

**UNITED STATES SENATE
COMMITTEE ON THE JUDICIARY**

QUESTIONNAIRE FOR NON-JUDICIAL NOMINEES

PUBLIC

1. **Name:** State full name (include any former names used).

William Joseph Baer

2. **Position:** State the position for which you have been nominated.

Assistant Attorney General, Antitrust Division, Department of Justice

3. **Address:** List current office address. If city and state of residence differs from your place of employment, please list the city and state where you currently reside.

Office: Arnold & Porter LLP
 555 12th Street NW
 Washington, D.C. 20004

Home: Bethesda, Maryland

4. **Birthplace:** State date and place of birth.

1950; Baraboo, Wisconsin

5. **Education:** List in reverse chronological order each college, law school, or any other institution of higher education attended and indicate for each the dates of attendance, whether a degree was received, and the date each degree was received.

Stanford University Law School, 1972-75; J.D., 1975
Lawrence University, 1968-72; B.A., 1972

6. **Employment Record:** List in reverse chronological order all governmental agencies, business or professional corporations, companies, firms, or other enterprises, partnerships, institutions or organizations, non-profit or otherwise, with which you have been affiliated as an officer, director, partner, proprietor, or employee since graduation from college, whether or not you received payment for your services. Include the name and address of the employer and job title or description.

Arnold & Porter, LLP
01/2000 to Present
Partner
555 Twelfth Street, NW
Washington, DC 20004
202-942-5936

Lawrence University
01/2001 to Present
Trustee
711 E. Boldt Way
Appleton, WI 54911
920-832-7000

Federal Trade Commission
04/1995 to 10/1999
Director, Bureau of Competition
600 Pennsylvania Avenue, NW
Washington, DC 20580
202-326-2222

Arnold & Porter, LLP
01/1984 to 04/1995
Partner
1200 New Hampshire Avenue, NW
Washington, DC 20009
202-942-5936

Arnold & Porter, LLP
10/1980 to 01/1984
Associate
1200 New Hampshire Avenue, NW
Washington, DC 20009
202-942-5936

Federal Trade Commission
09/1975 to 10/1980
Assistant General Counsel and Director of Congressional Relations
Attorney Advisor to Chairman, Assistant to Director, Bureau of Consumer
Protection, Trial Attorney, Bureau of Consumer Protection
600 Pennsylvania Avenue, NW
Washington, DC 20580
202-326-2222

Police Foundation
05/1974 to 09/1974
Consultant
1201 Connecticut Avenue, NW
Washington, DC 20036
202-833-1460

Wisconsin Department of Transportation
06/1973 to 09/1973
Law Clerk
4802 Sheboygan Avenue
Madison, WI 53707
608-266-1078

Governor Patrick Lucey
06/1972 to 09/1972
Summer Intern
115 East Capitol
Madison, WI 53702
608-266-1212

7. **Military Service and Draft Status:** Identify any service in the U.S. Military, including dates of service, branch of service, rank or rate, serial number (if different from social security number) and type of discharge received, and whether you have registered for selective service.

I registered for selective service but did not serve.

8. **Honors and Awards:** List any scholarships, fellowships, honorary degrees, academic or professional honors, honorary society memberships, military awards, and any other special recognition for outstanding service or achievement.

Lawrence University, *cum laude* (1972)
Lawrence University, National Honor Society (1972)
Stanford University, Hilmer Ohlman Jr. Award for Excellence in Legal Writing (1973)
Stanford University, Stanford Law Review, Senior Article Editor (1974-75)
Federal Trade Commission, Award for Distinguished Service (1999)
Arnold & Porter LLP, "The Attorney of the Year Award," April 2009, awarded by Arnold & Porter staff
In recent years, various publications have published lists of "best" or "top-ranked" lawyers. The recognitions I have received in the last few years include:

- o The Best Lawyers in America 2012 for Antitrust Law
- o Best Lawyers "Washington, DC Antitrust Lawyer of the Year" 2010 and 2012
- o The Legal 500 US 2011 "Leading Lawyer" for Antitrust
- o Chambers USA: America's Leading Lawyers for Business 2011 for Antitrust
- o The International Who's Who of Competition Lawyers in 2011
- o Chambers Global: The World's Leading Lawyers for Business 2011 for Competition/Antitrust
- o PLC Which Lawyer? Yearbook 2011: Endorsed for Competition/Antitrust
- o Washingtonian's "Best Lawyers" 2011 for Antitrust
- o Washington, DC Super Lawyers 2011: "Top 10 Lawyers in DC"
- o The National Law Journal, "The Decade's Most Influential Lawyers" 2010
- o Chambers USA's Award for Excellence 2008 for Antitrust
- o Leading Competition Lawyer in the World, Who's Who Legal Awards, 2006 and 2007

9. **Bar Associations:** List all bar associations or legal or judicial-related committees, selection panels or conferences of which you are or have been a member, and give the titles and dates of any offices which you have held in such groups.

American Bar Association, Antitrust Section, 1995 to Present

o Antitrust Section Positions

- FTC Vice Chair of Clayton Act Committee, 1995-1999
- Member, Civil Litigation Task Force, 2000-2001
- Member, Task Force on Civil Practice and Procedures, 2000
- Editorial Board of Publications Committee, 2001-2002
- Member, Criminal Practice and Procedure Committee, 2002-2003
- Member, Merger Review Working Group, 2002-2003
- Member, Remedies Task Force, 2003-2004
- Member, Directions on Antitrust Task Force, 2004-2005
- Member, Cartel Task Force, 2011-2012

District of Columbia Bar, 1980- Present

International Bar Association

271 Regent Street

London W1B 2AQ, UK

Bar Number 100405

2004-Present

Brussels, Belgium Bar Association

Bar Number 15599

2003 to Present

10. **Bar and Court Admission:**

- a. List the date(s) you were admitted to the bar of any state and any lapses in membership. Please explain the reason for any lapse in membership.

There have been no lapses in my memberships.

The District of Columbia Bar Association

1250 H Street, NW

Washington, DC 20005-3908

202-737-4700

September 16, 1980

Bar Number 324723

State Bar of Wisconsin (*Inactive*)

5302 Eastpark Boulevard

Madison, WI 53718-2101

December 22, 1975

Bar Number 1016537

- b. List all courts in which you have been admitted to practice, including dates of admission and any lapses in membership. Please explain the reason for any lapse in membership. Give the same information for administrative bodies that require special admission to practice.

There have been no lapses in my memberships.

U.S. District Court for the District of Columbia
333 Constitution Avenue, NW
Washington, DC 20001
202-354-3107
July 2, 1990
Bar Number 324723

District of Columbia Court of Appeals
500 Indiana Avenue, NW, Room 4200
Washington, DC 20001
202-879-2710
September 16, 1980
Bar Number 324723

Supreme Court of the United States
1 First Street, NE
Washington, DC 20543
202-479-3000
January 11, 1999

11. **Memberships:**

- a. List all professional, business, fraternal, scholarly, civic, charitable, or other organizations, other than those listed in response to Questions 9 or 10 to which you belong, or to which you have belonged, since graduation from law school. Provide dates of membership or participation, and indicate any office you held. Include clubs, working groups, advisory or editorial boards, panels, committees, conferences, or publications.

Lawrence University Board of Trustees, Member, 2001 to Present, Vice Chair
2011 to Present

Bethesda Country Club, Member, 2001 to Present

Stanford Law School Board of Visitors, Member, at various points between 1995
and 2005

American Judicature Society, Member, 1997

Lobbyists and Lawyers for Campaign Finance Reform, Chair, 1987 to 1992

Bethesda YMCA, Member, 1985-1988

I have made financial contributions to other organizations over the years. I have not included in the list above any organization to which I gave funds and did not otherwise participate in programmatic activities, although the organization may have labeled me a member.

- b. Indicate whether any of these organizations listed in response to 11a above currently discriminate or formerly discriminated on the basis of race, sex, religion or national origin either through formal membership requirements or the practical implementation of membership policies. If so, describe any action you have taken to change these policies and practices.

No, to my knowledge.

