

ANTITRUST, TRADE REGULATION & ANTICORRUPTION

Hodgson Russ has assembled a multidisciplinary team of experienced attorneys who provide services in the areas of antitrust, trade regulation, and anticorruption. This team of attorneys advises clients in a range of industries, including retail, metal, manufacturing, chemical, health care, and medical devices.

Antitrust

Our antitrust team is comprised of both corporate attorneys (who are experienced in counseling companies in distribution, joint ventures, other business arrangements, and compliance activities) and seasoned trial attorneys (including former prosecutors) who handle matters that can result in serious criminal and civil investigations and litigation for companies and individuals.

We have extensive experience in the following areas:

- Antitrust compliance and training programs
- Criminal antitrust investigations
- Criminal prosecutions of corporations and individuals
- Multinational cartel investigations
- Pricing fixing and market allocation
- Civil class actions
- Pricing, price discrimination, and other Robinson-Patman Act issues
- Refusals to deal
- Exclusive dealing
- Mergers and acquisitions
- Hart-Scott-Rodino filings and second requests
- Most-favored-nation contracts
- Monopolization and attempted monopolization

Hodgson Russ has been awarded a prestigious “Best Law Firms” Metropolitan Tier 2 ranking by *Best Lawyers/U.S. News & World Report* in the Antitrust Law category.

Trade Regulation

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Professionals

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Hodgson Russ has a highly experienced, interdisciplinary team of trade regulation attorneys who provide U.S. and foreign-based businesses with a comprehensive array of U.S. legal assistance in the complex arenas of domestic and international trade.

We provide counseling, litigation, agency representation, and arbitration services for Fortune 500 companies, start-up entities, trade associations, national and regional governments, and numerous businesses across a range of industries. Our trade regulation team advises on the U.S. legal implications of the application and implementation of U.S. and international laws, rules, and treaties. We counsel and represent clients in disputes relative to any violations of those laws. Our practice incorporates the skill and experience of attorneys in the areas of antitrust, corporate, intellectual property, international and cross-border, and federal and international tax law.

Hodgson Russ attorneys possess substantial experience with World Trade Organization (WTO) rules, the United State-Mexico-Canada Agreement (USMCA) bilateral investment treaties (BITs) and domestic and international agencies, including the Federal Trade Commission (FTC), the FTC's Bureau of Competition, the Department of Commerce (DOC), the Department of Justice (DOJ), and the offices of state attorneys general throughout the United States as well as the International Trade Commission (ITC) and other major international agencies.

Our attorneys are alert to and cognizant of events occurring globally that may affect the business interests of our clients. We regularly monitor developments at the WTO, the FTC, and other agencies as well as matters of U.S. and international diplomacy playing out on the world stage. Many of our attorneys have studied or worked outside of the United States and are fluent in languages including Japanese, Chinese, Mandarin, French, and Spanish. Hodgson Russ is a member of the United States Law Firm Group, a network of 18 independent law firms across the country, with attorneys in 17 states and seven foreign countries.

Because we are present in other countries, we are more attuned to and better able to service the interests of our global clients.

Hodgson Russ assists businesses with the interpretation and application of U.S. and international law as it may affect the flow of trade, including:

- Export controls, embargoes, and economic sanctions
- Import relief actions, such as antidumping, countervailing duties, and safeguards
- Customs classifications, valuation, and rules of origin matters
- Representation before the ITC and DOC in disputes, protests, and petitions for review in matters related to dumping, countervailing, and safeguards
- Representation before U.S. Customs and Border Protection (CBP) in customs classifications, valuation, and rules of origin issues
- Assistance in securing licenses for 'dual use' military or commercial goods
- Representation before the Treasury Department's Office of Foreign Assets Control

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- Representation in hearings in protests before the ITC, DOC, CBP, and at the Court of International Trade
- Counseling regarding privacy concerns and representation in privacy challenges across jurisdictions in the United States and internationally

Our attorneys help clients overcome regulatory barriers impeding trade and are involved in lobbying to influence negotiations related to new trade policies and international rules and treaties.

FCPA and Anticorruption

Hodgson Russ has extensive experience counseling companies with respect to the Foreign Corrupt Practices Act (FCPA) and other international anticorruption laws. Our practice provides representation across a broad range of corporate, governmental, transactional, and administrative matters, including the following:

- Developing and implementing anticorruption compliance programs for global companies, including drafting compliance policies; conducting training programs for all levels of employees, officers, and directors; and providing risk assessment and advice regarding best practices
- Counseling clients on the FCPA and other anticorruption due diligence issues that may arise in the mergers and acquisitions which involve foreign acquisitions
- Advising clients on anticorruption compliance issues that may arise from international sales and marketing activities, including assisting in the development of agreements for joint ventures, agents, consultants, and other third-party intermediaries
- Conducting internal investigations to uncover potential or suspected FCPA violations

Experience

Hodgson Russ represented a Finnish client in the heat transfer industry in connection with the formation of worldwide joint venture company with a Texas corporation. We also represented this client in the subsequent purchase of the entire company. In addition to corporate work, we assisted this client with respect to compliance law and merger compliance matters.

