



28th National Conference on the

FOREIGN CORRUPT PRACTICES ACT

THE PREMIER LEGAL & REGULATORY ANTI-CORRUPTION COMPLIANCE EVENT

November 15 & 16, 2012 | The Gaylord National Resort | Washington, DC

NEW for this year:
Breakout Sessions
and Live Audience
Compliance Polling

Keynote Speaker:



The Honorable Lanny A. Breuer
Assistant Attorney General
Criminal Division
U.S. Department of Justice

Engage in live audience polling
and take note as real-time results
are shared on:

- ✓ Where Companies Go Wrong on FCPA Compliance
- ✓ FCPA Risk Assessments
- ✓ Global FCPA Compliance Program Structures
- ✓ Internal Investigations Trip Wires
- ✓ FCPA Books & Records and Internal Controls

NEW Practical & Interactive
Working Group Sessions:
November 14, 2012

Focus on Third Party Risks:

- A Vetting and On Boarding New Partners
- B Third Party Oversight and Monitoring
- C Inside the Mechanics of a Multi-Jurisdictional FCPA Investigation
- D Data and Document Management Strategies for FCPA Investigations



Kara Novaco Brockmeyer
Chief, FCPA Unit, Division of Enforcement
U.S. Securities and Exchange Commission



Sean McKessy
Head, Whistleblower Office, Division of Enforcement
U.S. Securities and Exchange Commission

Jeffrey H. Knox
Principal Deputy Chief, Fraud Section
Criminal Division, U.S. Department of Justice



Nathaniel B. Edmonds
Assistant Chief, Fraud Section, Criminal Division
U.S. Department of Justice



Charles E. Duroso
Deputy Chief, Fraud Section, Criminal Division
U.S. Department of Justice

Tracy Price
Assistant Director, FCPA Unit
Division of Enforcement, U.S. Securities
and Exchange Commission

James M. Koukios
Assistant Chief, Fraud Section
Criminal Division, U.S. Department of Justice

Jason Jones
Assistant Chief, Fraud Section
Criminal Division, U.S. Department of Justice

Hear from Senior U.S. DOJ and SEC Officials on:

- SEC "Neither-Admit-Nor-Deny" Settlement Policy
- The Key FCPA Cases of 2012 and Current Enforcement Priorities
- Where Companies Go Wrong on FCPA Compliance
- Trip Wires in FCPA Internal Investigations
- Response to Whistleblower Allegations
- Disclosure, Cooperation and Global Compliance Expectations
- What Effective FCPA Books and Records Should Look Like

Benchmark your FCPA Compliance Strategies with:

Academi	DIRECTV Latin America	Hewlett-Packard	Noble Energy
Baker Hughes	Eli Lilly	Honeywell	Northrop Grumman
Barrick Gold	Enscoc	JP Morgan Chase	Oracle
Best Buy	General Dynamics	KBR	Prudential Financial
Boeing	GE Energy Financial Services, Inc.	Medtronic	Tyco International
BP America	Google	Monsanto	Viacom
Chiquita	Halliburton	Morgan Stanley	Weatherford International
Delphi			

The 2012 program will feature the following NEW interactive discussions and case study panels:

- What *Not* to Do and Lessons Learned from the Most Costly FCPA Compliance Mistakes
- Friend or Foe? How to **Survive an FCPA monitorship**
- Creating a **Home for the Whistleblower** in a Bounty Hunter
- How to **Effectively Communicate with the Board** and Ensure Board Buy-In and Support of Your FCPA Compliance Program
- Navigating **Diverging Client Interests** during an FCPA Government Investigation
- Inside the Defense of the *Lindsey Manufacturing, Africa Sting* and *O'Shea* Prosecutions

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“...companies doing business overseas should recognize that the U.S. DOJ's resources that had been designated for investigating and prosecuting individual defendants will [now] be focused in their direction.”

— Forecasting the Future of FCPA Enforcement, Corporate Counsel, May 9, 2012

As individual criminal prosecutions and corporate enforcement under the Foreign Corrupt Practices Act continued to captivate the media's attention in 2012 and the industry prepares for the highly-anticipated updates to the Guidance on the FCPA, one fact is clear — **FCPA and anti-corruption enforcement continues to remain a global enforcement priority.** Join hundreds of your colleagues from around the globe for the one event that shapes the anti-corruption industry — **American Conference Institute's annual National Conference on the Foreign Corrupt Practices Act.**

Create a customized conference experience and benefit from new sessions offered in 2012!

