



# **Overseas Operations: What Every Nonprofit Should Know before Crossing U.S. Borders**

February 22, 2012

12:00 – 2:00 pm EST

Venable LLP

575 7<sup>th</sup> Street, NW

Washington, DC 20004

## **Moderator:**

Jeffrey S. Tenenbaum, Esq.

## **Panelists:**

Lindsay B. Meyer, Esq.

Carrie A. Kroll, Esq.

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# Presentation



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## Upcoming Venable Nonprofit Legal Seminars/Webinars

3/21/12, 12:30-2 pm ET

'Big Brother' in the Office: Helping Nonprofits Manage Employee Privacy in the Modern Workplace

4/12/12, 12:30-2 pm ET

Nonprofit Lobbying and Political Activities: Rules of the Road

4/20/12, 4-6 pm ET (seminar and cocktail reception) Good Counsel: Meeting the Legal Needs of Nonprofits

5/17/12, 12:30-2 pm ET

Nonprofit Contracts: Best Practices, Negotiation Strategies, Practical Tips, and Common Pitfalls

6/13/12, 12:30-2 pm ET

Ten Best Practices for Protecting Your Nonprofit's Intellectual Property

Questions?

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Carrie A. Kroll  
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## Roadmap: Destination: Successful and Compliant International Operations

- § **Form of Entity:** What type of operation best meets your goals in expanding internationally?
- § **Phased Approach:** Considerations in entering foreign market
- § **Foreign Jurisdictions:** What makes sense for your operations?
- § **Contracts:** Essential provisions for protecting your interests
- § **Tax and Accounting Issues**
- § **In-country Employment Issues**
- § How best to protect your **Intellectual Property**
- § **Compliance:** US Anti-Corruption laws & US Export Controls and Economic Sanctions

Questions?  
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## Form of Entity or Operation

### § Questions to ask?

- What is your goal in the foreign jurisdiction?
- Long term/Short term?
  - Host of a one-time event
  - Establish a presence
- Partner or independent?
- Activities? Education; Sales; Events; Membership Dues; Distribution of Materials

§ Based on the answers to these questions, nonprofits should consider what type of organization or entity to establish abroad, if any.

## Organizational Options

### § Specific/Isolated Event v. Ongoing Presence

- Host a one-time conference
- Use of Association Management Company or “Trade Fair Organizer”
- Affiliation with a similarly-situated association (i.e., a local entity)
- Joint Venture
- Local office of a US nonprofit
- Establish an “In-country Branch”
- Establish a nonprofit entity under local law

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## Organizational Options (cont'd.)

**Least Control**   **Least Risk**

### Considerations:

§ Host Conference w/o Contracting w/ Local Entity

1

§ Association Management Companies:

- Careful Agreement Review: know what you are contracting to
- Revenue-producing event?
- Logistics
- Specific Registration Requirements? Bank accounts (e.g.)

2

§ Affiliation with Similarly-Situated Entity

- Due Diligence re: Organization/Association
- Agreement Negotiations
- Under local laws, are you “doing business”?
- Use of IP

3

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## Organizational Options

### Considerations (cont'd):

#### § Joint Venture

4

- Due Diligence re: Organization/Association
- Agreement Negotiations
- Under local laws, are you “doing business”?
- Use of IP
- Compliance with FCPA and other national anti-bribery legislation

#### § In-Country Branch v. Independently Incorporated Affiliate

5

- “Doing business” under local laws
  - Local Employment and Tax Considerations
  - Variation in nonprofit treatment under local law
  - “Tax Exempt” Registration Requirements
  - Foreign recordation of IP recommended
- Greatest Control    Greatest Risk**

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## Choices: What Geographic Location Makes the Most Sense for your Nonprofit?

### § Factors to Consider in Choosing a Locale:

- One-time event or establishing a presence?  
*Always the threshold question.*
- Are there onerous “registration” requirements to start “doing business”?
- Is it difficult, time-consuming or expensive to set up a tax-exempt entity?
- Does the United States maintain a Tax Treaty with that country?

Questions?

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## Choices: What Geographic Location Makes the Most Sense for your Nonprofit? (cont'd.)

### § Factors to Consider in Choosing a Locale:

- Are there US export controls or economic sanctions that prohibit certain transactions by US persons in the country or with “nationals” of the country?
- Is the country high on Transparency International’s “Corruption Index”?
- Under the US National Export Initiative are there US Government incentives to encourage businesses to expand to the country? (e.g., Green technology, Energy projects, etc.)

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## Contract Issues

### § Essential provisions for protecting your interests:

- Careful review of any agreement or contract between your US-based nonprofit and a foreign entity is key

### § A few “sticky” provisions:

- Dispute Resolution: Forum, Place and Type (e.g., Mediation, Arbitration, Litigation);
- Governing Law: *excluding a “conflicts of law provision;”*
- Language;
- Agency v. “Independent Contractor;”
- IP: Firm IP and Copyright language;
- Termination Provisions (always *in writing*);
- Other: This is always a country- and fact-specific analysis.

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## Tax and Accounting Considerations

### § Issues Regarding Taxation

- International tax law questions
- Applicable tax treaty with the United States?
- IRS rules that apply to US tax-exempt, nonprofits will apply similarly to nonprofit's international activities
- Acceptable audit standards for books and records
- Some countries impose restrictions on outflows of currency (e.g., some East Asian countries)

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## Foreign Financial Account Considerations

### § Foreign Financial Accounts

- Treasury Dept. Form 90-22.1
- Filed by June 30 for prior year
- Not filed with your non-profit income tax return
- Filed if aggregate foreign financial accounts exceed \$10,000
- Includes: foreign bank accounts, securities accounts, and mutual funds.

