

20<sup>th</sup> Anniversary Conference

# FOREIGN CORRUPT PRACTICES ACT

THE PREMIER LEGAL & REGULATORY ANTI-CORRUPTION COMPLIANCE EVENT

## ENFORCEMENT UPDATE

**Mark F. Mendelsohn**  
U.S. Department of Justice

**Cheryl Scarboro**  
U.S. Securities and Exchange Commission

**William B. Jacobson**  
U.S. Department of Justice

**Fredric D. Firestone**  
U.S. Securities and Exchange Commission

## Exclusive Benchmarking Session – Leading Practices for FCPA Compliance Program Standards

### INTERACTIVE WORKSHOPS — NOVEMBER 17 & 20, 2008

- A** The Fundamentals of FCPA Compliance: The Foreign Corrupt Practices Act Demystified
- B** Conducting an Effective FCPA Compliance Assessments
- C** Overcoming FCPA Compliance Issues in **West Africa**
- D** Overcoming FCPA Compliance Challenges in the **Middle East Gulf Countries**

## CRUCIAL IN-HOUSE INSIGHTS FROM

AIG	Cephalon	GE Oil & Gas	Parmalat
American Express	Citigroup	Hitachi Data Systems	Pride International
Baker Hughes	Coca-Cola	ITT Corporation	Tellabs
Best Buy	Exxon Mobil	Lockheed Martin	Wal-Mart Stores
Boeing	General Electric	Monsanto	Wyeth

### Get the latest insights on:

- Minimizing risk when working with state-owned entities
- Preparing for heightened scrutiny of facilitating payments
- Conducting cost effective internal investigations while maximizing credibility to the government
- Implementing robust fraud risk internal controls
- Voluntary disclosures: criteria to determine when to disclose, or not
- Responding to a multi-jurisdictional government investigation
- Collateral litigation for foreign corrupt practices: latest RICO, shareholder and contract cases
- Conducting effective third party due diligence

EARN  
CLE/CPE  
ETHICS  
CREDITS

### The Reality of Having a Special Compliance Monitor

**David F. Snively**  
Monsanto

**Kevin G. Matthews**  
GE Oil & Gas

**Valli Baldassano**  
Cephalon

#### PRINCIPAL SPONSOR:

**PRICEWATERHOUSECOOPERS** 

#### LEAD SPONSOR:

**COVINGTON**  
COVINGTON & BURLING LLP

#### ASSOCIATION PARTNERS:

 **TRANSPARENCY INTERNATIONAL** | USA

 **TRACE**

#### SUPPORTING SPONSORS:

**MAYER • BROWN**

**CLIFFORD  
CHANCE**

#### COCKTAIL HOST:

**STEPTOE & JOHNSON** LLP

#### DOCUMENTATION SPONSOR:



#### MEDIA PARTNERS:

 **Business Roundtable**  
Institute for Corporate Ethics

**EthicsWorld**  
Business Ethics • Governance • Anti-Corruption



**Register Now • 888-224-2480 • [AmericanConference.com/FCPA](http://AmericanConference.com/FCPA)**

# CELEBRATE THE 20<sup>TH</sup> ANNIVERSARY OF ACI'S FLAGSHIP FCPA CONFERENCE

600+  
attendees in  
November 2007



Be part of the event rated by in-house counsel, ethics & compliance executives, auditors and private practice attorneys rate as the most preeminent FCPA event of the year! Join your colleagues from industries including:

- Oil & Gas
- Defense
- Aerospace
- Pharma & Biotech
- Drug & Medical Devices
- Telecom
- Automotive
- Healthcare
- Food & Beverage
- Technology
- Chemical
- Financial Services
- Transportation
- Manufacturing

Vigorous enforcement of the Foreign Corrupt Practices Act continues to be a priority for the US Department of Justice and the US Securities and Exchange Commission, across industries and around the globe.

The past 12 months produced the largest number of FCPA cases, the largest criminal fine to date (\$26 million) and the largest combined sanction ever imposed for violations of the FCPA (\$44 million). Recent settlements have resulted in heavy civil and criminal penalties for both individuals and corporate offenders, disgorgement of profits and, increasingly, the imposition of independent monitors. Foreign governments, primarily in Europe, are also cracking down on corruption and actively cooperating with US enforcement officials.

The increase of FCPA enforcement makes prevention an even higher priority than it may have been in the past. The absence of preventative measure is almost certain to result in substantially increased penalties if an issue arises. This makes an effective anti-corruption compliance program essential for all companies. With record-setting sanctions involving well-known companies, global organizations have to reassess their own anti-corruption measures to prevent lapses that might lead to damaging and costly enforcement actions.

Now in its 20th successful year, the American Conference Institute's National Conference on the FOREIGN CORRUPT PRACTICES ACT is the event that corporate counsel, compliance officers, outside counsel and consultants rely on for comprehensive, insightful, and practical guidance on critical FCPA compliance issues. Benefit from the practical perspective of seasoned corporate FCPA compliance

executives, get an update on enforcement and policy initiatives from top Government officials and FCPA attorneys, and learn how industry is setting up internal controls to comply in this constantly changing global legal landscape. This year's agenda will include the latest information on:

- Changes you need to make to your compliance program as a result of recent cases against companies and individuals
- How government agencies evaluate voluntary disclosures
- The FCPA's definition of facilitating payments: when grease becomes a bribe
- Deciding whether you've investigated "enough": how much is enough in trying to learn the facts?
- Risks and concerns when a joint-venture partner is a governmental entity
- What your system of fraud risk internal controls needs to accomplish
- Communicating with government authorities: balancing cooperation with maintaining an effective defense

The last conference in DC was the largest turnout ever for this conference. Be sure to register early by calling 1-888-224-2480, by faxing your registration form to 1-877-927-1563 or by registering online at [www.AmericanConference.com/FCPA](http://www.AmericanConference.com/FCPA).



