



## THOMAS D. FINA

Partner

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**THOMAS FINA** is a partner in the firm's Government Antitrust Practice Group and specializes in mergers and acquisitions, antitrust audits and antitrust investigations. He has guided more than 100 transactions through the U.S. and international antitrust merger review process, appearing before the U.S. Department of Justice and Federal Trade Commission representing 3M, PepsiCo, Inc., Cooper Industries, Inc., EDS, Baker Hughes Incorporated, National Oilwell Varco, Varco International and Cooper Cameron Corporation. Mr. Fina has also appeared before the Competition Directorate of the European Commission, the Office of Fair Trading (UK) and the Norwegian Competition Authority. Mr. Fina has represented numerous companies in antitrust audits, internal investigations and in designing and implementing antitrust compliance programs. He has also represented companies in criminal grand jury investigations involving medical services, sulfuric acid, metal containers, petroleum drill bits, molded door skins and industrial diamonds, and has represented corporations and trade associations in civil non-merger investigations in aluminum manufacturing, aluminum processing, float glass, insurance, hazardous waste disposal, trade association activities and athletic shoes.

### EDUCATION

University of Virginia, J.D., 1989, Order of the Coif

Harvard College, A.B., *cum laude*, 1982

### REPRESENTATIVE CASES

- National Oilwell and Varco International, Inc. in their merger (oilfield services)
- NeighborCare, Inc. in its acquisition by Omnicare, Inc. (pharmacy services; in conjunction with Wachtell Lipton)
- PepsiCo, Inc. in its acquisition of The Quaker Oats Company (sports drinks)
- Electronic Data Systems Corporation (EDS) in its acquisition of Structural Dynamics Research Corporation (CAD CAM software)
- Baker Hughes Incorporated in its WesternGeco JV with Schlumberger Limited (seismic services)

- General Mills in its acquisition of assets from Ralcorp. (RTE cereal)
- 3M in its acquisition of Racal Health and Safety (respirators)
- 3M in its acquisition of certain assets from Curatek (pharmaceuticals)
- 3M in its divestitures of a variety of medical / health businesses (surgical powered instruments; cardiovascular systems, arthroscopic fluid control products; endoscopic carpal tunnel release system; sterilization monitoring; hearing aids)
- Fortune Brands in its acquisition of American Locks (padlocks)
- Merck in its acquisition of Medco Containment Services (pharmacy benefits management)
- Reynolds Metals Company in the Department of Justice investigation of intergovernmental aluminum agreement (aluminum smelting)
- Allendale Mutual Insurance Co., Arkwright Mutual Insurance Co. and Protection Mutual Insurance Co. in their merger (commercial property insurance)
- Cooper Industries in its acquisition of INTOOL, Inc. from Global Industrial Technologies (industrial pneumatic tools)
- Smith International, Inc. in its JV (M-I) with Schlumberger Limited (drilling fluids)
- National Oilwell in its acquisition of Hydralift AS (drilling equipment)
- Friede & Goldman, Ltd. in its acquisition of Halter Marine Group, Inc. (marine construction)
- Weatherford International in its acquisition of EVI (oilfield drilling equipment)
- Tuboscope Pipeline Services in its acquisition of Varco International, Inc. (oilfield drilling equipment)
- The Western Company of North America in its acquisition by BJ Services (pressure pumping)
- Hornbeck Offshore Services, Inc. in its acquisition by Tidewater Inc. (supply boats)
- Eastman Christensen in its acquisition by Baker Hughes Incorporated (drill bits)
- Bucyrus Erie in its acquisition of Global Industries Technologies (mining equipment)
- Cooper Cameron Corporation in its acquisition of Orbit Valves (pipeline valves)
- Cooper Cameron Corporation in its acquisition of certain assets from Ingram Cactus (industrial valves)
- Varco International, Inc. in its acquisition of ICO (tubular inspection services)
- Veritas DGC in its acquisition of PGS (seismic data acquisition)

## SPEECHES, TESTIMONY & PRESENTATIONS

- Moderator, “Something Old & Something New: U.S. & International Merger Control Developments,” 52nd Annual Antitrust Spring Meeting, Mergers & Acquisitions Committee
- Testimony before the Standing Senate Committee on Banking, Trade and Commerce (Canada) regarding the treatment of efficiencies as a defense in merger analysis (May 6, 2004)
- Panelist, “E-Discovery in Antitrust Investigations,” OnTrack DataTrail (Washington, D.C.) (July 24, 2001)
- Moderator, "The Changing Face of Federal Merger /Acquisition Notification: An Update for In-House Counsel," Corporate Counseling Committee of the ABA's Section of Antitrust Law (Atlanta) (June 13, 2001)
- "Avoiding Antitrust Pitfalls," Oilfield Services & Equipment Mergers and Acquisitions Institute (Houston), 1998

## ARTICLES & PUBLICATIONS

- Antitrust Law Developments (Sixth), (ABA Section of Antitrust Law) (editor for chapters on Mergers & Acquisitions and Joint Ventures) (to be published 2007)
- Sean F. Boland, Thomas D. Fina, and Eric Berman, “Antitrust Law Overview and Developments in the U.S. and Europe,” *Oil, Gas and Energy Resources Law Section of the State Bar of Texas, Section Report*, March, 2006 (to be published)
- Comments of the Section of Antitrust Law of the American Bar Association in Response to the Antitrust Modernization Commission’s Request for Public Comment Regarding the Hard-Scott-Rodino Second Request Process (2005) (Thomas D. Fina, primary author)
- Joint Comments of the American Bar Association’s Section of Antitrust Law on Merger Enforcement Guidelines of the Competition Bureau of Canada (2004)(editor)
- Thomas D. Fina and Geert Goeteyn, “the UK Confidential Guidance Procedure – Advisory Opinions for Mergers Under UK Merger Control Law,” *The Threshold*, Mergers & Acquisitions Committee, ABA Section of Antitrust Law
- Thomas D. Fina and Sean F. Boland, “Antitrust Strategies Enhance Merger Approval Likelihood,” *Oil & Gas Journal*, September 15, 2003
- Thomas D. Fina, "Lessons Learned from an Antitrust Road Warrior," *Chief Legal Officer*, Winter 2002 at 19

- “The Merger Review Process,” (ABA Section of Antitrust Law, 2nd ed.) (Ilene Gotts, ed.) (revised Chapter Five for second edition, "After Responding to the Second Request")
- “Worldwide Competition Filing Requirements,” *Howrey Simon Arnold & White, LLP* (Thomas D. Fina ed., 2001)
- “Guidance for Federal Merger Investigations and Complying with Second Requests,” Antitrust Section of the ABA (2000) (Thomas D. Fina, primary author)
- “Premerger Competition Filing Requirements Around the World,” *Collier, Shannon, Rill & Scott, PLLC* (Thomas D. Fina ed., 1999)
- Thomas D. Fina, "Temporary Lawyers Fill a Void," *Legal Times*, December 13, 1999
- "Second Request Negotiations and the Production of Electronically Stored Documents," *Antitrust*, Summer 1999

## STATE BARS

District of Columbia Bar, 1989, Member.

## PROFESSIONAL ASSOCIATIONS

Merger Process Reform Task Force, ABA Antitrust Section (2005-2006)

Vice Chairman, Clayton Act Committee, ABA Antitrust Section (2002-2005)

ABA Antitrust Section's Merger Review Working Group (2001 - 2002)

ABA Antitrust Section's Task Force on HSR Investigations (2000 - 2001)

American Bar Association, Antitrust Section (1989 to present)