### § Reporting requirements for investment in foreign hedge funds or private equity funds unclear

- IRS has deferred such reporting

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## Other Informational Returns Considerations

### § Other Informational Returns

- Form 926 and Form 5471 with respect to investments in foreign corporations
- Form 3520 and 3520-A with respect to foreign trusts
- Form 8865 with respect to investments in foreign partnerships
- NOT required to file new FATCA Form 8938 as that is only filed by individuals
- Form 8938 – a new form; NOT applicable to non-profits at the moment, only to individuals

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## Foreign Financial Account Penalties

### § Other Informational Returns cont'd.

- Minimum penalty of \$10,000 for failure to file the Form 90-22.1 – per account per year
- Six year statute of limitations, unlike three year tax statute of limitations
- \$10,000 per unfiled Form 5471, etc.
- 10% of assets transferred to a foreign corporation for unfiled Form 926

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## Insurance and In-Country Employment Considerations

### § Insurance Issues:

- What is the scope of your association’s coverage?
- Per event? Differentiate among events

### § In-Country Employment:

- Extent to which “employment” considerations come into play depends on type of entity or operations established
- Use of Association Management Company or in-country partnership can often mean no need for employment of persons by US-based nonprofit in overseas operations
- **What are the local laws?**
  - Acting in compliance with local laws is key.
- “Employment at Will”
- Background and Due Diligence

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## Intellectual Property and “Confidential Information”

### § Protecting your Intellectual Property:

- IP includes: Logos, Trademarks, Patents
- Depending on target country, IP rights and protection may be a high-risk issue
- Is target country signatory to any International IP Conventions?

### § Is your IP Registered and Recorded in the US?

- Consider Registration of IP (or “international” version of IP) under local laws in target country
- Differentiating between IP and “Confidential Information,” i.e., business proprietary info (also requires contractual protections)

## US Foreign Corrupt Practices Act ("FCPA")

§ US law enacted by Congress in 1977 to bring a halt to the rampant bribery of foreign government officials.

§ **Anti-Bribery Provisions:**

- Prohibits the paying of, offering, promising to pay (or authorizing to pay or offering) money or "anything of value,"
- With corrupt intent, directly or indirectly,
- To a "foreign government official" or political party official,
- For the purpose of (i) influencing an official act or decision; (ii) causing the official to fail to perform his lawful duty; or (iii) obtaining or retaining business or to secure any improper advantage.

§ Certain limited exceptions and affirmative defenses exist.

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## US Foreign Corrupt Practices Act ("FCPA") (cont'd)

§ **Applicability of the FCPA:**

- Current "red flag" countries
- Nonprofits not exempt
- Who is a "foreign official"?
- "Agency" relationship with partners abroad à US-based nonprofit or association can be held liable for the acts of partners abroad under FCPA
- Provision of "samples" or other incentives

§ **Other National and International Anti-Bribery Laws**

- Local laws
- UK Bribery Act
- OECD

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## Other US Law Considerations

### § US Export Controls and Economic Sanctions

- Controls on “exports” or releases of US-origin goods, technology and services to certain destinations, entities and end users
- Are you exporting computers, technology or other goods in support of your overseas venture? (Materials for a trade show; hand-carry items can be subject to controls)

### § US Economic Sanctions (“OFAC”)

- US sanctions are constantly changing and may affect ability to do business in certain countries and with nationals or entities based in those countries
  - IRAN; SYRIA; CUBA; N. KOREA
  - Other “Targeted” Sanctions
- Comprehensive sanctions prohibit most transactions with entities, persons, or governmental entities in those countries
- “Targeted” Sanctions: Specially Designated Persons
- “Informational Materials” exemption
- Transactional prohibitions

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## Questions and Discussion

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# Speaker Biographies



## Jeffrey S. Tenenbaum

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### AREAS OF PRACTICE

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 Tax Controversies  
 Tax Policy  
 Tax-Exempt Organizations  
 Wealth Planning  
 Regulatory

### INDUSTRIES

Nonprofit Organizations and Associations  
 Credit Counseling and Debt Services  
 Financial Services  
 Consumer Financial Protection Bureau Task Force

### GOVERNMENT EXPERIENCE

Legislative Assistant, United States House of Representatives

### BAR ADMISSIONS

District of Columbia

Jeffrey Tenenbaum chairs Venable's Nonprofit Organizations Practice Group. He is one of the nation's leading nonprofit attorneys, and also is an accomplished author, lecturer and commentator on nonprofit legal matters. Based in the firm's Washington, D.C. office, Mr. Tenenbaum counsels his clients on the broad array of legal issues affecting trade and professional associations, charities, foundations, think tanks, credit and housing counseling agencies, advocacy groups, and other nonprofit organizations, and regularly represents clients before Congress, federal and state regulatory agencies, and in connection with governmental investigations, enforcement actions, litigation, and in dealing with the media.

Mr. Tenenbaum was the 2006 recipient of the American Bar Association's Outstanding Nonprofit Lawyer of the Year Award, the inaugural (2004) recipient of the *Washington Business Journal's* Top Washington Lawyers Award, the 2004 recipient of The Center for Association Leadership's Chairman's Award, and the 1997 recipient of the Greater Washington Society of Association Executives' Chairman's Award. He also was a 2008-09 Fellow of the Bar Association of the District of Columbia and is AV Peer-Review Rated by *Martindale-Hubbell*. He started his career in the nonprofit community by serving as Legal Section manager at the American Society of Association Executives, following several years working on Capitol Hill.

### HONORS

Listed in *The Best Lawyers in America 2012* for Non-Profit/Charities Law, Washington, DC (Woodward/White, Inc.)

Washington DC's Legal Elite, *SmartCEO Magazine*, 2011

Fellow, Bar Association of the District of Columbia, 2008-09

Recipient, American Bar Association Outstanding Nonprofit Lawyer of the Year Award, 2006

Recipient, *Washington Business Journal* Top Washington Lawyers Award, 2004

Recipient, The Center for Association Leadership Chairman's Award, 2004

Recipient, Greater Washington Society of Association Executives Chairman's Award, 1997

Legal Section Manager / Government Affairs Issues Analyst, American Society of Association Executives, 1993-95

AV<sup>®</sup> Peer-Review Rated by *Martindale-Hubbell*

Listed in *Who's Who in American Law* and *Who's Who in America*, 2005-present editions

## EDUCATION

J.D., Catholic University of America, Columbus School of Law, 1996

B.A., Political Science, University of Pennsylvania, 1990

## MEMBERSHIPS

American Society of Association Executives

California Society of Association Executives

New York Society of Association Executives

## ACTIVITIES

Mr. Tenenbaum is an active participant in the nonprofit community who currently serves on the Editorial Advisory Board of the American Society of Association Executives' *Association Law & Policy* legal journal, the Advisory Panel of Wiley/Jossey-Bass' *Nonprofit Business Advisor* newsletter, and the ASAE Public Policy Committee. He previously served as Chairman of the *AL&P* Editorial Advisory Board and has served on the ASAE Legal Section Council, the ASAE Association Management Company Accreditation Commission, the GWSAE Foundation Board of Trustees, the GWSAE Government and Public Affairs Advisory Council, the Federal City Club Foundation Board of Directors, and the Editorial Advisory Board of Aspen's *Nonprofit Tax & Financial Strategies* newsletter.

