Index

ABB
Enforcement actions
FCPA internal investigations, new dynamics, **12:3**

ABB, LTD.
Recent activity
SEC's enforcement of FCPA, **14:7**

ACCOUNTING AND RECORD-KEEPING PROVISIONS
General discussion, **1:20**
Accounting records
sample company policies and procedures, **21:32**
Books and records
accuracy of records, **21:21, 21:29 to 21:31, 21:33, 46:13 to 46:16**
integrity of records, reports, **21:20**
record retention, **21:24**
sample company policies and procedures, **21:20 to 21:22, 21:28 to 21:31, 21:33, 21:34**
Bribery, **22:7**
Enforcement
criminal, **1:25**
Securities and Exchange Commission (SEC) enforcement, **1:23, 1:24**
Falsification of books and records, **21:23**
FCPA violation elements, **1:21**
Internal accounting controls
sample company policies and procedures, **21:25 to 21:27**
Securities and Exchange Commission (SEC) enforcement, **46:13 to 46:16**
Jurisdiction, **1:22**
Misuse of assets or services, **21:21**
Non-prosecution agreements
Securities and Exchange Commission (SEC), **1:24**
Promotion of the Reliability of Financial Information and Prevention of the Concealment of Questionable or Illegal Corporate Payments and Practices (Feb. 23, 1979), **App. 26-C**
Record-keeping
FCPA violation elements, **1:21**
jurisdiction, **1:22**
Securities and Exchange Commission (SEC), **1:23**
Release No. 44969—Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001), **App. 26-J**
Release No. 34-18255—Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981), **App. 26-F**
Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001)—Release No. 44969, **App. 26-J**
Retention of records, **21:24**
Sample company accounting and record-keeping policies and procedures, **21:20, 21:29 to 21:34**
Sample company policies and procedures
books and records, **21:20 to 21:24, 21:28 to 21:34**
internal accounting controls, **21:25 to 21:27**
misuse of assets or services, **21:21**
Sample FCPA Compliance Program, **22:7**
Securities and Exchange Commission (SEC)
FCPA, passage, **46:13 to 46:16**
Promotion of the Reliability of Financial Information and Prevention of the Concealment of Questionable or Illegal Corporate Payments and Practices (Feb. 23, 1979), **App. 26-C**
Release No. 44969—Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001), **App. 26-J**
Release No. 34-18255—Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981), **App. 26-F**
Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001)—Release No. 44969, **App. 26-J**
SEC Notification of Enactment of Foreign Corrupt Practices Act of 1977 (Feb. 23, 1978), **App. 26-A**
SEC Opinion of Special Counsel (May 16, 1978), **App. 26-B**
SEC Report of Management's Responsibilities (July 26, 1988), **App. 26-G**
SEC Staff Accounting Bulletin No. 99 - Materiality (August 1999), **App. 26-I**
Speech by SEC Chairman Williams on FCPA Accounting Provisions (Jan. 13, 1981) before AICPA Annual Conference, **App. 26-E**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Sept. 5, 1980), **App. 26-D**

ACCOUNTING AND RECORD-KEEPING PROVISIONS—Cont'd
Securities and Exchange Commission (SEC)—Cont'd
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981)—Release No. 34-18255, **App. 26-F**
''The Importance of High Quality Accounting Standards,'' Remarks by Arthur Levitt, Chairman, U.S. Securities and Exchange Commission, before the Inter-American Development Bank, Washington D.C., September 29, 1997, **App. 26-H**
Speech by SEC Chairman Williams on FCPA Accounting Provisions (Jan. 13, 1981) before AICPA Annual Conference, **App. 26-E**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Sept. 5, 1980), **App. 26-D**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981)—Release No. 34-18255, **App. 26-F**
''The Importance of High Quality Accounting Standards,'' Remarks by Arthur Levitt, Chairman, U.S. Securities and Exchange Commission, before the Inter-American Development Bank, Washington D.C., September 29, 1997, **App. 26-H**

ACCOUNTING ISSUES
Distinguishing features
FCPA internal investigations, new dynamics, **12:17**

ACCOUNTING PROVISIONS
Investment transaction, **5:8**
Persons subject to accounting provisions, **5:10**
Record-keeping and internal control provisions, **5:9**

ACTIONS
Antibribery
private cause of action, **15:12**
Case summaries, **47:1**
Enforcement actions, cases, **47:1**
Private causes of action, sanctions against bribery, **15:12**

AFFIRMATIVE DEFENSES
Bribery
antibribery provisions of the FCPA, **15:8**
FCPA violation elements, **1:16**
permissible payments, **15:6**
FCPA Violation Elements, **1:16**

AFRICAN UNION CONVENTION ON PREVENTING AND COMBATING CORRUPTION
Internationalized standards, **11:39**

AGENTS AND AGENCY
Compensation, **22:11**
Compliance, **4:7**
FCPA Compliance, **4:7**

AGENTS AND AGENCY—Cont'd
Retention, **22:11**
Sample company bribery policies and procedures, **21:6**
Sample FCPA compliance program
commercial representatives/agents, **22:11, App. 22-A**
compensation, **22:11**
retention, **22:11**
sample language for inclusion in international sales, marketing, agency and distribution agreements, and sample distribution agreement, **App. 22-B**
selection, **22:11, App. 22-A**
Sample language for inclusion in international sales, marketing, agency and distribution agreements, and sample distribution agreement, **App. 22-B**
Selection, **22:11, App. 22-A**

AGGRESSIVE ENFORCEMENT CLIMATE
Perennial issues, **11:26**

ALBEMARLE CORP.,
Securities and Exchange Commission (SEC) enforcement, **46:16**

ALBEMARLE CORPORATION
Securities and Exchange Commission (SEC) enforcement, **46:15**

