

24TH NATIONAL CONFERENCE ON THE FOREIGN CORRUPT PRACTICES ACT

THE PREMIER LEGAL & REGULATORY ANTI-CORRUPTION COMPLIANCE EVENT

Keynote Address



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

How Multi-Jurisdictional Investigations are Built and Coordinated



Vivian Robinson, QC
General Counsel
Serious Fraud Office (London)

Richard Findl
Section Head
Public Prosecutors Office (Munich)

The FCPA Enforcers Reorganized



Lorin Reisner
Deputy Director of Enforcement
U.S. Securities and Exchange Commission



Denis J. McNerney
Chief, Fraud Section - Criminal Division
U.S. Department of Justice

Senior SEC and DOJ Officials

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



Cheryl J. Scarboro
Chief, FCPA Unit - Division of Enforcement
U.S. Securities and Exchange Commission



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



William J. Stuckwisch
Acting Assistant Chief, Fraud Section
U.S. Department of Justice



Hank Bond Walther
Acting Deputy Chief, Fraud Section
U.S. Department of Justice



Tracy Price
Assistant Director - Division of Enforcement
U.S. Securities and Exchange Commission

NEW 2010 AGENDA WITH THE LATEST INSIGHTS ON:

- What are **adequate standards and global structure** for anti-corruption compliance programs post UK Bribery Act, OECD and US Sentencing Guidelines
- Managing and **responding to an FCPA crisis**: What to do in the first 2 weeks
- Do's and don'ts when **disclosing an FCPA issue to the Government**
- Ensuring effective **financial controls** and using **internal audit** to prepare for increased books and records enforcement activity
- Overcoming **electronic data and privacy law** challenges in FCPA investigations
- **Testing** your global FCPA compliance systems
- Dealing with **Audit Committee and Board of Directors** for FCPA issues
- How to represent **individuals** in FCPA investigations
- **Customs and facilitating payments** in emerging markets: Embedding risk assessment and monitoring activities in global operations

NETWORK AND BENCHMARK WITH

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Aon Corporation	Lincoln Electric	Pfizer
General Electric (China)	Panalpina (Switzerland)	AES
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THE HEIGHTENED ENFORCEMENT ENVIRONMENT IS HERE TO STAY. ATTEND THE FCPA CONFERENCE THAT SHAPES THE ANTI-CORRUPTION INDUSTRY!



Every November, hundreds of in-house counsel, ethics & compliance executives, forensic accountants, FCPA, securities and corporate governance attorneys from around the globe attend American Conference Institute's flagship FCPA Conference.

Reserve your seat today for what is regarded as the must-attend FCPA event of the year. Now in its 24th successful year, ACI's **National Conference on the Foreign Corrupt Practices Act** will once again provide advanced and practical insights on the latest FCPA enforcement initiatives, global anti-corruption compliance strategies and unparalleled networking opportunities.

UNPRECEDENTED SPEAKER FACULTY

The 2010 agenda features an exceptional line up of senior U.S. and foreign government officials.

Led by Mark Mendelsohn, former lead FCPA prosecutor at U.S. DOJ, the **International Prosecutors Panel** will provide insights into how US, German and UK prosecutors cooperate and build multi-jurisdictional anti-corruption investigations. Hear from:

- Vivian Robinson, General Counsel at the Serious Fraud Office in London
- Richard Findl, Section Head at the Public Prosecutors Office in Munich, Germany
- William J. Stuckwish, Acting Assistant Chief, Fraud Section at the U.S. Department of Justice

Cheryl J. Scarboro and Charles E. Duross will open the conference with the landmark **FCPA Year in Review** panel and provide the latest on:

- 2010 FCPA cases against companies and individuals
- U.S. enforcement authorities' ability to reach foreign issuers
- Proactive law enforcement techniques, informants, undercover investigations, sting operations, industry-wide investigations

Get an update on institutional changes at US SEC and DOJ, and how they affect FCPA enforcement with

- Lorin Reisner, Deputy Director of Enforcement at the SEC
- Denis J. McNerney, Chief, Fraud Section – Criminal Division at DOJ

