

Foreign Corrupt Practices Act (“FCPA”)

Williams & Connolly’s Foreign Corrupt Practices Act experience is broad in scope. The firm has represented large, multinational corporations, other businesses, and individuals in FCPA-related matters before the Department of Justice (“DOJ”), Securities and Exchange Commission (“SEC”) and other U.S. regulators. Additionally, our lawyers have supervised and conducted large, complex investigations throughout the world involving a range of FCPA-related issues. In conjunction with overseeing investigations or representing clients in the United States, the firm has worked closely with counsel in foreign countries and forged working relationships with reputable local law firms in multiple foreign jurisdictions to assist its multi-national clients. The firm also has advised large, sophisticated corporations on compliance with FCPA requirements, formal FCPA compliance programs, and due diligence issues. The firm’s extensive experience includes the evaluation, investigation, and defense of FCPA issues arising from client activities in the Middle East, South America, Latin America, Mexico, Canada, Western Europe, Eastern Europe, Russia, India, Africa and China, and a variety of other locations in Asia.

FCPA Investigations

Because of its litigation background, the focus of the firm’s FCPA practice is conducting internal investigations for corporations when FCPA-related issues are discovered, and, when appropriate, further advising on the self-disclosure to and possible enforcement actions brought by U.S. and foreign regulators. These matters often entail multiple investigations in numerous U.S. and foreign locations and have required us to work closely with the client’s internal legal, compliance, audit and accounting staffs, as well as various outside auditing and accounting firms, private investigators, and foreign counsel. While we have multiple attorneys experienced in conducting such worldwide investigations, our FCPA practice is highlighted by a Senior Partner who not only has led such investigations while at the firm, but also has overseen and managed a major FCPA investigation while General Counsel of a Fortune 500 company. This breadth of experience is indispensable to understanding the particular needs of clients who are confronted with FCPA issues. Additionally, the firm’s strong litigation background provides unique experience with such issues as deciding upon the appropriate scope of an FCPA-related investigation, and, when necessary or appropriate, interacting with enforcement authorities.

Many firm lawyers also have extensive experience representing individuals who are faced with DOJ, SEC or internal investigations arising out of FCPA investigations. These representations include a variety of high level officials and corporate officers who find themselves and targets or subjects of DOJ/SEC investigations.

FCPA Counseling

While the focus of our FCPA practice is advising on and conducting investigations, our attorneys have also counseled major corporations on compliance with FCPA requirements, formal FCPA compliance programs, and due diligence. These efforts have included developing, reviewing and implementing organizational policies and procedures designed to prevent FCPA compliance problems. For example, one of the firm’s partners developed an FCPA compliance program for a major international financial services firm, oversaw the training and implementation of that program, counseled that corporation on specific matters arising under the program, and engaged in enhanced due diligence for that client with regard to the sale or acquisition of companies that do business in developing and third world countries. Another partner provided similar oversight over corporate compliance issues in his role as the general counsel and chief compliance officer for a Fortune 500 corporation, where he routinely managed corporate investigations, including a significant FCPA matter, and developed and implemented internal controls to enhance anti-corruption compliance programs. His experience includes working with a broad network of corporate agents and third-parties in foreign countries, supervising the implementation of a corporate and anti-corruption compliance program for that corporation and its subsidiaries, and dealing with SEC and DOJ FCPA investigations for both the parent corporation and its subsidiaries. In addition, a variety of partners have worked in conjunction with major corporations and their consultants

to advise on compliance with FCPA requirements and monitor remediation and enhancements to the client's ongoing compliance programs and anti-corruption controls. Firm partners have also provided advice on potential mergers, acquisitions and other transactions as those activities relate to managing FCPA compliance.

FCPA-Related Litigation

The firm also has dealt with FCPA issues in the context of private, civil litigation. For example, we recently represented a major defense contractor in a civil suit brought by a foreign sovereign against numerous corporate defendants. FCPA violations provided the factual predicate for the substantive claims in that case. In another civil case involving allegations of FCPA violations, we represented a global power distribution company. In addition, the firm frequently has been involved in defending corporations in litigation, arbitration and other disputes that arise out of FCPA investigations. These suits have included employment and breach of contract actions brought by former employees, third parties and customers in both the United States and foreign countries.

Other FCPA-Related Matters

The firm also conducts investigations to audit compliance with corporate codes of conduct and applicable statutes and regulatory rules, and counsels boards of directors on creating and monitoring codes of ethical business behavior and on related disclosure issues. As an outgrowth of its FCPA work, our attorneys also represent companies and their boards of directors in criminal, civil and administrative proceedings arising from corporate governance and compliance issues.

Scholarly Endeavors

In addition to defending and advising clients, our partners are actively involved in FCPA issues outside of the firm. One partner authored a leading treatise, *Corporate Counsel Guidelines*, which is an invaluable resource for in-house counsel. Other partners have served as co-chair of the ABA White Collar Crime Subcommittee on Transnational Criminal Matters, and have lectured on FCPA-related issues. Numerous others have served as panelists in a variety of forums discussing FCPA-related issues.

A representative list of our FCPA clients include:

- a Fortune 50 corporation in an ongoing DOJ/SEC investigation involving FCPA-related issues in multiple countries.
- a Fortune 100 corporation in an ongoing DOJ/SEC investigation involving FCPA-related issues in multiple locations.
- a leading gaming technology and services company in an SEC investigation concerning alleged FCPA violations in South America.
- a petrochemicals firm in a DOJ investigation concerning alleged FCPA violations in Russia.
- a high-level U.N. official in connection with the Volcker Committee's investigation of the Oil-for-Food Program.
- a CEO of a global management and technology consulting company in an SEC books and records investigation.
- a former executive of a publicly-traded consulting firm in an SEC investigation involving FCPA matters.

- two individuals in an indicted criminal case arising out of a DOJ investigation into foreign bribery and related allegations (charges against both clients were dismissed).
- a consultant whose conduct came under DOJ and SEC scrutiny in connection with an investigation of a major, multinational public company in the agricultural business (charges were not brought against our client).
- an individual and related corporate client in the software industry in a DOJ investigation of possible FCPA violations.