## ABOUT THE GAYLORD NATIONAL RESORT

Located eight miles due south of Washington, D.C., the resort hotel is just 15 minutes away from our nation's capital. A spectacular 18-story glass atrium welcomes you to the resort, offering wonderful views of the Potomac River and Old Town Alexandria, while a river meanders through the multi-level indoor gardens. Within this lush landscape you'll discover unlimited activities, fine dining and casual restaurants, shopping experiences, and a 20,000-square-foot spa and fitness center.

## A MUST-ATTEND EVENT FOR





- General Counsel
- International Counsel
- Trade Counsel
- Compliance Officers
- Ethics Officers
- Forensic Auditors
- Vice Presidents and Directors
  - Global Compliance
  - Business Conduct and Investigations
  - Internal/Corporate Audit
  - Corporate Responsibility
  - Regulatory Compliance
- International Contract Managers
- Outside Counsel specializing in
  - International Trade
  - Corporate Compliance
  - White Collar Crime
  - Internal Investigations

# AGENDA-AT-A-GLANCE



## NOVEMBER 17, 2008 • PRE-CONFERENCE WORKSHOPS A & B

- 8:00 Workshop Registration
- 9:00 Workshop A – The Fundamentals of FCPA Compliance: The Foreign Corrupt Practices Act Demystified
- 1:30 Workshop B – Conducting an Effective FCPA Compliance Assessment

## NOVEMBER 18, 2008 • MAIN CONFERENCE | DAY 1

- 7:30 Continental Breakfast and Registration 
- 8:30 Opening Remarks from Conference Chair
- 8:45 The FCPA Year in Review: Recent FCPA Investigations and Prosecutions
- 10:00 Coffee Break 
- 10:15 The Reality of Having a Special Compliance Monitor: Setting the Boundaries and Making the Relationship Work
- 11:15 Facilitating Payments, Small Bribes and Extortion: How to Distinguish Them, and the Management Problems They Cause
- 12:15 Luncheon for Attendees and Speakers 
- 1:45 Internal Investigations: What Is a Reasonable, Yet Responsible, Way to Investigate Suspected and Alleged Violations
- 3:15 Refreshment Break
- 3:30 Working With State-Owned Entities: How to Manage Risk
- 4:30 Representing Individuals under Investigation: Walking the Fine Line to Preserve Corporate Interests
- 5:30 Conference Adjourns for the Day
- 5:30 Cocktail Reception Hosted by **STEPTOE & JOHNSON** 

## NOVEMBER 19, 2008 • MAIN CONFERENCE | DAY 2

- 8:30 Opening Remarks from Conference Chair
- 8:45 Implementing Effective Fraud Risk Internal Controls
- 10:00 Coffee Break 
- 10:15 Voluntary Disclosures: Criteria to Determine When to Disclose, or Not
- 11:30 Responding to a Multi-Jurisdictional Government Investigation: How to Deal with Enforcement Agencies, Minimize Cost and Management Distraction
- 12:30 Luncheon for Attendees and Speakers 
- 1:45 Collateral Litigation for Foreign Corrupt Practices: Latest RICO, Shareholder and Contract Cases and How to Defend your Company
- 2:45 Conducting Effective Third Parties Due Diligence: Making your Process Fit the Risk
- 3:45 Gifts & Hospitality: What You Can Do
- 5:00 Chair's Closing Remarks and Conference Ends

## NOVEMBER 20, 2008

## POST-CONFERENCE BENCHMARKING SESSION AND WORKSHOPS C & D

- 8:00 Workshop Registration
- 9:00 Benchmarking Session – Leading Practices for FCPA Compliance Program Standards
- 9:00 Workshop C – Overcoming FCPA Compliance Challenges in West Africa
- 1:30 Workshop D – Overcoming FCPA Compliance Challenges in the Middle East Gulf Countries



# MAIN CONFERENCE AGENDA | DAY 1

TUESDAY, NOVEMBER 18, 2008

7:30 CONTINENTAL BREAKFAST AND REGISTRATION 

8:30 OPENING REMARKS FROM THE CHAIR



**Homer E. Moyer, Jr.**  
Miller & Chevalier Chartered

8:45 THE FCPA YEAR IN REVIEW: RECENT FCPA INVESTIGATIONS AND PROSECUTIONS



**Mark F. Mendelsohn**  
Deputy Chief, Fraud Section – Criminal Division  
U.S. Department of Justice

**Fredric D. Firestone**  
Associate Director, Division of Enforcement  
U.S. Securities and Exchange Commission



**Timothy L. Dickinson**  
Paul, Hastings, Janofsky & Walker LLP

- Which industries have the most risk and why
- Oil for food cases: understanding the relationship between UN sanctions and national programs
- Developments in the criteria for imposition of a compliance monitor – guidelines and what can be expected for future cases
- High profile investigations of non-US based companies: lessons learned from Siemens, BAE and other recent cases
- Current enforcement priorities from the DOJ and SEC: what's on the horizon
- How does the government determine civil from criminal liability: what conduct takes it over the brink
- Coordination of both inter-agency and international investigations: what are the consequences to those investigated
- Latest trends in dispositions: How the SEC and DOJ assess the scope and magnitude of violations