AMADOU KANE DIALLO
False pretenses, **46:11**
False representations, **46:11**
Indictment, **46:11**

AMERICAN BANK NOTE HOLOGRAPHICS, INC.
Recent activity
SEC's enforcement of FCPA, **14:12**

AMERICAN RICE
Recent activity
SEC's enforcement of FCPA, **14:6**

ANTIBRIBERY PROVISIONS
Bribery
general discussion, **4:3, 15:1, 15:2**
affirmative defenses, **15:6, 15:8**
basic prohibitions, **15:4**
enforcement, **15:3**
facilitating payments, **15:7**
permissible payments and affirmative defenses, **15:6**
sample FCPA compliance program, **22:5 to 22:7**
sanctions, **15:9 to 5:13**
third-party payments, **15:5**
Compliance, **4:3**
Elements of a violation, **5:3**
International distribution and commercial representative agreements, **22A:2**
Third parties, **15:5**

ANTICORRUPTION AGREEMENTS AND CONVENTIONS
Council of Europe Conventions
Council of Europe Criminal Law Convention on Corruption, Convention penale sur la corruption, **App. 17-G**
Recommendation of the Council for Further Combating Bribery of Foreign Public Officials in International Business Transactions, **App. 17-H**
Guidelines for Procurement under IBRD Loans and IDA Credits, **App. 17-D**
ICC (International Chamber of Commerce)
ICC (International Chamber of Commerce) Press Release and Rules of Conduct to Combat Extortion and Bribery, **App. 17-E**
OAS (Organization of American States)
OAS (Organization of American States) Inter-American Convention against Corruption, **App. 17-A**
OECD (Organization for Economic Co-Operation and Development) (this index)
United Nations
U.N. (United Nations) Convention against Corruption, **App. 17-C**
U.N. (United Nations) Declaration against Corruption and Bribery in International Commercial Transactions, **App. 17-C**

ARCHIVED MATERIAL
Case law, **App. I, App. J**

ASSESSING RISK
Auditors' duty to detect fraud, **10:29**

AUDITORS' DUTY TO DETECT FRAUD
Related considerations, **10:26**

AUTHORITY AND NATURE OF INVESTIGATIONS
SEC's enforcement of FCPA, **14:2**

AVOIDING FCPA VIOLATIONS
Compliance programs, **5:40**
Fcpa investment transaction, **5:39**
Transaction-specific measures, **5:41**
contractual provisions, **5:49**
accounting and auditing, **5:53**
antibribery covenants, **5:51**
financial and payment terms, **5:52**
indemnification, **5:55**
management rights and structure, **5:56**
representations and warranties, **5:50**
termination, **5:54**
due diligence, **5:42**
business justification, **5:48**
country conditions, **5:46**
local laws, **5:47**
proposed partner or acquiree, **5:43**
proposed partner's official position, **5:44**
reasonable valuation/compensation and "comparables," **5:45**

BAKER HUGHES
Recent activity
SEC's enforcement of FCPA, **14:11**

BELLSOUTH CORPORATION
Recent activity
SEC's enforcement of FCPA, **14:9**

BOOKS AND RECORDS
Accounts and Record-Keeping Provisions (this index)
Perennial issues, **11:15**

BRIBERY
Accounting requirements, **22:7**
Affirmative defenses
antibribery provisions of the FCPA, **15:6, 15:8**
FCPA violation elements, **1:16**
permissible payments, **15:6**
Antibribery provisions of the FCPA
general discussion, **4:3, 15:1, 15:2**
affirmative defenses, **15:6, 15:8**
basic prohibitions, **15:4**
enforcement, **15:3**
facilitating payments, **15:7**
permissible payments, **15:6**
sample FCPA compliance program, **22:5 to 22:7**
sanctions, **15:9 to 15:13**
third-party payments, **15:5**
Business with foreign governments, **21:17**
Compliance, **21:3**
Dealing with foreign officials, **21:13**
Deferred prosecution agreements, Department of Justice (DOJ), **1:18**
Department of Justice (DOJ) enforcement, **1:17, 1:18**
Efforts to curb, international, **1:39**
18 U.S.C.A. § 201. Domestic Bribery Statute, above
Enforcement
antibribery provisions of the FCPA, **15:3**
deferred prosecution agreements, **1:18**
Department of Justice (DOJ)
General discussion, **1:17**
deferred prosecution agreements, **1:18**
Securities and Exchange Commission (SEC), **1:19**
Exceptions
facilitating payments, **1:15**
Facilitating payments
antibribery provisions of the FCPA, **1:15, 15:7**
sample company bribery policies and procedures, **21:15**
FCPA violation elements
general discussion, **1:2 to 1:10**
affirmative defenses, **1:16**
exception, facilitating payments, **1:15**
facilitating payments exception, **1:15**
false pretenses, **46:11**
false representations, **46:11**

