

*B i o g r a p h y*

**George S. Cary**

*Partner*

*Washington Office*

George Cary is a partner in the Washington, DC office of Cleary Gottlieb Steen & Hamilton LLP. His practice involves antitrust counseling and litigation. Before joining the firm in May 1998, Mr. Cary served as Deputy Director of the United States Federal Trade Commissions Bureau of Competition, responsible for merger enforcement. Prior to 1995, Mr. Cary was an antitrust and litigation partner at the Los Angeles firm of Irell & Manella.

Since joining Cleary Gottlieb, Mr. Cary has represented companies in many industry-transforming mergers and acquisitions. Among other matters, Mr. Cary represented The Dow Chemical Company in its acquisition of Union Carbide, the largest chemical industry merger in history; Time Warner in its merger with AOL, at the time the largest merger in history; SmithKline Beecham in its merger with Glaxo Wellcome, at the time the largest pharmaceutical merger; and Conoco, Inc. in its merger with Phillips Petroleum, creating the largest petroleum refining and marketing company in the U.S. In the high technology field, Mr. Cary represented Cable & Wireless, the buyer of the internet business required to be divested in the MCI/WorldCom transaction; and Northern Telecom in its acquisition of Bay Networks, among other matters.

While serving as Deputy Director of the FTCs Bureau of Competition, Mr. Cary oversaw a record number of merger transactions. Mr. Cary was lead trial counsel for the FTC in its successful challenge of the Staples/Office Depot merger, considered the most significant merger case in a decade. In 1997, he was the recipient of the Brandeis Award given to the outstanding litigator at the Federal Trade Commission. Mr. Cary was a principal author of the 1997 modification of the 1992 Federal Horizontal Merger Guidelines, which incorporated consideration of efficiencies in merger assessment.

Mr. Cary maintains a diverse antitrust litigation docket, with emphasis on the application of antitrust to intellectual property and high technology markets. Mr. Cary is representing Broadcom Corp. in its lawsuit against Qualcomm challenging Qualcomms conduct in licensing patents to third-generation wireless telephony technology. Mr. Cary has represented GlaxoSmithKline in a series of cases challenging GSKs enforcement of its patents. Mr. Cary was asked to take over the defense of Aspen Technologies in the FTCs challenge to its acquisition of Hyprotech in the industrial process software market. The case was resolved with AspenTech being allowed to keep the assets acquired. Mr. Cary represents Toyota Motor Corp. in a series of action lawsuits alleging antitrust violations in connection with restraints on exports of cars from Canada.

Mr. Cary has served as chair of the Government Antitrust Litigation Committee of the American Bar Associations Antitrust Section. Mr. Cary served two terms on the California Judicial

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Nominees Evaluation Commission, which is responsible for evaluating all nominees to the California state trial and appellate courts. He also served two terms on the State Bars Federal Courts Committee.

Mr. Cary is a frequent speaker and writer on antitrust issues. He has addressed business and bar groups and has been interviewed by newspapers, radio stations, and specialized trade publications, including The Wall Street Journal, The Washington Post, The New York Times, The Los Angeles Times, USA Today, National Public Radio, Business Week, Corporate Counsel Magazine, and The American Lawyer. Mr. Cary has appeared in television interviews on CNN, NBC, CNBC, Bloomberg Television, and PBS. Mr. Cary is distinguished as a leading Competition and Anti-trust lawyer by Chambers Global - The Worlds Leading Lawyers 2004-2005, Chambers USA - Americas Leading Lawyers for Business (2005, 2006), and in the top category by Global Counsel 3000. Mr. Cary was recently nominated by his peers to be included in the 2006 edition of The Best Lawyers in America and was also selected by the Lawdragon 500 as one of the 500 leading lawyers in America. In addition, Mr. Cary was named in Euromoney Legal Media Group's Best of the Best Guide (2006). Legal Times named George Cary as one of the "short list" of leading antitrust lawyers in Washington, citing both his agency representation and "bet the company" litigation. Chambers quotes opponents as commending George Cary for "bringing a high level of creativity to the table," and states that, as former Deputy Director of the FTCs Bureau of Competition, he has a reputation as a "distinguished figure" within government circles. In an article entitled "Lethal weapons- Stars of US litigation" George Cary was named by Global Competition Review as one of the 12 "Best in the US" Antitrust defence litigators. The publication made its selection based on surveying top antitrust lawyers and in house counsel as to who they would use "if the case was definitely going to trial - and their life depended on the result.

Mr. Cary received his J.D. from the Boalt Hall School of Law at the University of California - Berkeley in 1976. He received his A.B. in Economics (with Honors) from the University of California - Santa Cruz in 1973.