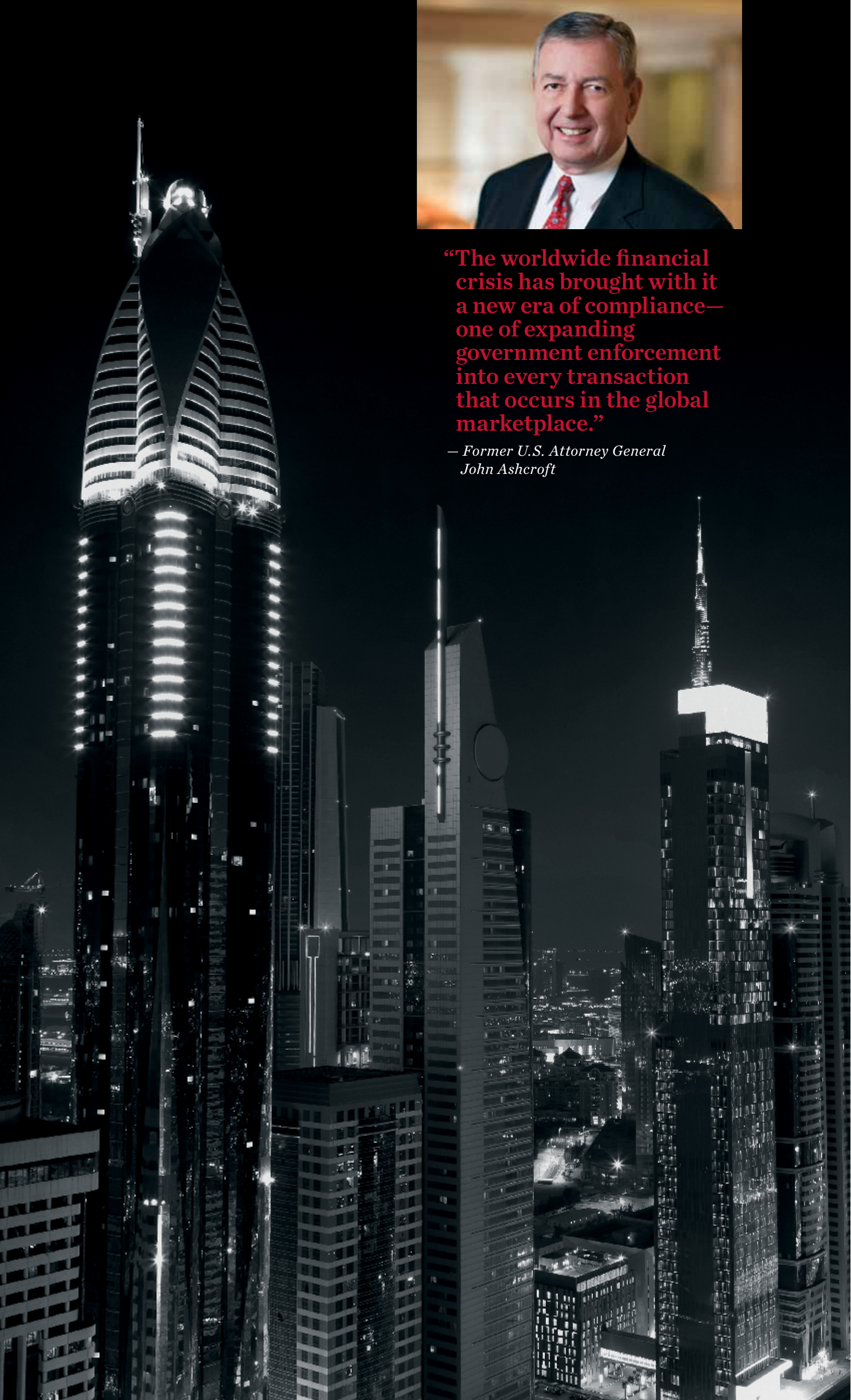


“Government is not reason; it is not eloquence. It is force. And force, like fire, is a dangerous servant and a fearful master.”

— George Washington



“The worldwide financial crisis has brought with it a new era of compliance—one of expanding government enforcement into every transaction that occurs in the global marketplace.”

— *Former U.S. Attorney General John Ashcroft*

The Costs of Noncompliance are Staggering.