## PUBLICATIONS

Mr. Tenenbaum is the author of the book, *Association Tax Compliance Guide*, published by the American Society of Association Executives, and is a contributor to numerous ASAE books, including *Professional Practices in Association Management*, *Association Law Compendium*, *The Power of Partnership*, *Essentials of the Profession Learning System*, *Generating and Managing Nondues Revenue in Associations*, and several Information Background Kits. He also is a contributor to *Exposed: A Legal Field Guide for Nonprofit Executives*, published by the Nonprofit Risk Management Center. In addition, he is a frequent author for ASAE and many of the other principal nonprofit industry organizations and publications, having written more than 400 articles on nonprofit legal topics.

## SPEAKING ENGAGEMENTS

Mr. Tenenbaum is a frequent lecturer for ASAE and many of the major nonprofit industry organizations, conducting over 40 speaking presentations each year, including many with top Internal Revenue Service, Federal Trade Commission, U.S. Department of Justice, Federal Communications Commission, and other federal and government officials. He served on the faculty of the ASAE Virtual Law School, and is a regular commentator on nonprofit legal issues for *The New York Times*, *The Washington Post*, *Los Angeles Times*, *The Washington Times*, *The Baltimore Sun*, *Washington Business Journal*, *Legal Times*, *Association Trends*, *CEO Update*, *Forbes Magazine*, *The Chronicle of Philanthropy*, *The NonProfit Times* and other periodicals. He also has been interviewed on nonprofit legal issues on Voice of America Business Radio and Nonprofit Spark Radio.



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 Advertising and Marketing  
 Consumer Finance  
 Anti-Counterfeiting  
 Regulatory

### INDUSTRIES

Transportation and  
 Transportation Infrastructure  
 Government Contractors  
 Consumer Products and Services  
 Maritime  
 Life Sciences  
 Financial Services

### BAR ADMISSIONS

District of Columbia  
 Virginia

### COURT ADMISSIONS

U.S. Court of Appeals for the D.C.  
 Circuit  
 U.S. Court of Appeals for the

Lindsay Meyer heads the International Trade Practice at Venable assisting sophisticated companies to efficiently import and export goods under U.S. laws and regulations. As a licensed U.S. Customs broker, Ms. Meyer has a detailed knowledge of and extensive experience with the regulations of the U.S. Bureau of Customs and Border Protection. She is also co-chair of Venable's FCPA and Anticorruption Practice.

**Extensive Trade, Customs and Export Control Experience.** For over twenty years, Ms. Meyer has provided International Trade and Customs advice at Venable where she heads Venable's International Practice based in Washington, D.C. Ms. Meyer concentrates on all aspects of International Trade and Customs matters. She regularly advises companies on their compliance with import and export control laws and regulations, and appears before numerous regulatory authorities such as the U.S. Customs and Border Protection (CBP), International Trade Commission (ITC), Commerce Department's Bureau of Industry and Security (BIS), State Department's Directorate of Defense Trade Controls (DDTC), Treasury Department's Office of Foreign Assets Control (OFAC), and the Committee on Foreign Investment in the United States (CFIUS).

Ms. Meyer has extensive experience counseling companies on compliance with export controls regulated by BIS, DDTC, and OFAC and actively assists companies in their registration and license authorization needs for exports, re-exports and deemed exports. She guides companies through internal Export Control Assessments, helps develop tailored compliance policies and procedures, and performs training on export laws and regulations affecting a company. Additionally, Ms. Meyer has successfully defended exporters facing civil and criminal investigations for alleged violations of U.S. export control laws and embargoes.

Concerning import transactions, Ms. Meyer routinely represents companies during U.S. Customs Focused Assessments, NAFTA Audits, C-TPAT and ISA Programs, and defends clients during detentions, forfeitures, seizures, civil and criminal investigations, and other Customs-related matters. She regularly provides strategic customs and trade counseling to Fortune 100 clients by conducting Pre-Assessment Compliance Reviews including corporate-wide, multi-location assessments and training programs, and by representing companies before CBP, such as in Customs protests and Buy American Act rulings, and on appeal to the U.S. Court of International Trade and U.S. Court of Appeals for the Federal Circuit.

For many years, Ms. Meyer has also successfully represented companies in trade remedy actions alleging infringement of intellectual property rights, as well as antidumping duty and safeguard investigations and reviews before the U.S. Department of Commerce, International Trade Commission, and on appeal.

Ms. Meyer also advises clients on international transactional matters, where she counsels on strategic sourcing, targeted acquisitions Helms-Burton analysis, CFIUS investigations and FOCI reviews; sales and distribution arrangements in the U.S. and abroad; the use of foreign agents, affiliated offices, joint ventures and teaming

Federal Circuit  
U.S. Court of International Trade

## EDUCATION

J.D., George Washington University  
Law School, 1987

B.S., *cum laude*, University of  
Connecticut, 1983

Beta Gamma Sigma

National Business Honor Society

Dean's List

Academic Honors Program

Diplôme d'Études Françaises,  
Université de Rouen, Rouen,  
France, 1982

## MEMBERSHIPS

Virginia Bar Association

District of Columbia Bar  
Association

## LANGUAGES

French

agreements; as well as compliance with antiboycott restrictions and anti-bribery laws, such as the U.S. Foreign Corrupt Practices Act (FCPA).

One of the distinctive advantages Ms. Meyer offers is her position as a licensed U.S. Customs broker. Another advantage she offers clients stems from her well-established relationships with counsel around the globe with whom she works on a regular basis. Ms. Meyer brings to her practice extensive years of experience in a multitude of trade matters and the ability to develop innovative solutions to complex legal issues.

## REPRESENTATIVE CLIENTS

Ms. Meyer's clients include multinational manufacturers and service providers in the high technology, chemical, petrochemical, oil services, pharmaceutical, automotive, avionic, space control equipment, steel, food, and retail industries.

