic refresher courses.

ANTITRUST COUNSELING

Jones Day's European Antitrust Practice covers the full range of commercial agreements, including joint ventures. We prepare the structure of distribution and license systems and advise on their possible implementation. We have in-depth knowledge regarding the development and operation of such systems in a variety of industries, such as:

- Telecommunications
- Media and IT
- Computer software and hardware
- Entertainment electronics
- Cardboard and paper
- Chemicals
- Motor vehicles and spare parts
- Pharmaceuticals and life sciences
- Cosmetics products
- Luxury goods

In addition, we have particular experience in providing counseling services under antitrust laws regarding exclusive and selective distribution networks.

Our experience enables us to offer our clients comprehensive counseling services for the assessment of unfair competition behavior and systems for patents, know-how, copyrights and other IP licenses.

We are also experienced in counseling clients regarding private enforcement of competition law and the structuring and restructuring of contractual and corporate joint ventures that raise questions under antitrust law.

STATE AID CONTROL

Jones Day is one of the leading law firms practicing state aid law in the European Union.

The Firm advises private parties receiving or affected by the grant of state aid, as well as public bodies granting such aid. In some cases, we are on the side of the parties receiving subsidies, while in others, we act on behalf of the parties filing complaints. We have represented clients in several sectors in state aid matters, including:

- Public banks
- Aviation
- Investment aid
- Pension funds
- Infrastructure

RELATED REGULATORY ISSUES

Telecommunications industry: Jones Day has been involved in a number of interconnection proceedings, rate-regulation cases, and cases concerning the abuse of dominant market positions before EU national telecommunications regulators. Jones Day regularly advises clients in the fixed and mobile telephony business as well as satellite operators on all telecommunications law issues, including procedures for obtaining licenses from competent authorities.

Aviation: Jones Day represents airlines on issues concerning the liberalization of the European ground-handling markets as well as general aspects of competition law.

EU regulations: In the area of European law, Jones Day advises on issues concerning the environment and the chemicals industry. Examples are the implementation of the obligations arising from the new regulations on electronic and electric waste disposal (WEEE), use of hazardous substances (RoHS) and registration of chemical products (REACH).

Public procurement law: Jones Day lawyers have practiced in the area of European public procurement law for years. In particular, we have in-depth experience regarding large infrastructure projects (e.g., airports).

REPRESENTATION BEFORE THE EUROPEAN COURTS

Jones Day partners have represented clients in a number of proceedings at the European Court of Justice and the General Court in Luxembourg, as well as in the national courts of the EU Member States.

The court matters we handle relate to a variety of agency proceedings and industries. Representative matters handled during the last years are listed below:

State aid: T-613/97 (UFEX, DHL International SA, Federal Express International (France) SNC and CRIE SA / Commission), T-81/04 (Bouygues SA and Bouygues Telecom / Commission), T-475/04 (Bouygues SA and Bouygues Telecom / Commission), T-60/05 (UFEX et al. / Commission), T-289/03 (BUPA / Commission), C-341/06 and C-342/06 (Chronopost, La Poste / UFEX, DHL International SA, Federal Express International (France) SNC and CRIE SA).

Antitrust: T-328/03 (O2 (Germany) / Commission), T-53/06 (UPM-Kymmene / Commission), C-167/04 (JCB Service / Commission), T-206/06 (Total and Elf Aquitaine / Commission), T-190/06 (Total and Elf Aquitaine / Commission), T-174/05 (Elf Aquitaine / Commission), T-60/05 (UFEX, DHL International SA, Federal Express International (France) SNC and CRIE SA / Commission), T-295/06 (Base / Commission), T-111/08 (MasterCard / Commission), T-56/08 (IEA, ETS-Europe, DIPF and IQB / Commission), T-321/05 (AstraZeneca / Commission).

Telecoms, EU law: T-295/06 (Base / Commission), C-438/04 (Mobistar / IBPT), C-33/04 (Commission / Luxembourg).

EXTERNAL RECOGNITION

Jones Day is recognized as having a prominent global Antitrust & Competition Law Practice in Italy, and across Europe and the US. The lawyers in our practice are listed among the leading professionals in the most widely used international lawyers' directories.

Competition & Antitrust

Listed in *Global Competition Review 100*.

