

MIAMI
EDITION

FCPA BOOT CAMP

- Basic Training on the Fundamentals of the Foreign Corrupt Practices Act
- Implementing and Monitoring a Robust Anti-Corruption Compliance Program

FACULTY



IN-HOUSE INSIGHTS

Rafael Mendes Gomes
Legal Vice President and
General Counsel, **Wal-Mart (Brazil)**

Betania Glorio
Regional Compliance Director
Pfizer (Argentina)

Pedro Pace
Latin America Legal Director
Apple (Brazil)

Patrick J. Garver
Executive Vice President & General
Counsel, **Barrick Gold Corporation**

David Karas
Senior Director
Ethics and Business Conduct
Hitachi Data Systems

Javier E. Robles
Senior Counsel, Chief Corporate
Compliance & Ethics Officer
Western Union

Christopher H. Leslie
Vice President & General Counsel
Hitachi Data Systems

Brady K. Long
Chief Compliance Officer &
Deputy General Counsel
Pride International

Adriana Marrey
Senior Legal Counsel, **Sun Microsystems**

Josh Wallenstein
Latin America Region
Ethics & Compliance Counsel
Baker Hughes (Mexico)

GOVERNMENT SPEAKERS

U.S. Securities and
Exchange Commission

U.S. Department of Justice

SENIOR FCPA & ANTI-CORRUPTION ATTORNEYS FROM THE U.S., MEXICO, BRAZIL & ARGENTINA

Paul R. Berger
Debevoise & Plimpton LLP

William B. Jacobson
Fulbright & Jaworski LLP

James G. Tillen
Miller & Chevalier Chartered

Dale C. Turza
Cadwalader, Wickersham & Taft LLP

Peter Prieto
Holland & Knight LLP

Rebekah J. Poston
Squire, Sanders & Dempsey LLP

Isabel Galvão Bueno C. Franco
Demarest & Almeida Advogados

Andrés Ochoa-Bunsow
Baker & McKenzie

Pablo Artagaveytia
Marval, O'Farrell & Mairal

This intensive two-day course will give you the information you need to:

- ▶ Identify your company's FCPA risk exposure and the core elements of a robust internal compliance program
- ▶ Promote anti-corruption awareness with effective training programs and employee communication
- ▶ Screen and manage third parties to minimize liability risks
- ▶ Identify FCPA risks in mergers, acquisitions and joint venture transactions
- ▶ Prevent gift, hospitality and facilitation payment pitfalls
- ▶ Determine whether or not to voluntarily disclose an FCPA violation
- ▶ Meet FCPA books, records and internal accounting requirements
- ▶ Conduct a cost effective internal investigation into potential violations

PLUS!

INTERACTIVE PRE-CONFERENCE WORKSHOPS | September 30, 2009

- A** The Fundamentals of the Foreign Corrupt Practices Act
- B** Conducting Effective Third-Party Due Diligence in Latin America

Supporting Associations & Publications:



Register Now • 888-224-2480 • AmericanConference.com/FCPAbotcampMiami

Gain an in-depth understanding of the FCPA and learn how to build a robust internal compliance program that will withstand the heat of a government investigation

Aggressive global enforcement of the Foreign Corrupt Practices Act and ensuing breathtaking penalties make it imperative for all companies, large and small, to develop and implement an FCPA compliance policy and training program to protect themselves against FCPA violations.

Having an effective and comprehensive FCPA compliance policy in place will demonstrate to employees and, if necessary, law enforcement officials that your company considers anti-corruption compliance an important corporate goal. If done properly, a comprehensive compliance program can become a valuable corporate asset that enhances company operations, facilitates compliance and mitigates reputational and monetary damages when and if violations occur.