12. Published Writings and Public Statements:

- a. List the titles, publishers, and dates of books, articles, reports, letters to the editor, editorial pieces, or other published material you have written or edited, including material published only on the Internet. Supply four (4) copies of all published material to the Committee.

I have done my best to identify published materials, including through a review of my personal files and searches of publicly available electronic databases. Despite my searches, there may be other materials that I have been unable to identify, find or remember. I have located the following:

William J. Baer, et al., "ACPERA's Civil Damages Limitation Provisions Extended for 10 Years," *Arnold & Porter Advisory*, July 2010, <http://www.arnoldporter.com>. Copy Supplied.

William J. Baer, et al., "US Agencies Release Proposed Revision to Horizontal Merger Guidelines," *Arnold & Porter Advisory*, May 2010, <http://www.arnoldporter.com>. Copy Supplied.

William J. Baer, et al., "Ninth Circuit Rules That Product Improvement is Exempt From Scrutiny Under the Federal Antitrust Laws," *Arnold & Porter Advisory*, Jan. 2010, <http://www.arnoldporter.com>. Copy Supplied.

William J. Baer, et al., "FTC Wins a Merger Preliminary Injunction: FTC v. CCC Holdings, Inc.," *Arnold & Porter Advisory*, May 2009, <http://www.arnoldporter.com>. Copy Supplied.

William J. Baer, et al., "Commissioner Jon Leibowitz Named FTC Chair," *Arnold & Porter Advisory*, Mar. 2009, <http://www.arnoldporter.com>. Copy Supplied.

William J. Baer, et al., "The Antitrust Division Provides Guidance on Application of Criminal Leniency Policy," *Arnold & Porter Advisory*, Dec. 2008, <http://www.arnoldporter.com>. Copy Supplied.

William J. Baer & Deborah Feinstein, "Changing Emphasis: How Whole Foods Advances the FTC's Efforts to Transform Merger Litigation," *GCP*, Sept. 2008, <http://www.globalcompetitionpolicy.org>. Copy Supplied.

William J. Baer, et al., "Cartel Prosecution in the US and the EU - Recent Developments," chapter in *PLC Cross-Border Competition Handbook*, Vol. 1, 2007/2008. Copy Supplied.

William J. Baer, et al., "International Leniency Coordination," chapter in *The Antitrust Review of the Americas*, 2007. Copy Supplied.

William J. Baer & Luc Gyselen, "Merger Remedies Policy In The EU and USA," chapter in *PLC Cross-Border Competition Handbook*, 2006/2007. Copy Supplied.

William J. Baer, et al., "International Leniency Regimes: New Developments and Their Strategic Implications," chapter in *The Antitrust Review of the Americas*, 2006. Copy Supplied.

William J. Baer, et al., "International Leniency Regimes: New Developments and Their Strategic Implications," chapter in *Antitrust Review of the Americas*, 2005, <http://www.globalcompetitionreview.com>, reprinted in *The Antitrust Counselor*, June 15, 2005. Copy Supplied.

William J. Baer, et al., "Taking Stock: Recent Trends in U.S. Merger Enforcement," *Antitrust*, Spring 2004. Copy Supplied.

William J. Baer & Deborah L. Feinstein, "Item 4(c): the Next Step in HSR Reform," *Antitrust*, Spring 2002. Copy Supplied.

"Guidelines for Merger Remedies, Prospects and Principles," *Berkeley Center for Law & Technology and Ecole des Mines de Paris Conference*, Jan. 17-18, 2002. Copy Supplied.

William J. Baer, et al., "Recent Developments & Future Directions in Antitrust Enforcement and Getting your Merger through the Bush FTC and DOJ," 2002 National CLE Conference, Antitrust Law, Law Education Institute, Inc., Jan. 11-16, 2002. Copy Supplied.

William J. Baer & Ronald C. Redcay, "Solving Competition Problems In Merger Control: The Requirements For An Effective Divestiture Remedy," 69 *Geo. Wash. L. Rev.* 915, Oct.-Dec. 2001. Copy Supplied.

"Past as Prologue? Recent Developments & Future Directions in Antitrust Enforcement," *Arnold & Porter*, Nov. 2001. Copy Supplied.

William J. Baer & Myles Hansen, "B2B Marketplaces and Common-Sense Antitrust Precautions," *Computer & Internet Lawyer*, Sept. 2000. Copy Supplied.

William J. Baer & Franklin R. Liss, "A Forgiving Policy; But DOJ Grants Amnesty Only to the First Firm in the Door," *Legal Times*, Apr. 3, 2000. Copy Supplied.

"International Antitrust Policy," *Annual Proceedings of the Fordham Corporate Law Institute, International Antitrust Law & Policy*, 1999. Copy Supplied.

William J. Baer & David A. Balto, "The Politics of Federal Antitrust Enforcement," 23 *Harv. J.L. & Pub. Pol'y* 113, Fall 1999. Copy Supplied.

"A Study of the Commission's Divestiture Process," *Bureau of Competition of the Federal Trade Commission*, June 21, 1999. Copy Supplied.

"Letters to the Editor: They Must Disgorge Ill-Gotten Gains," *Wall Street Journal*, May 18, 1999, at A27. Copy Supplied.

"Letters to the Editor: Why FTC Opposes The Staples Merger," *Wall Street Journal*, May 1, 1997, at A19. Copy Supplied.

“Surf’s Up: Antitrust Enforcement and Consumer Interests in a Merger Wave,” *The Journal of Consumer Affairs*, 1996. Copy Supplied.

“Reflections on 20 Years of Merger Enforcement Under the Hart-Scott-Rodino Act,” *Antitrust Law Journal*, 1997. Copy Supplied.

“The New Face of U.S. Criminal Antitrust Enforcement and the Increasing Importance of Corporate Antitrust Compliance Programs,” Arnold & Porter, 1991. Copy Supplied.

“We Can Limit the Cost of Campaigns,” *The Daily Press*, Sept. 5, 1989. Copy Supplied.

“At the Turning Point: The Commission in 1978,” *Journal of Public Policy & Marketing*, 1988. Copy Supplied.

“Where to From Here: Reflection on the Recent Sage of the Federal Trade Commission,” *Oklahoma Law Review*, 1986. Copy Supplied.

William J. Baer & Michael N. Sohn, “Injunctions Emerge as FTC’s Powerful New Weapon,” *Legal Times*, Mar. 22, 1982. Copy Supplied.

- b. Supply four (4) copies of any reports, memoranda or policy statements you prepared or contributed in the preparation of on behalf of any bar association, committee, conference, or organization of which you were or are a member. If you do not have a copy of a report, memorandum or policy statement, give the name and address of the organization that issued it, the date of the document, and a summary of its subject matter.

I have done my best to identify any reports, memoranda or policy statements I prepared or contributed in the preparation of, including through a review of my personal files and searches of publicly available electronic databases. Despite my searches, there may be other materials I have been unable to identify, find or remember. I have located the following:

“2008 Transition Report,” American Bar Association Section of Antitrust Law, 2008. Copy Supplied.

“The State of Federal Antitrust Enforcement -- 2004,” Cover letter and report for Task Force for the American Bar Association Section of Antitrust Law Transition, FTC-DOJ Merger Guidelines Workshop - Economists and Lawyers Roundtable, Feb. 19, 2004. Copy Supplied.

“1993 Clinton Transition Report,” Federal Trade Commission, 1993. No Copy Available.

- c. Supply four (4) copies of any testimony, official statements or other communications relating, in whole or in part, to matters of public policy or legal interpretation, that you have issued or provided or that others presented on your behalf to public bodies or public officials.

The list below consists of material identified based on my recollection and searches of internet databases. Despite my searches, there may be other items I have been unable to identify, find or remember.

Remarks at Federal Trade Commission Workshop on Horizontal Merger Guidelines Review Project, FTC, Jan. 26, 2010. Copy Supplied.

Letter to Senate Committee on the Judiciary, United States Senate, regarding the nomination of Christine Varney, Mar. 4, 2009. Copy Supplied.

Remarks at FTC panel on Unilateral Effects Analysis and Litigation Workshop, FTC, Feb. 12, 2008. Copy Supplied.