BRIBERY—Cont'd
FCPA violation elements—Cont'd
foreign officials, **1:4 to 1:10, 1:5 to 1:10**
government officials, **46:14, 46:16**
high ranking government officials, **46:12**
instrumentality, interstate, **1:13**
intent, **1:11**
interstate instrumentality, **1:13**
jurisdiction, **1:3**
knowledge, **1:12**
obtain and retain chemical catalyst business, **46:16**
obtain business, **1:14**
public-sector oil refineries, **46:15**
retain business, **1:14**
structure tender requirements, **46:16**
Foreign activities, **21:10 to 21:12**
Foreign Corrupt Practices Act
Sample company bribery policies and procedures, **21:8, 21:14**
Foreign officials, **1:4 to 1:10, 1:5 to 1:10**
Foreign representatives, agents, and consultants, **21:6**
Gifts, **21:11**
Illegal or unethical payments, gifts, bribes, or gratuities, **21:18**
Improper influence, **21:1**
Improper payments, **21:16**
Instrumentality, interstate, **1:13**
Intent, **1:11**
International Anti-Bribery Act of 1988, **App. D**
International Anti-Bribery and Fair Competition Act of 1998, **22:8 to 22:10**
International business, **21:7**
International efforts to curb, **1:39**
Interstate instrumentality, **1:13**
Jurisdiction, **1:3**
Justice Department (DOJ) enforcement, **1:17, 1:18**
Payments
facilitating payments, **1:15, 15:7, 21:15**
illegal or unethical payments, gifts, bribes, or gratuities, **21:18**
improper payments, **21:16**
permissible payments, **15:6**
sample bribery provisions, **21:5, 21:12, 21:19**
third-party payments, **15:5**
Penalties, **22:6**
Permissible payments, **15:6**
Public-sector oil refineries, **46:15**
Sample company bribery policies and procedures
bribery of government officials is forbidden, **21:4**
business courtesies offered to foreign government employees, officials, and representatives, **21:2**
business with foreign governments, **21:17**
compliance with other laws, **21:3**
dealing with foreign officials, **21:13**
facilitating payments, **21:15**
foreign activities, **21:10 to 21:12**

BRIBERY—Cont'd
Sample company bribery policies and procedures—Cont'd
Foreign Corrupt Practices Act, **21:8, 21:14**
foreign representatives, agents, and consultants, **21:6**
illegal or unethical payments, gifts, bribes, or gratuities, **21:18**
improper influence, **21:1**
improper payments, **21:16**
international business, **21:7**
payments to foreign government officials, **21:19**
payments to government employees, **21:5**
U.S. Foreign Corrupt Practices Acts, **21:9**
Sample FCPA compliance program, **22:5 to 22:7**
Sanctions
general discussion, **22:6**
civil, **15:10**
criminal, **15:9**
governmental guidance, **15:13**
other governmental action, **15:11**
private cause of action, **15:12**
Securities and Exchange Commission (SEC) enforcement, **1:19**
Third-party payments, **15:5**
U.S. Foreign Corrupt Practices Acts, **21:9**

BRIBERY ABROAD- STAY OUT OF JAIL: THE US ANTIBRIBERY REGULATIONS
Counseling against corruption
introduction, compliance programs, **9:10**
legal underpinnings, **9:11**
steps, designing a program, **9:12**
Foreign corrupt practices act: the idea and the reality
generally, **9:1**
history and elements, the FCPA, **9:2**
affirmative defenses, **9:6**
antibribery provisions, **9:4**
exceptions: grease payments, **9:5**
record-keeping provisions, **9:3**
Global response to corruption, international business transactions
generally, **9:7**
other international efforts against bribery, **9:9**
perception of bribery, Transparecy International Index, **9:8**

BRIEF SUMMARY OF DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT
Enforcement, **App. 1-A**

BROAD REACH
Internal accounting controls, **10:15**

BUSINESS WITH GOVERNMENT OFFICIALS OR FAMILY MEMBER
High-risk transactions, **11:32**

CASE SUMMARIES
Directors and officers
Illustrative cases, **1:36**
Enforcement
general discussion, **27:1 et seq.**
Matter of GOL Linhas Aereas Inteligentes S.A., 2022 enforcement actions/cases, **45:20**
2006 enforcement actions/cases, **29:1 to 29:26 (CD-ROM)**
2007 enforcement actions/cases, **30:1 to 30:127 (CD-ROM)**
2008 enforcement actions/cases, **31:1 to 31:127 (CD-ROM)**
2009 enforcement actions/cases, **32:1 to 32:125 (CD-ROM)**
2010 enforcement actions/cases, **33:1 to 33:108 (CD-ROM)**
2011 enforcement actions/cases, **34:1 to 34:85**
2012 enforcement actions/cases, **35:1 to 35:54**
2013 enforcement actions/cases, **36:1 to 36:63**
2014 enforcement actions/cases, **37:1 to 37:53**
2015 enforcement actions/cases, **38:1 to 38:51**
2016 enforcement actions/cases, **39:1 to 39:43**
2017 enforcement actions/cases, **40:1 to 40:26**
2018 enforcement actions/cases, **41:1 et seq.**
2019 enforcement actions/cases, **42:1 et seq.**
2020 enforcement actions/cases, **43:1 et seq.**
2021 enforcement actions/cases, **44:1 et seq.**
Foreign Corrupt Practices Act, **28:1 to 28:36**
Liability, **1:36**
2006 enforcement actions/cases, **29:1 to 29:26 (CD-ROM)**
2007 enforcement actions/cases, **30:1 to 30:127 (CD-ROM)**
2008 enforcement actions/cases, **31:1 to 31:127 (CD-ROM)**
2009 enforcement actions/cases, **32:1 to 32:125 (CD-ROM)**
2010 enforcement actions/cases, **33:1 to 33:108 (CD-ROM)**
2011 enforcement actions/cases, **34:1 to 34:85**
2012 enforcement actions/cases, **35:1 to 35:54**
2013 enforcement actions/cases, **36:1 to 36:63**
2014 enforcement actions/cases, **37:1 to 37:53**
2015 enforcement actions/cases, **38:1 to 38:51**
2016 enforcement actions/cases, **39:1 to 39:43**
2017 enforcement actions/cases, **40:1 to 40:26**
2018 enforcement actions/cases, **41:1 et seq.**
2019 enforcement actions/cases, **42:1 et seq.**
2020 enforcement actions/cases, **43:1 to 43:41**
2021 enforcement actions/cases, **44:1 to 44:27**
2022 enforcement actions/cases, **45:1 to 45:30**