10:00 COFFEE BREAK 

10:15 THE REALITY OF HAVING A SPECIAL COMPLIANCE MONITOR: SETTING THE BOUNDARIES AND MAKING THE RELATIONSHIP WORK



**Valli Baldassano**  
Executive Vice President, Chief Compliance Officer  
Cephalon

**Kevin G. Matthews**  
Senior Counsel  
GE Oil & Gas



**David F. Snively**  
Senior Vice President, Secretary and General Counsel  
Monsanto Company



**Richard W. Grime – Panel Moderator**  
O'Melveny & Myers LLP

- Choice of Monitor: what to look for and the government's role in choosing the Monitor
- What is the role of a Monitor: a compliance guardian or a company-financed probation officer?
- Negotiating the scope of the Monitor's work plan
- Establishing an effective working relationship with a Monitor
- Controlling the Monitor's costs
- Who monitors the Monitor?
- The effect of the Monitor on privilege and work product
- Protecting the confidentiality of the Monitor's report and the company's operations

11:15 FACILITATING PAYMENTS, SMALL BRIBES AND EXTORTION: HOW TO DISTINGUISH THEM, AND THE MANAGEMENT PROBLEMS THEY CAUSE



**William B. Jacobson**  
Assistant Chief, Fraud Section  
Criminal Division  
U.S. Department of Justice



**Lucinda A. Low**  
Steptoe & Johnson LLP



**Howard M. Sklar**  
Vice President, Compliance  
& Global Anti-Corruption Leader  
American Express Company

- The FCPA's definition of facilitating payments: when does grease become a bribe?
- Posture of international conventions and other countries
- How strong is the trend against such payments and can they really be eliminated?
- Satisfying US law recordation requirements without increasing your foreign exposure
- What are the outer monetary limits of facilitating payments?
- Monitoring facilitating payments and third parties, such as formalities contractors, customs brokers, and the like
- Extortion, duress, and custom and practice – are they defenses?

Ethics

12:15 LUNCHEON FOR ATTENDEES AND SPEAKERS 

1:45 **INTERNAL INVESTIGATIONS: WHAT IS A REASONABLE, YET RESPONSIBLE, WAY TO INVESTIGATE SUSPECTED AND ALLEGED VIOLATIONS**



**Mark F. Mendelsohn**  
Deputy Chief, Fraud Section - Criminal Division  
U.S. Department of Justice



**Paul Liebenson**  
Assistant General Counsel, Transactions,  
International & Compliance  
Tellabs



**Saul M. Pilchen**  
Skadden, Arps, Slate, Meagher & Flom LLP



**Glenn T. Ware**  
Managing Director, Anti-Corruption Practice Group  
PricewaterhouseCoopers LLP



**Homer E. Moyer, Jr. – Panel Moderator**  
Miller & Chevalier Chartered

- Assessing the potential risk and defining the scope appropriately
- Coordinating the investigation between the company, outside counsel, and accounting firms
- How to conduct internal investigations cost-effectively
- Factors in maximizing credibility to the government
- How the paradigm for internal investigations is changing
  - timing for completing
  - maintaining or waiving privileges
  - admonitions to witnesses
  - Audit Committee involvement
  - recommending remediation and compliance enhancements
  - testing whether problem is systemic
  - dealing with inconclusive findings
- Deciding whether you've investigated "enough": how much is enough?
- Whether and how to prepare a report of the investigation

3:15 **REFRESHMENT BREAK**

3:30 **WORKING WITH STATE-OWNED ENTITIES: HOW TO MANAGE RISK**



**Daniel T. Kessler**  
Chief Counsel, International Trade Controls  
Wyeth



**Anne P. McAdams**  
Senior Counsel, Special Projects Law  
Exxon Mobil Corporation



**Alexandra A. Wrage**  
President  
Trace International



**Joel M. Cohen – Panel Moderator**  
Clifford Chance LLP

- Forced marriages: what it means for compliance when you can't choose your partners
- How much government ownership is enough to interest the DoJ?
- Entities in transition: the dilemma posed by the privatization process
- Does the private/public ownership distinction still make sense
- What have we learned from Schnitzer Steel

4:30 **REPRESENTING INDIVIDUALS UNDER INVESTIGATION: WALKING THE FINE LINE TO PRESERVE CORPORATE INTERESTS**



**Roger M. Witten**  
Wilmer Cutler Pickering Hale and Dorr LLP



**Robert W. Tarun**  
Baker & McKenzie LLP

- What to do when individual and corporate interests collide
- When and how to provide separate counsel for individuals
- Representing current and former employees
  - parallel proceedings: external and internal
  - assertion of Fifth Amendments rights
  - employment implications of non-cooperation
  - joint defense arrangements
  - relationship with company counsel
  - access to evidence
  - indemnification of legal fees
  - attorney-client privilege

5:30 **CONFERENCE ADJOURNS FOR THE DAY**

COCKTAIL RECEPTION HOSTED BY:  
**STEPTOE & JOHNSON LLP**



**ALUMNI**

*Expand Your Network*

The complimentary ACI Alumni Program is designed to provide returning delegates with unique networking and learning opportunities beyond the scope of their conference experience.