For the first time on this program conference delegates will be provided with the opportunity to —

- ✓ Select from an offering of **Breakout Sessions** specifically dedicated to addressing the unique FCPA compliance challenges faced by companies vs. practitioners:
 - **Effective FCPA Risk Assessment: What Your Process Should Look Like**
 - **Crisis Management Case Study: How to Deal with the PR Backlash of an FCPA Investigation**
 - **Global FCPA Compliance Structures: How to Craft the “Right-Sized” Program**
 - **Majority, Minority and Contractual Joint Ventures: How to Minimize FCPA Risk Exposure**
 - **Friend or Foe?: Dissection of a Monitorship from Start to Finish**
 - **Navigating Diverging Client Interests during an FCPA Government Investigation**
- ✓ Engage directly with the session leaders and your fellow attendees as you are provided with real-time feedback through the use of live audience polling during the following panels:
 - Where Companies Go Wrong on FCPA Compliance
 - How to Create a Home for the Whistleblower
 - Internal Investigations Trip Wires
 - Global Compliance Program Structures
 - FCPA Risk Assessment
 - Internal Controls and SEC Books and Records Requirements

Reserve space now for your team to attend the one FCPA compliance event where you can:

- **Meet and learn from the leaders of the FCPA Bar and expert forensic accountants**
- **Benchmark with your in-house peers who are on the leading edge of FCPA compliance**
- **Gain firsthand insights directly from the U.S. DOJ and SEC on current FCPA enforcement initiatives and priorities**

Once again featuring the top-notch speaker faculty you have come to expect from this annual, industry leading event, ACI's 28th National Conference on the **Foreign Corrupt Practices Act** will feature participation by the **world's leading companies and experienced FCPA practitioners and forensic accountants** who will provide **proven and effective strategies for tackling today's global FCPA compliance challenges.**

Don't miss the **Luncheon Keynote Address** on November 15th:
Honorable Lanny A. Breuer, Assistant Attorney General,
Criminal Division, U.S. Department of Justice

Gain proven and advanced insights on how your company or client can stay ahead of the FCPA enforcement curve.

Hear from the following senior U.S. DOJ and SEC officials:

Fraud Section, Criminal Division, U.S. DOJ:

Jeffrey H. Knox
Principal Deputy Chief

James M. Koukios
Assistant Chief


Charles E. Duross
Deputy Chief

Jason Jones
Assistant Chief

 *Nathaniel B. Edmonds*
Assistant Chief

Division of Enforcement, U.S. SEC:

 *Kara Novaco Brockmeyer*
Chief, FCPA Unit

 *Tracy Price*
Assistant Director
FCPA Unit

 *Sean McKessy*
Head, Whistleblower Office

Complete your conference experience by joining the NEW Practical and Interactive Working Group Sessions:

- A – Risk-Based Due Diligence Strategies for Vetting and On Boarding New Partners**
- B – How to Establish an Effective Third Party Oversight and Monitoring Program**
- C – Inside the Mechanics of a Multi-Jurisdictional FCPA Investigation**
- D – Data and Document Management Strategies for FCPA Investigations**

Over the past 20 years, **American Conference Institute** has had the pleasure of welcoming the US and international anti-corruption community to the largest event of its kind in the world. This is the one event that corporate counsel, compliance officers, outside counsel and forensic accountants rely on for comprehensive, insightful and practical guidance on critical FCPA compliance issues.

This event sells out every year — Reserve a space now for you and your team. Call 1-888-224-2480; fax your registration form to 1-877-927-1563; or register online at www.FCPAconference.com.

- General Counsel
- International Trade Counsel
- Compliance and Ethics Officers
- Vice Presidents and Directors of
 - Global Compliance
 - Corporate Compliance & Policies
 - Integrity
 - Business Conduct & Investigations
 - Sustainable Development
 - Corporate Responsibility & Citizenship
 - International Trade Compliance
 - Contracts
 - Internal/Corporate Audit
 - Legal Affairs
 - Regulatory and Government Affairs
- International Contract Managers
- Forensic Accountants
- Auditors
- Certified Fraud Examiners
- Outside Counsel specializing in
 - International Trade
 - Corporate Compliance
 - White-Collar Crime
 - Internal Investigations
 - Anti-Money Laundering
 - Corporate Governance
 - Securities



Accreditation will be sought in those jurisdictions requested by the registrants which have continuing education requirements. This course is identified as nontransitional for the purposes of CLE accreditation.

ACI certifies that the activity has been approved for CLE credit by the New York State Continuing Legal Education Board in the amount of 14.0 hours of which 1.5 will apply to ethics. An additional 4.0 credit hours will apply to participation in workshop A, B, C and D.

ACI certifies that this activity has been approved for CLE credit by the State Bar of California in the amount of 12.0 hours of which 1.5 will apply to ethics. An additional 3.5 credit hours will apply to participation in workshops A, B, C and D.

You are required to bring your state bar number to complete the appropriate state forms during the conference. CLE credits are processed in 4-8 weeks after a conference is held.

ACI has a dedicated team which processes requests for state approval. Please note that event accreditation varies by state and ACI will make every effort to process your request.

Questions about CLE credits for your state? Visit our online CLE Help Center at www.americanconference.com/CLE



American Conference Institute (ACI) will apply for Continuing Professional Education credits for all conference attendees who request credit. There are no pre-requisites and advance preparation is not required to attend this conference.

Course objective: Update on the Foreign Corrupt Practices Act and procedures to prevent inappropriate payments. Recommended CPE Credit: 14.0 hours of which 1.5 will apply to ethics. An Additional 4.0 credit hours will apply to participation in workshops A, B, C and D.

ACI is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPE Sponsors, 150 Fourth Avenue North, Suite 700, Nashville, TN, 37219-2417 or by visiting the web site: www.nasba.org

To request credit, please check the appropriate box on the Registration form.