## SIGNIFICANT MATTERS

Significant recent matters have included counseling to and representation on behalf of several multinational companies before the U.S. and other Customs Services; conducting pre-audit assessments of import and export operations and procedures; developing and conducting compliance programs including corporate-wide, multi-location assessment and training programs; and general counseling on strategic sourcing methodologies. She regularly advised companies in the formation of foreign subsidiaries and representative offices; and conducting trade activities overseas. Other recent matters have included the successful defense of antidumping duty investigations and reviews before the U.S. Department of Commerce and International Trade Commission often resulting in findings of zero or minimal duties.

## ACTIVITIES

Ms. Meyer is active in business and trade associations related to her profession. She served four terms as Chair of the International Trade and Customs Committee for the American Bar Association's Section of Administrative Law and Regulatory Practice, is a member of the American Association of Exporters and Importers, and is serving in her second term on the Maryland-Washington District Export Council under the appointment of the Secretary of the U.S. Department of Commerce.

## PUBLICATIONS

- January 2012, Possible Realignment of Trade Regulatory Agencies Could Impact Global Commerce, International Trade Alert
- November 2011, California Transparency in Supply Chains Act of 2010 (SB 657), Client Alerts
- November 8, 2011, Considering Operations Overseas?: What Every Nonprofit Should Know Before Crossing U.S. Borders
- May 2011, Container Liner Shipping Sector "Dawn Raided" in EU, International Trade Alert
- April 2011, Could the Hospitality Industry be the Latest to Fall Under the FCPA Microscope?, FCPA and Anti-Corruption News E-lert
- April 2011, Trade Association Asks FMC to Reopen NRA Rulemaking, International Trade Alert
- March 2011, Obama Bans Transactions with Libyan Government and its Controlled Entities, International Trade Alert
- March 2011, Frequently Asked Questions & Answers about the Foreign Corrupt Practices Act (FCPA)
- February 2011, FMC's New Rule Exempts Licensed NVOCCs from Tariff Publication Requirements, International Trade Alert
- October 2010, U.S. Trade Representative Seeks Public Comment For List of Markets Notorious for Counterfeiting, Client Alerts
- August 2010, New Financial Sanctions Regulations Target Iranian Business Activities of Non-U.S. Financial Institutions, International Trade Alert

- August 2010, DDTC Levies \$42 Million Fine for Export Control Violations, International Trade Alert
- August 2010, A Lesson in Successor Liability: GE Settles Oil for Food FCPA Allegations, FCPA and Anti-Corruption News E-lert
- August 2010, Proposed DDTC Rule Would Reform Requirements Affecting Dual- and Third-Country National Employees, International Trade Alert
- July 2010, Implementation of U.K. Bribery Act Postponed for Six Months, FCPA and Anti-Corruption News E-lert
- July 2010, FCPA News and Trends, FCPA and Anti-Corruption News E-lert
- July 2010, Significant Changes to U.S. Export Control Regulations on Encryption: First Steps to "Mass Market" and "Ancillary" Cryptography Products, International Trade Alert
- June 2010, DoD Contractors and Subcontractors: Are You Complying with the New Flowdown Notice Requirement on U.S. Export Control Laws?, Government Contracts Update
- April 2010, FMC Issues Long-Awaited Proposed Rule on NVOCC Tariff Rules, International Trade Alert
- April 2010, If You Export, Proposed Sweeping Export Control Reforms Will Likely Affect Your Business, International Trade Alert
- March 2010, US Set to Examine Competition Issues in Ocean Transportation Industry, Client Alerts
- March 2010, FMC Votes to Grant NVOCCs Relief from Current Tariff Publishing Requirements, International Trade Alert
- February 2010, U.S. Customs and Border Protection "10 + 2 Initiative": Enforcement Has Begun!, International Trade Alert
- January 25, 2010, DOJ Uses Undercover Sting Operation to Bring Foreign Bribery Case, FCPA and Anti-Corruption News E-lert
- January 2010, DOJ Targets Pharmaceutical & Life Sciences Companies for FCPA Enforcement, Client Alerts
- November 1, 2009, "You're Being Watched", *Industry Week*
- August 2009, Exporters Beware: Recent BIS Settlements Forewarn Strict Adherence to Heightened Penalties—Even with Voluntary Disclosures!, International Trade Alert
- August 13, 2009, Recent Crackdown on U.S. Export Compliance for Logistics Providers, International Trade Alert
- August 2009, Organization of Economic Cooperation and Development (OECD) Releases Firm Policy Statement on Bribery in International Business Transactions, Client Alerts
- July 2009, Reducing Supply Chain Costs: Eliminating Customs Duties on Imports, International Trade Alert
- March 2009, Consumer Product Safety Improvement Act and Issues for U.S. Importers, Consumer Products and Services Alert
- December 2008, "Maritime Security" Co-author, *Benedict on Admiralty, Chapter XV*
- February 8, 2007, BIS Effectively Embargoes North Korea, International Trade Alert
- September 7, 2006, Homeland Security Deskbook: Private Sector Impacts of the War Against Terrorism
- July 14, 2006, BIS Proposes to Tighten Controls on Exports to China, International Trade Alert
- April 2005, House Trade Subcommittee Calls for Introduction of Duty Suspension Legislation, International Trade Alert
- September 2004, Co-author, Trade and Transportation chapter, Homeland Security Deskbook: Private Sector Impacts of the War Against Terrorism, *Published by LexisNexis Matthew Bender®*
- September 2003, Food and Beverage Exporters and Importers to the U.S. Should Begin Compliance Actions Now. Deadlines Approach for FDA Bioterrorism Act Regulations.