Highlights include:

- Search for and contact fellow Alumni
- Post a question or look for answers in our Industry Forums
- Join a live Industry Chat in progress
- Build your own community
- Earn Forum points towards free conferences & workshops

Expand your Network at [www.my-aci.com](http://www.my-aci.com)

# MAIN CONFERENCE AGENDA | DAY 2

WEDNESDAY, NOVEMBER 19, 2008

8:30 OPENING REMARKS FROM THE CHAIR

## 8:45 IMPLEMENTING EFFECTIVE FRAUD RISK INTERNAL CONTROLS



**Cheryl Scarboro**

Associate Director – Division of Enforcement  
U.S. Securities and Exchange Commission



**Kelly Austin**

Compliance and Litigation Counsel, Asia Pacific  
General Electric (Hong Kong)



**Suzanne Folsom**

Chief Regulatory Officer  
Deputy General Counsel  
AIG



**Manny Alas**

Partner, Investigations and Forensic Services  
PricewaterhouseCoopers LLP



**Paul R. Berger**

Debevoise & Plimpton LLP



**David Krakoff – Panel Moderator**

Mayer Brown LLP

- What your system of fraud risk internal controls needs to accomplish
- How fraud controls and financial controls intersect
- Key controls to prevent improper payments and fraud
- Document retention policies that work and those that do not
- Leveraging your financial accounting system to identify fraud and questionable payments

10:00 COFFEE BREAK ☕

## 10:15 VOLUNTARY DISCLOSURES: CRITERIA TO DETERMINE WHEN TO DISCLOSE, OR NOT



**Jay G. Martin**

Vice President, Chief Compliance Officer  
& Senior Deputy General Counsel  
Baker Hughes



**Laurence A. Urgenson**

Kirkland & Ellis LLP



**Martin Weinstein**

Willkie, Farr & Gallagher LLP



**Jacqueline C. Wolff – Panel Moderator**

Covington & Burling LLP

- Pros and cons of making a voluntary disclosure
- Comparing and contrasting SEC and DOJ approaches
- How government agencies evaluate voluntary disclosures

Ethics

- What are the aggravating and mitigating factors?
- Tracking the voluntary disclosure
- The impact of voluntary disclosure on fines and penalties
- What can be learned from recent voluntary disclosures

## 11:30 RESPONDING TO A MULTI-JURISDICTIONAL GOVERNMENT INVESTIGATION: HOW TO DEAL WITH ENFORCEMENT AGENCIES, MINIMIZE COST AND MANAGEMENT DISTRACTION



**Scott W. Muller**

Davis, Polk & Wardwell



**Frederic R. Miller**

Partner, Investigations and Forensic Services  
PricewaterhouseCoopers LLP



**Nicola W. Palmieri**

General Counsel

Parmalat (Italy)

- Meeting demands of law enforcers working beyond their national reach
- Managing conflicting requirements of national and foreign agencies
- Communicating with government authorities: balancing cooperation with maintaining an effective defense
- Implementing the best strategy to deal with multiple investigations
  - EU investigations vs. SEC and DOJ investigations
  - what law governs and when
  - reciprocity and mutual assistance between regulators
- Responding to press inquiries

12:30 LUNCHEON FOR ATTENDEES AND SPEAKERS

## 1:45 COLLATERAL LITIGATION FOR FOREIGN CORRUPT PRACTICES: LATEST RICO, SHAREHOLDER AND CONTRACT CASES, AND HOW TO DEFEND YOUR COMPANY



**Mark J. MacDougall**

Akin Gump Strauss Hauer & Feld LLP



**Danforth Newcomb**

Sherman & Sterling LLP

- Private anti-corruption actions and how they may work
- The FCPA, sovereign damage claims and the role of parallel criminal and civil proceedings
- The risks of cross-border anti-corruption litigation
- Evolution of class and derivative suits aimed at recovering losses due to corrupt payments
- Debarment for foreign corruptions

## 2:45 CONDUCTING EFFECTIVE THIRD PARTY DUE DILIGENCE: MAKING YOUR PROCESS FIT THE RISK



**Brady Long**  
Chief Compliance Officer  
Pride International



**Martín Montes**  
Associate General Counsel, International Legal Division  
Wal-Mart Stores, Inc.



**Howard Weissman**  
Vice President and Assistant General Counsel - International  
Lockheed Martin Corporation



**Peter Clark – Panel Moderator**  
Cadwalader Wickersham & Taft LLP

- How to design and implement due diligence for a prospective foreign third party relationship
- What enforcement agencies will expect you to have in your files
- What to do when your company is proceeding in the face of a known risk involving a third party
- How concerned should you be about local law?
- Reducing risks when political pressure from government officials to use a specific commercial intermediary
- Your good work has uncovered a “red flag” – now what?
- Is it possible to rehabilitate an intermediary with a shady past? Do you need to?
- Do contractual provisions, certifications and audit rights solve the problem?

## 3:45 GIFTS & HOSPITALITY: WHAT YOU CAN DO



**William B. Jacobson**  
Assistant Chief, Fraud Section Criminal Division  
U.S. Department of Justice



**Kathleen Edmond**  
Chief Ethics Officer  
Best Buy



**Mark Snyderman**  
Chief Ethics and Compliance Officer  
& Assistant General Counsel  
The Coca-Cola Company



**Stephen P. Anthony**  
Covington & Burling LLP

Ethics

- Gifts and meals: defining “reasonable and customary”, and who decides?
- Overcoming challenges of cultural sensitivity: Christmas gifts and “little red envelopes”
- Addressing local law restrictions
- When your agent is picking up the bill: solving problems before they arrive
- How to handle customer requests for travel
- The frills: first class and family members – when is hospitality permitted?
- How to balance the need for internal controls with the expectations of customers in their target markets

## 5:00 CHAIR'S CLOSING REMARKS AND CONFERENCE ENDS

## CONTINUING LEGAL EDUCATION CREDITS



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 14.5 hours of which 4.0 will apply to ethics credits. Additional 4.0 credit hours will apply to each workshop A, B, C and 4.5 hours for D. 4.0 credit hours will apply to Benchmark participation.