Held for the first time in Miami, this highly rated **American Conference Institute FCPA Boot Camp** will provide you with comprehensive working knowledge of the Foreign Corrupt Practices Act and strategies you need to successfully implement and monitor an effective anti-corruption compliance program. Topics will include:

- ▶ Conducting effective FCPA compliance reviews and audits
- ▶ Building and managing a robust anti-corruption compliance program
- ▶ Identifying red (and green) flags when screening third parties
- ▶ Preparing for increased scrutiny of facilitating payments
- ▶ What to include in voluntary disclosures
- ▶ Facilitating the reporting of suspected violations, handling complaints and applying discipline

Throughout the course, you will have ample opportunity to ask questions and to learn from and compare notes with your peers. Whether you are new to the area or just need a comprehensive refresher, this FCPA Boot Camp will provide you with the foundation you need to ensure your company's FCPA compliance.

Seats at this unique event always go quickly. Don't delay, register today by calling **1-888-224-2480**; faxing your registration form to **1-877-927-1563**; or registering online at www.AmericanConference.com/FCPAbotcampMiami

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 - Trade and Regulatory Counsel
- Compliance Officers
- Ethics Officers
- Directors, Import Export Compliance
- Directors, Business Conduct
- Directors, Corporate Audits & Investigations
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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: 13.5 hours + 4.0 hours for each workshop.

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ACI certifies that the activity has been approved for CLE credit by the **New York State Continuing Legal**

Education Board in the amount of 13.5 hours. An additional 4.0 credit hours will apply to workshop participation.

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9:00 **Welcome and Co-Chairs' Opening Remarks**

Rafael Mendes Gomes
Legal Vice President and General Counsel
Wal-Mart Brazil (São Paulo)

William B. Jacobson
Fulbright & Jaworski LLP (Washington, DC)

9:15 **The Agencies Speak: SEC and DOJ's FCPA Compliance Expectations and Enforcement Priorities**

Glenn S. Gordon
Associate Regional Director
U.S. Securities and Exchange Commission (Miami, FL)

Senior Prosecutor
Fraud Section, Criminal Division
U.S. Department of Justice (Washington, DC)

- How the SEC and DOJ assess the scope and magnitude of violations and decide which cases to pursue
- Aggravating and mitigating factors: what agencies consider when determining whether to bring criminal or civil charges
 - knowledge and intent
 - risks and benefits of voluntary disclosures
 - compliance programs
- How multi-jurisdictional investigations are changing DOJ priorities
- DOJ "risk-based approach" compliance expectations
- Interagency (and international) coordination: how relationships between law enforcement agencies are evolving
- The trend of increased individual prosecution and impact on global enforcement landscape
- Anti-corruption enforcement in Latin America: countries and industries under increased scrutiny
- How the SEC and DOJ calculate penalties and fines

10:15 **Coffee Break** ☕

10:30 **The FCPA Year in Review: Update on Recent Investigations, Landmark Settlements and Increased International Cooperation**

William B. Jacobson
Fulbright & Jaworski LLP (Washington, DC)

Paul R. Berger
Debevoise & Plimpton LLP (Washington, DC)

- Insights from FCPA cases involving Latin America including Willbros, Alcatel, Siemens, and Latinode
- U.S. enforcement trends – increased prosecution of individuals, imposition of compliance monitors, foreign coordination, impact of voluntary disclosures
- How escalating fines impact negotiations with the government and what large settlements reveal about penalty levels in the US
- Rise in collateral civil litigation relating to FCPA enforcement activity
- How prosecutions of both big and small companies are changing the enforcement landscape
- Anti-corruption and anti-bribery enforcement in Latin America
- Interagency and international coordination – evidence sharing, spontaneous disclosures and parallel investigations
- How Latin American entities and U.S. companies based in Latin America can be drawn into investigations by US authorities

11:30 **Demonstrating a Senior Commitment to Compliance: The Core Elements of an Effective FCPA Compliance Program**

Rafael Mendes Gomes
Legal Vice President and General Counsel
Wal-Mart Brazil (São Paulo)

Pedro Pace
Latin America Legal Director, Apple (São Paulo)

Brady K. Long
Chief Compliance Officer & Deputy General Counsel
Pride International (Houston, TX)

Betania Glorio
Regional Compliance Director, Pfizer SRL (Buenos Aires)