Violations under the Foreign Corrupt Practices Act (the “FCPA”) have far-reaching and often crippling consequences for American businesses. As FCPA prosecutions rise, so too have the civil and criminal fines and penalties. Over the past few years, the payment of hundreds of millions of dollars has become the routine, almost commonplace result of such investigations. With the combined factors of tough global financial conditions, governments struggling to generate revenue, the enactment of increased whistleblower rewards and a public appetite for corporate fraud prosecutions, there is nothing to indicate a decline in this trend anytime soon.

In addition to criminal and civil penalties, there are further serious repercussions to being found to have violated the FCPA, including:

- bans on doing business with the U.S. federal government;
- ineligibility to receive export licenses; and/or
- being delisted from securities exchanges by the Securities and Exchange Commission (the “SEC”).

These types of sanctions would serve to completely decimate many business models. Moreover, the SEC and the U.S. Department of Justice (the “DOJ”) typically require the company to pay for an independent compliance monitor to examine, report on and recommend improvements to its compliance program for a specified period of time. As a result, a company found guilty of an FCPA violation would likely continue bearing the expenses associated with any mandated compliance improvements, including legal fees, and undergo continued disruption of normal business operations for many years following the violation.

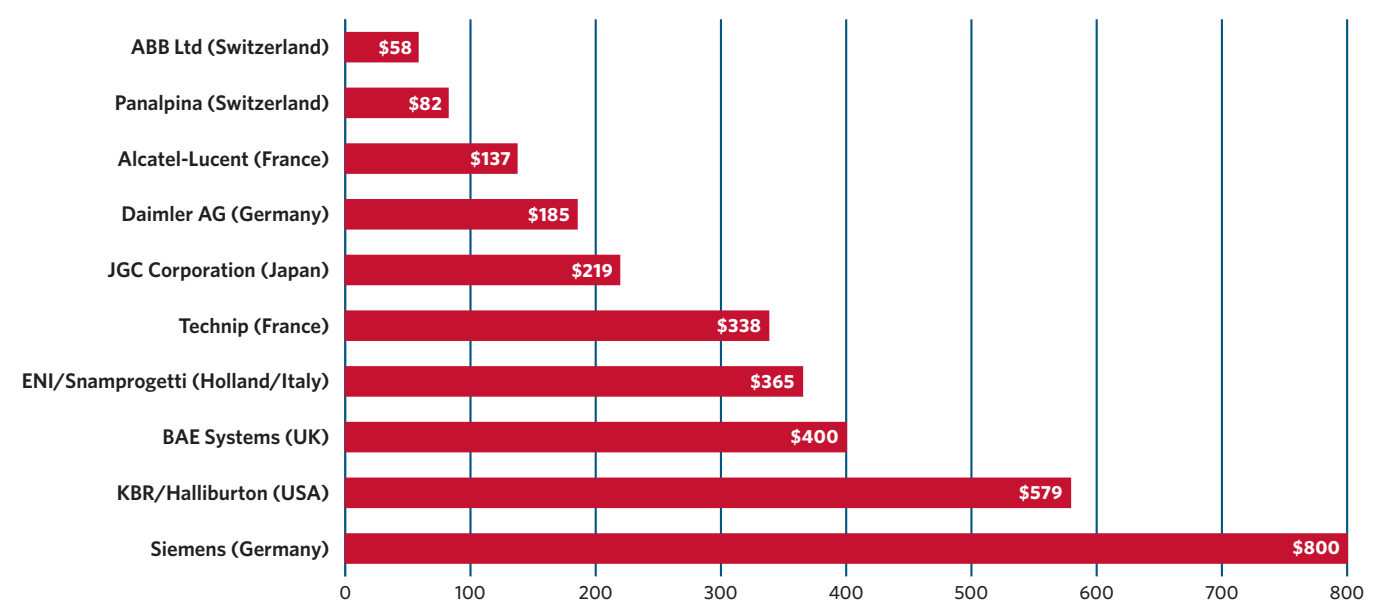


“It’s not enough to know the law—it’s understanding law enforcement that matters.”

— *Michael Sullivan, former Director of the Bureau of Alcohol, Tobacco, Firearms and Explosives (ATF) and former U.S. Attorney for the District of Massachusetts*

Largest FCPA Enforcement Penalties

(in millions)





“Our team provides comprehensive guidance by evaluating current processes, developing training programs, drafting compliance certification materials and modifying existing policies as the company matures.”