Remarks at Sherman Act Section 2 Joint Hearing of the Federal Trade Commission and the Department of Justice on Understanding Single-Firm Behavior and Section 2 Policy Issues, DOJ and FTC, May 1, 2007. Copy Supplied.

Remarks before the Antitrust Modernization Commission Hearings, U.S. Enforcement Policy, Federal Trade Commission, Nov. 17, 2005. Copy Supplied.

Letter from William J. Baer, et. al., to Mssrs. James and Muris, FTC, Dec. 21, 2001, <http://www.ftc.gov/opa/2002/02/clearance/clearideas.htm>. Copy Supplied.

Remarks at the Hearing before the Alaska State Legislature Joint Special Committee on Mergers --British Petroleum-ARCO Merger, July 28, 1999. Copy Supplied.

Remarks before the Subcommittee on Energy and Power of the Committee on Commerce on the Exxon-Mobil Merger, House of Representatives, 106th Congress, First Session, Serial No. 106-12, Mar. 10-11, 1999. Copy Supplied.

Remarks before the Subcommittee on Finance & Hazardous Materials of the Committee on Commerce on the Financial Services Competitiveness Act of 1997, House of Representatives, 105th Congress, First Session on H.R. 10, Serial No. 105-38, July 17, 25, 30, 1997. Copy Supplied.

Remarks at Legal Times Round Table, "An Inside View of Associates in the '90s; Partners Find Serious Newcomers Asking About the Business of Law," Legal Times, Apr. 26, 1993. Copy Supplied.

Remarks before the Committee on Rules and Administration on Senate Campaign Finance Proposals of 1987, United States Senate, 100th Congress, First Session, Serial Nos. 2, 50, 179, 207, 615, 625, 725, and Amendment No. 36 (to S. 2), Mar. 5, 18, 1987 and Apr. 22 & 23, 1987. Copy Supplied.

- d. Supply four (4) copies, transcripts or recordings of all speeches or talks delivered by you, including commencement speeches, remarks, lectures, panel discussions, conferences, political speeches, and question-and-answer sessions. Include the date and place where they were delivered, and readily available press reports about the speech or talk. If you do not have a copy of the speech or a transcript or recording of your remarks, give the name and address of the group before whom the speech was given, the date of the speech, and a summary of its subject matter.

If you did not speak from a prepared text, furnish a copy of any outline or notes from which you spoke.

I have done my best to identify transcripts or recordings of all speeches or talks delivered, including through a review of my personal files and searches of publicly available electronic databases. Despite my searches, there may be other materials I have been unable to identify, find or remember. I have located the following:

“Part II: Efficiencies, Entry and Economics: What Role, If Any, Do they Have in Merger Analysis Today?” Panelist for Part 2 at ABA Section of Antitrust Law, Fall Forum, Nov. 15-16, 2005. Copy Supplied.

“The Evolution of Market Analysis,” Presentation at NERA’s 24th Annual Antitrust & Trade Regulation Seminar, July 7-11, 2005. Copy Supplied.

“Successful Litigation of International Civil Actions,” Panelist at International Competition Law, Real World Issues and Strategies for Success, June 16-17, 2005. Copy Supplied.

“The Globalization of Leniency,” Presentation at Competition Law Forum, June 10, 2005. Copy Supplied.

“Life Sciences Licensing: Current Issues in U.S. Antitrust Enforcement,” Presentation for IBC UK Transactions in the Life Sciences Sector Conference, Apr. 22, 2005. Copy Supplied.

“Transatlantic Perspective on Antitrust Compliance,” Arnold & Porter LLP teleconference event, Apr. 21, 2005. No Copy Available.

“The Future of Merger Control,” Panelist on Global Competition Review Panel, Mar. 3, 2005. No Copy Available.

“The Role of Economics in U.S. Civil Antitrust Litigation: Daubert and Beyond,” Presentation at Association of Competition Economics 2nd Annual Conference, Dec. 2-3, 2004. Copy Supplied.

Remarks at “Coordinating International Cartel Investigations, from Dawn Raid Procedures to Leniency Applications,” Competition Law Forum, June 25, 2004. No Copy Available.

“Antitrust Considerations, EU and US Perspective,” Presentation, Arnold & Porter LLP, June 21-22, 2004. Copy Supplied.

Remarks at ABA Section of Business Law’s Spring Meeting, “Joint Ventures: In the Antitrust Gunshots Again?” Apr. 3-6, 2004. No Copy Available.

Remarks at Symposium, “The Bayer Judgment: The Implications for the Developing Legal Environment Relating to Parallel Imports & Generics,” Arnold & Porter LLP, Jan. 9, 2004. No Copy Available.

Remarks at Second Annual Merger Control Conference, “Merger Enforcement,” The British Institute of International and Comparative Law, Dec. 2003. No Copy Available.

Remarks at MedAdNews Conference Pharmaceutical Leadership Forum, "Examining the Wave of Mergers and Acquisitions: What Does it Mean for Industry? What Does it Mean for You?" Nov. 16-18, 2003. No Copy Available.

Remarks at ABA International Section 2003 Fall Meeting, "Article 82 & Section 2: Observations on Similarities and Differences," Oct. 16, 2003. No Copy Available.

Remarks at The Conference Board 2003 Antitrust Conference, "Challenges to Dominant Firm Exclusionary Conduct," Mar. 18-19, 2003. No Copy Available.

"The Enterprise Act 2002: The New Law on Cartels and Mergers," Presentation, Arnold & Porter, Feb. 25, 2003. Copy Supplied.

"Current Issues on Merger Enforcement," Presentation at ABA 2002 Fall Forum, ABA Section of Antitrust Law, Nov. 7-8, 2002. Copy Supplied.

"Regulatory Antitrust Update with Q&A re Recent Developments in Antitrust Enforcement," Presentation at Grocery Manufacturers of America Legal Conference, Oct. 22-23, 2002. Copy Supplied.

"New Directions in Competition Policy: Continuity and Change in the Bush Administration Enforcement Agencies," Presentation at 2002 Antitrust Conference: Antitrust Issues in Today's Economy, The Conference Board, Mar. 7-8, 2002. Copy Supplied.

"Antitrust Developments in the New Administration," Presentation at The 40th Annual Corporate Counsel Institute, Northwestern University School of Law, Oct. 11-12, 2001 and Dec. 6-7, 2001. Copy Supplied.

"New Technologies/New Administrations," Presentation at ABA Section of Antitrust Law 2001 Fall Forum, Georgetown University Law Center, Nov. 15-16, 2001. Copy Supplied.

"Merger enforcement in the US & EU: Lessons from the General Electric and Honeywell Merger Investigations;" "Exclusive Dealing as Monopolization & Restraint of Trade: Microsoft, Toys R Us, & More;" "Joint Ventures and Strategic Alliances, Where is the Line?" "The Interface Between Intellectual Property & Antitrust Doctrine; When is Settling a Patent Dispute an Antitrust Violation?;" "Recent FTC Enforcement Actions & Implications for the Future," Presentations at The Third Annual Sedona Conference on Antitrust Law and Litigation, Nov. 8-9, 2001. No Copies Available.

"Substantive Differences in Competition Laws as They Apply to Exclusionary Conduct: Implications for Global Competition and New Competition Regimes," Presentation at Columbia University Workshop, Oct. 27, 2001. No Copy Available.

Remarks at Grocery Manufacturers of America Legal Conference, Oct. 23-24, 2001. Copy Supplied.

Remarks at ABA Annual Meeting, "Recent Merger Litigation - What have We Learned?" July 6-12, 2001. Copy Supplied.

“The Antitrust Interface,” Presentation at The 22nd Annual Computer and Internet Law Institute, The Law School University of Southern California, May 10-11, 2001. Copy Supplied.

Remarks at FTC’s Public workshop on Emerging Issues for Competition Policy in the World of E-Commerce, “Relationship of competition policy to B2B mergers and interoperability arrangements,” May 7, 2001. No Copy Available.

“Internet Committee Program re Antitrust Issues in High Tech Joint Ventures,” Presentation at ABA 49th Annual Section of Antitrust Law Spring Meeting, Mar. 28-30, 2001. No Copy Available.