Supporting Associations and Media Partners:



ACI hosts other FCPA / Anti-Corruption Events throughout the year and throughout the world:

Singapore Summit on Asia Anti-Corruption Compliance

Tuesday, December 4 to Wednesday, December 05, 2012
Singapore Marriott Hotel, Singapore
<http://www.americanconference.com/SingaporeAnticorruption>

White Collar Crime Litigation

Tuesday, January 22 to Wednesday, January 23, 2013
New York Marriott Downtown, New York, NY
<http://www.americanconference.com/whitecollar>

ACI's 7th Houston | FCPA Boot Camp

Wednesday, January 23 to Thursday, January 24, 2013
TBD, Houston, TX
<http://www.americanconference.com/fcpahouston>

4th Middle East Summit on Anti-Corruption

Monday, January 28 to Tuesday, January 29, 2013
TBD, Abu Dhabi
<http://www.americanconference.com/anticorruptionME>

3rd India Summit on Anti-Corruption

Monday, February 25 to Tuesday, February 26, 2013
TBD, New Delhi
<http://americanconference.com/anticorruptionINDIA>

5th Russia & CIS Summit on Anti-Corruption

Tuesday, March 19 to Wednesday, March 20, 2013
TBD, Moscow
<http://americanconference.com/RUSanticorruption>

3rd Latin America Summit on Anti-Corruption

Tuesday, April 23 to Wednesday, April 24, 2013
TBD, São Paulo
<http://americanconference.com/ACBrazil>

Visit:

http://americanconference.com/anticor_fcpa for future events.

Main Conference Day One: Thursday, November 15, 2012

7:30 Continental Breakfast & Registration Begins

8:30 Conference Co-Chairs' Opening Remarks



William B. Jacobson
Senior Vice President, Co-General Counsel
Chief Compliance Officer
Weatherford International, Ltd.



F. Joseph Warin
Partner
Gibson Dunn & Crutcher LLP

8:45 Keynote Address



The Honorable Lanny N. Breuer
Assistant Attorney General, Criminal Division
U.S. Department of Justice

9:15 The US DOJ and SEC Speak on the Key FCPA Cases of 2012 and Current Enforcement Priorities

Charles E. Duross
Deputy Chief, Fraud Section, Criminal Division
U.S. Department of Justice



Kara N. Brockmeyer
Chief, FCPA Unit, Division of Enforcement
U.S. Securities and Exchange Commission



Lucinda A. Low — *Panel Moderator*
Partner
Stephens & Johnson LLP

The FCPA Year in Review

- Review of key FCPA cases from 2012 and what they reveal about new and continued government targets for FCPA enforcement
- Update on dual enforcement initiatives and international multi-agency cooperation
- Overview of how investigative techniques have changed the enforcement landscape over the last year
- The latest on the definition of a “foreign official”
- Addressing the convergence of investigations — FCPA, antitrust, exports controls, government contracting, trade sanctions: insights into recent investigations where an FCPA violation has opened the door to other investigations

Attendees will be provided with the opportunity to pose questions directly to Mr. Duross and Ms. Brockmeyer at the conclusion of the panel.

10:15 Where Companies Go Wrong on FCPA Compliance: What Not To Do and Lessons Learned from the Most Costly Mistakes

James M. Koukios
Assistant Chief, Fraud Section, Criminal Division
U.S. Department of Justice



John J. Sardar
Chief Compliance Officer
Noble Energy



Richard N. Dean
Partner
Baker & McKenzie LLP



Frederic R. Miller — *Panel Moderator*
Partner & Co-Leader Forensic Services
PwC, LLP

AUDIENCE POLLING

Ever wonder what it is that takes a case from bad to worse? What facts increase a fine from \$10 million to \$100 million? During this new panel session, hear from an experienced panel of practitioners as they guide you through a discussion of lessons learned from the “most costly FCPA compliance mistakes” made over the past year within the context of:

- Monitoring compliance with your program and conducting compliance audits
- Performing risk assessments
- The due diligence screening process specific to business partners
- FCPA investigations — driving factors and critical decision points that can take an investigation from bad to worse

11:30 Coffee Break

11:45 Creating a Home for the Whistleblower: How to Facilitate Open Communication and Appropriately Respond to Allegations in a Bounty Hunter Environment



Sean N. McKessy
Head of Whistleblower Office
U.S. Securities and Exchange Commission



Kathleen Edmond
Chief Ethics Officer
Best Buy



Jacqueline C. Wolff
Partner
Manatt, Phelps & Phillips, LLP

AUDIENCE POLLING

- Impact of Dodd-Frank whistleblower provisions on FCPA enforcement — how the SEC is dealing with claims reported by potential whistleblowers
- Creating an environment that facilitates open communication — what compliance policies will encourage your employees to come to you first
- Revisiting hotlines, points for employee engagement and communication
- How to question your employees without exposing the fact that an issue could exist
- Knowing what steps to take immediately once a claim has been made — how to establish contact with a whistleblower
- How to investigate and respond to whistleblower claims vs. “anonymous” reports
- Addressing and responding to claims or reports that make incorrect assumptions or include incorrect facts

12:30 Inside the Defense of the *Lindsey Manufacturing, Africa Sting*, and *O'Shea* Prosecutions