— John Ratcliffe, former U.S. Attorney for the Eastern District of Texas



“The best legal advice prevents problems from occurring, rather than just reacts to them.”

— Johnny Sutton, former U.S. Attorney for the Western District of Texas

**We’ve Been There and Done That.
The Vast Majority of the Partners in our Firm were Presidential Appointees to the Department of Justice.**

DON'T WAIT UNTIL FBI AGENTS ARE SWARMING YOUR CORPORATE OFFICES

Developing and Implementing FCPA and Corporate Compliance Programs and Policies

The Ashcroft Law Firm helps clients design, build and implement FCPA compliance and audit programs. We work with general counsels and compliance officers to customize policies and processes that enhance a company’s risk management efforts while minimizing operational disruption. Our team provides comprehensive guidance by evaluating current processes, developing training programs, drafting compliance certification materials and modifying existing policies as the company matures.

Preventing Violations During Business Transactions

The Ashcroft Law Firm believes in “anticipatory compliance.” The best legal advice prevents problems from occurring, rather than just reacts to them. Our lawyers assess prospective transactions for FCPA compliance and structure transactions to satisfy the requirements of the FCPA. We provide effective due diligence when engaging foreign agents, consultants, representatives and international joint venture partners. We also counsel on appropriate contractual provisions to address FCPA compliance. When necessary, we seek advisory opinions from the DOJ when the transaction terms or a target company’s compliance track record could pose a potential challenge. Post-acquisition, our due diligence includes the integration of the compliance systems of both the target and the acquiror companies.

When You have a Problem, Deal with it.

CONDUCTING INTERNAL INVESTIGATIONS

The Ashcroft Law Firm has extensive experience in handling internal corporate investigations, including possible violations of the books-and-records, internal controls and anti-bribery provisions of the FCPA. We understand the process from the law enforcement perspective. We know where to focus. We can quickly hone in on the critical documents and the right people. Then, we advise boards of directors and audit committees on the results of investigations. Our lawyers handle issues of attorney-client privilege, document retention and electronic discovery, all of which may be critical in the event of any government enforcement proceeding. The Ashcroft Law Firm’s prowess in this area has been recognized through its selection by the DOJ and various other governmental agencies to serve as Independent Monitor, Examiner or Reviewer to major corporations.

If You Find Yourself in a Fight, Fight Back.

ENFORCEMENT PROCEEDING DEFENSE

The Ashcroft Law Firm’s prior experience within the government sector affords us intimate knowledge of the enforcement process. When an action by the SEC or the DOJ seems likely, we will prepare clients for every possible aspect of the anticipated investigation. We can often negotiate the terms of the investigation with regulatory officials, helping to more accurately focus the government’s scope so as to minimize the company’s requirements. Our team of experienced trial attorneys vigorously advocates for our clients during settlement proceedings, and we represent clients during any government prosecution, civil suit or private litigation that stems from the FCPA or other compliance action.



“We understand the process from the law enforcement perspective. We know where to focus.”

— Luis A. Reyes, former General Counsel for the Office of the Special Inspector General for Iraq Reconstruction, and Former Deputy Associate Attorney General, U.S. Department of Justice



“We can often negotiate the terms of the investigation with regulatory officials, helping to more accurately focus the government’s scope so as to minimize the company’s requirements.”

— Catherine Hanaway, former U.S. Attorney for the Eastern District of Missouri

FCPA Enforcement: An Explosion in Prosecutions

Aggressive and vigorous enforcement of the FCPA has become a top priority for both the DOJ and the SEC. Following a record year of FCPA enforcement activity for both the DOJ and the SEC, in early 2010 the SEC created a stand-alone FCPA enforcement unit. In addition, both agencies bolstered their investigative activity through the use of techniques previously used to fight organized crime, such as wire taps, informers and surveillance. These actions support the view that both the DOJ and the SEC consider FCPA prosecutions to be second in priority only to their counter-terrorism efforts and, further, that the agencies recognize a link between FCPA violations and terrorism. As a result, FCPA prosecutions have risen dramatically, underscored by an 85% explosion in 2010 alone. Lanny Breuer, Assistant Attorney General of the DOJ's Criminal Division, predicted a similar increase for 2011, stating "FCPA enforcement is stronger than it's ever been—and getting stronger."

WHAT CONSTITUTES A "CORRUPT PAYMENT?"