Do not miss the November 16 Keynote presentation by the **Honorable Lanny A. Breuer**, Assistant Attorney General, Criminal Division, U.S. Department of Justice

A 2010 PROGRAM AGENDA TAILORED FOR YOUR ORGANIZATION'S CHALLENGES

Benefit from new panel sessions, including:

- **Standards and Global Structures for Anti-Corruption Compliance Programs** – featuring US and international in-house perspectives from
 - Enrique Aznar, Chief Compliance Officer, Nokia Siemens (Finland)

- Carrie J. Di Santo, Vice President and Global Chief Compliance Officer, Aon Corporation
- Stephen A. Maloy, General Counsel – Asia Pacific, General Electric Company (China)
- Julia C. Symon, Director of Compliance, KBR
- **Managing and Responding to an FCPA Crisis: What to Do in the First 2 Weeks**
- **Disclosing an FCPA Issue to the Government**
- **Preparing for UK Bribery Act Enforcement**
- **Collecting, Managing and Preserving Electronic Documents in FCPA Investigations**
- **Testing your Global FCPA Compliance Systems:**
- **How to Represent Individuals in FCPA Investigations** – featuring prominent defense attorneys Charles S. Leeper and Robert P. Trout, and Nathaniel B. Edmonds, Assistant Chief, Fraud Section – Criminal Division at US DOJ.

HANDS-ON, INTERACTIVE AND PRACTICAL WORKSHOPS

Complete your experience by selecting one, two, three or four of ACI's acclaimed working sessions:

- A | The Fundamentals of FCPA Compliance
- B | Gifts, Entertainment & Hospitality in High Risk Markets
- C | Project Plan for FCPA Internal Investigations: A Complete Guide on How to Set up, Manage and Conduct Internal Investigations into Bribery Allegations
- D | Vetting Third Party: How to Define and Execute Systematic, Risk-Based Third-Party Due Diligence for FCPA Compliance
- E | Overcoming FCPA and Corruption Challenges in CHINA

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

Last event in November 2009 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.FCPAconference.com

I look forward to seeing you there!

Best regards,

Frédérique Duranton
Senior Conference Director, American Conference Institute

AGENDA - AT - A - GLANCE

November 15, 2010

Pre-Conference Workshops A, B and C

- 8:30 Workshop Registration
- 9:00 **Workshop A** - The Fundamentals of FCPA Compliance: The Foreign Corrupt Practices Act Demystified
- or **Workshop B** - Gifts, Entertainment & Hospitality in High Risk Markets – A Practical Guide on What you Can, and Can't Do
- 12:30 Lunch for Attendees of Workshops A/B & C
- 1:30 **Workshop C** - Project Plan for FCPA Internal Investigations: A Complete Guide on How to Set up, Manage and Conduct Internal Investigations into Bribery Allegations
- 5:00 Workshop C Ends

November 16, 2010 | Main Conference Day 1

- 7:30 Continental Breakfast and Registration
- 8:30 Opening Remarks from the Conference Chair
- 8:45 *US DOJ and SEC Panel* - The FCPA Enforcement Year in Review
- 10:00 Coffee Break
- 10:15 Anti-Corruption Compliance Programs: What are *Adequate Standards* and Global Structure post UK Bribery Act, OECD & US Sentencing Guidelines
- 11:30 *Agencies Update* - The FCPA Enforcers Reorganized
- 12:30 Luncheon for Attendees and Speakers
- 1:30 Keynote Address
- 2:15 Managing and Responding to an FCPA Crisis: What to Do in the First 2 Weeks
- 3:30 Refreshment Break
- 3:45 Disclosing an FCPA Issue to the Government
- 5:00 Customs and Facilitating Payments in Emerging Markets – Embedding Risk Assessment and Monitoring Activities in Global Operations
- 6:00 Conference Adjourns for the Day
- 6:00 Cocktail Reception
- Cocktail hosted by: **STEPTOE & JOHNSON**