“Solving Competition Problems In Merger Control: The Requirements For An Effective Divestiture Remedy,” Presentation at The George Washington Law Review Symposium, Mar. 22-23, 2001. Copy Supplied.

“Antitrust Enforcement in the Bush Administration,” Presentation, Arnold & Porter LLP, Apr. 2001. Copy Supplied.

“Antitrust Enforcement,” Presentation at Tulane Law School Continuing Education, 13th Corporate Law Institute, Mar. 2, 2001. Copy Supplied.

“Antitrust Enforcement in the Bush Administration,” Presentation at Law Education Institute, Inc. National CLE Conference, Jan. 10, 2001. Copy Supplied.

“Antitrust Update, Recent Developments in Merger and Joint Venture Enforcement,” Presentation at 2000 GMA Legal Conference, 2000. Copy Supplied.

“Antitrust Update,” Presentation at GMA Legal Conference, Oct. 24-25, 2000. Copy Supplied.

“Antitrust Enforcement in a High Tech Economy,” Presentation at Israeli CFOs Conference, Sept. 11, 2000. No Copy Available.

“B2B & B2C: The Antitrust Risks,” Presentation at The Standard’s Net Returns Conference, Sept. 6-9, 2000. Copy Supplied.

Keynote Address at 2000 Marketing and Public Policy Conference, “Antitrust and Consumer Protection in an E-Commerce World,” West Virginia University, College of Business and Economics, June 2, 2000. Copy Supplied.

Keynote Address, “Close Up,” Close Up Foundation, Washington, DC, Apr. 3, 2000. No Copy Available.

“Talking Points on Disgorgement,” 2000 Antitrust Conference of the Conference Board, Mar. 9, 2000. Copy Supplied.

“The Direction of Antitrust Enforcement: Antitrust Policy & Economic Theory Entering the Next Millennium,” Presentation at Law Seminars International, Cutting Edge Antitrust Conference, Feb. 17, 2000. Copy Supplied.

Remarks Outline at ABA, 1999. Copy Supplied.

Remarks at ABA Meeting, "Report on Recent Antitrust Developments at the Federal Trade Commission," Sept. 1999. Copy Supplied.

Remarks before the American Bar Association, Antitrust Section Spring Meeting, "Report from the Bureau of Competition (1999)," Federal Trade Commission Committee, Apr.15, 1999. Copy Supplied.

Remarks before the Federalist Society's Symposium on Law and Public Policy, "Does Politics Corrupt Antitrust Enforcement?" Apr. 10, 1999. Copy Supplied.

Remarks at Panel II: The Economic and Regulatory Issues of Convergence, in Fordham Intellectual Property, Media and Entertainment Law Journal, 1999. Copy Supplied.

Remarks before the American Bar Association, Sections of Business Law, Litigation, and Tort and Insurance Practice's Science & Technology National Institute on Representing High Technology Companies, "Antitrust Enforcement and High Technology Markets," FTC, Nov. 12, 1998. Copy Supplied.

Remarks at Antitrust and Trade Policy Roundtable, International Antitrust Law & Policy Conference, Fordham Corporate Law Institute, Oct. 23, 1998. Copies Supplied.

Remarks to the National Association of Attorneys General, Sept. 23, 1998. Copy Supplied.

Remarks before the American Bar Association, Antitrust Section, Spring Meeting, "Report from the Bureau of Competition (1998)," Federal Trade Commission Committee, Apr. 2, 1998. Copy Supplied.

Remarks before 34th Annual Symposium on Associations and Antitrust, Bar Association of D.C., "The Impact of Federal Trade Commission Antitrust Policy on Associations," FTC, Feb. 18, 1998. Copy Supplied.

Remarks before the New York State Bar Association, "The Federal Trade Commission and Innovation Markets," FTC, Jan. 29, 1998. Copy Supplied.

Remarks before the Conference on The New Rules of the Game for Electric Power: Antitrust & Anticompetitive Behavior, "FTC Perspectives on Competition Policy and Enforcement Initiatives in Electric Power," FTC, Dec. 4, 1997. Copy Supplied.

William J. Baer & David A. Balto, "New Myths and Old Realities: Recent Developments in Antitrust Enforcement," *Columbia Business Law Review*, 1999; and Remarks before the Bar Association of the City of New York, Nov. 17, 1997. Copies Supplied.

Remarks at FTC news conference on the McDonnell Douglas-Boeing Merger, Federal Document Clearing House, Inc., July 1, 1997. Copy Supplied.

Remarks before the American Bar Association, Antitrust Section Spring Meeting, "Report of the Bureau of Competition (1997)," FTC and Clayton Act Committees, Apr. 9-10, 1997. Copy Supplied.

Remarks before a Workshop by the OECD and the Fair Trade Commission of Japan, "The Role of the Competition Agency in Regulatory Reform," Dec. 3, 1996. No Copy Available.

Address before The Conference Board, Oct. 29-31, 1996 and before the Northwestern University School of Law's 35th Annual Corporate Counsel Institute, Oct. 31, 1996. Copy Supplied.

Remarks before the ABA's 1996 Health Law Forum/Antitrust Section Program on Health Care Antitrust, "Current Issues in Health Care Antitrust Enforcement at the Federal Trade Commission," FTC, Oct. 24, 1996. Copies Supplied.

Remarks before the ABA's Section of Antitrust Law's 44th Annual Antitrust Spring Meeting, "Report from the Bureau of Competition: Looking Back and Going Forward," Federal Trade Commission Committee, Mar. 28, 1996. Copy Supplied.

Remarks before the New York State Bar Association Annual Dinner Meeting, "The Dollars and Sense of Antitrust Enforcement," FTC, Jan. 25, 1996. Copy Supplied.

Remarks before the ABA Annual Meeting, Annual Developments Program, "A Report on Recent Antitrust Developments at the Federal Trade Commission," FTC, Aug. 9, 1995. Copy Supplied.

Remarks at Joint Venture Seminar, Mar. 16, 1992. Copy Supplied. I do not recall the location of the remarks or the group who sponsored the event.

Remarks at United States Department of State, Foreign Service Institute, The Senior Seminar, "The American Political System: Executive/Legislative Relations," Jan. 27-31, 1986. No Copy Available.

- e. List all interviews you have given to newspapers, magazines or other publications, or radio or television stations, providing the dates of these interviews and four (4) copies of the clips or transcripts of these interviews where they are available to you.

I have done my best to identify all interviews given, including through a review of my personal files and searches of publicly available electronic databases. Despite my searches, there may be other materials I have been unable to identify, find or remember. I have located the following:

Christopher Norton, "Most Admired Attys: Arnold & Porter's Bill Baer," *Law360.com*, Aug. 23, 2010, <http://www.law360.com/>. Copy Supplied.

"Best of WSJ.com's Money Blogs -- From Deal Journal, MarketBeat and Wealth," *The Wall Street Journal*, Apr. 17, 2010, at B4; also printed at "From Deal Journal, MarketBeat and Wealth Report: The New Stigma Is Luxury Goods, Extravagant Spending Barely Beats Smoking For Promoting Happiness," *The Wall Street Journal Online*, Apr. 16, 2010, at <http://www.blogs.wsj.com/deals>. Copies Supplied.

Cecile Kohrs Lindell, "Government Merger Filings Indicate Autumn 'Thaw,'" *The Deal*, Oct. 1, 2009. Copy Supplied.

Andrew Martin, "Whole Foods Gets Judicial Approval for Purchase of Wild Oats," *The New York Times*, Aug. 17, 2007, at C3. Copy Supplied.

Kimberly Atkins, "Federal Trade Commission looks at competing interests," *Lawyers Weekly USA*, June 18, 2007. Copy Supplied.

"William Baer Once Again Named Competition Lawyer of the Year," Who'sWhoLegal, *International Bar Association*, May 15, 2007. Copy Supplied.

Stephen Taub, "Supreme Court Rules for Joint Ventures," *Economist.com*, Mar. 1, 2006. Copy Supplied.