CASES AND ENFORCEMENT ACTIONS
Case summaries
generally, **28:1 to 28:36**

CASES AND ENFORCEMENT ACTIONS—Cont'd
Case summaries—Cont'd
Foundation of shareholders committee of former Saybolt International v. Schreiber, **28:1, 28:20**
application to case, **28:31**
as and for first cause of action for legal malpractice, **28:13**
as and for second cause of action for breach of a lawyers fiduciary duty, **28:14**
as and for third cause of action for breach of contract, **28:15**
bribe, **28:21**
collateral estoppel doctrine of privity, **28:30**
Conclusion, **28:28**
Continuous representation and tolling agreement, **28:6**
conviction of Mead, **28:29**
corruptly element, **28:27**
criminal proceedings, **28:22**
criminal proceedings against Saybolt and Schreibers obtaining immunity, **28:10**
Defendants Philippe S.E. Schreiber and Walter, Conston, Alexander & Green, P.C, **28:4**
Discussion, standard of review, **28:24**
elements of crime, **28:26**
escrow and assignment of the claims, **28:7**
Facts and allegations relevant to all causes of action, **28:7**
Freuler v. Parker, **28:33**
guilty plea, **28:25**
Jurisdiction and venue, **28:2**
malpractice suit, **28:23**
Nature of action, **28:5**
parties, plaintiff Dutch entity, **28:3**
prosecution and testifying against clients, **28:10**
Saybolt Companies, **28:8**
Schreibers admitted lack of knowledge about FCPA, **28:12**
Schreibers erroneous and incomplete legal advice, **28:11**
Schreibers retention as counsel to Saybolt, **28:9**
Strong v. Taylor, **28:34**
United States v. Asem L. Elgawhary, **28:36**
United States v. Cilins, obstruction, **28:35**
United States of America v. UNC/Lear Services, Inc., **28:16**
Parties, **28:17**
Recitals, **28:18**
Terms of agreement, **28:19**

CHARITABLE DONATIONS UNDER FCPA
Conclusion, **13:4**
Discussion, domestic bribery statute v. FCPA, **13:2**
Generalized goodwill, payment under, **13:3**
Introduction, **13:1**

CHECKLISTS
Internal investigations, issues to be considered, **App. 12-A**

CHIQUITA BRANDS
Recent activity
SEC's enforcement of FCPA, **14:10**

CIVIL SANCTIONS
Sanctions, **15:10**

CLEAR CHANNEL OUTDOOR HOLDINGS INC.
Securities and Exchange Commission (SEC) enforcement, **46:14**

CLIENT
Distinguishing features
FCPA internal investigations, new dynamics, **12:25**

COMMERCIAL REPRESENTATIVES/AGENTS
Sample FCPA compliance program, **22:11, App. 22-A**

COMMISSIONS
Fees and Commissions (this index)

COMPA02090205AS Y PERSONAS NO ESTADOUNIDENSES Y LA FCPA
Spanish-language overview
author's note, **19:1**
translated table of contents, **19:2**

COMPENSATION
Agents and agency, **22:11**
Representatives, foreign, **22:11**
Sample FCPA compliance program, **22:11**

COMPETITION
Foreign Competition (this index)

COMPLIANCE
General discussion, **4:1 to 4:12**
Agents, **4:7**
Antibribery, international distribution and commercial representative agreements, **22A:2**
Antibribery provisions, **4:3**
Assignment of responsibility, **1:28**
Bribery, **21:3**
Business associates, **4:7**
Business partners, **4:7**
Certification, periodic, **23:17**
Compliance certification, **App. 23-C**
Compliance culture, **1:27**
Compliance questionnaire, **App. 23-A**
Contracts, **1:31, 23:15**
Covenants, **1:31**
Defenses, **4:4**
Detection, FCPA problems, **1:26**
Dodd-Frank Wall Street Reform and Consumer Protection Act, **1:34**
Due diligence investigations, **1:29, 1:30**
Enforcement, **4:5**

COMPLIANCE—Cont'd
Exceptions, **4:4**
Foreign Corrupt Practices Act, **1:26, 1:34**
Governing law
general discussion, **22:4**
FCPA bribery prohibitions, **22:5 to 22:7**
International Anti-Bribery and Fair Competition Act of 1998, **22:8 to 22:10**
Red flags, **23:16**
Reporting violations, communication lines for, **23:18**
Representations and warranties, **1:32**
Responsibility, assignment of, **1:28**
Sample company bribery policies and procedures, **21:3**
Sample compliance program
compensation, **22:11**
foreign commercial representatives/agents, **22:11, App. 22-A**
organization, **22:2**
purpose, **22:1**
retention, **22:11**
sample language for inclusion in international sales, marketing, agency and distribution agreements, and sample distribution agreement, **App. 22-B**
selection of foreign commercial representatives/agents, **22:11**
standards for conduct, **22:3 to 22:10**
Sample compliance provisions for contract with representatives, **App. 23-B**
Sarbanes-Oxley Act of 2002, **1:33**
Suspicious activities, reporting of, **23:18**
Training, **23:19**
Written procedures
general discussion, **23:2**
appointment approval, **23:14**
candidate evaluation, **23:9 to 23:11**
candidate identification, **23:3**
due diligence, **23:2**
due diligence report, **23:13**
information collection, **23:5 to 23:8**
qualification identification, **23:4**
review of local laws, **23:12**