November 17, 2010 | Main Conference Day 2

- 8:30 Opening Remarks from the Conference Chair
- 8:45 *International Prosecutors Panel* – Conducting Multi-Jurisdictional Investigations: Law Enforcement Techniques, International Agency Cooperation and their Obstacles
- 10:00 Preparing for UK Bribery Act Enforcement
- 10:45 Coffee Break
- 11:00 Ensuring Adequate Financial Controls and Using Internal Audit to Prepare for Increased Books & Records Enforcement Activity
- 12:00 Overcoming Electronic Data and Privacy Law Challenges in FCPA Global Investigations
- 12:45 Luncheon for Attendees and Speakers
- 2:00 The Intersection of FCPA and Corporate Governance: Dealing with Audit Committee & Board of Directors for FCPA Issues
- 3:00 Refreshment Break
- 3:15 Testing your Global FCPA Compliance Systems: How to Implement Effective Compliance Assessments to Probe Weak Spots
- 4:15 How to Represent Individuals in FCPA Investigations
- 5:30 Chair's Closing Remarks and Conference Ends

November 18, 2010 Post-Conference Workshops D and E

- 8:30 Workshop Registration
- 9:00 **Workshop D** - Vetting Third Party: How to Define and Execute Systematic, Risk-Based Third-Party Due Diligence for FCPA Compliance
- 12:30 Lunch for Attendees of Workshops D & E
- 1:30 **Workshop E** - Overcoming FCPA and Corruption Challenges in CHINA
- 5:00 Workshop E Ends

A MUST-ATTEND EVENT FOR

- General Counsel
- International Trade Counsel
- Compliance and Ethics Officers
- Vice Presidents and Directors of
 - Global Compliance
 - Corporate Compliance
 - Business Conduct and Investigations
- Internal/Corporate Audit
- Corporate Responsibility
- Regulatory Compliance
- Legal 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

7:30 **Continental Breakfast and Registration**

8:30 **Opening Remarks from the Conference Chair**



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

8:45 **US DOJ and SEC Panel
The FCPA Enforcement Year in Review**

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



Cheryl J. Scarboro
Chief, FCPA Unit – Division of Enforcement
U.S. Securities and Exchange Commission

- Review of 2010 FCPA cases against companies and individuals
- U.S. enforcement authorities' ability to reach foreign issuers
- The use of proactive law enforcement techniques, informants, undercover investigations, sting operations
- The aggressive pursuit of substantial prison sentences for persons convicted of FCPA violations
- The impact of the Dodd-Frank Act's whistleblower program
- The convergence of FCPA compliance, trade sanctions and anti-money laundering
- What the SEC and DOJ look for when assessing FCPA compliance programs

New to the program this year – The panel includes an “Ask the Regulators” session at the end – This will provide attendees with an opportunity to submit questions to the SEC and DOJ in advance of the panel. Email your questions to f.duranton@americanconference.com. The panel and Q&A session will be moderated by the Conference Chair, Homer E. Moyer, Jr.

10:00 **Coffee Break**

10:15 **Anti-Corruption Compliance Programs: What are Adequate Standards and Global Structure post UK Bribery Act, OECD and US Sentencing Guidelines**



Enrique Aznar
Chief Compliance Officer
Nokia Siemens (Finland)



Carrie J. Di Santo
Vice President and Global Chief Compliance Officer
Aon Corporation



Stephen A. Maloy
General Counsel – Asia Pacific
General Electric Company (China)

Julia C. Symon
Director of Compliance
KBR

- Assessing the risks faced by your company based on geographic scope, business model, business sector and other factors
- Assigning managerial and governance responsibility locally
- Ensuring comprehensive reporting, clear accountability and full and effective oversight by top decision makers

- Using trade control compliance to mitigate corruption risk
- Identifying other functions in the company who can - and must - help
- Creating optimum reporting lines within company

11:30 **Agencies Update
The FCPA Enforcers Reorganized**



Lorin Reisner
Deputy Director of Enforcement
U.S. Securities and Exchange Commission



Denis J. McInerney
Chief, Fraud Section - Criminal Division
U.S. Department of Justice