Adam Cohen & Mary Jacoby, "EU's Kroes Puts Antitrust Stance In Line With U.S. -- Shift on Deal Reviews Gives Less Weight to Competitors, More to Consumer Benefits," *The Wall Street Journal*, Sept. 26, 2005, at A17. Copy Supplied.

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Ellen Neuborne, "U.S. Accuses Toys 'R' Us of Unfair Trade," *USA Today*, May 23, 1996, at 1A. Copy Supplied.

“Retailer Toyed with Makers to Stifle Discounts, Watchdog Says,” *The Vancouver Sun (British Columbia)*, May 23, 1996, at D8. Copy Supplied.

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13. Public Office, Political Activities and Affiliations:

- a. List chronologically any public offices you have held, other than judicial offices, including the terms of service and whether such positions were elected or appointed. If appointed, please include the name of the individual who appointed you. Also, state chronologically any unsuccessful candidacies you have had for elective office or unsuccessful nominations for appointed office.

Federal Trade Commission
09/1975 to 10/1980
Assistant General Counsel and Director of Congressional Relations
Attorney Advisor to Chairman, Assistant to Director, Bureau of Consumer Protection, Trial Attorney, Bureau of Consumer Protection
600 Pennsylvania Avenue, NW
Washington, DC 20580
202-326-2222.

- b. List all memberships and offices held in and services rendered, whether compensated or not, to any political party or election committee. If you have ever held a position or played a role in a political campaign, identify the particulars of the campaign, including the candidate, dates of the campaign, your title and responsibilities.

I have not had a formal role in a political campaign but have been involved in fundraising and event organizing for a number of candidates over the years including:

- o Obama/Biden (2008)
- o Hillary Clinton (2007-08)
- o John Kerry (2004)
- o Al Gore (2000)

- o Bill Clinton/Al Gore (1992 and 1996)
- o Peter Franchot (Maryland House of Delegates and Maryland Comptroller)
- o Terry McAuliffe Virginia Gubernatorial Campaign (2009)

14. **Legal Career:** Answer each part separately.

a. Describe chronologically your law practice and legal experience after graduation from law school including:

- i. whether you served as clerk to a judge, and if so, the name of the judge, the court and the dates of the period you were a clerk;
I did not clerk.
- ii. whether you practiced alone, and if so, the addresses and dates;
I have not practiced alone.
- iii. the dates, names and addresses of law firms or offices, companies or governmental agencies with which you have been affiliated, and the nature of your affiliation with each.
Federal Trade Commission, 600 Pennsylvania Ave. NW,
Washington, DC 20580
 - o Trial Attorney, 1975-76
 - o Assistant to Director, Bureau of Consumer Protection, 1976-77
 - o Attorney Advisor to the Chairman 1977-79
 - o Assistant General Counsel and Director of Congressional Relations, 1979-80
 - o Director, Bureau of Competition, 1995-99
 Arnold & Porter LLP, 555 12th Street NW, Washington, D.C.
20004
 - o Associate, 1980-83
 - o Partner, 1984-95 and 2000-present
- iv. whether you served as a mediator or arbitrator in alternative dispute resolution proceedings and, if so, a description of the 10 most significant matters with which you were involved in that capacity.
I have never served as a mediator or arbitrator.

b. Describe:

- i. the general character of your law practice and indicate by date when its character has changed over the years.

During my first stint at the Federal Trade Commission, between 1975 and 1980, I was involved in a wide variety of consumer protection matters and certain antitrust matters. I also represented the FTC in its dealings with Congress in 1979 and 1980.

During my second tour with the Federal Trade Commission, between 1995 and 1999, I served as Director of the Bureau of Competition and oversaw competition enforcement matters for the FTC.

During the periods I have worked at Arnold & Porter LLP (from 1980-1995 and from 2000-the present), my practice has largely involved antitrust, trade regulation, consumer protection and white collar criminal defense. During the period from 1980 until roughly 1992, I also occasionally assisted my firm in representing clients with matters involving the U.S. Congress, including Congressional investigations and certain legislative matters.

- ii. your typical clients and the areas at each period of your legal career, if any, in which you have specialized.

My clients were typically corporations in need of antitrust assistance in connection with: compliance with merger laws in the US and, to a lesser extent, with merger laws in other countries; government civil investigations, typically involving the Federal Trade Commission or the Department of Justice Antitrust Division, regarding compliance with the Sherman Act or the Federal Trade Commission Act; criminal grand jury investigations by the Department of Justice Antitrust Division, into allegations of price fixing and/or bid rigging; criminal litigation, mostly relating to antitrust matters; and civil antitrust litigation.

I also occasionally have represented individual employees and corporate executives involved in antitrust grand jury investigations.

- c. Describe the percentage of your practice that has been in litigation and whether you appeared in court frequently, occasionally, or not at all. If the frequency of your appearances in court varied, describe such variance, providing dates.

Roughly 80% of my practice while at Arnold & Porter LLP has involved litigation or government investigations that could lead to litigation.

During the period 1995-99 at the Federal Trade Commission, roughly 80% of my time involved matters in litigation or FTC investigations that could lead to litigation

During the period 1975-80 at the Federal Trade Commission, roughly 50% of my time involved litigation or investigations that could lead to litigation.

i. Indicate the percentage of your practice in:

1. federal courts; 20%
2. state courts of record; less than 5%
3. other courts; 0%
4. administrative agencies: 75 to 80%, principally the Federal Trade Commission and the Antitrust Division of the Justice Department.

ii. Indicate the percentage of your practice in:

1. civil proceedings: 50%
2. criminal proceedings: 50%

d. State the number of cases in courts of record, including cases before administrative law judges, you tried to verdict, judgment or final decision (rather than settled), indicating whether you were sole counsel, chief counsel, or associate counsel.

Four cases, one as chief counsel and three as associate counsel.

i. What percentage of these trials were:

1. jury: 75%
2. non-jury.: 25%

e. Describe your practice, if any, before the Supreme Court of the United States. Supply four (4) copies of any briefs, amicus or otherwise, and, if applicable, any oral argument transcripts before the Supreme Court in connection with your practice.

I have not practiced before the Supreme Court.

15. **Litigation**: Describe the ten (10) most significant litigated matters which you personally handled, whether or not you were the attorney of record. Give the citations, if the cases were reported, and the docket number and date if unreported. Give a capsule summary of the substance of each case. Identify the party or parties whom you represented; describe in detail the nature of your participation in the litigation and the final disposition of the case.

I first describe significant matters in which I was involved while serving at the Federal Trade Commission. I then describe significant matters from my time at Arnold & Porter LLP.

1. *FTC v. Staples, Inc.*, 970 F.Supp. 1066 (D.D.C. 1997)

This involved a challenge in 1997 to the proposed merger of Staples and Office Depot. I was involved in representing the FTC -- supervising the

investigation and litigation and assisting with litigation strategy and briefing. The district court granted the FTC's request for a preliminary injunction.

- a. The matter was active in 1997-98 and was decided on June 30, 1997
- b. USDC, District of Columbia, Civil No. 97-701 (TFH), Thomas F. Hogan, District Judge
- c. John M. Gidley, White & Case, 701 Thirteenth Street, N.W., # 600, Washington, DC 20005, (202) 626-3600 for Staples, Inc.; Donald Kempf, Mark L. Kovner, Kirkland & Ellis, 655 Fifteenth Street, N.W., Washington, DC 20005, (202) 879-5000 for Office Depot.

2. *FTC vs Toys R Us*, 221 F.3d 928 (7th Cir.2000)

This case involved the FTC's challenge in 1997 to efforts by Toys R Us to prevent toy manufacturers from supplying its competitors. I supervised the investigation and administrative trial. After the FTC found Toys R Us in violation of the FTC Act, I defended the FTC on appeal before the 7th Circuit Court of Appeals, which ultimately upheld the FTC's decision.

- a. The matter began in 1996 and concluded in 2000. I argued the appeal on May 18, 1999; the matter was decided August 1, 2000
- b. US Court of Appeals, Seventh Circuit, No. 98-4107, Coffey, Kanne, and Diane P. Wood, Circuit Judges.
- c. Michael S. Feldberg (Argued), Schulte, Roth & Zabel, New York, NY; Mr. Feldberg is now a partner at Allen and Ovary, 1221 Avenue of the Americas, New York, NY 10020, (212) 610-6300; Irving Scher, Weil, Gotshall & Manges, 767 5th Avenue, New York, NY 10153, (212) 310-8000 for Petitioner.

