

VENABLE^{LLP}



are you exposed to
corruption risk?

VENABLE SNAPSHOT

Nearly 600 lawyers nationally

.....
Top 100 nationally
American Lawyer

.....
Top 10 in Washington, D.C.
Washington Business Journal, 2008

.....
Counsel to 40 of the Fortune 100

FCPA QUICK FACTS

Attorneys focused on helping clients navigate the FCPA and other anti-corruption measures, including attorneys who formerly served as

officials of the SEC's Division of Enforcement

assistant U.S. attorneys

.....
An attorney named a "local litigation star" and "an excellent white-collar attorney"
Benchmark Litigation Survey

PRACTICE FOCUS

Compliance

Preventing violations

Internal investigations

Defense of organizations and individuals

Venable's Foreign Corrupt Practices Act and Anti-Corruption Group

The vigorous enforcement of the Foreign Corrupt Practices Act ("FCPA") has become an ever increasing priority for both the Department of Justice and the Securities and Exchange Commission. Not surprisingly, the size of the civil and criminal penalties levied against corporations for FCPA violations has grown alongside the government's enforcement efforts. Recently, both the Department of Justice and the Securities and Exchange Commission increased their resources dedicated to the FCPA, ensuring that these trends will continue. At the same time, many nations have become parties to anti-corruption treaties that the OECD, the OAS, the UN, the Council of Europe and others have sponsored and enacted anti-corruption laws of their own. As such, any business operating in a global market must ensure that the FCPA is a top priority and make anti-corruption an integral part of its worldwide compliance program.

To assist our clients in navigating the FCPA and other anti-corruption measures, Venable has assembled a team of lawyers from our SEC/White-Collar and International Trade practices, who together have decades of FCPA and anti-corruption experience. This team includes:

- A former Assistant Director of the Enforcement Division of the SEC, who supervised several FCPA investigations, including the Baker Hughes matter involving illegal payments to government officials in South America, Central Asia and Asia, and who also served as Litigation Counsel to the SEC's Office of International Affairs;
- Former Assistant United States Attorneys with years of experience in leading international investigations, including FCPA investigations; and
- International trade lawyers who regularly advise corporations on the complex and ever shifting requirements of the FCPA and other anti-corruption legislation.

This team also draws on the vast industry specific expertise of attorneys in many of Venable's practice groups, who also have significant FCPA and anti-corruption experience. Additionally,

INDUSTRY EXPERIENCE

Agriculture
Aviation
Chemical
Energy
Financial services
Government contracting
Hospitality
Insurance
Manufacturing
Pharmaceutical
Software engineering
Technology
Transportation
Wholesale/retail

Venable has long established relationships with lawyers throughout the world to assist us in matters of foreign law that might impact FCPA compliance or an international anti-corruption investigation.

Preventing Violations

Firm in the belief that the best legal counsel prevent problems rather than react to them, Venable's FCPA and Anti-Corruption team puts to use its regulatory know-how and years of experience to design internal FCPA and anti-corruption compliance programs for companies in the United States and abroad.

Taking into account the nuances of the client's business and industry, Venable (1) creates policies and procedures to address not only the FCPA, but also the other major international anti-corruption initiatives; (2) trains employees and agents in the FCPA and other anti-corruption legislation; (3) analyzes form documents such as purchase orders and distributorship agreements to decrease the company's FCPA and anti-corruption exposure; and (4) designs effective protocols to monitor FCPA and anti-corruption compliance.

Venable also routinely conducts FCPA and anti-corruption compliance audits and pre-transaction due diligence to guard against successor liability, follow-on accounting or disclosure issues as well as the diminution in value of contracts and other assets. Venable also provides due diligence and background checks on agents, distributors, consultants, licensees, joint venture and other business partners that could lead to FCPA/anti-corruption liability for a corporation. Venable's FCPA team also advises clients on the permissibility of specific initiatives and payments on an almost daily basis. These include travel and entertainment expenses, charitable contributions and the hosting of educational seminars, among others.

Conducting Internal Investigations

Should the need for an internal investigation arise, Venable's ability to gather the facts wherever they may be and view them through the perspective of dozens of years of Department of Justice and SEC experience allows a company to make sound business judgments in an often fast moving environment.