ACI certifies that this activity has been approved for CLE credit by the State Bar of California in the amount of 12.25 hours of which 3.5 will apply to ethics credits. Additional 3.5 credit hours will apply to each workshop A, B, C and 4.0 hours for D. 3.5 credit hours will apply to Benchmark participation.

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.

## CPE ACCREDITATION



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 FCPA enforcement actions and how they impact compliance programs. Recommended CPE Credit: 14.5 hours; 4.0 hours will apply to each workshop A, B, C, and 4.5 hours for D. 4.0 credit hours will apply to Benchmark participation.

ACI is registered with the National Association of State Boards of Accountancy 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. Complaints regarding sponsors may be addressed to NASBA, 150 Fourth Avenue North, Suite 700, Nashville, TN 37219-2417, (615) 880-4200.

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

## GLOBAL ANTI-CORRUPTION SPONSORSHIP OPPORTUNITIES

ACI, along with our sister organization based in London, C5 Conferences, produces anti-corruption events in more than a dozen cities worldwide. For more information about this portfolio please contact:

Wendy Tyler  
Group Leader & Business Development Executive, American Conference Institute  
212-352-3220 x242 | [w.tyler@AmericanConference.com](mailto:w.tyler@AmericanConference.com)



## THE FUNDAMENTALS OF FCPA COMPLIANCE: THE FOREIGN CORRUPT PRACTICES ACT DEMYSTIFIED

9:00 a.m. to 12:30 p.m. (Registration Opens 8:30 a.m.)

# A



**David Dibari**  
Clifford Chance LLP



**Howard M. Sklar**  
Vice President, Compliance & Global Anti-Corruption Leader  
American Express Company

Do you need an immersion in the FCPA and the elements involved in the key cases? This highly rated pre-conference workshop is designed to provide you with a comprehensive introduction to FCPA and cover all the bases: the anti-corruption and anti-bribery elements of the statute, internal controls and accounting requirements, and intersections with Sarbanes-Oxley and SEC reporting requirements. Delegates consistently give it top marks for both content and presentation.

This interactive and practical working session brings together highly experienced attorneys from the anti-corruption, internal investigations and compliance / controls bar. They will discuss core issues related to the statute and focus on the “nuts & bolts” and supply you with a foundation for dealing with day-to-day issues, including:

- Who is covered by the FCPA?
  - what constitutes a “instrumentality”
  - what constitutes a “government owned entity”
- Permissible and impermissible payments

- anything “of value”
- facilitating payments: limits on “grease”
- political contributions
- charitable contributions
- What constitutes activity deemed to “obtain or retain business”?
- Reasonable and bona fide expenses under the statute
- What triggers U.S. government anti-bribery investigations?
- Books and records requirements: a potential “Achilles Heel” for compliance
- Internal controls inaccuracies and public disclosure under the FCPA
- The FCPA paper trail: inaccurate books and records
- The intersection of Sarbanes-Oxley and FCPA
- The legal elements in the most significant cases from the past year: the stakes
- Fundamentals of an FCPA compliance program

Whether you are new to the field of FCPA or are a seasoned veteran with substantial experience seeking a comprehensive refresher, you will find this workshop invaluable for getting up to speed and maximize your benefit from the advanced discussions that are the hallmark of the main conference.

# B

## CONDUCTING AN EFFECTIVE FCPA COMPLIANCE ASSESSMENT

1:30 p.m. to 5:00 p.m. (Registration Opens 1:00 p.m.)



**Kathryn Cameron Atkinson**  
Miller & Chevalier Chartered



**David Karas**  
Senior Director, Compliance  
Hitachi Data Systems

Risk assessment is the starting point for determining the incentives and opportunities that could lead to an FCPA violation, and the appropriate responses. Participants in this interactive workshop will examine practical steps for designing an effective process to assess the risks presented in the internal and external environments in which the company operates. With emphasis on the key operational risks presented by international business representatives, participants will then consider how to move from assessment to response.

- What is the process for conducting a risk assessment?
- How often should you perform the assessment, and when can you quit?
- Who should conduct, and whom should they talk to?
- Types of documentation to review/create
- What can you reasonably do to mitigate risks, once identified?
  - criteria for selection of international business representatives
  - procedures for vetting, monitoring and re-qualifying
  - training of company sales and marketing personnel
  - establishing review thresholds as the size and/or percentage of proposed commissions grows
- How can you evaluate the effectiveness of your response?



## OVERCOMING FCPA COMPLIANCE CHALLENGES IN WEST AFRICA

9:00 a.m. to 12:30 p.m. (Registration Opens 8:30 a.m.)



**Matthew J. Herrington**  
Steptoe & Johnson LLP



**Claudius O. Sokenu**  
Mayer Brown LLP

The West African market is an attractive one to US businesses for many reasons, including its large population and natural resources, particularly oil and gas. It has also, however, been associated with a large number of recent FCPA enforcement actions, including the *Vetco Gray* cases in 2004 and 2007, the cases against former Willbros personnel Jim Bob Brown and Jason Steph in 2006 and 2007, the Bristow Group case in 2007, the indictment of Congressman Jefferson in 2007, and others. Many pending investigations reportedly involve West Africa, including the Halliburton investigation and other oil industry investigations involving customs brokerage issues. Some companies have announced their intentions to cease doing business in the region, and the press has questioned whether the current enforcement climate, especially when coupled with other challenges such as security, make it

impossible to do business there. At the same time, local authorities are making serious efforts to combat corruption in government and the private sector.