3. *FTC vs Drug Wholesalers*, 12 F.Supp.2d 34 (D.D.C. 1998)

The FTC filed simultaneous challenges in 1998 to two separate proposed mergers involving the four leading U.S. drug wholesalers. I supervised the investigation and subsequent preliminary injunction litigation. The district court granted the FTC's request for a preliminary injunction.

- a. The matter was active in 1997 and 1998. Preliminary injunction issued on July 31, 1998
- b. USDC, District of Columbia, Nos. CIV. A. 98-595. CIV. A 98-596, Sporkin, District Judge.
- c. Phillip Aaron Proger, Jones, Day, Reavis & Pogue, 51 Louisiana Avenue, N.W., Washington, DC, 20001, (202) 879-3939 for Cardinal Health, Inc.; Steven A. Newborn, Rogers & Wells, Washington, DC for Bergen Brunswig Corp.; Mr. Newborn is now a partner at Weil, Gotschal & Manages, 1300 Eye Street, N.W., #900, Washington, DC 20005, (202) 682-7000; William Bradford Reynolds, Collier, Shannon, Rill & Scott, P.L.L.C., 3050 K Street, N.W., #300, Washington, DC 20007, (202) 342-8400 for McKession Corp.; Mr. Reynolds is now senior counsel at Baker Botts LLP, The Warner, 1299 Pennsylvania Avenue, N.W.,

Washington, D.C. 20004, (202) 639-7801; Joseph Tate, Dechert, Price & Rhoads, 4000 Bell Atlantic Tower, 1717 Arch Street, Philadelphia, PA. 19103, (215) 994-4000, for Amerisource Health Corp.

4. *FTC vs. Intel*, FTC Docket No. 9288

In 1998 the Federal Trade Commission filed an administrative challenge to certain licensing practices of Intel Corporation. I supervised the investigation and the litigation and lead a team that negotiated a settlement of the action in 1999.

- a. The matter was active from 1997-99. The FTC Complaint was filed on June 8, 1998; the proposed settlement was announced on March 8, 1999
- b. FTC Administrative Hearing
- c. Robert E. Cooper, Gibson, Dunn & Crutcher, 333 South Grand Avenue, Los Angeles, CA 90071, (213) 229-7000 for Intel.

5. *FTC vs. Mylan*

In 1998, the FTC filed a district court action alleging that Mylan and others had conspired to deny competitors ingredients necessary to manufacture two widely-prescribed sedatives and seeking disgorgement of certain ill-gotten gain. The district court upheld the FTC's authority to seek disgorgement in those circumstances and Mylan ultimately settled with the FTC in late 2000. I supervised the investigation and initial stages of the litigation until my departure from the FTC in late 1999.

- a. The matter was active from 1997-2000. The FTC Complaint was filed on December 22, 1998; The proposed settlement was announced on November 29, 2000
- b. USDC, District of Columbia, Nos. 98-3114 (TFH), 98-311 (TFH), Thomas F. Hogan, Judge
- c. Steven A. Newborn and Joseph J. Simons of Clifford, Chance, Rogers & Wells, LLP, 2001 K Street, N.W., Washington, DC 20006, (202) 912-5000, for Mylan. Mr Newborn is now a partner at Weil, Gotschal & Manages, 1300 Eye Street, #900, Washington, DC 20005, (202) 682-7000. Mr. Simons is now a partner at Paul, Weiss, Rifkind, Wharton & Garrison, 2001 K Street, N.W., Washington, DC 20006, (202) 223-7370.

6. *US vs General Electric Company*, 869 F.Supp. 1285 (S.D Ohio 1994)

In 1994 I was co-counsel with Dan K. Webb and Jeff Kindler on behalf of General Electric Company in a jury trial involving allegations of fixing the prices of industrial diamonds. After a six week trial, the federal district court judge directed a verdict of acquittal in favor of GE.

- a. The matter was active from early 1991 until the verdict was entered on December 8, 1994

- b. USDC, S.D. Ohio, Eastern Division, No, CR-2-04-019, George C. Smith, District Judge
- c. David A. Blotner, Melanie J. Sabo, Attys. U.S. Dept. of Justice, Antitrust Div., Washington, DC , for the U.S. Ms. Sabo is current with the Federal Trade Commission serving as Assistant Director for Anticompetitive Practices, Bureau of Competition, 600 Pennsylvania Avenue, N.W., Washington, DC 20580, (202) 326-2955.

7. *U.S. vs. Baker Hughes*, 908 F.2d 981, 285 U.S. App.D.C. 222 (1990)

In 1990-90 I represented Baker Hughes in connection with a Department of Justice challenge to the sale of its oil and equipment business to Oy Tampella. The federal district court judge denied DOJ's effort to enjoin the transaction and the U.S. Court of Appeals sustained the lower court decision. I was associate counsel in the matter. Lead counsel was David Marx on behalf of Tampella.

- a. The matter was active in 1989-90. The case was argued on May 16, 1990 (by David Marx) and decided on July 6, 1990
- b. US Court of Appeals, District of Columbia Circuit, No. 90-5060, Ruth B. Ginsburg, Sentelle, and Thomas, Circuit Judges
- c. David Seidman, Atty., Dept. of Justice , Washington, D.C., for the appellant; David Marx, Jr., and Amy E. Hancock, McDermott Will and Emory, 600 Thirteenth Street, N.W., Washington, D.C. 20005, (202) 756-8000, for Oy Tampella AB. Ms. Hancock is currently Deputy General Counsel of the American Beverage Association, 1101 Sixteenth Street, N.W., Washington, D.C. 20036, (202) 463-6732.

8. *In re Tricor Antitrust Litigation*

In 2007-08 I represented Solvay Pharmaceuticals and its subsidiary, Laboratories Fournier, in Sherman Act monopolization cases brought by a variety of competitors, direct and indirect purchasers and state attorneys general pending in the federal district court in Delaware. The cases ultimately settled. I was associate counsel with principal responsibility for the settlements.

- a. I was involved in these matters in 2007 and 2008. Solvay settled most of the cases in November 2008 (and various later dates as to certain other plaintiffs)
- b. District Court, Delaware, Civ. Nos. 02-1512, 03-120 and 05-340, Susan L. Robinson, District Judge
- c. [CO-DEFENDANTS] William F. Cavanaugh, Jr., Patterson, Belknap, Webb & Tyler LLP, 1133 Avenue of the Americas, New York, NY 10036, (212) 336-2000, for Abbott Laboratories;

[GENERIC DRUG MAKERS] David H. Hashmall, Goodwin Proctor LLP, Exchange Place, 53 State Street, Boston, MA. 02109, (617) 570-1000, for Teva Pharmaceuticals USA, Inc., Teva Pharmaceuticals Industries Ltd., and Novopharm Ltd.; Robert Van

Nest, Kecker & Van Nest LLP, 633 Battery Street, San Francisco, CA. 94111, (415) 391-5400, for Impax Laboratories Inc.;

[*DIRECT PURCHASER PLAINTIFFS*] Eric Cramer, Berger & Montague, P.C., 1622 Locust Street, Philadelphia, PA. 19103, (800) 424-6690, for Direct Purchaser Class Plaintiffs; Richard Arnold, Kenny Nachwalter PA, 1100 Miami Center, 201 South Biscayne Boulevard, Miami, FL. 33131, (305) 373-1000, for Ahold aka American Sales Corp., Albertson's, Inc., Eckerd Corporation, Brooks Pharmacy aka Maxi Drug, Inc., Hy-Vee, Inc., Kroger Co., Safeway, Inc., and Walgreen Co.; Steve D. Shadowen, Hangley Aronchick Segal Pudlin & Schiller, 301 North 3rd Street, Suite 700, Harrisburg, PA. 17101, (717) 364-1030, for CVS Corporation, CVS Pharmacy, Inc., Rite Aid Corporation and Rite Aid Headquarters Corp.