Enforcement authorities expanded their interpretation far beyond the notion of a traditional bribe. Today, a corrupt payment includes ANY benefit given to a foreign official to obtain or retain business. Companies are prosecuted for providing, among other things, meals, plane rides, jobs for relatives and entertainment.

WHO IS A "FOREIGN OFFICIAL?"

Anyone who is remotely connected to a foreign government may be considered a foreign official. For example, doctors who work in countries with nationalized healthcare, people who volunteer for political party positions and, in the Alcatel case, a business in which the Malaysian Ministry of Finance owned a minority share.

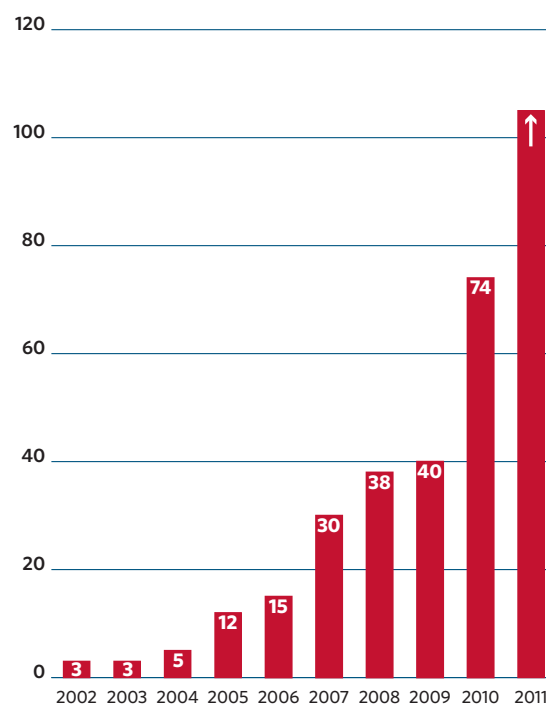
FOR WHOM AM I RESPONSIBLE?

Companies are held responsible for the actions of third party contractors, relatives, joint ventures distributors and almost anyone else seeking to retain or obtain business.

BOOKS AND RECORDS MAY BE YOUR ACHILLES HEEL.

In addition to the anti-bribery provisions, the FCPA's books and records provision requires accurate books, records and accounts, which in reasonable detail fairly reflect a company's transactions and disposition of assets. When prosecutors have failed to find the evidence to convict on pure bribery charges, they have succeeded in gaining convictions when a company has failed to properly record the payments. Indeed, errors or omissions in books and records, even if unintentional, could result in an FCPA conviction. The FCPA also mandates devising and maintaining reasonable internal accounting controls aimed at preventing and detecting FCPA violations.

FCPA Enforcement Actions by Year



* Based on public figures from U.S. Department of Justice and U.S. Securities and Exchange Commission

“[The SEC] will continue to focus on industry wide sweeps, and no industry is immune from investigation.”

— Cheryl Scarboro, Former Chief of the SEC's FCPA Unit



“FCPA enforcement is stronger than it’s ever been—and getting stronger.”

— Lanny Breuer, Assistant Attorney General of DOJ’s Criminal Division

FCPA Enforcement Trends and Targets

PROSECUTING EXECUTIVES

Enforcement authorities now target executives for prosecution with greater vigor and intensity, with such prosecutions hitting an all-time high in 2010. Greg Andres, Deputy Assistant Attorney General of the DOJ’s Criminal Division, testified before a U.S. Senate subcommittee that this practice will continue, stating, “we do not hesitate to seek jail terms for these offenders when appropriate. The Department has made the prosecution of individuals part of its FCPA enforcement strategy.” Likewise, Assistant Attorney General Lanny Breuer has stated that “[t]he prospect of significant prison sentences for individuals should make clear to every corporate executive, every board member, and every sales agent, that we will seek to hold you personally accountable for FCPA violations.” The convictions of two corporate executives in an FCPA trial in May 2011 and sentencing of a Virginia executive to seven years for FCPA violations demonstrate the government’s willingness to seek harsh penalties and lengthy prison terms in FCPA cases.