Peter Clark
Partner
Cadwalader Wickersham & Taft LLP

- How FCPA enforcement programs have been strengthened
- Update on new unit structures and personnel changes
- Changes in DOJ and SEC enforcement priorities
- The dynamics of industry-wide investigations: how they unfold, how one leads to another
- Cooperation of the SEC, DOJ, investigative agencies and their foreign counterparts
- The Dodd-Frank whistleblower provisions – How will they work?
- How the new enforcement programs and priorities will affect counsel and clients

12:30 **Luncheon for Attendees and Speakers**

1:30 **Keynote Address**



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

2:15 **Managing and Responding to an FCPA Crisis:
What to Do in the First 2 Weeks**



Dr. Klaus Moosmayer
Chief Counsel Compliance
Siemens AG (Germany)



Richard N. Dean
Partner
Baker & McKenzie LLP



Frederic R. Miller
Partner, Forensic Services
PricewaterhouseCoopers LLP



Lynn Niels
Partner
Mayer Brown LLP



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

- How to preliminarily assess the potential FCPA issue: measuring the severity of the allegation to plan the response strategy
- Using in-house resources as a quick response

- Deciding when to retain outside counsel, forensic accountants and how many
- When to launch a formal investigation
- When and how to issue an effective document hold
- Establishing and maintaining privilege over the investigation
- Involving the Audit Committee and considering counsel for the Audit Committee
- Dealing with inconclusive findings
- Considering counsel for individuals

3:30 Refreshment Break

3:45 Disclosing an FCPA Issue to the Government



Lucinda A. Low
Partner
Steptoe & Johnson LLP



Michael D. Mann
Partner
Richards Kibbe & Orbe LLP



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



Hank Bond Walther
Acting Deputy Chief, Fraud Section – Criminal Division
U.S. Department of Justice



Michael Horowitz – Panel Moderator
Partner
Cadwalader Wickersham & Taft LLP

- Identifying the risks of making a voluntary disclosure and of not disclosing
 - assessing the risks of involuntary (third-party) disclosure
 - are the benefits of voluntary disclosure real?
 - are the benefits demonstrable to management?
- What to do before making a voluntary disclosure
- Disclosure through a 10-Q
- How to make a voluntary disclosure (oral, written, powerpoint?)
- Pros and cons of “placeholder disclosures”
- Obligations under securities laws
- Managing the public relations impact of a disclosure – when to bring in a PR firm
- Managing employees and issues inside the company
- What should be auditor’s duties during the disclosure process

5:00 Customs and Facilitating Payments in Emerging Markets – Embedding Risk Assessment and Monitoring Activities in Global Operations



Daniel Dorsky
Senior Compliance Counsel
Tyco International (US) Inc.



Steven Fox
Managing Partner
Veracity Worldwide LLC



Rebecca (Riv) Goldman
Vice President, Commercial Law
Rockwell Automation



Markus Heyer
Corporate Compliance Officer
Panalpina (Switzerland)



Wendy Wysong – Panel Moderator
Partner
Clifford Chance LLP

- How to distinguish between permissible expediting payments and unlawful small bribes
- Vetting local customs brokers and screening out high-risk agents
- Detecting wrongdoing: how to set up effective red and green flags throughout the customs clearance process
- What to do if you are under pressure to use a designated third party with a questionable reputation
- Assessing cumulative values of repetitive small bribes
- Immigration and work permits: overcoming rising challenges
- Satisfying US law recordation requirements without increasing your foreign exposure

6:00 Conference Adjourns for the Day



DAY 2 – WEDNESDAY, NOVEMBER 17, 2010

8:30 Opening Remarks from the Conference Chair

8:45 International Prosecutors Panel Conducting Multi-Jurisdictional Investigations: Law Enforcement Techniques, International Agency Cooperation and their Obstacles



Vivian Robinson, QC
General Counsel
Serious Fraud Office (London)

Richard Findl
Section Head
Public Prosecutors Office (Munich, Germany)



William J. Stuckwisch
Acting Assistant Chief
Fraud Section - Criminal Division
U.S. Department of Justice



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

- Differences and similarities of a US-UK cooperation vs. a US-German cooperation
- How securities regulators cooperate and build international civil cases
- How US regulations interact with foreign laws when gathering evidence
- Who gets evidence first and when
- Obstacles/challenges to cooperation
- How should a company cooperate in an multi-jurisdictional investigation – what agency to contact first
- Communicating with foreign government authorities: balancing cooperation with maintaining an effective defense