Robert Andalman
Partner, **Loeb & Loeb LLP**
* Represented *Amaro Goncalves*
former VP for International Sales at Smith & Wesson,
lead defendant in the *Africa Sting* case



Joel M. Androphy
Partner, **Berg & Androphy**
* Represented *John O'Shea*



Jan Lawrence Handzlik
Partner, **Venable LLP**
* Lead counsel for *Lindsey Manufacturing*
and *Keith Lindsey*



Kimberly A. Parker — Panel Moderator
Partner
Wilmer Cutler Pickering Hale and Dorr LLP

- The allegations — how the government sought to prove guilty knowledge and corrupt intent pre-trial
- How it was established that the company officials and employees acted in good faith
- What steps that were taken to challenge provisions of the FCPA necessary for conviction
- How challenges were made to instructions on
 - constructive knowledge and willful blindness
 - essential elements including, “state-owned entity,” “instrumentality,” “foreign official,” and the business purpose for payment

- The role of commissioned sales agents and other intermediaries, and how it was determined whose money was used for alleged illicit payments
- How the effectiveness of a company’s compliance program and the actions of compliance personnel can be used to negate intent
- Practical steps your company or client can take to minimize downstream exposure to individual prosecutions

1:30 Luncheon for Attendees and Speakers

2:45 **BREAKOUT SESSIONS** | Select Session A or Session B

A

How to Conduct an Effective FCPA Risk Assessment: What Your Process Should Look Like



Eric D. Brown
Assistant General Counsel, Anti-Corruption & Global Trade
Eli Lilly and Company



Kimberly S. Walker
Senior Counsel, Anti-Bribery/Corruption & Anti-Money Laundering
BP America



Allyson Bouldon
Vice President and Chief Compliance Officer
Chiquita Brands International

Lewis D. Ziropiannis
Chief Compliance Officer
GE Energy Financial Services, Inc.



Amy Conway-Hatcher — Panel Moderator
Partner
Kaye Scholer LLP

- How assessments and audits differ: what a comprehensive and effective internal FCPA risk assessment should look like
- Identifying what the goal of a risk assessment is/should be — should an anti-corruption risk assessment be separate from or part of other risk exercises done by a company?
- How to determine which methodology will work best for your company
- Determining who should be involved when conducting the assessment — addressing the allocation of internal vs. external resources (consultants, law firms, etc.)
- Discussing what the inputs are into a risk assessment — outlining documents/departments to be reviewed
- How to manage privilege issues during a risk assessment
- How often should a risk assessment be performed — internal vs. external reviews
- Findings and corrective action — what to do with data/information obtained?
 - criteria for selection of international business representatives
 - procedures for vetting, monitoring and re-qualifying
 - training of company sales and marketing personnel
- How to evaluate the effectiveness of your response

B

Minimizing FCPA Risk Exposure in Majority, Minority and Contractual Joint Ventures



Catherine Razzano
Assistant General Counsel & Director
General Dynamics



Roberto Berry
General Counsel Latin America
Delphi Corporation



Glenn Ware
Principal, Forensic Services
PwC, LLP



Steve Nickelsburg — Panel Moderator
Partner
Clifford Chance LLP

- Contrasting risks raised by minority, majority and contractual joint ventures
- How to approach due diligence and supervision strategies for each type of JV
- Practical strategies for obtaining *real* cooperation from prospective partners
- Managing joint venture risks when participants are subject to different legal regimes
- Knowing what US authorities expect of JVs versus other third party relationships and what sort of behavior can trigger an investigation
- Understanding how a JV partner fits in the UKBA definition of “associated person”
- Getting senior management comfortable with partnering in emerging markets/high risk countries
- Negotiating control provisions, board representation, veto rights, reps and warranties particularly when you are not the majority partner
- How to develop an appropriate oversight and monitoring plan particularly when you don’t have “boots on the ground”
- Effective internal controls to detect and prevent local anti-bribery issues
- How to deal with disputes among JV partners in an FCPA situation
- Drafting effective termination provisions

3:55 Afternoon Refreshment Break

AUDIENCE POLLING

C Crisis Management Case Study: Managing the PR Backlash of an FCPA Investigation



Suzanne Rich Folsom
SVP, Chief Regulatory & Compliance Officer
and Deputy General Counsel
Academi



Mary Jacoby
Editor & Publisher
Main Justice



David N. Kelley
Partner
Cahill Gordon & Reindel LLP



Timothy L. Dickinson — *Panel Moderator*
Partner
Paul Hastings LLP

- Assessing the FCPA issue and measuring the severity of the allegation to plan the response strategy
- Understanding what makes an investigation media-worthy
- Using in-house resources as a quick response and synchronizing messages conveyed by the company across media outlets, corporate communications and outside counsel
- When to make public statements vs. keep a low profile
- Understanding the new role social media plays
- Crafting a tailored message — what to tell the press and investors vs. employees and shareholders
- Minimizing the negative impact on management and employees
- Considering the impact on other interested parties — customers, third parties and lenders
- Preparing for the collateral damage and other contingent liabilities associated with high profile FCPA investigations

D Friend or Foe?: A Dissection of a Monitorship from Start to Finish



Nathaniel B. Edmonds
Assistant Chief, Fraud Section
Criminal Division
U.S. Department of Justice



Andrew Farley
Executive Vice President & General Counsel
KBR, Inc.