- May 2003, Additional FDA Regulations Proposed Under the Bioterrorism Act Regarding Product Detention and Recordkeeping Will Impact Food, Beverage, Transportation Service Providers, Ports, and Related Sectors
- March 2003, The FDA's New Bioterrorism Regulations on Food, Beverage and Related Sectors
- February 2003, Proposed FDA Regulations Under the Bioterrorism Act
- January 2002, Some Resolutions May Not Make for a Happy New Year, *Response Magazine*

## SPEAKING ENGAGEMENTS

- February 22, 2012, Overseas Operations: What Every Nonprofit Should Know Before Crossing U.S. Borders
- November 8, 2011, Legal Quick Hit: "Considering Operations Overseas?: What Every Nonprofit Should Know Before Crossing U.S. Borders"
- November 3, 2011, "Moving Beyond the Basics" at I.E. Canada's Annual Export Conference
- October 21, 2011, "Opportunities and Challenges in Implementing an International Business Strategy"
- October 11, 2011, "International Collaborations: Negotiations and Compliance" for NCURA TV
- July 14, 2011, Impact of the U.K. Bribery Act on U.S.-Based Businesses
- February 25, 2011, "FDA Food Safety Modernization Act: What you should know about its impact on imported foods," hosted by Venable
- June 25, 2010, "Corruption - The New Global Landscape" Breakfast Seminar at Venable LLP
- June 10, 2010, "Corruption - The New Global Landscape" Breakfast Seminar at Field Fisher Waterhouse LLP
- April 9, 2010, Foreign Corrupt Practices Act (FCPA) Assessing Risk and Maintaining Compliance Webcast
- February 2010, Western Canada 7th Annual Conference - Customs and Trade
- December 12, 2008, Breakfast Round Table Discussion: Anticipating The Year of Change and the Impact of New Legislative and Regulatory Initiatives on Business
- September 26, 2007, Venable to Host "Investing in India" Breakfast Seminar
- July 18, 2004 - July 20, 2004, Toy Industry Association's 2004 Multi-Discipline Conference
- March 4, 2003, The FDA's New Bioterrorism Regulations on Food, Beverage and Related Sectors
- "Section 337: Unfair Practices in Import Trade into the United States" to the China Chamber of Commerce for Machinery and Electronics at the Guangzhou Trade Fair



## Carrie A. Kroll

Associate

Washington, DC Office

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[cakroll@Venable.com](mailto:cakroll@Venable.com)

### AREAS OF PRACTICE

International Trade and Customs  
Foreign Corrupt Practices Act and  
Anti-Corruption  
Homeland Security  
Consumer Finance  
Anti-Counterfeiting  
Regulatory  
Legislative and Government Affairs

### INDUSTRIES

Maritime  
Transportation and  
Transportation Infrastructure

### BAR ADMISSIONS

Maryland  
District of Columbia

### COURT ADMISSIONS

U.S. Court of International Trade

### EDUCATION

J.D., cum laude, American  
University, Washington College of  
Law, 2007

Senior Staff Member, American

Carrie Kroll's practice focuses on a wide range of international trade issues at Venable, including advising companies on compliance with import and export control laws and regulations before numerous regulatory authorities, such as the U.S. Customs and Border Protection (CBP), International Trade Commission, Commerce Department's Bureau of Industry and Security (BIS), State Department's Directorate of Defense Trade Controls (DDTC), Treasury Department's Office of Foreign Assets Control (OFAC), and the Committee on Foreign Investment in the United States (CFIUS).

Ms. Kroll has experience counseling multinational companies on export controls compliance, including overall license authorization and registration needs. She has assisted clients in assessing and developing internal compliance programs, including compliance training on U.S. export and import laws. She has also worked on voluntary disclosures and has defended exporters facing investigations for alleged violations of U.S. export control laws.

Concerning import transactions, Ms. Kroll has worked on disclosures to U.S. Customs and has defended clients during detentions, forfeitures, seizures, investigations and related matters, such as ruling requests and protests, as well as compliance with U.S. Fish and Wildlife Service regulations (e.g. Lacey Act and CITES). She has assisted companies navigating preferential trade programs and U.S. Customs assessments (e.g. ISA and C-TPAT).

Ms. Kroll has advised multinational companies in the transportation and logistics sectors; avionic, high technology, petrochemical, pharmaceutical, food and retail industries; as well as trade associations, on international transactional matters and conducting trade activities overseas. She regularly provides guidance regarding compliance with the anti-bribery provisions of the U.S. Foreign Corrupt Practices Act.

### ACTIVITIES

Ms. Kroll maintains an active pro bono practice, including legal work to support the relief efforts undertaken by NGOs in the land tenure and anti-corruption sectors in Haiti after the 2010 earthquake. Additional pro bono experience includes handling asylum and landlord-tenant cases in DC and Maryland.

### PUBLICATIONS

- November 8, 2011, Considering Operations Overseas?: What Every Nonprofit Should Know Before Crossing U.S. Borders
- May 18, 2011, Update: Developments in Compliance & Enforcement under the Lacey Act
- March 2011, Obama Bans Transactions with Libyan Government and its Controlled Entities, International Trade Alert

University International Law Review  
International Human Rights Law Clinic

M.A., International Affairs,  
American University, School of  
International Service, 2007

B.A., University of Virginia, 2001

## MEMBERSHIPS

American Bar Association,  
International and Administrative  
Law Sections

Maryland Bar Association

## LANGUAGES

Spanish

- ÿ March 2, 2011, Party Politics Versus Trade Policy
- ÿ 2011, Emerging Enforcement Target: Global Commerce – Logistics and Transport Sector Targeted by Increased U.S. Export Controls and Anti-corruption Enforcement Actions: How to Protect Your Company, Wolters Kluwer Global Trade and Customs Journal
- ÿ February 2011, Capitol View - February 2011, Capitol View
- ÿ October 2010, U.S. Trade Representative Seeks Public Comment For List of Markets Notorious for Counterfeiting, Client Alerts
- ÿ August 2010, New Financial Sanctions Regulations Target Iranian Business Activities of Non-U.S. Financial Institutions, International Trade Alert
- ÿ August 2010, DDTC Levies \$42 Million Fine for Export Control Violations, International Trade Alert
- ÿ August 2010, A Lesson in Successor Liability: GE Settles Oil for Food FCPA Allegations, FCPA and Anti-Corruption News E-lert
- ÿ August 2010, Proposed DDTC Rule Would Reform Requirements Affecting Dual- and Third-Country National Employees, International Trade Alert
- ÿ July 2010, Implementation of U.K. Bribery Act Postponed for Six Months, FCPA and Anti-Corruption News E-lert
- ÿ July 2010, Significant Changes to U.S. Export Control Regulations on Encryption: First Steps to "Mass Market" and "Ancillary" Cryptography Products, International Trade Alert
- ÿ June 2010, DoD Contractors and Subcontractors: Are You Complying with the New Flowdown Notice Requirement on U.S. Export Control Laws?, Government Contracts Update
- ÿ April 2010, FMC Issues Long-Awaited Proposed Rule on NVOCC Tariff Rules, International Trade Alert
- ÿ April 2010, If You Export, Proposed Sweeping Export Control Reforms Will Likely Affect Your Business, International Trade Alert
- ÿ March 2010, FMC Votes to Grant NVOCCs Relief from Current Tariff Publishing Requirements, International Trade Alert
- ÿ February 2010, U.S. Customs and Border Protection "10 + 2 Initiative": Enforcement Has Begun!, International Trade Alert
- ÿ January 2010, DOJ Targets Pharmaceutical & Life Sciences Companies for FCPA Enforcement, Client Alerts
- ÿ August 2009, Exporters Beware: Recent BIS Settlements Forewarn Strict Adherence to Heightened Penalties—Even with Voluntary Disclosures!, International Trade Alert
- ÿ August 13, 2009, Recent Crackdown on U.S. Export Compliance for Logistics Providers, International Trade Alert
- ÿ August 2009, Organization of Economic Cooperation and Development (OECD) Releases Firm Policy Statement on Bribery in International Business Transactions, Client Alerts
- ÿ March 2009, Consumer Product Safety Improvement Act and Issues for U.S. Importers, Consumer Products and Services Alert