10:00 **Preparing for UK Bribery Act Enforcement**



Roger Best

Partner
Clifford Chance (London)



Jo Morgan

Chief Compliance Officer
IMI plc (UK)

- How to update FCPA-compliant programs and policies to the U.K. Act
- Defining “satisfactory compliance program”, “corporate offence”, “failure to prevent bribery”
- Defense strategies: what are “adequate procedures”
- Intersection of UK books & records requirements with Sarbanes-Oxley and FCPA
- Contrasting the FCPA and UK Act regarding
 - permissible and impermissible payments
 - reasonable and bona fide expenses: gifts, travel and entertainment
 - third parties and due diligence requirements for agents, consultants and joint venture partners

10:45 **Coffee Break**

11:00 **Ensuring Adequate Financial Controls and Using Internal Audit to Prepare for Increased Books & Records Enforcement Activity**



Timothy L. Dickinson

Partner
Paul, Hastings, Janofsky & Walker LLP



Manny Alas

Partner, Forensic Services
PricewaterhouseCoopers LLP



Tracy Price

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



Fredric D. Firestone – Panel Moderator

Partner
McDermott Will & Emery LLP

- How compliance controls and financial controls intersect
- Why and how to incorporate robust FCPA auditing into your compliance programs
- Evaluating the effectiveness of your business conduct guidelines
- Benchmarking your FCPA audit program
- Why you should audit books and records compliance
- The intersection of the audit and legal functions
- The need to document compliance and internal audit efforts and activities

12:00 **Overcoming Electronic Data and Privacy Law Challenges in FCPA Global Investigations**



Martin Weinstein

Partner
Willkie Farr & Gallagher LLP



Philip Upton

Partner, Forensic Services
PricewaterhouseCoopers LLP

- Managing production of documents to multiple governments
- Capturing and preserving electronic info
- Handling conflicting data privacy laws
- Overcoming restrictions on transmitting data across borders
- Setting up databases to track ongoing investigation, hotline calls

12:45 **Luncheon for Attendees and Speakers**

2:00 **The Intersection of FCPA and Corporate Governance: Dealing with Audit Committee & Board of Directors for FCPA Issues**



Holly J. Gregory

Partner
Weil, Gotshal & Manges LLP



F. Joseph Warin

Partner
Gibson Dunn & Crutcher LLP



Stephen Fishbein

Partner
Sherman & Sterling LLP



Kathryn Cameron Atkinson – Panel Moderator

Partner
Miller & Chevalier Chartered

- Responsibilities of Audit Committee and Board of Directors: how different they are post-SOX
- How to translate day to day Board oversight into the FCPA compliance program
- Communicating FCPA risks to the Board – setting up an effective reporting structure
- Who should outside counsel be reporting to
- Should a separate committee of the Board oversee FCPA investigations
- Managing diverging Board and Audit Committee’s views on how to proceed during an FCPA investigation
- Outside auditor’s role during a Government investigation
- Independence of Audit Committee and Board: when to get legal counsel
- How soon should a suspected FCPA violation be reported to the Board

3:00 **Refreshment Break**

3:15 **Testing your Global FCPA Compliance Systems: How to Implement Effective Compliance Assessments to Probe Weak Spots**



Peter E. Jaffe

Chief Ethics and Compliance Officer
The AES Corporation



Gary F. Giampetruzzi

Vice President and Assistant General Counsel
Head of Government Investigations
Pfizer



Alexandra Wrage
President
Trace International

- How do FCPA program reviews differ from financial audits and SOX testing
- Best practices: essential components of effective FCPA compliance assessments
- Who, what, when: staffing, scope and frequency of FCPA testing
- Addressing unique compliance environments: how to secure cooperation overseas, and how to test whether you're getting it
- Money-saving methods: mini-audits, technology shortcuts, and other tools to stretch resources

4:15 How to Represent Individuals in FCPA Investigations



Charles S. Leeper
Partner
Drinker Biddle LLP



Robert P. Trout
Partner
Trout Cacheris PLLC



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

- The range of conduct that led to recent enforcement actions against individuals
- The concept of “knowledge” and liability for the conduct of agents under the FCPA
- Lessons learned from the Bourke, Green, Congressman Jefferson prosecutions and other recent FCPA cases against individuals
- Jurisdictional aspects when non-US citizens are in the mix
- When and how to provide separate counsel for individuals
- Resolving access to records challenges
- What to do when individual and corporate interests collide

5:30 Chair’s Closing Remarks and Conference Ends



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.

