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Aerospace, Defense & Government Services

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Aerospace and defense contractors and other companies providing goods and services to the US government and its security partners operate in an environment that is highly competitive and highly scrutinized. Compliance with complex legal requirements is an essential element of doing business in that environment. A failure to understand or follow applicable government contracting or other regulatory requirements may have serious commercial and law enforcement consequences, as well as impact a company's continuing eligibility to do business with the government, obtain licenses, or participate in other government programs. These challenges are magnified by the US government's current priority of "doing more without more," the increased internationalization of public procurement, and enhanced oversight and enforcement activity.

Companies that do business in this environment need a law firm that can provide advice at the intersection of a number of disciplines, particularly with respect to compliance and risk management. Our industry knowledge and our range of regulatory experience help us partner with aerospace, defense, and government services contractors to provide practical and cost-efficient solutions that address multiple issues and risks. In addition to a very strong government contracts practice, Steptoe offers contractors integrated high-level support in the areas of export control, anti-corruption, cyber-security, data protection, and law enforcement.

Government Contracts

Our lawyers are experienced in all types of litigation and other proceedings, including bid protests, claims, appeals, subcontractor disputes, audits and investigations, fraud proceedings, suspensions and debarments, and Freedom of Information Act and Trade Secrets Act actions. We have had substantial success achieving our client's objectives through the use of Alternative Dispute Resolution techniques. We also advise our clients on compliance matters across the full range of statutory, regulatory, and contractual requirements, including cost allowability, cost accounting and contract pricing, as well as in connection with changes, subcontracting, and acquisitions.

A particular area of focus in our practice relates to contractor business ethics and compliance, including program development, support, and training. In addition, we assist clients with intellectual property issues relating to inventions, technical data, and computer software developed under government contracts or grants.

In collaboration with our international regulatory lawyers, we counsel foreign companies seeking to navigate US procurement markets. Increasingly, we have

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become involved in issues associated with battlespace and contingency operations contracting, and have conducted several sensitive investigations in this area. Our attorneys also assist clients on matters related to personnel and facility security clearances, including issues related to foreign ownership, control, or influence (FOCI).

FCPA/Anti-Corruption

We provide a full range of anti-corruption compliance and enforcement assistance to companies operating in challenging environments throughout the world including companies performing US government contracts abroad. Our practice includes both preventive advice and counseling and investigations and enforcement work.

In particular, we assist our clients in developing compliance programs, vetting third parties and teaming partners, and managing country risk. A significant portion of our practice involves conducting complex, anti-corruption investigations in dozens of countries on virtually all continents, including countries in the Middle East and Asia with active defense trade with the US. In recent years, we have been lead counsel on a number of prominent Foreign Corrupt Practices Act (FCPA) enforcement matters and have represented clients before the US Department of Justice (DOJ). Our anti-corruption team includes both former federal prosecutors and former senior SEC enforcement lawyers. We also assist with respect to transactional due diligence involving anti-corruption/FCPA risks.

In addition to FCPA matters, we have represented engineering companies in anti-corruption and debarment-related proceedings before the World Bank and other international financial institutions. Our capabilities in London enable us to provide advice regarding the UK Bribery Act, an area of increasing importance to many contractors.

Export Controls

We also provide a full range of services regarding the International Traffic in Arms Regulation (ITAR) as well as dual-use and nuclear-related export controls. Specifically, we conduct investigations regarding potential export violations, as well as prepare and resolve voluntary disclosures. We also counsel corporations regarding potential criminal exposure and represent individuals in criminal investigations. In addition, we develop and assist with export compliance programs and provide export licensing and agreement support, as well as provide advice and assistance regarding brokering and Part 130 fee/commission reporting, an area that overlaps with our anti-corruption practice. Leveraging our capabilities in London and Brussels, we provide advice

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to contractors seeking to navigate UK and EU military export controls.

We provide contextualized export control advice such as how or when to utilize certain export license exemptions associated with government contracts or the Foreign Military Sales program framework. We have particular experience with respect to export control issues relating to collaborative defense programs involving Canada, the UK, and Australia. In addition, we frequently provide export control advice regarding defense industry programs involving other major US partners including addressing export control issues associated with offsets. We also have substantial experience regarding export issues in support of contingency operations in Iraq and Afghanistan. Additionally, we frequently provide sanctions and anti-boycott advice to contractors working in the Middle East.

Homeland & National Security

We have a number of lawyers and advisors who have held senior government positions regarding national and homeland security, including in the Departments of Homeland Security, Defense, and Justice as well as various agencies in the intelligence community. We have particular experience with respect to encryption, cyber-security and cyber-warfare, infrastructure protection, interoperable communications, aviation security, screening technologies and biometrics, and counter Improvised Explosive Device (IED) detection capabilities, as well as issues associated with cargo security and movement of persons and goods across borders. Also, several of our lawyers played an active role in Committee on Foreign Investment in the US (CFIUS) matters while in government and can provide a unique perspective on the national security implications of cross-border investments. In addition, we provide advice and assistance regarding SAFETY Act matters.

Enforcement

We regularly handle significant enforcement matters, as well as matters under *qui tam* and other whistleblower laws. Steptoe's resources include experienced white-collar defense attorneys, many who have been former prosecutors. We have a strong Securities and Exchange Commission (SEC) capability, as well as significant success in dealing with US government agencies that conduct investigations and civilly enforce these cross-border legal regimes. For example, we regularly assist clients with anti-corruption investigations on a world-wide basis and represent companies before the DoJ and SEC, as well as the UK Serious Fraud Office. Likewise, we have handled dual use and military export control cases, including those involving various US sanctions programs, with both civil and criminal enforcement officials. Our clients are frequently concerned with the collateral consequences of such matters and our government

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contracts team works closely with our criminal and civil defense attorneys to anticipate and address suspension and debarment risks of enforcement actions.

Representative Matters

- Representing major defense contractors in bid protest litigation in the US Court of Federal Claims and various US District Courts and Courts of Appeals.
- Representing a leading aerospace company in several Freedom of Information Act and Trade Secrets Act injunctive actions in US District Court and the DC Circuit Court of Appeals.
- Representing a major aerospace company and an aerospace industry group before the US Supreme Court in challenges to the constitutionality of the qui tam provisions of the civil False Claims Act.
- Advising a leading aerospace company with regard to a termination settlement proposal arising out of a partial termination of a major space program.
- Advising a major aerospace contractor on cost-recovery issues arising out of a program cancellation.
- Representing a consortium of major defense contractors in preparation of a position paper on proposed legislation to limit allowability of restructuring costs.
- Advising major aerospace companies on foreign military sales requirements and compliance procedures.
- Advising a major aerospace company on Foreign Corrupt Practices Act competence requirements.
- Representing foreign corporate investors in Defense Investigative Service investigations and proceedings to terminate facility security clearances.