COMPLIANCE AND DISCLOSURE ISSUES
Distinguishing features
FCPA internal investigations, new dynamics, **12:28**

CONCLUSION
Disclosure requirements under FCPA, **6:9**
Domestic bribery statute interpret the FCPA, **8:9**

CONCLUSIONS AND RECOMMENDATIONS
Fcpa investment transaction, **5:58**

CONSPIRACY
United States v. Corporacion Financiera Colombiana SA, **46:12**

CONTRACTS
Compliance, **1:31, 23:15**

CONTRACTS—Cont'd
Covenants, **1:31**
Provisions requiring FCPA compliance, **23:15**
Representations and warranties, **1:32**
Sample compliance provisions for contract with representatives, **App. 23-B**

CONTRACTUAL PROVISIONS
Transaction-specific measures
avoiding FCPA violations, **5:46, 5:49**

COOPERATION WITH DEPARTMENT OF JUSTICE
SEC's enforcement of FCPA, **14:3**

CORPORACION FINANCIERA COLOMBIANA SA
Conspiracy, **46:12**

CORPORATE ENFORCEMENT POLICY
Deputy Attorney General Rosenstein, remarks, **App. 25A-A**

CORRUPT INTENT
Taxation, **3:7**

COUNCIL OF EUROPE CONVENTION
Council of Europe Criminal Law Convention on Corruption, Convention penale sur la corruption, **App. 17-G**
Developing web, international anticorruption conventions, **5:15**
Internationalized standards, **11:37**
Recommendation of the Council for Further Combating Bribery of Foreign Public Officials in International Business Transactions, **App. 17-H**

COVENANTS
Compliance, **1:31**
Contracts, **1:31**

CRIMINAL ENFORCEMENT
Enforcement (this index)

CRIMINAL SANCTIONS
Sanctions, **15:9**

DEFENSES
Affirmative defenses
antibribery provisions of the FCPA, **15:8**
bribery, **1:16**
permissible payments, **15:6**
taxation, **3:11**
Antibribery provisions of the FCPA, **15:8**
Bribery, **1:16**
Compliance, **4:4**
Permissible payments, **15:6**
Taxation, **3:11**

DEFERRED PROSECUTION AGREEMENTS
Bribery, Department of Justice (DOJ), **1:18**

DEGREE OF CONTROL BY OR BENEFIT
Joint venture, company owned or controlled by a government official, **5:28**

DEMAND SIDE
Distinguishing features
FCPA internal investigations, new dynamics, **12:11**

DEPARTMENT OF JUSTICE (DOJ)
Generally, **25:1 to 25:5**
Bribery, **1:17, 1:18**
Deferred prosecution agreements, **1:18**
Enforcement
general discussion, **1:17**
deferred prosecution agreements, **1:18**

DETECTION
Compliance, **1:26**

DIRECT PAYMENTS
Taxation, **3:11**

DIRECTION AND CONSULTATION
Distinguishing features
FCPA internal investigations, new dynamics, **12:20**

DIRECTORS AND OFFICERS
Case summaries, **1:36**
Liability
general discussion, **1:35**
case summaries, **1:36**
private right of action, **1:37**
statute of limitations, **1:38**
Private rights of action, **1:37**
Rights of action, **1:37**
Statutes of limitations, **1:38**

DISCIPLINE AND REMEDIATION ISSUES
Distinguishing features
FCPA internal investigations, new dynamics, **12:23**

DISCLOSURE ISSUES
Distinguishing features
FCPA internal investigations, new dynamics, **12:22**

DISCLOSURE OBLIGATIONS
Auditors' duty to detect fraud, **10:30**

DISCLOSURE REQUIREMENTS UNDER FCPA
Conclusion, **6:9**
General requirement potentially applicable, **6:3**
SEC requirements, **6:5**
under New York Stock Exchange Listed Company Manual, **6:6**
under securities law, **6:4**
under the Sarbanes-Oxley Act, **6:7**
Generally, **6:1**
No explicit legal requirement, disclose FCPA violations, **6:2**
Voluntary disclosure DOJ or SEC, **6:8**

DISCUSSION, DOMESTIC BRIBERY STATUTE V. FCPA
Charitable donations under FCPA, **13:2**

DISTINGUISHING FEATURES
FCPA internal investigations, new dynamics, **12:7**
Impact of corporate governance reforms
FCPA internal investigations, new dynamics, **12:24**

DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT
Compliance programs, **1:34**

DOJ
Department of Justice (this index)

DOJ RELEASES
Recent cases and opinion releases, 2005, **11:55**

DOMESTIC BRIBERY STATUTE INTERPRET THE FCPA
Conclusion, **8:9**
Generally, **8:1**
Structure of 18 U.S.C.A. 201, **8:2**
''anything of value,'' **8:4**
''public official,'' **8:3**
required intent, **8:5**
differentiating between 201 (b) and 201 (c), **8:8**
Section 201 (b), bribes, **8:6**
Section 201 (c), illegal gratuities, **8:7**

DUE DILIGENCE
Appointment approval, **23:14**
Candidate evaluation
general discussion, **23:9**
compliance with U.S. laws, **23:11**
qualifications, **23:10**
Candidate identification, **23:3**
Compliance, **1:29, 1:30, 23:11**
Due diligence report, **23:13**
Information collection
general discussion, **23:5**
interviews, **23:7**
miscellaneous sources, **23:8**
questionnaires, **23:6**
Interviews, **23:7**
Investigations, **1:29, 1:30**
Miscellaneous sources, **23:8**
Qualifications, **23:4, 23:10**
Questionnaires, **23:6**
Review of local laws, **23:12**
Transaction-specific measures
avoiding FCPA violations, **5:42**
Written compliance procedures
general discussion, **23:2**
appointment approval, **23:14**