PRACTICAL AND INTERACTIVE WORKSHOPS

NOVEMBER 15, 2010

A The Fundamentals of FCPA Compliance: The Foreign Corrupt Practices Act Demystified

9:00 am – 12:30 pm. Registration starts at 8:30 pm



Betty Santangelo
Partner
Shulte Roth & Zabel LLP



Stephen J. Shine
Chief Regulatory Counsel
The Prudential Insurance Company of America

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 the 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 experienced attorneys who will discuss core issues related to the statute, focus on the “nuts & bolts” of the FCPA 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.

NOVEMBER 15, 2010

B Gifts, Entertainment & Hospitality in High Risk Markets – A Practical Guide on What You Can, and Can't Do

9:00 am – 12:30 pm. Registration starts at 8:30 pm

Jannette E. Hasan
Senior Counsel – International
Northrop Grumman Corporation



Claudius Sokenu
Partner
Arnold & Porter LLP

This interactive and practical working session will go beyond high-level understanding of the FCPA to identify concrete tools and tactics for avoiding the loopholes presented by the cultural expectations of gift giving, entertainment and hospitality in high risk markets. Attendees will receive practical guidance on how to create a robust, culturally sensitive, and cost-effective and credible approach to gifts, travel and entertainment. Attendees will also learn about risk factors, weighting, and legally obtainable information that will ensure consistency throughout their organizations. The workshop will include an interactive session on

how to decide, document, and review decisions relating to gifts, travel and entertainment, including:

- Hospitality: managing the “reasonable and customary” standard across multiple jurisdictions
- Gifts: when gifts, benefits or sweetheart deals masquerade as “cultural sensitivity”
- Travel: managing the expectations of local government officials
- Cash: weddings, funerals and little red envelopes
- Involuntary payments: when intentions are good, but controls are weak
- Business travel 101: first class travel, corporate jets, spouses, family members and boondoggle

C Project Plan for FCPA Internal Investigations: A Complete Guide on How to Set up, Manage and Conduct Internal Investigations into Bribery Allegations

1:30 pm – 5:00 pm. Registration starts at 1:00 pm



Susan M. Ringler
Senior Counsel for
International Compliance
ITT Corporation



Jonathan C. Drimmer
Partner
Steptoe & Johnson LLP

Over the past several years, the landscape of conducting FCPA investigations has changed, based on regulatory developments, the rise of collateral civil litigation, increased individual prosecutions, and other factors. While the basics remain the same, these changes have added additional nuances and complexities to the investigative process, and impacted the nature of information obtained. This interactive and practical session will address the key elements of an internal investigation as well as how the investigator can ensure the investigation is comprehensive and complete. This intensive working session will cover:

- The ideal investigative process: assessing the risk and defining the scope
- Identifying the “client” and the audience

- Managing multiple moving parts: Coordination between the company, outside counsel, accounting firms, and sometimes the government
- Issues related to gathering and reviewing documents in a defensible and effective manner
- Dealing with external auditors
- The key judgments in an internal investigation
 - timeline
 - maintaining or waiving privileges
 - admonitions to witnesses
 - Audit Committee or Board involvement
 - recommending remediation and compliance enhancements
 - testing whether a problem is systemic
- Dealing with witnesses concerned about prosecutions and their counsel
- Dealing with inconclusive findings and deciding whether you've investigated “enough” to maximize credibility to the government
- Preparing for an increase in collateral litigation

CONTINUING LEGAL EDUCATION CREDITS

CLE
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 16.5 hours. An additional 4.0 credit hours will apply to workshop A, B, C, D and E participation.