## SPEAKING ENGAGEMENTS

- ÿ February 22, 2012, Overseas Operations: What Every Nonprofit Should Know Before Crossing U.S. Borders
- ÿ November 8, 2011, Legal Quick Hit: "Considering Operations Overseas?: What Every Nonprofit Should Know Before Crossing U.S. Borders"
- ÿ May 18, 2011, "Lacey Act Compliance Update" webinar for NAMM
- ÿ April 9, 2010, Foreign Corrupt Practices Act (FCPA) Assessing Risk and Maintaining Compliance Webcast

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# **Additional Information**



#### VENABLE SNAPSHOT

Over 500 lawyers in seven offices

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American Lawyer's AmLaw 100

.....  
129 practice groups ranked, "Best Law Firms" U.S. News & World Report-Best Lawyers 2011-2012

.....  
Over 50 attorneys and 30 practice areas ranked, Chambers USA 2011

.....  
Counsel to 38 of the Fortune 100

#### INTERNATIONAL TRADE AND CUSTOMS QUICK FACTS

Attorneys focused on trade and customs issues, with an average of more than 20 years of international trade experience

Our team includes:

a licensed U.S. Customs broker

a former Department of Commerce export controls licensing officer

a former assistant U.S. Trade Representative

a co-author of the international trade chapter of LexisNexis®' The Homeland Security Deskbook: Private Sector Impacts of the Defense Against Terrorism

a co-editor of an ABA book on U.S. Customs Law

current chair of the Trade and Environment Policy Advisory Committee (TEPAC)

#### INDUSTRY FOCUS

Aerospace

Agriculture

Automotive and tire

## INTERNATIONAL TRADE AND CUSTOMS

inbound, outbound—we help you navigate past your regulatory hurdles

In spite of the strong tide of globalization, the mechanics of doing business across oceans and borders are more challenging than ever. The rewards may be greater, but the hurdles keep growing.

With increased enforcement of trade rules both here and abroad, Venable trade attorneys help clients solve everyday issues—such as classifying products and obtaining export control authorizations. We help clients create business strategies that optimize savings through preferential trade programs and help them reduce their costs of doing business effectively around the globe.

#### ADVOCACY BEFORE REGULATORY AGENCIES

##### INBOUND

Import and Customs

Customs and Border Protection (CBP)

International Trade Commission (ITC)

Commerce's Import Administration (IA)

Committee on Foreign Investment in US (CFIUS)

Consumer Products Safety Commission (CPSC)

##### OUTBOUND

Export Controls

Directorate of Defense Trade Controls (DDTC)

Bureau of Industry and Security (BIS)

Office of Foreign Assets Control (OFAC)

Census Bureau's Foreign Trade Division (FTD)

Customs and Border Protection (CBP)

[We handle all aspects of international trade. How this works to your benefit...](#)

Venable trade attorneys see the big picture, as well as all of the details. Because we're in touch with decision makers on all sides of trade issues, we can alert you to evolving trends in trade policy and enforcement. We advise clients on how to set up procedures that keep goods moving and remove roadblocks to transactions and thereby reduce compliance costs.

[We're well known in Washington. How this works to your benefit...](#)

We are headquartered near the relevant government agencies—the Departments of State, Commerce and Treasury, the U.S. Customs and Border Protection (CBP) and the many other agencies—where decisions are made that affect your business. More importantly, Venable attorneys include former agency officials and possess, on average, more than 20 years' experience.

[Long-standing connections around the world. Yet another benefit...](#)

We work closely with a wide network of experienced trade attorneys in countries around the world—attorneys with exactly the right skills to accomplish what you need, wherever you need it.

Avionic  
Biotechnology  
Brokerage and freight forwarding  
Chemical  
Defense  
Food and beverage  
High technology  
Laboratory sciences  
Machinery and components  
Manufactured goods  
Medical devices  
Oil services  
Petrochemicals  
Petroleum  
Pharmaceuticals  
Retail  
Semiconductors  
Space control equipment  
Steel

## PRACTICE FOCUS

### Export compliance

Directorate of Defense Trade Controls

Bureau of Industry and Security

Office of Foreign Assets Control

U.S. Census Bureau

Bureau of Alcohol, Tobacco, Firearms

World Trade Organization

U.S. Trade Representative

### Import compliance

Customs and Border Protection

International Trade Commission

Commerce Import Administration

U. S. Trade Representative

Committee on Foreign Investment in the United States (CFIUS)

## INBOUND—Import and U.S. Customs issues.

We cover the entire range of issues and procedures involved in importing goods into the United States—entry procedures, tariff classification, duty preference programs, country-of-origin marking and labeling, protests, assessment audits and prior disclosures. We obtain product Customs rulings, help clients deal with restrictive quotas, as well as confirm eligibility under preferential trade programs such as the North American Free Trade Agreement (NAFTA), the Generalized System of Preferences (GSP) and numerous bilateral and multilateral agreements.

We also assist clients in gaining the benefits of participating in various CBP programs including the Customs-Trade Partnership Against Terrorism (C-TPAT) and Importer Self-Assessment (ISA) programs.