DUTY TO RAT
Distinguishing features
FCPA internal investigations, new dynamics the, **12:27**

EFFECTIVE ENFORCEMENT TOOL
Enforcement, **10:34**

ELEMENTS
Internal accounting controls, **10:10**
US FCPA 2006, **11:3**

ENFORCEMENT
General discussion, **27:1 et seq.**
Accounting and record-keeping provisions
criminal enforcement, **1:25**
enforcement, **27:1 et seq.**
Securities and Exchange Commission (SEC), **1:23, 1:24**
Albemarle Corp., **46:16**
Albemarle Corporation, **46:15**
Antibribery provisions of the FCPA, **15:3**
Bribery
antibribery provisions of the FCPA, **15:3**
Department of Justice (DOJ), **1:17, 1:18**
Securities and Exchange Commission (SEC), **1:19**
Brief Summary of Dodd-Frank Wall Street Reform and Consumer Protection Act, **App. 1-A**
Carl Zaglin, Aldo Marchena, Francisco Cosenza, **46:18**
Case summaries
general discussion, **27:4**
2006 enforcement actions/cases, **29:1 to 29:26 (CD-ROM)**
2007 enforcement actions/cases, **30:1 to 30:127 (CD-ROM)**
2008 enforcement actions/cases, **31:1 to 31:127 (CD-ROM)**
2009 enforcement actions/cases, **32:1 to 32:125 (CD-ROM)**
2010 enforcement actions/cases, **33:1 to 33:108 (CD-ROM)**
2011 enforcement actions/cases, **34:1 to 34:85**
2012 enforcement actions/cases, **35:1 to 35:54**
2013 enforcement actions/cases, **36:1 to 36:63**
2014 enforcement actions/cases, **37:1 to 37:53**
2015 enforcement actions/cases, **38:1 to 38:51**
2016 enforcement actions/cases, **39:1 to 39:43**
2017 enforcement actions/cases, **40:1 to 40:26**
2018 enforcement actions/cases, **41:1 to 41:34**
2019 enforcement actions/cases, **42:1 to 42:58**
2020 enforcement actions/cases, **43:1 et seq.**
2021 enforcement actions/cases, **44:1 et seq.**
2022 enforcement actions/cases, **45:1 et seq.**
2023 enforcement actions/cases, **46:1 to 46:19**
2024 enforcement actions/cases, **47:1 to 47:14**
United States v. Deutsche Bank Aktiengesellschaft, 2021 enforcement actions/cases, **44:1**
Clear Channel Outdoor Holdings Inc., **46:14**

ENFORCEMENT—Cont'd
Compliance, **4:5**
Corporate Compliance Program, **App. B**
Corporate Compliance Reporting, **App. C**
Corporate enforcement policy, **App. 1-D**
Criminal enforcement
accounting and record-keeping provisions, **1:25**
record-keeping, **1:25**
Department of Justice (DOJ), **1:17, 1:18**
Executive Legal Summaries, **App. 1-B**
FCPA 1977 Amendments & Related Materials, **App. B**
FCPA 1988 Amendments & Related Materials, **App. C**
Foreign Corrupt Practices Act
compliance, **4:5**
FCPA 1977 Amendments & Related Materials, **App. B**
FCPA 1988 Amendments & Related Materials, **App. C**
Foreign Corrupt Practices Act, **App. A**
Reporter Enforcement Actions, **App. H**
Foreign implementing legislation, **App. E**
Frauds Section's Foreign Corrupt Practices Enforcement Plan and Guidance, **App. 1-C**
Freepoint Commodities LLC, **46:19**
Guidelines, Investigations and enforcement of the foreign corrupt practices act, **App. 1-E**
H.W. Wood Limited, **46:17**
International Anti-Bribery Act of 1988 and Related Materials, **App. D**
Justice Department (DOJ), **1:17, 1:18**
3M Company, **46:13**
Promotion of the Reliability of Financial Information and Prevention of the Concealment of Questionable or Illegal Corporate Payments and Practices (Feb. 23, 1979), **App. 26-C**
Release No. 44969—Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001), **App. 26-J**
Release No. 34-18255—Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981), **App. 26-F**
Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001)—Release No. 44969, **App. 26-J**
SAP SE, **47:1**
SEC v. Coburn, 2025, **48:1**
Securities and Exchange Commission (SEC)
accounting and record-keeping provisions, **1:23, 1:24**
Albemarle Corp., **46:16**
Albemarle Corporation, **46:15**
bribery, **1:19**