- Assessing your company's potential FCPA exposure in Latin America and around the globe, and allocating resources accordingly
- Building your compliance program on a foundation of strong management and financial controls
- Promoting FCPA awareness and communicating policies to sales force to prevent lapses that might lead to a violation
- Harmonizing U.S. and global anti-corruption compliance obligations
- Making the best use of outside counsel and advisors in designing and implementing your compliance program
- Auditing compliance and field testing
- Establishing local controls to prevent, detect and respond to FCPA issues in Latin America
- How senior management can credibly instill a compliance culture
- How to get the message to permeate a large organization: effectively communicating compliance standards to all relevant individuals
- Creating channels for employees to safely report FCPA violations: "hotlines" and whistleblower mechanisms

12:45 **Lunch for Attendees and Speakers** 🍽️

2:00 **Ensuring Third-Party FCPA Compliance: How to Minimize Risks of Improper Conduct by Agents, Intermediaries, Representatives and Vendors**

David Karas
Senior Director, Ethics and Business Conduct
Hitachi Data Systems (Sacramento, CA)

Patrick J. Garver
Executive Vice President & General Counsel
Barrick Gold Corporation (Toronto)

Isabel Galvão Bueno C. Franco
Demarest & Almeida Advogados (São Paulo)

- How to ensure third-parties are complying with the FCPA and local anti-bribery laws – ongoing oversight of agents' business dealings
- Handling requests to pay third parties in US\$ versus local currency
- What to do when your company is proceeding in the face of a known risk involving a third party
- What enforcement agencies will expect in your files
- Performing compliance audits of third parties
 - Who should conduct third party audits
 - How to assess auditing results
- Terminating agents and distributors

3:15 **Refreshment Break**

3:30 **Understanding the FCPA Limits of Gift Giving, Facilitating Payments and Hospitality**

Javier E. Robles
Senior Counsel, Chief Corporate Compliance & Ethics Officer, Western Union (Montvale, NJ)

Adriana Marrey
Senior Legal Counsel, Sun Microsystems (Denver, CO)

Andrés Ochoa-Bunsow
Baker & McKenzie (Mexico City)

- 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
- Spouses and children: when is hospitality permitted?
- Gifts and meals: what is reasonable and customary
- Best practices for business travel
- The FCPA's definition of facilitating payments: when does grease become a bribe?
- Preparing for increased scrutiny of facilitating payments
- Monitoring facilitating payments and third parties
- Extortion, duress and customs – are they defenses?

4:30 **Conducting Cost-Effective and Fact-Finding Internal Investigations**

Brady K. Long
Chief Compliance Officer & Deputy General Counsel
Pride International (Houston, TX)

Peter Prieto
Holland & Knight LLP (Miami, FL)

- How to determine when an internal investigation is necessary
- Defining the scope of investigation
- By whom should the investigation be conducted?
- Coordinating the investigation between the company, outside counsel and accounting firms
- Factors in maximizing credibility to the government
- Data protection and data privacy concerns
- Whether, when and what to disclose
- Deciding when the investigation has been exhausted – how much is enough

5:30 Boot Camp Adjourns for the Day

FRIDAY, OCTOBER 2, 2009

9:00 Co-Chairs' Opening Remarks

9:05 Promoting FCPA Awareness: Effective Anti-Corruption Training and Employee Communication

Christopher Leslie

Vice President & General Counsel
Hitachi Data Systems (Santa Clara, CA)

Patrick J. Garver

Executive Vice President & General Counsel
Barrick Gold Corporation (Toronto)

Betania Glorio

Regional Compliance Director, Pfizer SRL (Buenos Aires)

- Who should receive FCPA training?
- Mechanics and logistics of conducting live training in local language
- Applying training requirements to distributors and third-party agents
- Using "real world" training scenarios
- Balancing in-depth training with basics: conduct-specific training versus focus on laws and regulations
- Creating and conducting effective train-the-trainer sessions
- Annual certifications and other affirmative actions to confirm compliance
- What to consider when deciding if additional or refresher training is needed
- Providing incentives for compliance

10:00 Coffee Break ☕

10:15 Managing Your Latin America Joint-Venture Risks

Adriana Marrey

Senior Legal Counsel, Sun Microsystems (Denver, CO)

Andrés Ochoa-Bunsow

Baker & McKenzie (Mexico City)