Kathryn Cameron Atkinson
Member
Miller & Chevalier Chartered
Former compliance monitor, KBR



F. Joseph Warin — *Panel Moderator*
Partner
Gibson Dunn & Crutcher LLP
U.S. counsel to the compliance monitor, Siemens AG

During this session hear from Nathaniel Edmonds, Assistant Chief, Fraud Section, U.S. DOJ as well as senior in-house counsel and FCPA attorneys who have advised companies while under a monitorship as they address:

- Understanding the role of a Monitor — compliance guardian or a company-financed probation officer?
- Negotiating the scope of the Monitor's workplan
- Assessing the costs of a Monitor
- Establishing an effective working relationship with a Monitor
- Addressing who monitors the Monitor
- The effect of monitorship on privilege and work product
 - how to manage privilege issues when under a monitorship
- Self-monitor vs. compliance monitor — distinguishing each and outlining when a company may be eligible for self-monitorship vs. a compliance monitor

Rave Reviews About the Flagship FCPA Conference:

“ An outstanding opportunity to hear expert practitioners and government officials discuss the leading edge of this critical compliance area”

– Clifford Chance

“ This is the best conference I have attended; the topics covered were well executed by knowledgeable experts in the industry. I will definitely attend another ACI conference in the near future”

– ITT Corporation

“ Extremely impressed with the quality of the speakers and the materials presented. I also found workshops very helpful – great ideas”

– Delta Airlines

E How to Craft the “Right-Sized” Global Compliance Program: A Comparison of Various Structures that Meet Rising Government Expectations



Janette Filbert
Vice President and Anti-Corruption Compliance Officer
Prudential Financial, Inc.



Andy Hinton
Associate General Counsel and Chief Compliance Officer
Google Inc.



Raja Chatterjee
Global Head, Anti-Corruption Group
Morgan Stanley



William B. Jacobson — *Panel Moderator*
Senior Vice President, Co-General Counsel
Chief Compliance Officer
Weatherford International

During this session, the panelists will share real-life examples of sample organization charts displaying various compliance program structures. See and learn how various companies across industries have approached global FCPA compliance and compare notes with your peers as you are engaged in a practical discussion of various global compliance program structures as you discuss:

- The components of an effective compliance program — industry specific considerations vs. general best practices
- New Government expectations as per guidance from
 - recent settlement agreements — e.g., *Johnson & Johnson, Pfizer*
 - the Morgan Stanley declination
- How to assess your company’s true corruption risk exposure based on the location of your corporate operations and your company’s business model
- Creating “ownership” of your global compliance program
- Reporting, oversight and accountability — how to create a culture of compliance
- How to scale and operationalize your global FCPA compliance program
- Harmonizing US and foreign anti-corruption compliance obligations

AUDIENCE POLLING

F Navigating Divergent Client Interests during an FCPA Government Investigation: Expert Strategies on How to Handle Matters of Privilege, Communications and Conflicts



Patrick M. Norton
Partner
Steptoe & Johnson LLP



Laurence A. Urgenson
Partner
Kirkland & Ellis LLP



Hank Bond Walther
Partner
Jones Day LLP



Eric Kraeutler
Partner
Morgan, Lewis & Bockius LLP



Peter B. Clark — *Panel Moderator*
Partner
Cadwalader, Wickersham & Taft

During this session be engaged in a practical discussion of how to best represent your client during an FCPA investigation — whether your client is the company, an individual or a member of the Board. Topics to be discussed during this session will include:

- Privilege — how to balance the conflict between government demand for information and the need to preserve privilege with your client
- Employee rights — addressing the conflict between vigorous employee interviews and employee rights
- Discussing the impact conflicting laws and policies among enforcement agencies can have on plea bargaining, privilege, double jeopardy and mandatory debarment during an FCPA investigation
- Voluntary disclosure and cooperation — weighing the costs and benefits to your client and the impact a disclosure/cooperation could have on a larger corporate investigation
- Business vs. compliance — managing the tension between the business and compliance constituencies within the company
- When and how to provide separate counsel for individuals — what to do when individual and corporate interests collide

6:15 **Conference Adjourns for the Day**



6:15 – 7:30 *Cocktail Reception Hosted by:*

Steptoe
STEPTOE & JOHNSON LLP

8:30 Co-Chairs' Remarks

8:35 DOJ & SEC Q&A on Disclosure, Cooperation and Global Compliance Expectations



Kara N. Brockmeyer
Chief, FCPA Unit, Division of Enforcement
U.S. Securities and Exchange Commission

Jeffrey H. Knox
Principal Deputy Chief,
Fraud Section – Criminal Division
U.S. Department of Justice



Homer E. Moyer — Panel Moderator
Partner
Miller & Chevalier Chartered

For the second year in a row and direct response to your requests, attendees will once again be provided with the opportunity to pose their most pressing questions directly to senior-level enforcers at the DOJ and SEC. Topics to be addressed during this session will include:

- SEC "neither-admit-nor-deny" settlement policy
- Voluntary disclosure, cooperation, a strong compliance program, and aggressive remediation — discussing what weight they are accorded in declinations, charging decisions, and penalty calculations
- The tipping points — discussing what criteria the Government weighs when deciding whether or not to initiate an industry-wide investigation or "sweep" and when to end a sweep
- Rising global FCPA compliance expectations for multi-national companies — what your company should be doing in light of US, OECD, and UK guidelines

Confidential questions can also be submitted in advance of the conference to FCPAQuestions@americanconference.com

9:30 The Role of the Board in FCPA Compliance: How to Effectively Communicate with the Board and Ensure Board Buy-In and Support of Your FCPA Compliance Initiatives



Louis A. Raspino
Member, Board of Directors, Dresser Rand, Inc.
Member, Board of Directors, Forum Energy Technologies



Henry T.A. Moniz
Chief Compliance Officer, Chief Audit Officer and Global Head of Strategic Business Practices
Viacom Inc.



Mark F. Mendelsohn
Partner
Paul, Weiss, Rifkind, Wharton & Garrison LLP



Wallace W. Dietz — Panel Moderator
Member
Bass, Berry & Sims PLC

During this exclusive session hear from a panel comprised of senior FCPA counsel experienced in interacting with Board Members within the context of an FCPA investigation as well as a current Board Member and former CEO as they share with you their insights on:

- The role of the Board in FCPA compliance — expectations, training and education
- How to obtain Board buy-in and support of your compliance program

- How to translate day to day Board oversight into your FCPA compliance program
- When and how a company should disclose a discovered or potential issue to the government
- Addressing Board expectations concerning oversight, engagement and management
- Communication — what is the right level of communication with the Board?
- Independence of Audit Committees and the Board — when to get legal counsel

10:30 Coffee Break

10:45 10 Trip Wires to Avoid When Conducting an FCPA Internal Investigation

Jason Jones
Assistant Chief, Fraud Section, Criminal Division
U.S. Department of Justice



Matthew L. Stennes
Principal Litigation Counsel
Government and Internal Investigations
Medtronic, Inc.



Lawrence Oliver
Chief Counsel, Investigations
The Boeing Company



Claudius Sokenu
Partner
Arnold & Porter LLP



David Raskin — Panel Moderator
Partner
Clifford Chance LLP

During this interactive session be engaged in a practical discussion of what not to do while conducting an internal investigation. Learn what the most common pitfalls are as well as what steps your company can take to minimize or even prevent later prosecution when

- Outlining the scope of the investigation — delineating when the investigation is too broad vs. not broad enough
- Coordinating the investigation between the company, outside counsel and accounting firms
- Preserving data/documents — how to ensure key documents/data are preserved throughout the process
- Deciding when the investigation has been exhausted — knowing when to stop vs. look further
- Determining what to do with the results of the investigation — what rises to the level of reportable activity vs. what can be solved through self-correction

AUDIENCE POLLING

11:45 FCPA Internal Controls amid Increased SEC Expectations: What Your Books and Records Need to Accomplish



Tracy Price
Assistant Director
FCPA Unit, Division of Enforcement
U.S. Securities and Exchange Commission

Gregory Meredith
Senior Vice President and Associate General Counsel
JP Morgan Chase



Paul R. Berger
Partner
Debevoise & Plimpton LLP



Sulaksh Shah — Panel Moderator
Director, Forensic Services
PwC, LLP

AUDIENCE POLLING

- How fraud controls and financial internal controls intersect
- Key controls to detect improper payments and fraud — what enforcement agencies will expect you to have in your files
- Document retention policies that work *and* those that do not
- How to recognize the red flags in your paper trail
- Best practices for handling coding and expense accounts
- Facilitating payments — how to record them post-UK Bribery Act

1:00 Luncheon for Attendees and Speakers

2:15 How to Create Robust, Culturally-Sensitive and Practical Guidelines for Gifts, Entertainment and Hospitality in High Risk Markets: A Guide to What You Can Do



Scott Baucum
Global Director, Business Conduct
Monsanto Co.



Brian Moffatt
Chief Compliance Officer
EnSCO



Michael Hartman
Senior Vice President, Legal and Regulatory Affairs
DIRECTV Latin America



Bethany Hengsbach
Partner
Sheppard Mullin Richter & Hampton LLP



Raymond Banoun — Panel Moderator
Partner
Cadwalader, Wickersham & Taft LLP

- Contractually-mandated hospitality — how to handle it and what is reasonable
- Pure hospitality (“relationship building”) — when is it considered promotion, demonstration, or explanation of products and services
- Gifts and meals — identifying what is reasonable vs. customary and who decides where the line is drawn
- Establishing effective business travel guidelines
- Overcoming cultural sensitivity challenges, particularly in high risk regions
- Summary of applicable local rules for gifts and entertainment in key foreign jurisdictions
- Implementing a program to monitor and audit hospitality payments

3:15 Refreshment Break

3:30 Uncovering FCPA Risk in M&As: How to Conduct Effective Pre-Merger Due Diligence to Detect Risk and Mitigate Potential Successor Liability