[*INDIRECT PURCHASERS*] Thomas M. Sobol, Hagens Berman Sobol Shapiro LLP, Cambridge, MA, 1918 Eighth Avenue, Suite 3300, Seattle, WA. 98101, (206) 623-7292, for Indirect Purchaser Class Plaintiffs; William Christopher Carmody, Susman Godfrey L.L.P., 901 Main Street, Suite 5100, Dallas, TX. 75202, (214) 754-1900, for PacifiCare;

[*STATE AGs*] Patricia A. Conners, Associate Deputy Attorney General, Antitrust Division, Office of the Attorney General, State of Florida, PL-01, The Capitol, Tallahassee, FL, 32399, (850) 414-3856, for the State of Florida, lead counsel for the State Attorneys General.

9. Glynn-Brunswick Memorial Hospital Authority v. General Electric Co.

In 2000 I was co-lead counsel, along with Dan K. Webb, in an antitrust class action brought by certain hospitals against General Electric Company. After hearings on class certification and summary judgment, the case was settled in late 2000.

- a. The matter was active in 2000 and was settled with final judgment entered on November 7, 2000.
- b. No. CV 299-381 (S.D. Ga.), Judge Anthony A. Alaimo, District Judge.
- c. R. Stephen Berry, Berry Law PLLC, 1717 Pennsylvania Avenue, N.W., Suite 450, Washington, D.C., 20006, (202) 296-3020, attorney for Plaintiffs.

10. Eileen Townsend v. R.S. Mahajan, et al.

Between 1988 and 1991, I was lead counsel in pro bono litigation brought on behalf of a former Arnold & Porter employee who had been assaulted in her apartment in Washington, D.C. The matter was tried before a jury in the District of Columbia Superior Court in 1990.

- a. The matter was active between 1988 and 1991. It was settled as to

- one defendant in 1990; settled as to second defendant in 1991 (while on appeal);
- b. D.C. Superior Court, Civ. No. 88ca05526;
Judge Curtis E. von Kann;
 - c. Paul H. Ethridge, Esq.
100 S. Washington Street
Rockville, MD 20850
Bar No. 200543

Edwin A. Sheridan, Esq.
8404 Arlington Boulevard, Suite 200
Fairfax, VA 22031
Bar # 048025

16. **Legal Activities:** Describe the most significant legal activities you have pursued, including significant litigation which did not progress to trial or legal matters that did not involve litigation. Describe fully the nature of your participation in these activities. List any client(s) or organization(s) for whom you performed lobbying activities and describe the lobbying activities you performed on behalf of such client(s) or organizations(s). (Note: As to any facts requested in this question, please omit any information protected by the attorney-client privilege.)

Significant Legal Activities (2000-2011)

- a. I assisted General Electric Company in securing DOJ approval (pursuant to consent decree) of the sale of NBC/Universal to Comcast (2011).
- b. I assisted Talecris Inc in securing FTC approval (pursuant to consent agreement) of its purchase by Grifols (2011).
- c. I assisted Intel in securing approval by the FTC and by the European Commission (pursuant to consent agreement) of its purchase of McAfee (2010-11).
- d. I represented General Electric Company in connection with resolving investigations by the Department of Justice, the Securities and Exchange Commission, the Internal Revenue Service and twenty-six State Attorneys General into the sale of municipal guaranteed investment contracts (2006-11).
- e. I assisted Pfizer in connection with securing FTC approval (pursuant to consent agreement) of its purchase of Pharmacia (2002-03).
- f. I represented Micron in connection with a grand jury antitrust investigation and related civil litigation (2002-08).
- g. In addition, during these periods, I also represented various companies and individuals in connection with antitrust grand jury investigations in the auto parts, airline, cement, scrap metal and financial services industries.

Significant Legal Activities (1995-1999)

As Director of the Bureau of Competition at the Federal Trade Commission, I supervised antitrust investigations and subsequent litigation by lawyers, economists and other

professionals in the Washington, D.C. offices and ten regional offices of the FTC. I also represented the FTC in certain matters pending before Congress, in certain dealings with antitrust enforcement officials in other countries and in appearances before various groups with an interest in FTC antitrust enforcement.

Significant Legal Activities (1980-1995)

- a. I represented various companies and individuals in connection with antitrust grand jury investigations involving the dairy, cellular phone, fencing and industrial diamonds industries.
 - b. I also represented various companies, including Occidental Chemicals, Baker Hughes Inc., General Electric Company and Hoffmann La-Roche Inc. in antitrust reviews of proposed mergers.
 - c. In connection with lobbying activities, my firm registered with the House of Representatives on behalf of certain clients for whom I did some modest lobbying work between 1981 and approximately 1992. My law firm records are incomplete, but the clients for whom I recall working include: Sacramento Municipal Utility District (1984-90)(est); Hoffmann-La Roche Inc. (1984)(est.); Lone Star Industries, Inc. (1981-82)(est.); Asea AB (1986-87)(est).
17. **Teaching:** What courses have you taught? For each course, state the title, the institution at which you taught the course, the years in which you taught the course, and describe briefly the subject matter of the course and the major topics taught. If you have a syllabus of each course, provide four (4) copies to the committee.

I have been an occasional guest lecturer at various academic institutions, including Georgetown University Law Center, George Washington University Law School, American University Law School, Stanford Law School and Lawrence University. I did not use a syllabus during these guest lectures.

18. **Deferred Income/ Future Benefits:** List the sources, amounts and dates of all anticipated receipts from deferred income arrangements, stock, options, uncompleted contracts and other future benefits which you expect to derive from previous business relationships, professional services, firm memberships, former employers, clients or customers. Describe the arrangements you have made to be compensated in the future for any financial or business interest.

I have made the following arrangements in connection with my departure from the Arnold & Porter LLP partnership.

1. Prior to my starting work at the Department of Justice the firm has agreed to pay me any amounts owed for 2011 and to pay me a pro rata share of amounts owed me for 2012.
2. I have a primary capital account of \$458,531 that will be refunded to me in two equal annual installments to be paid on the first and second anniversary of my departure from the firm.

3. I have a secondary capital account of \$30,330 that will be refunded to me on 12/2013.
4. For the first 11 years following my departure from the firm I will receive an annual retirement payment of \$ 75,448 subject to an annual COLA.
5. After 11 years, I will receive a retirement payment of \$100 per month for the rest of my life.
6. Pursuant to standing practice of the firm, I will maintain funds previously committed to the firm's profit sharing and 401(k) plans. No further contributions will be made to these plans, either by me or by the firm.
7. I will receive a payment of my interest in the firm's Pension Plan following my withdrawal from the firm, to be rolled over into a separate retirement account. The value of that interest was \$ 641,748 on 12/31/2011.

19. **Outside Commitments During Service:** Do you have any plans, commitments, or agreements to pursue outside employment, with or without compensation, during your service? If so, explain.

I have no such plans.

20. **Sources of Income:** List sources and amounts of all income received during the calendar year preceding your nomination and for the current calendar year, including all salaries, fees, dividends, interest, gifts, rents, royalties, licensing fees, honoraria, and other items exceeding \$500 or more (if you prefer to do so, copies of the financial disclosure report, required by the Ethics in Government Act of 1978, may be substituted here).

See attached SF 278.

21. **Statement of Net Worth:** Please complete the attached financial net worth statement in detail (add schedules as called for).

See attached Net Worth Statement.

22. **Potential Conflicts of Interest:**

- a. Identify the family members or other persons, parties, affiliations, pending and categories of litigation, financial arrangements or other factors that are likely to present potential conflicts-of-interest when you first assume the position to which you have been nominated. Explain how you would address any such conflict if it were to arise.

In connection with the nomination process, I have consulted with the Office of Government Ethics and the Department of Justice's designated agency ethics official to identify potential conflicts of interest. Any potential conflicts of interest will be resolved in accordance with the terms of an ethics agreement that I have entered into with the Department's designated agency ethics official.

- b. Explain how you will resolve any potential conflict of interest, including the procedure you will follow in determining these areas of concern.