This practical and interactive workshop will address these questions, and the challenges of doing business in Nigeria, Equatorial Guinea and Ivory Coast in a way that complies with the FCPA, and other applicable laws, including local laws. Topics to be addressed include:

- Is West Africa a unique case in FCPA terms?
- Determining local law and tracking its evolution
- Local anti-corruption enforcement, including the Economic and Financial Crimes Commission's program
- Due diligence strategies for third parties in the West African market
- Handling threats to safety/security in an FCPA context
- Operational strategies
- Special challenges of investigations

## OVERCOMING FCPA COMPLIANCE CHALLENGES IN THE MIDDLE EAST GULF COUNTRIES

1:30 p.m. to 5:30 p.m. (Registration Opens 1:00 p.m.)



**Samuel E. Eversman**  
Fulbright & Jaworski LLP (Saudi Arabia)



**Gregory J. Sloan**  
Counsel – International  
The Boeing Company

While corruption issues are not new to the oil-producing Middle East Gulf States, high oil prices and dramatic rates of development have increased the potential for problems in the region. In addition, complex civil service structures and utilization of various forms of “quasi-governmental” entities in roles that straddle the public/private fence create unique compliance challenges.

This interactive workshop will address practical “doing business” considerations applicable in the Gulf Cooperation Council countries (GCC – Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the UAE) and in particular the interaction of local anti-corruption laws, UNCAC and the FCPA. Workshop leaders will present a

comparison of GCC anti-corruption regulatory systems, observations regarding local enforcement efforts and case study/practical example compliance program analysis, including:

- Evaluation of various GCC anti-corruption laws
- Discussion of the ratification status of the GCC member states to the UN Convention against Corruption (UNCAC) and the practical impact of the convention
- Selecting intermediaries and conducting due diligence given the unique legal and cultural challenges present in the GCC
- Review of local anti-corruption regulations and practical enforcement
- Case study discussion of compliance issues in the GCC
- Developing, implementing and overseeing an effective compliance program for the region

# BENCHMARKING SESSION THURSDAY, NOVEMBER 20, 2008

## LEADING PRACTICES FOR FCPA COMPLIANCE PROGRAM STANDARDS

*Session limited to in-house compliance executives*

9:00 a.m. to 12:30 p.m. (Registration Opens 8:30 a.m.)



**Katherine M. Choo**  
Senior Counsel, Litigation & Legal Policy  
General Electric Company



**Kathryn Reimann**  
GCG Chief Compliance Officer/Managing Director  
Citigroup

This practical workshop is a one-of-a-kind opportunity to benchmark your FCPA compliance program against others in the industry.

This small and interactive working session brings together experienced in-house executives to discuss real-world issues related to an effective FCPA compliance program. Speakers will lay out a roadmap of best practices and address individual concerns. Participants will have an opportunity to benchmark their programs with other companies and to discuss practical solutions. The workshop will focus on the type of information that the participants choose to share, as well as information provided in pre-conference questionnaires, including:

- Conducting FCPA due diligence of prospective agents and partners
  - what constitutes best practices
  - in-house review versus the use of independent outside investigation/due diligence
  - background and reference checks
  - face-to-face interviews
- How to effectively communicate your company's anti-corruption culture
  - policies and procedures
  - anti-corruption manual
  - other company communications



**Susan Ringler**  
Senior Counsel for International Compliance  
ITT Corporation



**Howard Weissman**  
Vice President and Assistant General Counsel - International  
Lockheed Martin Corporation

- Training stakeholders in anti-corruption compliance
  - pros and cons of live training
  - tailoring training to the audience
  - categories of different trainees
- Guidelines for avoiding common bribery traps
  - travel, gifts and hospitality
  - per diems
  - facilitating payments
  - overseas charitable contributions
- Self assessment tools to test your program
  - metrics and imaginative audits
  - internal controls
- M&A due diligence

This "roll up your sleeves" session will provide ample time for sharing approaches to tricky FCPA compliance issues. Take advantage of this "one stop shopping" opportunity to have your specific compliance questions answered and to find out how other companies have addressed similar challenges.

## SPONSORS & EXHIBITORS



PricewaterhouseCoopers global Forensic Services team of experienced professionals is dedicated to meeting the challenges caused by fraud allegations, financial crimes and other irregularities. Our portfolio of specialist services includes: Financial Crime Examinations, Forensic Technology Solutions, Regulatory Compliance Reviews, Fraud Risk Management and Fraud Prevention, Dispute Analysis and Litigation Support.



Mayer Brown is a leading global law firm with 21 offices in key business centers across the Americas, Asia and Europe. We have approximately 1,000 lawyers in the Americas, 300 in Asia and 500 in Europe. Our presence in the world's leading markets enables us to offer clients access to local market knowledge on a global basis. We are noted for our commitment to client service and our ability to assist clients with their most complex and demanding legal and business challenges worldwide. We serve many of the world's largest companies, including a significant proportion of the Fortune 100, FTSE 100, DAX and Hang Seng companies and more than half of the world's largest investment banks. We provide legal services in areas such as Supreme Court and appellate; litigation; corporate and securities; finance; real estate; tax; intellectual property; government and global trade; restructuring, bankruptcy and insolvency; and environmental. For more information, please visit [www.mayerbrown.com](http://www.mayerbrown.com).