ENFORCEMENT—Cont'd
Securities and Exchange Commission (SEC)—Cont'd
Carl Zaglin, Aldo Marchena, Francisco Cosenza, **46:18**
Clear Channel Outdoor Holdings Inc., **46:14**
Freepoint Commodities LLC, **46:19**
H.W. Wood Limited, **46:17**
3M Company, **46:13**
Non-prosecution agreements, **1:24**
Promotion of the Reliability of Financial Information and Prevention of the Concealment of Questionable or Illegal Corporate Payments and Practices (Feb. 23, 1979), **App. 26-C**
record-keeping, **1:23**
Release No. 44969—Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001), **App. 26-J**
Release No. 34-18255—Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981), **App. 26-F**
Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001)—Release No. 44969, **App. 26-J**
SEC Notification of Enactment of Foreign Corrupt Practices Act of 1977 (Feb. 23, 1978), **App. 26-A**
SEC Opinion of Special Counsel (May 16, 1978), **App. 26-B**
SEC Report of Management's Responsibilities (July 26, 1988), **App. 26-G**
SEC Staff Accounting Bulletin No. 99 - Materiality (August 1999), **App. 26-I**
Speech by SEC Chairman Williams on FCPA Accounting Provisions (Jan. 13, 1981) before AICPA Annual Conference, **App. 26-E**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Sept. 5, 1980), **App. 26-D**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981)—Release No. 34-18255, **App. 26-F**
"The Importance of High Quality Accounting Standards," Remarks by Arthur Levitt, Chairman, U.S. Securities and Exchange Commission, before the Inter-American Development Bank, Washington D.C., September 29, 1997, **App. 26-H**
Tysers Insurance Brokers Limited, **46:17**
Speech by SEC Chairman Williams on FCPA Accounting Provisions (Jan. 13, 1981) before AICPA Annual Conference, **App. 26-E**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Sept. 5, 1980), **App. 26-D**

ENFORCEMENT—Cont'd
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981)—Release No. 34-18255, **App. 26-F**
Statement of Facts, **App. A**
''The Importance of High Quality Accounting Standards,'' Remarks by Arthur Levitt, Chairman, U.S. Securities and Exchange Commission, before the Inter-American Development Bank, Washington D.C., September 29, 1997, **App. 26-H**
Tysers Insurance Brokers Limited, **46:17**
United States v. Amadou Kane Diallo, **46:11**
United States v. Corporacion Financiera Colombiana SA, **46:12**
United States v. David Ferrera et al., March 4, 2026, **49:1**
United States v. Glenn Oztemel, 2025, **48:2**
United States v. Nazar Mohamed and Azruddin Mohamed, October 2, 2025, **48:6**
United States v. Rovirosa and Avila, August 6, 2025, **48:5**
United States v. TIGO Guatemala, October 22, 2025, **48:4**
U.S. v. Juan Andres Donato Bautista, Rojer Alejandro Pinate Martinez, Jorge Miguel Vasquez, Elie Moreno, and SGO Corporation Limited, a/k/a, ''Smartmatic,'' October 16, 2025, **48:3**
US FCPA 2006, **11:6**
Whistleblower Protection Provisions of the Dodd-Frank Act, **App. F**

ENFORCEMENT ACTIONS
FCPA internal investigations, new dynamics, **12:2**

EXCEPTIONS
Bribery
facilitating payments, **1:15**
Compliance, **4:4**
Facilitating payments, **1:15**
Foreign Corrupt Practices Act
compliance, **4:4**
violation elements, **1:15**
Grease payments, **3:10**
Taxation, **3:10**

EXCEPTIONS AND AFFIRMATIVE DEFENCES
Affirmative defenses, **5:6**
Exceptions, **5:5**

EXCEPTIONS AND AFFIRMATIVE DEFENSES
US FCPA 2006, **11:4**

EXECUTIVE LEGAL SUMMARIES
Enforcement, **App. 1-B**

FACILITATING PAYMENTS
Bribery
antibribery provisions of the FCPA, **15:7**
exceptions, **1:15**

FACILITATING PAYMENTS—Cont'd
Bribery—Cont'd
sample company bribery policies and procedures, **21:15**
Foreign Corrupt Practices Act
violation elements, **1:15**
Payments
general discussion, **1:15, 15:7**
bribery, **1:15, 15:7, 21:15**
sample company bribery policies and procedures, **21:15**
Perennial issue, **11:14**
Record-keeping provisions, **10:7**

FALSIFICATION OF BOOKS AND RECORDS
Record-keeping provisions, **10:6**

FCPA CORPORATE ENFORCEMENT POLICY
Generally, **25A:1-25:4**
Akamai Technologies, **25A:3**
Corporate Enforcement Policy, **App.25A-B**
Declination Letter, **25A:2**
Johnson Controls, **25A:4**

FCPA INTERNAL INVESTIGATIONS, NEW DYNAMICS
Checklist for issues to be considered, **App 12-A**
Conclusion, **12:30**
Distinguishing features, **12:7**
accounting issues, **12:17**
demand side, **12:11**
direction and consultation, **12:20**
discipline and remediation issues, **12:23**
foreign evidence gathering, **12:14**
foreign subsidiaries, **12:10**
impact of corporate governance reforms, **12:24**
client, **12:25**
compliance and disclosure issues, **12:28**
duty to ''rat,'' **12:27**
investigator, selection, **12:26**
other, **12:29**
intermediaries, **12:12**
launching investigation, **12:9**
local and third-party law issues, **12:15**
local political, business, and security situations, **12:16**
local proceedings, **12:19**
making adjustments, **12:21**
privilege, **12:13**
public relations, **12:18**
whether to investigate, **12:8**
Enforcement actions, **12:2**
ABB, **12:3**
Lockheed, **12:4**
other contexts, **12:6**
teleglobe, **12:5**
Introduction, **12:1**