TMT Telecommunications

Listed in *Chambers Global* and *Chambers Europe*.

Regulatory Communications

Listed in *The International Who's Who of Business Lawyers*.

Competition & Antitrust

Listed in *PLC Which lawyer?*

Competition & Antitrust

Listed in *The Legal 500*.

Information Technology & Telecommunications

Listed in *Euromoney's Technology, Media & Telecommunications Lawyers Expert Guide*.

ONE FIRM WORLDWIDE

Since 1893, Jones Day has grown, in response to our clients' needs, from a small, local practice to a truly global firm with more than 2,500 lawyers in 32 offices around the world. Jones Day is one of the largest international law firms, and we count more than 250 of the *Fortune* 500 among our clients. Over 400 lawyers work in Europe, more than 30 of whom are Italian nationals.

Our Firm's success stems from key strengths emanating from our One Firm Worldwide concept:

- Client focus
- Legal skill
- Depth of professional experience and resources
- Team orientation
- One-firm organization

Our dedication to delivering the best of the Firm in every client engagement has not gone unnoticed, earning Jones Day numerous industry awards and extensive recognition:

#1 in Client Service – The only firm to have earned top ratings year after year.

The BTI Consulting Group (2009, 2008, 2006, 2004 and 2002).

#1 for Number of M&A Deals Worldwide

Thomson Reuters, Bloomberg (2000–2009).

M&A Deal of the Year and China Deal of the Year

Asian Legal Business China Law Awards (2007).

Chambers USA "Rank 1" Honors

Chambers USA recognized our Antitrust, Labor & Employment, Product Liability and Retail practices (2008).

International Law Firm of the Year

Asian Legal Business China Law Awards (2006, 2005).

International Arbitration Firm of the Year

Asian Legal Business Southeast Asia Law Awards (2006, 2005).

Who Represents America's Biggest Companies

Jones Day shared top honors for the Intellectual Property category in *Corporate Counsel's* annual survey (2008).

ADDITIONAL INFORMATION

For more information on our Antitrust & Competition Law Practice, please contact your principal Jones Day representative or one of the lawyers listed in this publication. General email messages may be sent using our "Contact Us" form, which can be found at www.jonesday.com.

OUR TEAM



Stefano Macchi di Cellere (Partner) graduated from the University of Rome (1990) and obtained post-graduate education at the Academy of American and International Law, sponsored by the Institute for International and Comparative Law, a division of the Center for American and International Law in Dallas (1990); at Georgetown University, Washington, D.C. (1991); and at the University of Rome in EU law (1992). Stefano practices cross-border competition law, acting in merger and cartel cases before the EU antitrust authorities, and leads the Italian Antitrust & Competition Law, Technology, Media, and Telecommunications practices of Jones Day.



Giuseppe Mezzapesa (Associate) received his law degree from the University of Bari (1998); he obtained a master's in business administration for medium-size enterprises at the SDA of Bocconi University of Milan (2001) and completed a post-graduate course in EU law at the Centre of European Law at King's College London (2005). Giuseppe practices in the area of corporate law, with a specific focus on competition law-related issues.



Filippo Amato (Associate) graduated from the University of Torino (1995) and earned an LL.M. in EU law from the College of Europe in Bruges, Belgium (1998), and an LL.M. from Columbia University (2001). Before joining Jones Day, he worked for the Directorate General for Competition and the Legal Service of the European Commission and spent one year at the Court of Justice as law clerk to Advocate General Tizzano. Filippo focuses on EU law, primarily in the area of antitrust.



Francesca Marchini Càmia (Of Counsel) graduated from the University of Louvain-la-Neuve in Belgium (1994) and earned an LL.M. from Columbia University (2000). Prior to joining Jones Day, she worked for the European Commission from 1994 to 1999 as a member of a commissioner's cabinet and as a legal advisor for the directorate for research, development and technology. Francesca focuses on EU law, primarily in the area of antitrust.



Francesco Liberatore (Associate) graduated from the Catholic University of Milan (2000) and earned a post-graduate Diploma in EU competition law from King's College London (2002). He has extensive experience advising clients on all aspects of the application of EU and national antitrust/competition laws as they relate to the TMT (technology, media and telecommunications), pharmaceutical and retail sectors.

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