COVINGTON & BURLING LLP

Covington & Burling LLP is a preeminent law firm in the FCPA and global anti-corruption arena. Relying on decades of experience, the firm's FCPA lawyers represent companies and individuals in a wide variety of contexts, including government investigations, internal investigations, transactional due diligence, and the design of individually tailored anti-corruption compliance programs.



Clifford Chance is one of the world's leading law firms, helping clients achieve their goals by combining the highest global standards with local knowledge and experience. The firm has unrivalled scale and depth of legal resources across the three key markets of the Americas, Asia and Europe and focuses on the core areas of commercial activity: capital markets; corporate and M&A; finance and banking; real estate; tax; pensions and employment; litigation and dispute resolution. Clifford Chance has 28\* offices in 21 countries and 3,800 legal advisers.

EXHIBITORS:



# DISTINGUISHED FACULTY

## CONFERENCE CHAIR

**Homer E. Moyer, Jr.**  
Miller & Chevalier Chartered

## SPEAKERS

**Manny Alas**  
Partner, Investigations and Forensic Services  
PricewaterhouseCoopers

**Stephen P. Anthony**  
Covington & Burling LLP

**Kathryn Cameron Atkinson**  
Miller & Chevalier Chartered

**Kelly Austin**  
Compliance and Litigation Counsel, Asia Pacific  
General Electric

**Valli Baldassano**  
Executive Vice President,  
Chief Compliance Officer  
Cephalon

**Paul R. Berger**  
Debevoise & Plimpton LLP

**Peter Clark**  
Cadwalader Wickersham & Taft LLP

**Joel M. Cohen**  
Clifford Chance LLP

**David Dibari**  
Clifford Chance LLP

**Timothy L. Dickinson**  
Paul, Hastings, Janofsky & Walker LLP

**Kathleen Edmond**  
Chief Ethics Officer  
Best Buy

**Samuel E. Eversman**  
Fulbright & Jaworski LLP

**Fredric D. Firestone**  
Associate Director, Division of Enforcement  
U.S. Securities and Exchange Commission

**Suzanne Folsom**  
Chief Regulatory Officer  
Deputy General Counsel  
AIG

**Richard W. Grime**  
O'Melveny & Myers LLP

**Matthew J. Herrington**  
Steptoe & Johnson LLP

**William B. Jacobson**  
Assistant Chief  
Fraud Section — Criminal Division  
U.S. Department of Justice

**David Karas**  
Senior Director, Compliance  
Hitachi Data Systems

**Daniel T. Kessler**  
Chief Counsel, International Trade Controls  
Wyeth

**David Krakoff**  
Mayer Brown LLP

**Paul Liebenson**  
Assistant General Counsel, Transactions,  
International & Compliance  
Tellabs

**Brady Long**  
Chief Compliance Officer  
Pride International

**Lucinda A. Low**  
Steptoe & Johnson LLP

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

**Kevin G. Matthews**  
Senior Counsel  
GE Oil & Gas

**Anne P. McAdams**  
Senior Counsel, Special Projects Law  
Exxon Mobil Corporation

**Mark F. Mendelsohn**  
Deputy Chief  
Fraud Section — Criminal Division  
U.S. Department of Justice

**Frederic R. Miller**  
Partner  
Investigations and Forensic Services  
PricewaterhouseCoopers LLP

**Martín Montes**  
Associate General Counsel,  
International Legal Division  
Wal-Mart Stores, Inc.

**Scott W. Muller**  
Davis, Polk & Wardwell

**Danforth Newcomb**  
Sherman & Sterling LLP

**Nicola W. Palmieri**  
General Counsel  
Parmalat

**Saul M. Pilchen**  
Skadden, Arps, Slate, Meagher & Flom LLP

**Kathryn Reimann**  
GCG Chief Compliance Officer/  
Managing Director  
Citigroup

**Susan Ringler**  
Senior Counsel for International Compliance  
ITT Corporation

**Cheryl Scarboro**  
Associate Director — Division of Enforcement  
U.S. Securities and Exchange Commission

**Howard M. Sklar**  
Vice President, Compliance &  
Global Anti-Corruption Leader  
American Express Company

**Gregory J. Sloan**  
Counsel — International, The Boeing Company  
Integrated Defense Systems

**David F. Snively**  
Senior Vice President,  
Secretary and General Counsel  
Monsanto Company

**Mark Snyderman**  
Chief Ethics and Compliance Officer  
& Assistant General Counsel  
The Coca-Cola Company

**Claudius O. Sokenu**  
Mayer Brown LLP

**Robert W. Tarun**  
Baker & McKenzie LLP

**Laurence A. Urgenson**  
Kirkland & Ellis LLP

**Glenn T. Ware**  
Managing Director  
Anti-Corruption Practice Group  
PricewaterhouseCoopers LLP

**Martin Weinstein**  
Willkie, Farr & Gallagher LLP

**Howard Weissman**  
Vice President and Assistant General  
Counsel — International  
Lockheed Martin Corporation

**Roger M. Witten**  
Wilmer Cutler Pickering Hale and Dorr LLP

**Jacqueline C. Wolff**  
Covington & Burling LLP

**Alexandra A. Wrage**  
President  
Trace International

November 18 & 19, 2008  
Gaylord National Resort & Convention Center | Washington, DC

20<sup>th</sup> Anniversary Conference

# FOREIGN CORRUPT PRACTICES ACT

THE PREMIER LEGAL & REGULATORY ANTI-CORRUPTION COMPLIANCE EVENT

INTERACTIVE WORKSHOPS —  
NOVEMBER 17 & 20, 2008

- A** The Fundamentals of FCPA Compliance: The Foreign Corrupt Practices Act Demystified
- B** Conducting an Effective FCPA Compliance Assessments
- C** Overcoming FCPA Compliance Issues in **West Africa**
- D** Overcoming FCPA Compliance Challenges in the **Middle East Gulf Countries**