- Due diligence: how to design and implement for a successful joint venture
- What safeguards can be put in place in operating and staffing your Latin America joint venture?
- How to work with joint venture parties that don't share your anti-corruption commitment
- How to conduct an investigation of a joint venture partner when a problem surfaces
- Anti-corruption representations and covenants to include in a joint-venture agreement
- Risks and concerns when the joint-venture partner is a government entity

11:15 Conducting FCPA Due Diligence in Mergers and Acquisitions

Javier E. Robles

Senior Counsel, Chief Corporate Compliance & Ethics Officer, Western Union (Montvale, NJ)

Dale C. Turza

Cadwalader, Wickersham & Taft LLP (Washington, DC)

Pablo Artagaveytia

Marval, O'Farrell & Mairal (Buenos Aires)

- What prospective acquirers should look for in a target's FCPA compliance
- How to determine if the risk of undisclosed FCPA violations is present
- What specific issues should due diligence questions address?
- Assessing the effectiveness of the target's internal FCPA compliance controls
- What procedures does the target company have in place to help identify and mitigate FCPA risks?
- Reviewing written agreements for all international agents and third parties
- What to do if due diligence efforts reveal problems
 - disclosure to the DOJ and SEC
 - conduct of a joint investigation
 - role of outside counsel
 - forensic auditors
 - interviews/evidence summaries/real time updates
- Securing a disposition prior to closing and other transactional issues
- Post-closing compliance requirements
 - continuing cooperation and disclosures
 - disciplinary actions
 - compliance programs and internal controls in the new entity

12:15 Lunch for Attendees and Speakers

1:30 Testing Your Program: Conducting Effective FCPA Compliance Reviews and Audits

James G. Tillen

Miller & Chevalier Chartered (Washington, DC)

- Key elements of an FCPA compliance review
- Performing anti-corruption compliance audits
 - Who should conduct compliance audits
 - How to assess auditing results
 - Privilege protection and other related considerations
- How compliance reviews and audits differ
- Developing protocols for refining the review plan
- Sharing the findings and using information effectively

2:15 Designing Effective Internal Controls to Meet FCPA's Books and Records Provisions

Paul R. Berger

Debevoise & Plimpton LLP (Washington, DC)

- FCPA rules governing document retention and destruction issues
- What your system of fraud risk internal controls needs to accomplish
- Document retention policies that work and those that do not
- Communicating and enforcing your document retention policy
- Having notice of, or reasonably anticipating, a potential problem or investigation
- Identifying and analyzing relevant electronic communications
- Leveraging your financial accounting system to identify questionable transactions
- Controlling the cost associated with document preservation

3:00 Refreshment Break

3:15 Weighing the Pros and Cons of FCPA Voluntary Disclosures

James G. Tillen

Miller & Chevalier Chartered (Washington, DC)

Dale C. Turza

Cadwalader, Wickersham & Taft LLP (Washington, DC)

- Identifying the value of making a voluntary disclosure
- Factors to consider in deciding whether or not to voluntarily disclose an FCPA violation – legal and practical considerations
- To what extent do voluntary disclosures mitigate penalties, reduce negative publicity and prevent enforcement actions
- Comparing and contrasting SEC and DOJ approaches
- How government agencies evaluate voluntary disclosures
- What are the aggravating and mitigating factors
- Tracking the voluntary disclosure
- What can be learned from recent voluntary disclosures

4:00

INTERACTIVE
PANEL SESSION

Creative Responses to Corruption: Adapting Compliance Programs to Latin American Corruption Environment

Rafael Mendes Gomes

Legal Vice President and General Counsel
Wal-Mart Brazil (São Paulo)

Peter Prieto

Holland & Knight LLP (Miami, FL)

Isabel Galvão Bueno C. Franco

Demarest & Almeida Advogados (São Paulo)

William B. Jacobson – Panel Moderator
Fulbright & Jaworski LLP (Washington, DC)

This interactive panel of experts, experienced in structuring transactions, implementing FCPA compliance procedures and developing appropriate oversight mechanisms to minimize the risk of corrupt payments, will discuss how business can be done without violating anti-corruption legislation. Ask your most pressing questions and get the answers you need from senior in-house compliance executives, outside counsel and consultants.