ACI certifies that this activity has been approved for CLE credit by the State Bar of California in the amount of 14.0 hours. An additional 4.0 credit hours will apply to workshop A, B, C, D and E participation.

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 FCPA enforcement actions and how they impact compliance programs. Recommended CPE Credit: 16.5 hours plus 4.0 for workshop A,B,C,D and E.

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.

NOVEMBER 18, 2010

D Vetting Third Party: How to Define and Execute Systematic, Risk-Based Third-Party Due Diligence for FCPA Compliance

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



Kenneth Kurtz

Chief Executive Officer
The Steele Foundation

Gretchen A. Farrell

Senior Vice President, Compliance
Lincoln Electric

Sherri Morissette

Corporate Counsel, International Affairs and Transactions
Biomet

This interactive and practical working session will go beyond high-level understanding of the FCPA to identify concrete tools and tactics for ensuring third-party due diligence compliance. Attendees will receive nuts-and-bolts guidance on how to create a cost-effective and credible risk-based third-party vetting program. Learn about risk factors, weighting, and legally obtainable information that will ensure consistency throughout the enterprise. The workshop will include a hands-on demonstration of various technology to automate the third party on-boarding process and due diligence workflow and create a robust third-party management and due diligence program with minimal administrative and financial burden.

Attendees will learn how to:

- Conduct a risk inventory of third parties as a fundamental program building block
- Build a risk-based third party monitoring model
- Articulate key risk factors in program development
- Assess risks based on region and local business practices
- Identify known conflicts including past and present relationships with government officials
- Determine a centralized vs. decentralized program implementation
- Credibly define scopes of due diligence required for each third party based on best practices
- Systematize your process to maximize credibility to SEC, DOJ and foreign regulatory authorities
- Generate anti-corruption due diligence reports and analyze findings
- Apply real-world case studies to internal programst

E Overcoming FCPA and Corruption Challenges in CHINA 1:30 pm – 5:00 pm (Registration starts at 1:00 pm)



Michael Perkinson

Managing Director, Asia
Veracity Worldwide LLC

Christopher H. Leslie

Vice President and General
Counsel, Hitachi Data Systems



Beatrice M. Schaffrath

Partner
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(Beijing, China)



Susan M. Ringler

Senior Counsel for
International Compliance
ITT Corporation

- The delicate art of gift-giving in China: balancing politeness and the letter of the law
- Peripatetic government officials: Disneyland and Las Vegas on every draft itinerary
- An uneven playing field: Does the FCPA effectively hold US companies to stricter anti-corruption standards than their competitors?

Contrasting Chinese Bribery and FCPA Investigations – What Multinationals Can Expect when China Government Comes Knocking

- How do Chinese anti-corruption laws compare to the FCPA? What are the practical disclosure and enforcement risks under each?
- Is publicity from US prosecutions raising the risk of Chinese enforcement? Is self-disclosure in China ever advisable?
- DOJ FCPA settlements require “cooperation with local law enforcement authorities.” What does this mean in China?
- What you can expect in a local Chinese investigation

Compliance and Due Diligence Programs for China

- Adapting training to local condition: the importance of language and cultural issues
- Effective whistleblower procedures
- Appropriate contractual procedures for agents and distributors
- Investigating possible violations in China

The Current Anti-Bribery Regulatory and Enforcement Landscape in China

- How China’s criminal law defines official bribery, commercial bribery
- How the Anti-Corruption Agency, police institutions, the party disciplinary committee, the courts handle bribery cases
- Current state of enforcement of Chinese anti-commercial bribery law against individuals and companies, including foreign investment companies
- When and how can foreign companies use Chinese resources to fight corruption

The FCPA Landscape in China

- “Government Officials” everywhere: China’s huge bureaucracy; the role of the Communist Party; and a large state-owned economic sector
- Partners and agents: risks of leaving government contacts to the locals

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Veracity Worldwide is an external risk assessment and analysis firm focused on emerging markets. Through its global offices, Veracity undertakes anti corruption related due diligence, investigates allegations of corruption and evaluates agents and third parties.

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