THIRD PARTY FCPA LIABILITY

The government’s ever-intensifying FCPA enforcement efforts aimed at “direct” company bribery or books and records violations have understandably been the topic of many executive boardroom conversations. What is often missing from those discussions, however, is a realization that in almost two-thirds of recent FCPA cases, liability attaches indirectly through the misconduct of foreign third parties, such as a company’s agents, suppliers, distributors, consultants and joint venture partners. The FCPA, in part, expressly provides for direct company and individual liability for bribes paid by a third party, provided the principal has “knowledge” of the third party’s misconduct. Because courts seem willing to accept the government’s expansive interpretation of a constructive “knew or should have known” standard—rather than actual knowledge, to support an FCPA charge—all signals are that such third-party liability will become an increasing target for the government and an increasing problem for U.S. or U.S.-based businesses in the years ahead.

TARGETING INDUSTRIES

An analysis of FCPA investigations and prosecutions over the past 24 months shows that, almost without exception, enforcement actions have involved multiple companies within a particular business industry that may be engaging in similar patterns of allegedly unlawful practices. In 2010, the DOJ and the SEC announced multi-defendant enforcement actions involving the following industries:

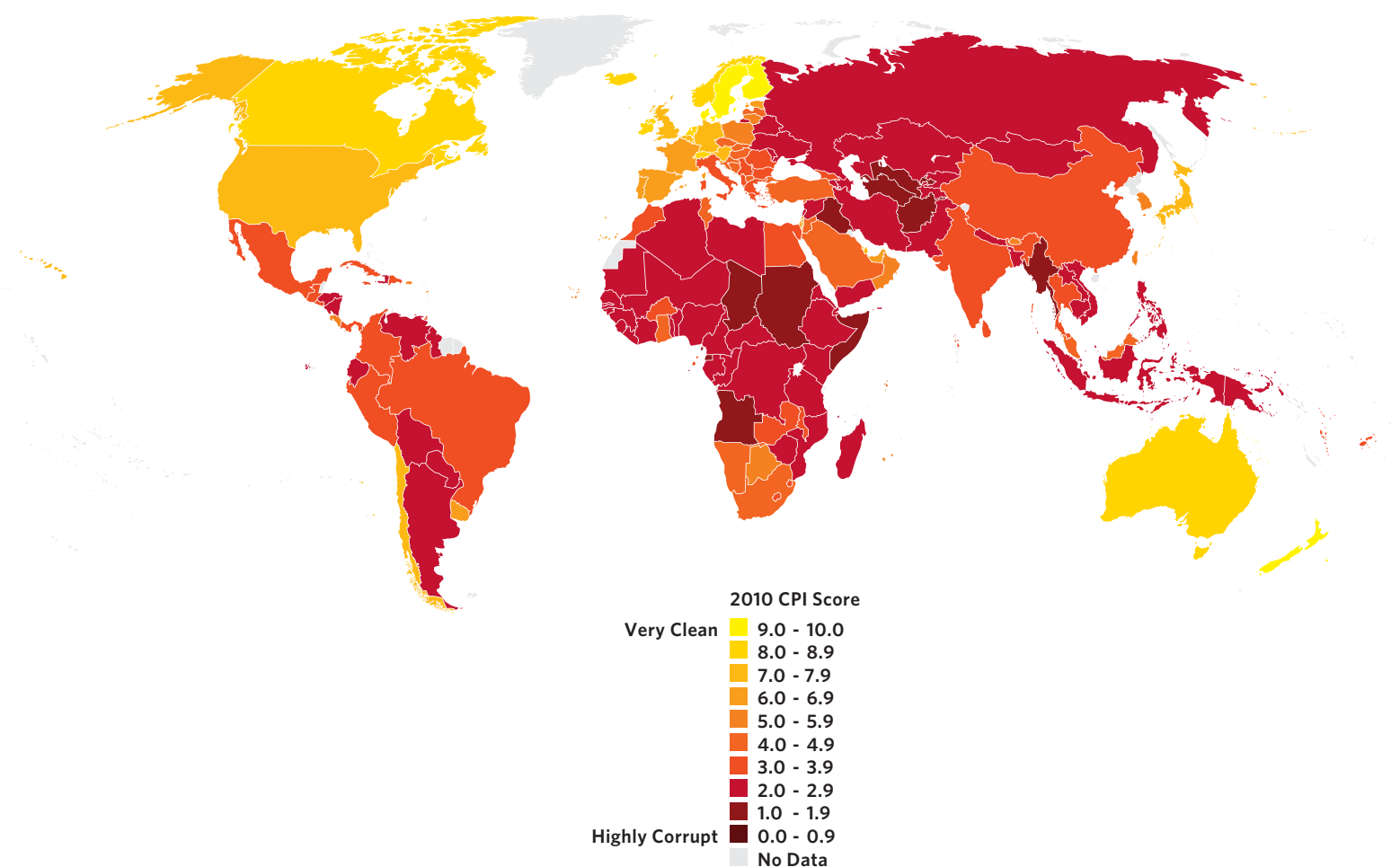
- oil and oil services;
- telecommunications;
- tobacco;
- defense; and
- pharmaceutical/medical devices.