Hodgson Russ served as lead counsel in the successful defense of a client in a Department of Justice criminal price-fixing investigation. The U.S. investigation was discontinued, while a parallel European Union investigation not involving Hodgson Russ resulted in fines. Hodgson Russ defended the company in related federal and state class action cases.

Hodgson Russ recently represented a specialty chemical manufacturer in connection with the acquisition of a manufacturing plant in Europe. Although no filing was required under the Hart-Scott-Rodino Act, the Antitrust Division of the U.S. Department of Justice (DOJ) initiated an investigation, just prior to the scheduled closing, as to possible anti-competitive effects on the U.S. market (which was relatively concentrated). Hodgson Russ prepared a detailed response to the DOJ's information demands and questions, counseled our client in connection with interviews, and articulated the client's legal position to the DOJ's staff. The effort was successful, and the investigation was terminated in less than 30 days.

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Representation of a business and its target owner in a federal public corruption investigation. Business owner received immunity and neither client was charged.

Representation of an engineering professional in a federal trade secrets theft investigation. Client was not charged.

Representation of client in federal public corruption investigation. Client was not charged.

Representation of client in Southern District of New York public corruption investigation. Client was not charged.

A team of Hodgson Russ attorneys led by John J. Zak represented long-time client, Integer Holdings Corporation (NYSE: ITGR), in a \$1.7 billion acquisition of Lake Region Medical, a privately held portfolio company of KKR. The purchase price consisted of cash (including assumed debt) and unregistered shares of common stock. Financing was through a bank/bond package, consisting of a \$1.6 billion credit facility (TLA/TLB/revolver) and \$360 million of senior notes offered under Rule 144A. Hodgson Russ counseled on every aspect of the transaction, performing U.S. and supervising international due diligence; negotiating the merger agreement and related acquisition documentation; advising on U.S. competition law matters, including preparing Hart-Scott-Rodino and related foreign filings; negotiating the bank credit facility and leading the high-yield note offering; and advising on executive compensation and employment law aspects of the transaction. The Hodgson Russ team consisted of attorneys Craig M. Fischer, Cristin L. Murray, Matthew R. Scherer, and David G. Reed (securities regulation and corporate compliance); Robert B. Fleming, Jr. (antitrust and trade regulation); Christofer C. Fattey and Timothy Ho; Ryan M. Murphy and Richard W. Kaiser (employee benefits); Peter C. Godfrey (labor and employment); and Michael J. Hecker (environmental); and paralegals Courtney Scanlon, Deborah Kalstek, and Betsy Mills.

Representation of subject employees of professional services firm in federal contracting fraud and public corruption investigation. Clients not charged.

A Hodgson Russ team of corporate and securities attorneys led by John J. Zak represented a Canada-based professional services company with significant U.S. assets and operations in its sale to an Australian acquirer. The transaction involved an expedited Hart-Scott-Rodino antitrust filing and the issuance of acquirer securities to U.S. shareholders of the seller.

In the News

Gary Schober Gives Insight to Wegmans' Discontinuation of SCAN App
WGRZ, September 15, 2022

Press Releases

71 Hodgson Russ Attorneys Ranked in 2023 Edition of *Best Lawyers in America*
Hodgson Russ Press Release, August 19, 2022

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Publications

FTC Announces Increased HSR and Interlocking Directorate Thresholds for 2023

Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert, January 25, 2023

FTC Announces Increased HSR and Interlocking Directorate Thresholds - 2022

Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert, January 28, 2022

FTC Announces Increased HSR and Interlocking Directorate Thresholds - 2021

Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert, February 2, 2021

DOJ and FTC Propose Vertical Merger Guidelines

Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert, January 21, 2020

DOJ Announcement Underscores Importance of Robust Antitrust Compliance Policy

Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert, July 16, 2019

FTC Announces Increased HSR Thresholds

Corporate & Business Law Alert, January 22, 2016

FTC Announces Increased HSR Thresholds

Corporate & Business Law Alert, January 16, 2015

FTC Announces Increased HSR Thresholds

JD Supra, January 21, 2014

FTC Announces Increased 2013 HSR Thresholds

January 14, 2013

FTC Announces Increased 2012 HSR Thresholds

Corporate & Securities Alert, January 27, 2012

Presentations & Events

Recent Developments & Hot Topics in Antitrust Law

Buffalo, NY, June 15, 2011