In connection with the nomination process, I have consulted with the Office of Government Ethics and the Department of Justice's designated agency ethics official to identify potential conflicts of interest. Any potential conflicts of interest will be resolved in accordance with the terms of an ethics agreement that I have entered into with the Department's designated agency ethics official.

23. **Pro Bono Work:** An ethical consideration under Canon 2 of the American Bar Association's Code of Professional Responsibility calls for "every lawyer, regardless of professional prominence or professional workload, to find some time to participate in serving the disadvantaged." Describe what you have done to fulfill these responsibilities, listing specific instances and the amount of time devoted to each. If you are not an attorney, please use this opportunity to report significant charitable and volunteer work you may have done.

My most significant charitable and volunteer work in recent years has been on behalf of my undergraduate college, Lawrence University, in Appleton Wisconsin. Since 2001 I have been on the Board of Trustees. I currently am Vice-Chair of the Board.

In addition I have contributed time and energy on behalf of Stanford Law School, where my spouse and I received J.D.'s in 1975. This has included service on the Law School's Board of Visitors for two terms, establishment of and fundraising for a fund to support youth-directed clinical programs -- The Mark Eastwood Fund for Youth and the Law, and other fundraising activities for the Law School.

In 2010 I headed a team providing pro bono legal advice to the Institute of Medicine of the National Academies concerning a report on the future of nursing.

In prior years, I have provided modest pro bono support to various groups involved in areas such as child nutrition and campaign finance reform and have led fundraising efforts on behalf of Washington Legal Clinic for the Homeless and the National Children's Law Center.

In the late 1980's, prior to my most recent stint at the Federal Trade Commission, I led a team that provided pro bono litigation services, including a jury trial in D.C. Superior Court, on behalf of a former Arnold & Porter secretary who had been assaulted in her apartment.

FINANCIAL STATEMENT
NET WORTH

Provide a complete, current financial net worth statement which itemizes in detail all assets (including bank accounts, real estate, securities, trusts, investments, and other financial holdings) all liabilities (including debts, mortgages, loans, and other financial obligations) of yourself, your spouse, and other immediate members of your household.

ASSETS				LIABILITIES		
Cash on hand and in banks		384	064	Notes payable to banks-secured		0
U.S. Government securities-add schedule			0	Notes payable to banks-unsecured		0
Listed securities-add schedule	9	251	450	Notes payable to relatives		0
Unlisted securities--add schedule	1	029	041	Notes payable to others		0
Accounts and notes receivable:				Accounts and bills due		0
Due from relatives and friends			0	Unpaid income tax		
Due from others			0	Other unpaid income and interest		0
Doubtful			0	Real estate mortgages payable-add schedule	445	625
Real estate owned-add schedule	1	950	000	Chattel mortgages and other liens payable		0
Real estate mortgages receivable			0	Other debts-itemize: none		0
Autos and other personal property		172	000	Charitable contribution pledges	210	000
Cash value-life insurance		150	802			
Other assets itemize:						
Law Firm Capital		488	861			
				Total liabilities	655	625
				Net Worth	12	770
Total Assets	13	426	219	Total liabilities and net worth	13	426
CONTINGENT LIABILITIES				GENERAL INFORMATION		
As endorser, comaker or guarantor			0	Are any assets pledged? (Add schedule) No		0
On leases or contracts			0	Are you defendant in any suits or legal actions? No.		0
Legal Claims			0	Have you ever taken bankruptcy? No.		0
Provision for Federal Income Tax			0			
Other special debt			0			

William Baer
Attachment for Net Worth statement
covering assets in investment accounts
As of December 29, 2011

Real estate owned

Residence (Bethesda MD)	\$1,500,000
Residence (Big Sky, MT)	\$450,000
 TOTAL	 \$1,950,000
 Residence (Bethesda MD) ING Bank	 \$445,625

US Government Securities

none

Listed Securities

Franklin-Temp Hard Currency Fund	\$316,788
Tax-Exempt Fund of Maryland	\$97,032
Dreyfus US Govt Intermediate	\$93,760 *
PIMCO Real Return Bond Fund	\$409,011
PIMCO Total Return Bond Fund	\$193,730
Thornburg Ltd-Term Muni Fund	\$692,402
Short-term Bond Fund of Am	\$9,676
Templeton Global Bond Fund	\$499,370
American Balanced Fund	\$81,550
Capital Income Builder Fund	\$123,534
Income Fund of America	\$117,779
Fidelity Asset Manager - Moderate	\$372,459 *
PIMCO All Asset All Authority Fund	\$307,917
PIMCO Global MultiAsset Fund	\$315,269
First Eagle Global Fund	\$660,359
Washington Mutual Investors Fund	\$378,599
Davis NY Venture Fund	\$211,931
Growth Fund of America	\$151,422
Capital World Growth and Income	\$161,407
New Perspective Fund	\$162,900
Smallcap World Fund	\$142,097
Europacific Growth Fund	\$315,135
Thornburg International Value Fund	\$450,056
New World Fund	\$387,189
Templeton Developing Markets Fd	\$31,066
Calvert Global Water Fund	\$171,845
RS Global Natural Resources Fund	\$336,907
PIMCO Commodity Real Return Fund	\$221,166
Oppenheimer Gold and Sp Minerals	\$411,565

Prudential Jennison Natural Resources	\$426,050
DB Oil Fund	\$122,018
DB Agriculture Fund	\$41,716
Powershares Progressive Energy	\$162,288
MarketVectors Agribusiness Fund	\$82,145
Suffolk Bancorp stock	\$27,525
American Electric Power stock	\$6,231
AT&T stock	\$7,542
Consolidated Edison stock	\$6,259
Emerson Electric stock	\$4,663
PIMCO Emerging Local Bond (added November 2011)	\$17,583
CNI Charger Prime Money Market	\$1,447
Prudential Jennison Nat Res (added April 2011)	\$11,908
Neuberger Berman L/C Disciplined Ins. (added May 2011)	\$23,636
Fairholme Fund	\$15,615
First Eagle Overseas	\$7,215
Artio International Equity	\$6,087
Artisan International Small Cap	\$5,024
Laudus Mondrian Emerging Markets	\$17,285
Loomis Sayles Bond Fund Inst'l	\$12,189
PIMCO Emerging Markets Currency	\$11,878
T. Rowe Price Inst'l Intl Bond	\$0
DoubleLine Total Return Bond Fund	\$18,716
Metropolitan West Total Return Bond Fund	\$146,377
PIMCO Low Duration Instl	\$182,383
PIMCO Commodity Real Return Fund Return Strategy	\$25,488
iShares GS Natural Resources	\$0
iShares S&P 500	\$0
SPDR Gold Trust ETF (added November 2011)	\$13,140
MSCI EAFE	\$0
Schafer Cullen High Dividend Value Equity	\$25,120
Neuberger Berman Lg Cp Discp Gr Instl	<u>\$0</u>
TOTAL	\$9,251,450

Unlisted Securities& Alternative Investments (including retirement accounts)

TSP C Fund	\$85,000 *
TIAA annuity account	\$249,206 *
CREF money market acct	\$37,884 *

CREF Inflation-linked bond acct	\$219,812 *
CREF Bond account	\$99,662 *
CREF US stock account	\$201,601 *
Ridgewood Energy funds M,N,P,R	\$35,000 *
The Weatherflow Offshore Fund I (added April 2011)	\$33,196
Pine Grove Offshore LTD (added April 2011)	<u>\$67,680</u>
TOTAL	\$1,029,041

Cash Value Life Insurance	
Transamerica Life	\$86,843
Reassure American Life	\$32,428
Pacific Life	<u>\$31,531</u>
TOTAL	\$150,802

* Note: items with asterisk have estimated valuations

AFFIDAVIT

I, William J. Baer, do swear
that the information provided in this statement is, to the
best of my knowledge, true and accurate.

2/24/12
(DATE)

William J. Baer
(NAME)

Stephanie Chandler
(NOTARY)

District of Columbia: SS

Subscribed and sworn to before me, in my presence.

this 24th day of February, 2012

by Stephanie Chandler

Stephanie Chandler, Notary Public

My Commission expires: December 14, 2016