### Focus on avoiding problems with Customs and other government agencies at the border.

Importers call on us to represent them in U.S. Customs audits, and in dealing with detentions, forfeitures, seizures and other enforcement and penalty actions. For several Fortune 100 companies, we conduct pre-audit import and export compliance assessments, including developing corporate-wide, multi-location assessments and tailored training programs.

## OUTBOUND—U.S. export controls.

Clients rely on Venable for our deep understanding of the complex U.S. trade regulations governing exports. We provide advice and guidance on all aspects of exporting items, software, technology and defense services from the United States, as well as on “deemed exports” which occur within the U.S.

We are skilled in solving issues associated with export controls and embargoes, including compliance with the regulations administered by the Bureau of Industry and Security, the Directorate of Defense Trade Controls and the Office of Foreign Assets Control.

We evaluate proposed transactions, seek classification rulings, obtain licenses and authorizations, develop compliance programs and conduct compliance audits and training for employees, agents and distributors alike.

When problems arise, we represent exporters in investigations and enforcement proceedings. Our experience also includes guiding companies in their compliance with the Foreign Corrupt Practices Act (FCPA), the Foreign Agent Registration Act (FARA) and the anti-boycott laws.

In other countries, our well-established relationships with knowledgeable trade counsel provide clients with the skills and experience needed to resolve problems related to maintaining worldwide supply-chains and distribution networks.

## TRADE DISPUTES—Resolutions of domestic and international issues.

We represent companies involved in all types of trade disputes—often defending clients in antidumping and countervailing duty investigations, safeguard disputes and other matters before the Department of Commerce, International Trade Commission and Office of the U.S. Trade Representative. Venable trade attorneys also handle litigation and appeals arising from such proceedings. We regularly practice before the U.S. Court of International Trade and Court of Appeals for the Federal Circuit. We protect your interests overseas as well, representing clients in global trade disputes including those before the World Trade Organization.

## TRADE STRATEGIES—Positioning you to achieve your goals.

We advise clients in developing and executing strategies that enable them to expand their businesses. This often involves many moving parts—strategic sourcing, sales and distribution arrangements both in the U.S. and abroad, compliance with export controls, use of foreign agents, affiliated offices and joint ventures. When needed, we collaborate with Venable’s Legislative advisors to promote trade policy initiatives and decisions of the Executive Branch or to affect legislative matters in the U.S. Congress, which can impact a client’s interests.

Our understanding of the regulatory, legislative and commercial issues affecting international trade can translate into practical solutions for your business. Moreover, our familiarity with the relevant agencies assures that you are alerted to coming changes in time to adjust your strategies and take advantage of new factors in international trade.



How can we help you? To find out, please contact us at 1.888.VENABLE or [www.Venable.com](http://www.Venable.com).



**VENABLE SNAPSHOT**

Over 500 lawyers in seven offices  
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 American Lawyer's AmLaw 100  
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 129 practice groups ranked, "Best Law Firms" U.S. News & World Report-Best Lawyers 2011-2012  
 .....  
 Over 50 attorneys and 30 practice areas ranked, Chambers USA 2011  
 .....  
 Counsel to 38 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:

- U.S. Attorney General
- Assistant U.S. attorneys

Officials of the SEC's Division of Enforcement

**PRACTICE FOCUS**

- Compliance
- Transactional due diligence
- Internal investigations
- Defense of organizations and individuals

**INDUSTRY FOCUS**

- Agriculture
- Automotive
- Aviation
- Chemical
- Defense
- Energy
- Financial services
- Government contracting

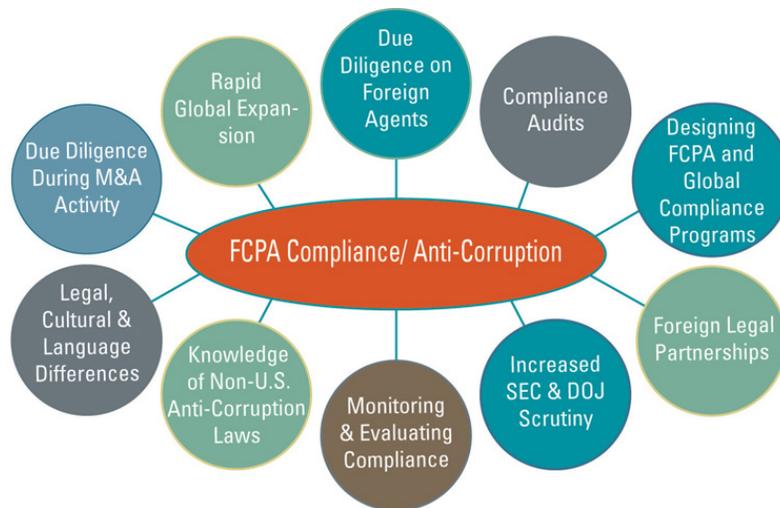
**FOREIGN CORRUPT PRACTICES ACT AND ANTI-CORRUPTION**

are you exposed to corruption risk?

Vigorous enforcement of the Foreign Corrupt Practices Act (FCPA) has become a top priority for both the Department of Justice (DOJ) and the Securities and Exchange Commission (SEC). Recently, both have increased resources dedicated to FCPA enforcement. At the same time, civil and criminal penalties for FCPA violations continue to grow and DOJ has shown an increasing willingness to criminally prosecute individuals for FCPA violations.

In addition, many other nations have enacted and/or have begun to seriously enforce anti-corruption legislation of their own. As such, any business operating in the global marketplace must make the FCPA and anti-corruption an integral part of its business plan.

**CHALLENGES IN MAINTAINING FCPA AND ANTI-CORRUPTION COMPLIANCE**



**Our team.**

To assist clients in navigating the FCPA and other anti-corruption measures, Venable draws on attorneys from our SEC/White-Collar and International Trade practices. This team includes:

- a former U.S. Attorney General with more than five decades of experience working with and within the Department of Justice, who has argued cases before the International Court of Justice and the U.S. Supreme Court;
- 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

Hospitality  
Insurance  
Life Sciences/Medical Devices  
Logistics/Freight Forwarding  
Manufacturing  
Non-Profit Associations  
Petroleum/Petrochemical  
Pharmaceutical  
Software engineering  
Technology  
Transportation  
Wholesale/Retail

• international trade lawyers who regularly advise corporations on the complex and ever-shifting requirements of the FCPA and other anti-corruption legislation.