5:00 **Boot Camp Ends**

PRE-CONFERENCE WORKSHOPS

WEDNESDAY, SEPTEMBER 30, 2009

(9:00 a.m. – 12:30 p.m.)

A

The Fundamentals of FCPA Compliance: Navigating the Foreign Corrupt Practices Act

James G. Tillen

Miller & Chevalier Chartered (Washington, DC)

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

This interactive and practical session will cover core issues related to the statute, focus on the “nuts and bolts” and supply you with a foundation for dealing with the day-to-day issues, including:

- Who is covered by the FCPA?
 - Foreign Private Issuers (FPI) – who qualifies?
 - Foreign subsidiaries, joint venture partners?
 - What is the extraterritorial reach of the FCPA?
- What are the risks?
 - Potential criminal and civil liability
 - Reputational damage
 - Risk of investigation
 - Disqualification for publicly financed projects
- The 4 basic elements of the FCPA’s anti-bribery provision: “giving, promising anything of value”, “foreign official”, “influencing the official”, “obtaining or retaining business”
- Permissible and impermissible payments
 - Anything “of value”
 - Facilitating payments: limits on “grease”
 - Political contributions
 - Charitable contributions
- Involvement of third parties and due diligence requirements: agents, consultants and joint venture partners
- “Red Flags”
- Reasonable and bona fide expenses: gifts; travel; entertainment
- Books and records requirements of the FCPA
 - “Achilles Heel” for compliance
 - Record keeping and internal controls requirements and standards
 - Intersection of Sarbanes-Oxley and FCPA
- What to do in case of a potential FCPA violation?
 - How do FCPA issues arise?
 - Document retention
 - Internal/external investigations
 - Communication with government authorities
- Fundamentals of an effective FCPA compliance program

(1:30 p.m. – 5:00 p.m.)

B

Conducting Effective Third-Party Due Diligence in Latin America

Josh Wallenstein

Latin America Region, Ethics & Compliance Counsel
Baker Hughes (Mexico)

Rebekah J. Poston

Squire, Sanders & Dempsey LLP (Miami, FL)

When considering a prospective third party relationship, conducting effective anti-corruption due diligence is an absolute imperative. Failure to uncover corruption problems or mitigate corruption risks can result in reputational damage and, with increasing frequency, substantial criminal and regulatory exposure.

This interactive and practical workshop will provide a detailed look at conducting third party due diligence in Latin America. Workshop participants will learn how to overcome the legal, factual and cultural issues companies often confront in the region and how to respond appropriately to issues identified during the due diligence process. You’ll gain critical insights on:

- How to design and implement due diligence for a prospective foreign third party including partners, agents, consultants, marketing and sales representatives, and other types of business associates
- Understanding a foreign representative’s reputations and confirming integrity, competence and experience
- Assessing risks based country by country and understanding local business practices
- FCPA due diligence process information gathering
 - Conducting interviews
 - Outside resources
- Identifying known conflicts including past and present relationships with government officials
- Determining appropriate level of FCPA due diligence based on review of facts and circumstances
- Addressing and resolving all red flags
- How concerned should you be with local law?
- Due diligence practices for long term sales and marketing relationships versus short term relationships to address a specific need
- Generating anti-corruption due diligence report
 - Scope of investigation
 - Summary of findings, analysis and recommendations
- Structuring a successful relationship with third party representatives
 - Representations and warranties concerning compliance with FCPA and all applicable laws of the country
 - contractual provisions, certifications and audit rights
- Ongoing oversight and monitoring of third party representatives
 - Providing FCPA training
 - Conducting periodic audits

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- Implementing and Monitoring a Robust Anti-Corruption Compliance Program

INTERACTIVE PRE-CONFERENCE WORKSHOPS

September 30, 2009

- A** The Fundamentals of the Foreign Corrupt Practices Act
- B** Conducting Effective Third-Party Due Diligence in Latin America

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Venue: Mandarin Oriental Hotel
Address: 500 Brickell Key Drive, Miami, Florida, 33131
Reservations: 866-888-6780

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