Venable's FCPA and Anti-Corruption Team has broad experience in conducting FCPA and other international internal investigations. We are well versed in the many potential pitfalls of gathering information and interviewing witnesses abroad. Relying on its former federal prosecutors and SEC attorneys, and employing state of the art computer forensics, Venable conducts an investigation as close as possible to the investigation that the government would conduct, in order to provide accurate and complete information to the company and informed advice on potential actions. At the same time, Venable understands the stress and disruption of any internal investigation to both employees and management alike. Accordingly, we strive to conduct an investigation in a timely manner, sensitive to the corporation's business needs and with as

little disruption to the organization's day-to-day business as possible.

Defense of Organizations and Individuals

Venable's FCPA and Anti-Corruption team again brings dozens of years of experience defending corporations and individuals in SEC and federal criminal investigations involving the FCPA and other complex regulatory matters. Our lawyers know well the inner workings of the SEC and Department of Justice and combine this knowledge with vigorous investigation and advocacy to attempt to prevent charges or negotiate a favorable disposition. Should that not be possible, Venable's FCPA and Anti-Corruption team includes savvy and experienced trial lawyers with hundreds of federal jury trials to their credit.

Representative FCPA Experience

From compliance to investigation to defense, a brief sample of Venable's representative FCPA and anti-corruption matters follows.

Compliance

Guiding clients on compliance matters, our team has:

- Provided ongoing advice to a large multinational petroleum and petrochemicals company on arrangements with global suppliers and sourcing agents for FCPA concerns, and reviewed and enhanced policies and procedures for contractual agreements for import and export controls compliance and FCPA concerns;
- Analyzed and advised a large U.S. agricultural company on potential contractual arrangements in South America, developed standard policies and procedures that were implemented in dealing with contractual agents and representatives, provided ongoing advice regarding potential entertainment and charitable giving arrangements;
- Reviewed and enhanced corporate policies and procedures, contractual documents and standard terms and conditions for multinational Fortune 100 company in the laboratory services industry for import and export controls compliance and FCPA concerns;
- Represented a U.S. software engineering company with global independent sales representatives in export control investigation, reviewed and enhanced corporate policies and procedures, contractual documents, and standard terms and conditions for export controls compliance and FCPA concerns;
- Analyzed and advised on FCPA issues regarding potential business venture arrangements and contractual agreements for a U.S. systems integration and business process outsourcing company seeking to expand its presence in the Middle East;

- Analyzed and advised on FCPA issues to vet potential business joint venture partners for a U.S. technology solutions company seeking to expand its presence in the Asia and the Middle East;
- Analyzed and advised U.S. company on FCPA issues regarding potential dispute resolution settlement with former independent business partner in Asia; and,
- Performed training to non-U.S. representatives of large multinational in the laboratory services industry on FCPA issues and concerns, including entertaining and charitable giving arrangements.

Investigations and Defense

Regarding investigations and the defense of anti-corruption matters, we have:

- Conducted an internal investigation and represented a defense contractor before the SEC and Department of Justice regarding allegations of bribing officials of a South American government;
- Represented an executive of a large multinational insurance corporation before the SEC and Department of Justice on allegations of bribery of officials of a Central American government;
- Represented an individual in an SEC and Department of Justice investigation into allegations that our client facilitated bribery payments to officials of a Central American government;
- Represented major global oil company to investigate allegations related to shareholder derivative actions connected to the Iraqi "oil for food" program.
- Represented a witness in an investigation and trial into alleged payments to a Central Asian government regarding oil contracts;
- Conducted an internal investigation into FCPA bribery allegations, and successfully defended a civil lawsuit, for a multinational oil company;
- Represented an executive of an aviation parts company in a criminal grand jury FCPA investigation and prosecution;
- Represented a defense contractor in an FCPA investigation into allegedly improper payments made by one of its European agents; and,
- Conducted an internal investigation into Asian buying agents of large U.S. retailer for FCPA concerns.

How can we help you? To find out, please contact us at 1.888.VENABLE or at www.Venable.com.