**Benchmarking Session —**  
Leading Practices for FCPA  
Compliance Program Standards

## REGISTRATION FORM

### PRIORITY SERVICE CODE:

608L09.INH

**ATTENTION MAILROOM:** If undeliverable to addressee, please forward to:  
International Counsel, Ethics Officer, Compliance Officer

CONFERENCE CODE: 608L09-WAS

☐ YES! Please register the following delegate for the **FOREIGN CORRUPT PRACTICES ACT**

NAME \_\_\_\_\_ POSITION \_\_\_\_\_

APPROVING MANAGER \_\_\_\_\_ POSITION \_\_\_\_\_

ORGANIZATION \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_ STATE \_\_\_\_\_ ZIP CODE \_\_\_\_\_

TELEPHONE \_\_\_\_\_ FAX \_\_\_\_\_

EMAIL \_\_\_\_\_ TYPE OF BUSINESS \_\_\_\_\_

FEE PER DELEGATE	Register & Pay by Aug 29, 2008	Register & Pay by Sep 30, 2008	Register after Sep 30, 2008
<input type="checkbox"/> Conference Only	\$1995	\$2095	\$2295
<input type="checkbox"/> Conference & 1 Workshop <input type="checkbox"/> A <input type="checkbox"/> B <input type="checkbox"/> C <input type="checkbox"/> D	\$2595	\$2695	\$2895
<input type="checkbox"/> Conference & 2 Workshops <input type="checkbox"/> A <input type="checkbox"/> B <input type="checkbox"/> C <input type="checkbox"/> D	\$3195	\$3295	\$3495
<input type="checkbox"/> Conference & 3 Workshops <input type="checkbox"/> A <input type="checkbox"/> B <input type="checkbox"/> C <input type="checkbox"/> D	\$3795	\$3895	\$4095
<input type="checkbox"/> Conference & All Workshops	\$4395	\$4495	\$4695
<input type="checkbox"/> Benchmarking Session – November 20. Only in-house executives registered for the main conference will be permitted to attend the benchmarking session. \$600			
<input type="checkbox"/> I would like to add ___ copies of the conference materials on CD-ROM to my order – \$299 each			
<input type="checkbox"/> I cannot attend but would like information regarding conference publications			
<input type="checkbox"/> Please send me information about related conferences			

### PAYMENT

Please charge my ☐ VISA ☐ MasterCard ☐ AMEX ☐ Please invoice me

Number \_\_\_\_\_ Exp. Date \_\_\_\_\_

Signature \_\_\_\_\_  
(for credit card authorization and opt-in marketing)

☐ I have enclosed my check for \$ \_\_\_\_\_ made payable to  
**American Conference Institute (T.I.N.—98-0116207)**



## 5 Easy Ways to Register

- MAIL** **American Conference Institute**  
41 West 25th Street  
New York, NY 10010
- PHONE** 888-224-2480
- FAX** 877-927-1563
- ONLINE**  
AmericanConference.com/FCPA
- EMAIL**  
CustomerService  
@AmericanConference.com

### Hotel Information

**American Conference Institute** is pleased to offer our delegates a limited number of hotel rooms at a preferential rate. Please contact the hotel directly and mention ACI's Foreign Corrupt Practices Act conference, code X-ACIF8 to receive this rate:

**VENUE:** Gaylord National Resort and Convention Center  
**ADDRESS:** 201 Waterfront Street, National Harbor, MD 20745  
**RESERVATIONS:** 301-965-4000

### Registration Fee

The fee includes the conference, all program materials, continental breakfasts, lunches, refreshments and complimentary membership of the ACI Alumni program

### Payment Policy

Payment must be received in full by the conference date. All discounts will be applied to the Conference Only fee (excluding add-ons), cannot be combined with any other offer, and must be paid in full at time of order. Group discounts available to individuals employed by the same organization.

### Cancellation and Refund Policy

You must notify us by email at least 48 hrs in advance if you wish to send a substitute participant. Delegates may not "share" a pass between multiple attendees without prior authorization. If you are unable to find a substitute, please notify **American Conference Institute (ACI)** in writing up to 10 days prior to the conference date and a credit voucher valid for 1 year will be issued to you for the full amount paid, redeemable against any other ACI conference. If you prefer, you may request a refund of fees paid less a 25% service charge. No credits or refunds will be given for cancellations received after 10 days prior to the conference date. **ACI reserves the right to cancel any conference it deems necessary or remove/restrict access to the ACI Alumni program and will not be responsible for airfare, hotel or other costs incurred by registrants. No liability is assumed by ACI for changes in program date, content, speakers, venue or arising from the use or unavailability of the ACI Alumni program**

### Incorrect Mailing Information

If you would like us to change any of your details please fax the label on this brochure to our Database Administrator at 1-877-927-1563, or email data@AmericanConference.com.

### CONFERENCE PUBLICATIONS

To reserve your copy or to receive a catalog of ACI titles go to [www.aciresources.com](http://www.aciresources.com) or call 1-888-224-2480.

### SPECIAL DISCOUNT

We offer special pricing for groups and government employees. Please email or call for details. Promotional Discounts May Not Be Combined. ACI offers financial scholarships for government employees, judges, law students, non-profit entities and others. For more information, please email or call customer care.