Our team further draws on the vast industry-specific experience of other Venable attorneys who have significant FCPA and anti-corruption experience. Additionally, Venable has long-established relationships with lawyers around the world to assist us in matters of foreign law that might impact FCPA compliance or an international investigation.

#### Preventing violations.

Firm in the belief that the best legal counsel prevents problems rather than reacts to them, we apply our regulatory know-how and years of experience to design FCPA/anti-corruption compliance programs for companies in the United States and abroad.

With the nuances of each client's business in mind, we:

- create policies and procedures that address not only the FCPA, but also major non-U.S. anti-corruption legislations, such as the U.K. Bribery Act; train employees and agents in the FCPA and other anti-corruption legislation;
- analyze form documents such as purchase orders and distributorship agreements to decrease the company's FCPA/anti-corruption exposure; and
- design effective protocols to monitor FCPA/anti-corruption compliance.

We also frequently conduct FCPA/anti-corruption pre-transaction due diligence to guard against successor liability and follow-on accounting or disclosure issues that could result in diminution in the value of contracts and other assets.

Venable additionally conducts FCPA/anti-corruption audits and transaction reviews to ensure that an organization's anti-corruption controls and policies are effective. We also conduct due diligence and provide background checks on agents, distributors, consultants, licensees, joint venture and other business partners that could lead to FCPA/anti-corruption liability for a corporation.

We routinely advise clients on the permissibility of specific initiatives and payments, such as travel and entertainment expenses, promotional expenses, charitable contributions and the hosting of educational seminars, among others. In recent years, Venable has provided anti-corruption advice to companies operating in the difficult compliance environment of the Iraq and Afghanistan war zones.

#### Conducting internal investigations.

Venable attorneys have broad experience conducting FCPA and other international internal investigations. We gather the facts wherever they may be and analyze them with the perspective that comes from having dozens of years of DOJ and SEC experience. Our intimate knowledge of how these agencies conduct investigations enables clients to make sound business judgments in an often fast-moving environment.

We are well-versed in the many potential issues associated with gathering information and interviewing witnesses abroad. To provide accurate and complete information and informed advice on potential actions, we rely on our former federal prosecutors and SEC attorneys and employ state-of-the-art computer forensics. Thus, our investigations are as close as possible to any investigation that the government would conduct.

At the same time, we understand the stress and disruption an internal investigation can cause for employees and management. 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.

#### Defending your company and your people.

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

## REPRESENTATIVE 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 and pre-transaction due diligence matters, our team has:

- Provided ongoing advice for FCPA concerns to a large multinational petroleum and petrochemicals company on arrangements with global suppliers and sourcing agents, 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;
- Analyzed and advised on FCPA and anti-corruption issues regarding a potential contract between a U.S.-based company and a West African government, including the use of agents in the potential transaction;
- Provided guidance on FCPA and anti-corruption issues for a non-profit, non-governmental entity, which provides humanitarian services and relief in numerous emerging markets;
- Reviewed and enhanced corporate policies and procedures, contractual documents and standard terms and conditions for import and export controls compliance and FCPA concerns for a multinational Fortune 100 company in the laboratory services industry;
- Represented a U.S. software engineering company with global independent sales representatives reviewing and enhancing corporate policies and procedures, contractual documents, and standard terms and conditions for export controls compliance and FCPA concerns;
- 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 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;
- Performed training on FCPA issues and concerns, including entertaining and charitable giving arrangements, for non-U.S. representatives of large multinational company in the laboratory services industry;
- Analyzed and advised defense contractor on FCPA issues surrounding contracts with African government;
- Advised defense contractor on FCPA issues surrounding operations in the Middle East and Central Asia war zones;
- Reviewed and enhanced FCPA and anti-corruption compliance policy and training materials for both employees and agents, as well as reviewed and enhanced agent and vendor contracts, for a multi-national, U.S.-based government contractor with operations in the Middle East and Central Asia;
- Designed FCPA compliance program and conducted FCPA training for a large not-for-profit corporation with a global business;
- Analyzed and advised on FCPA issues regarding potential business venture arrangements and contractual agreements for a U.S. outsourcing company seeking to expand its presence in the Middle East;
- Performed FCPA and anti-corruption analysis for potential business opportunity for a U.S. government contractor in the tactical training and support industry;
- Performed FCPA and anti-corruption analysis to vet potential business joint venture partners for a U.S. technology solutions company seeking to expand its presence in Asia and the Middle East;
- Conducted pre-acquisition FCPA due diligence for multi-national healthcare company acquiring a European entity;
- Performed FCPA and anti-corruption investigation of potential foreign agents and business partners located in the Middle East for a multi-national, U.S.-based

government contractor; and

- Performed FCPA and anti-corruption analysis on potential agents for a U.S. business seeking to invest in an energy project using a third-party entity located in Mexico.

#### Investigations and Defense.

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

- Represented a defense contractor in a Department of Justice criminal FCPA investigation involving the Middle East and Central Asia;
- 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 bribing 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;
- 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;
- Conducted an internal investigation into Asian buying agents of large U.S. retailer for FCPA concerns.
- Conducted an internal investigation for a defense contractor and represented the company in a Department of Justice criminal FCPA investigation involving the Middle East;
- Represented a senior executive of a large multi-national corporation in an internal investigation and in a Department of Justice criminal investigation surrounding allegedly unlawful payments in West Africa and the former Soviet Union;
- Represented an executive of a multi-national aerospace company before the Department of Justice regarding allegations of corrupt payments in Asia;
- Represented the Board of Directors of a defense contractor in a Department of Justice criminal FCPA investigation regarding certain of its Middle East contracts;
- Represented non-U.S. persons and companies in parallel Congressional and Department of Justice investigations regarding the use of U.S. financial institutions to facilitate payments to government officials in several foreign countries;
- Represented an individual in an SEC and Department of Justice investigation into payments by a South American subsidiary of a U.S. corporation made to government officials in an Asian country; and
- Conducted an internal investigation for a multi-national software company regarding suspicious transactions by one of its Asian sales representatives.

#### Honors and Awards

FCPA Honors

**How can we help you?** To find out, please contact us at 1.888.VENABLE or [www.Venable.com](http://www.Venable.com).