Worldwide Enforcement of International Fraud

While the U.S. remains the “top cop” in international corruption enforcement, many foreign governments are raising the profile of their anti-bribery enforcement efforts by adopting or revising anti-corruption laws and statutes. Most notably, in July 2011 the United Kingdom began enforcing its controversial Bribery Bill which, among other things, outlaws facilitation payments; creates strict liability for the failure of a corporate official to prevent bribery; prohibits the bribery or attempted bribery of private citizens; bans the receipt of bribes and provides for criminal penalties of up to 10 years in prison per offense with no limit on fines.

Other member countries of the Organization for Economic Cooperation and Development (“OECD”), including Russia, Spain, China, Nigeria and Costa Rica, have also begun to vigorously enforce their own anti-corruption laws and are prosecuting corruption offenses. In most cases, these foreign countries are supported in their efforts by a U.S. government that has been willing to provide forensic training and technology to these investigations. As a result, to a greater extent than ever, international regulators are cooperating in their anti-corruption enforcement efforts. As evidence of this trend, numerous recently announced FCPA settlements included cooperation between the U.S. and various European authorities.

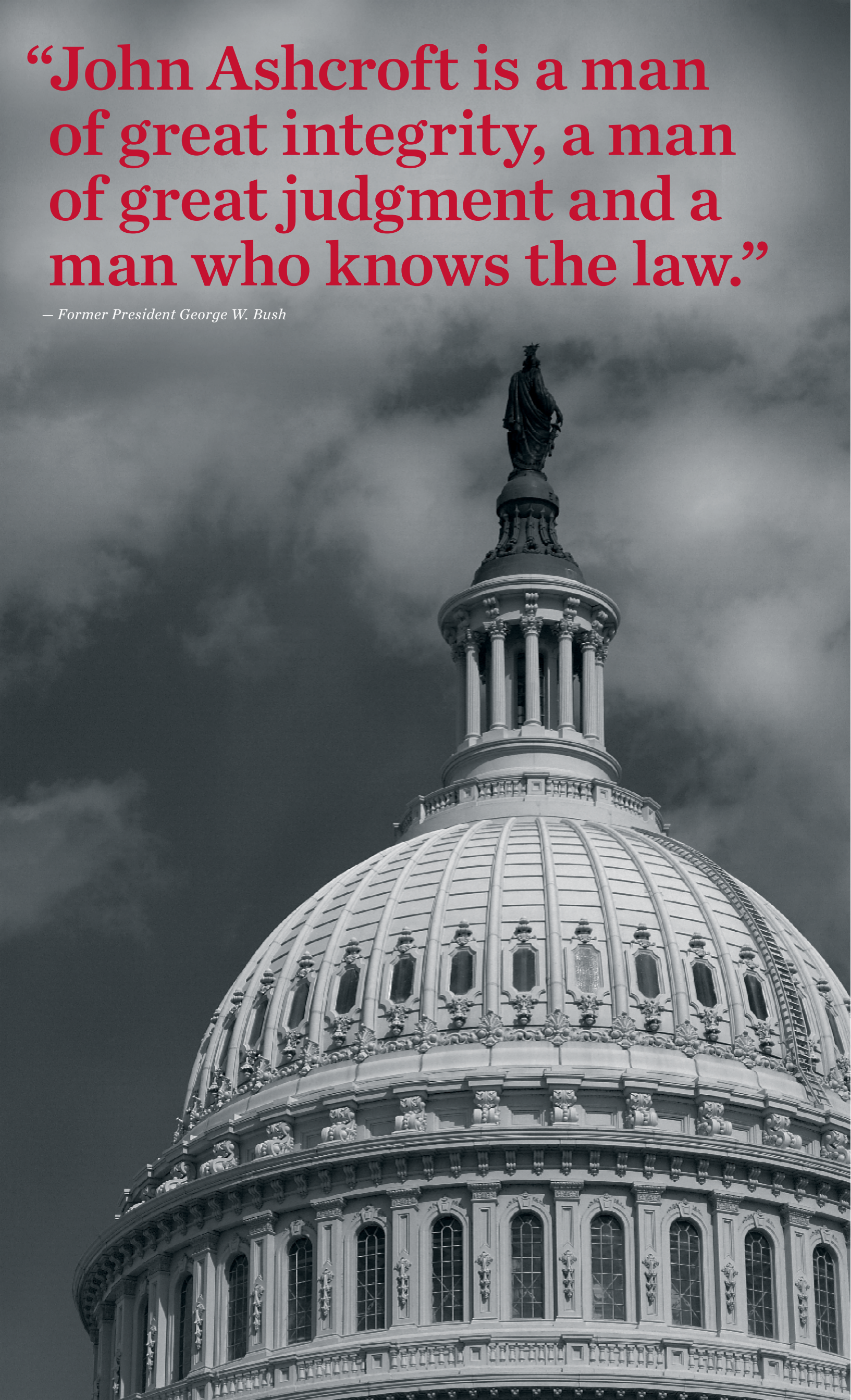
Worldwide Corruption Levels



* Transparency International's Corruption Perceptions Index 2010

“...we do not hesitate to seek jail terms for these offenders when appropriate. The Department has made the prosecution of individuals part of its FCPA enforcement strategy.”

— Greg Andres, Deputy Assistant Attorney General of DOJ's Criminal Division



“John Ashcroft is a man
of great integrity, a man
of great judgment and a
man who knows the law.”

— Former President George W. Bush

The Ashcroft Law Firm

The Ashcroft Law Firm, LLC, led by John Ashcroft, former Attorney General of the United States and former U.S. Senator and Governor of Missouri, is built upon a model and premise that is unlike any other law firm in the country. Following his service as Attorney General, Mr. Ashcroft recruited a very select group of the most seasoned, respected and experienced group of senior attorneys from the Department of Justice to join the Ashcroft Law Firm. With a higher concentration of former United States Attorneys and senior Department of Justice officials than any other law firm in the country, the Ashcroft Law Firm is unique within the legal community.