Joseph M. Azam
Compliance & Ethics Counsel
Oracle



Martin Weinstein
Partner
Willkie Farr & Gallagher LLP



Kenneth L. Wainstein
Partner
Cadwalader, Wickersham & Taft



Cheryl J. Scarboro
Partner
Simpson Thacher & Bartlett LLP

- What prospective acquirers should look for in a target’s anti-corruption compliance
 - governing legal framework
 - policies and procedures, training, auditing and internal controls
 - historical risk issues
- What to do if pre-merger due diligence efforts reveal problems
 - evaluating public disclosure obligations under ad hoc and materiality standards
 - pros and cons of disclosure to authorities in relevant countries
 - conducting additional due diligence or investigatory work
 - role of outside counsel and forensic auditors
 - interviews/evidence summaries/real time updates
- Assessing regulatory risks prior to closing and other transactional issues
- Post-closing issues
 - compliance programs and internal controls in the new entity
 - evaluating post-closing disclosure obligations
 - addressing post-closing investigations and regulatory obligations

4:15 Managing the Collateral Fallout: How to Minimize Downstream Exposure to Private Litigation Post-FCPA Investigation/Settlement

From the Defense Perspective:



Samuel W. Cooper
Partner
Baker Botts LLP

From the Plaintiff’s Perspective:



Christine S. Azar
Partner
Labaton Sucharow LLP

During this session gain proactive risk management strategies for minimizing your company or client’s downstream exposure to litigation or enforcement arising out of an FCPA investigation/settlement. Topics to be discussed during this panel will include defensive litigation strategies for responding to:

- Shareholder derivative suits — *SciClone, Las Vegas Sands, Walmart*
- Securities class actions — *Avon*
- Antitrust enforcement and competitor claims — *Bridgestone*
- Individual employee claims

5:00 Co-Chairs’ Closing Remarks & Conference Ends

A

Vetting and On Boarding New Partners: Risk-Based Due Diligence Strategies for Evaluating New Intermediaries, Brokers, Distributors, Suppliers and Agents

9:00 am – 12:30 pm (Registration begins at 8:30 am)



Julia Bailey
Assistant General Counsel
Honeywell



Jannette E. Hasan
Senior Counsel II-Assistant Corporate Secretary, Law Department
Northrop Grumman Corporation



Alexandra Wrage
President
TRACE Inc.



Danish Hamid
Partner
Cooley LLP

During this practical and interactive benchmarking session, attendees will gain a comprehensive overview of key factors to consider when seeking to uncover difficult to discern government relationships and connections when screening and vetting third parties. Walk away with nuts-and-bolts guidance on how to create a cost-effective and credible risk-based third-party vetting program as you are provided with concrete guidance and sample due diligence checklists your company can use to weigh various risk factors when evaluating potential third party vendors, contractors, brokers, agents or partners. Topics to be discussed during this interactive session will include:

- How to establish appropriate front-end vetting and screening protocols based on the type of relationship and interests represented by the third party — one size does not fit all
 - how to utilize due diligence based on the level of risk and services provided by external third party
 - background/reputation checks — what to look for before going too far in the diligence process
- How to evaluate background red and green flags — understanding how much government ownership is enough to interest the USDOJ
 - ownership, qualifications, social and political connections and financial links
 - government affiliations — particularly when foreign consulting agents/engineers or project managers are being used
 - familial relationships/friendships
 - lack of experience
 - requests for payments outside of the territory
 - working with local counsel
- coordinating with Embassies
- media/reputational checks
- in person meetings to verify representations/training
- additional heightened scrutiny when government owned
- Regional and local risks — what to look for when evaluating parties within certain countries
- Knowing how far down the chain to explore — determining which third party employees need to be screened
 - determining exactly who will represent your company
 - outlining the level of contact required with foreign officials by representatives and their third parties
 - discussing flowing down terms/conditions
- Understanding the local business environment, customs, and corruption perception index
- What to do with information uncovered during the vetting process and how to make the decision regarding which parties to use/not use

B

Essential Elements of an Effective Third Party Oversight and Monitoring Program: How to Establish an Effective Third Party Auditing and Monitoring Program for Your Intermediaries, Distributors and Agents

2:00 pm – 5:30 pm (Registration begins at 1:30 pm)



Matthew Tanzer
Vice President and
Chief Compliance Officer
Tyco International



Manuel A. Abascal
Partner
Latham & Watkins LLP



Alison Taylor
Senior Vice President and Director,
Corporate Investigations, Americas
Control Risks



Rick Chapman
Assistant General Counsel
Halliburton



Gavin L. Parrish
Senior Manager,
Investigations and Anti-Corruption
Control Risks

Failure to uncover corruption problems with a third party can lead to disastrous outcomes once the relationship has been cemented. Posing a myriad of challenges for multi-national companies conducting business overseas and within emerging high risk markets, it is imperative to minimizing your company's downstream FCPA risk exposure that you constantly audit and monitor these relationships. During this engaging and hands-on session, be provided with practical guidance and compliance tips for auditing your third parties with an eye towards uncovering and addressing potential corruption risks. During this session you will gain critical insights on how to:

- Develop an appropriate third party management plan — where to begin and identifying the essential elements of a third party management program
- Customize internal controls for effective third party oversight to detect and prevent local anti-bribery issues — how much is too much vs. too little oversight?
- Forced marriages — should you ever accept a partner who is forced upon you? How to manage such situations Work with state-owned entities — how to manage the risk
- Train your third parties on compliance requirements and expectations
- Perform compliance audits of your third party management program
 - determining when such audits are necessary
 - determining which entities to audit
 - assessing the results and recognizing when a problem exists
- Terminate a relationship — knowing when to end the relationship
- Define the obligation to exercise “good faith” when monitoring your partners and third parties



5:30 – 7:00 Welcoming Cocktail Reception & Pre-Registration hosted by: **C A D W A L A D E R**

C

Inside the Mechanics of a Multi-Jurisdictional FCPA Investigation: Coordinating the Global Team and Handling International Document Collection, Employee Interviews and Foreign Agency Communication

9:00 am – 12:30 pm (Registration begins at 8:30 am)



Jay G. Martin
Vice President, Chief Compliance Officer and Senior Deputy
General Counsel
Baker Hughes



Richard N. Dean
Partner
Baker & McKenzie LLP



John Drimmer
Vice President, Assistant General Counsel
Barrick Gold



Joan E. Meyer
Partner
Baker & McKenzie LLP

Multi-jurisdictional investigations have become the new calling card of FCPA enforcement. Presenting a myriad of challenges for both companies as well as the counsel who represent them, this NEW interactive working group session will engage attendees in a step-by-step examination of how to oversee and survive a multi-jurisdictional FCPA investigation. Addressing everything from the nuances of communicating with several governments simultaneously to document collection and privilege issues to coordinating local and foreign counsel, this unique first-time session will provide attendees with a comprehensive roadmap for effectively managing a multi-agency FCPA investigation. Take note as the following important topics are addressed:

Coordinating the Team and Setting the Stage for the Investigation

- How to plan the investigation with a view toward case resolution
- Practical tips for conducting the investigation — how the process followed sets the stage for case resolution
- Screening foreign and local counsel, accountants and service providers — what to look for
- Understanding the role for each party engaged in each jurisdiction — counsel vs. accountants vs. other service providers
- How to coordinate counsel — who is in charge of what and when
- Addressing information sharing between jurisdictions
 - jurisdictional privacy/data restrictions
 - access to information — local regulation
- Responsibilities and duties of local counsel
 - outlining what decisions can be made by local counsel independently vs. those that need prior approval from the client
 - case coordination — document/data collection and management, interviews

Communicating with the Government

- Coordinating and communicating with several governments simultaneously — how to address information sharing and communication

- How to respond when requests made by one government agency may be in conflict with the laws of another country
- Cooperation — making the decision of what agency to contact first, second, last?
- What to divulge to each agency?

Self-Disclosure, Settlement and Resolution

- Self-disclosure
 - when and how to make the decision to disclose
 - understanding the impact of a self-disclosure on other concurrent government investigations, additional liability exposure (private litigation)
- Approaching settlement — weighing the pros and cons of negotiating settlements one-by-one vs. all at once
- Negotiating the actual resolution — understanding the role of policy and precedent
 - identifying points of leverage
 - coordinating negotiations with the SEC and DOJ
 - advocating a resolution
 - how to leverage negotiations with one agency when communicating with another
 - addressing the preclusive impact of a settlement in one country

D

Data and Document Management Strategies for FCPA Investigations: Practical Tools for Effectively Accessing, Obtaining and Controlling Data and Documents during an FCPA Investigation

2:00 pm – 5:30 pm (Registration begins at 1:30 pm)



Jacqueline Peterson
Global Anti-Corruption Attorney
Hewlett-Packard



James T. Parkinson
Partner
BuckleySandler, LLP



Jamie Berry
Managing Director — Litigation
Capstone Advisory Group, LLC



Richard Fogarty
Managing Director — Litigation
Capstone Advisory Group, LLC



Jay Reynolds
Managing Director
LUKOIL Pan Americas, LLC

An FCPA investigation can be both a frightening and a sobering experience. Often the determining factor in whether or not the Government is going to pursue formal charges under the FCPA, the investigation phase can be the point at which your company's fate is sealed, depending on what facts and information are divulged in your documents. The data/document collection process can be an exhausting one, both financially and resource-wise. Learn during this session how your company, during its next FCPA investigation, can ensure this process is a smooth one, without exhausting your client's entire budget as you are provided with practical tips on how to effectively collect, control and manage your data and documents. Topics to be discussed during this session will include:

- Tackling the data privacy hurdle
 - overview of key foreign regulations governing data privacy — blocking statutes
 - how to ensure proper data collection in foreign jurisdictions
 - working with works counsel
- Examining what tools are available for collecting and manipulating forensic data — technology
- Techniques for addressing preservation
- Practical tips for handling remote data gathering and data transfer — how and when data should be removed
- Addressing current trends in data mining and data analytics
- How to cost-effectively review extensive electronic data
- Evaluating who gets evidence first and when



5:30 – 7:00 Welcoming Cocktail Reception & Pre-Registration hosted by: **C A D W A L A D E R**

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Head, Whistleblower Office

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Criminal Division, U.S. DOJ:

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