In keeping with its distinct methodology of blending business management expertise with precise legal analysis, the Ashcroft Law Firm also boasts former senior corporate executives, bank examiners and corporate attorneys with extensive experience in corporate governance, SEC compliance and corporate finance. Our robust collective experience in both the business and legal sectors enable us to conduct efficient, effective and comprehensive legal and regulatory evaluations as well as to provide timely direction and assistance to companies needing intense preventative or case-specific, complex legal and/or business advice.

OUR PEOPLE

To assist clients in navigating the FCPA and other anti-corruption measures, the Ashcroft Law Firm provides an unparalleled team of attorneys including:

- a former U.S. Attorney General, Governor and U.S. Senator;
- a former Director of one of the Department of Justice's largest law enforcement agencies, the Bureau of Alcohol, Tobacco, Firearms and Explosives (ATF);
- four former United States Attorneys with years of experience in leading international investigations;
- a former General Counsel for a Federal law enforcement agency charged with rooting out international fraud and corruption;
- former high-ranking Department of Justice lawyers who regularly advise corporations on the complex and ever-shifting requirements of the FCPA and other anti-corruption legislation; and
- corporate attorneys with vast industry-specific knowledge and experience in the structuring and execution of national and international business transactions.

OUR SERVICES AND CLIENTS

The Ashcroft Law Firm enjoys a reputation for integrity and a track record for accelerating successful resolutions of even the most complex investigations. Clients of the Ashcroft Law Firm benefit from our longstanding and strong relationships with the DOJ and the SEC that were built during many years of experience as former DOJ prosecutors. The Ashcroft Law Firm and its attorneys have provided compliance advice, legal counsel and consulting services to Fortune 500 companies, multi-national corporations and corporate executives in the following industries:

- Defense and Aerospace
- Manufacturing
- Pharmaceutical
- Medical Device
- Healthcare
- Commercial Airlines
- Energy
- Insurance
- Investment Banks and Financial Services
- Commercial and Retail Services
- Telecommunications

For more information on the Ashcroft Law Firm and its legal or consulting services, contact any of the following partners:

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Meetings with attorneys are by appointment only.

The choice of a lawyer is an important decision and should not be based solely upon advertisements.

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