FCPA INVESTMENT TRANSACTION
Avoiding FCPA violations, **5:39**
compliance programs, **5:40**
monitoring performance, **5:57**
transaction-specific measures, **5:41**
Conclusions and recommendations, **5:58**
Developing web, international anticorruption conventions, **5:12**
Council of Europe Conventions, **5:15**
international financial institutions, **5:18**
OAS convention, **5:13**
OECD convention, **5:14**
other regional conventions, **5:16**
U.N. Conventions, **5:17**
Introduction, **5:1**
Investment transaction
accounting provisions, **5:8**
persons subject to accounting provisions, **5:10**
record-keeping and internal control provisions, **5:9**
antibribery provisions, elements of a violation, **5:3**
affirmative defenses, **5:6**
exceptions, **5:5**
official guidance, **5:7**
person subject, **5:4**
other relevant laws, **5:11**
Other general FCPA issues, **5:33**
lobbying and influencing legislation, **5:38**
social benefits, **5:37**
valuation/compensation issues, **5:34**
consideration paid, foreign partners, **5:35**
director and officer compensation, **5:36**
Overview, **5:2**
Specific investment scenarios and issues, **5:19**
joint venture, company owned or controlled by a government official, **5:26**
joint venture, foreign government, **5:30**
private joint ventures or mergers/acquisitions, **5:20**
foreign joint venture or affiliate, **5:24**
subsequent changes in ownership, **5:25**
threshold issues, **5:21**

FEDERAL SENTENCING GUIDELINES
Compliance obligations, **11:56**

FIGHTING GLOBAL CORRUPTION: BUSINESS RISK MANAGEMENT INFORMATION
Accountability
good governance for businesses and governments, **16:4**
Africa
regional corruption focus, **16:10**
Americas
regional corruption focus, **16:11**
Anticorruption strategy
detection and prevention, **16:2**
Asia-Pacific
regional corruption focus, **16:12**

FIGHTING GLOBAL CORRUPTION: BUSINESS RISK MANAGEMENT INFORMATION —Cont'd
Business-government dialogue
recognize and make anticorruption issues, **16:5**
Corporate compliance program
effective elements, **16:3**
Corruption
reporting mechanisms, **16:24**
why it matters, **16:1**
Corruption and good governance
road ahead, **16:23**
Detection and prevention
anticorruption strategy, **16:2**
Effective elements
corporate compliance program, **16:3**
Europe
regional corruption focus, **16:13**
Global corruption resources, **App. A-16**
Globally
to emerge, anticorruption environment, **16:9**
Governance
accountability and good governance, **16:4**
International anticorruption policy
U.S. key goals, **16:8**
International organizations
Anti-Corruption Conference and Transparency International, **16:20**
Global Corporate Governance Forum, **16:21**
Global Forum on Fighting Corruption, **16:16**
International Chamber of Commerce, **16:18**
international financial institutions, **16:17**
United Nations, **16:15**
World Customs Organization, **16:19**
World Trade Organization, **16:14**
Regional corruption focus
Africa, **16:10**
Americas, **16:11**
Asia-Pacific, **16:12**
Europe, **16:13**
Reporting mechanisms
corruption, **16:24**
Road ahead
corruption and good governance, **16:23**
Role of civil society, **16:22**
Transitional economies
promote good practices, **16:6**
U.S. efforts
combat global corruption, **16:7**
U.S. key goals
international anticorruption policy, **16:8**
Why it matters
corruption, **16:1**

FOREIGN COMMERCIAL REPRESENTATIVES/AGENTS
Sample FCPA compliance program, **22:11, App. 22-A**

FOREIGN CORRUPT PRACTICES ACT
Guidance
General discussion, **24:1**
History, **24:2**
resource guide to the U.S. Foreign Corrupt Practices Act, **App. 24-A**
Scope, **24:3**

FOREIGN EVIDENCE GATHERING
Distinguishing features
FCPA internal investigations, new dynamics, **12:14**

FOREIGN GOVERNMENTS
Sample company bribery policies and procedures, **21:17**

FOREIGN JOINT VENTURE OR AFFILIATE
Specific investment scenarios and issues
private joint ventures or mergers/acquisitions, **5:24**

FOREIGN OFFICIALS
Bribery
general discussion, **1:4 to 1:10**
clerical position, temporary consulate employee in, **1:8**
consulate employee in clerical position, temporary, **1:8**
consulting arrangement with parastatal's general director, **1:7**
FCPA violation elements, **1:4 to 1:10, 1:5 to 1:10**
foreign government official on leave from law firm, **1:10**
general director, consulting arrangement with parastatal's, **1:7**
government instrumentality, outside director of, **1:5**
law firm, foreign government official on leave from, **1:10**
outside director of government instrumentality, **1:5**
parastatal directors' fees, **1:6**
parliament, members of, **1:9**
temporary consulate employee in clerical position, **1:8**
Clerical position, temporary consulate employee in, **1:8**
Consulate employee in clerical position, temporary, **1:8**
Consulting arrangement with parastatal's general director, **1:7**
Dealing with foreign officials, **21:13**
FCPA violation elements, **1:4 to 1:10, 1:5 to 1:10**
Foreign government official on leave from law firm, **1:10**
General director, consulting arrangement with parastatal's, **1:7**
Government instrumentality, outside director of, **1:5**
Law firm, foreign government official on leave from, **1:10**

FOREIGN OFFICIALS—Cont'd
Outside director of government instrumentality, **1:5**
Parastatal directors' fees, **1:6**
Parliament, members of, **1:9**
Payments to foreign government officials, **21:19**
Sample company bribery policies and procedures
dealing with foreign officials, **21:13**
payments to foreign government officials, **21:19**
Taxation, **3:4, 3:6**
Temporary consulate employee in clerical position, **1:8**

FOREIGN PROCUREMENT
High-risk transactions, **11:33**

FOREIGN REPRESENTATIVES, AGENTS, AND CONSULTANTS
Sample company bribery policies and procedures, **21:6**

FOREIGN SUBSIDIARIES
Distinguishing features
FCPA internal investigations, new dynamics, **12:10**

FRAUD
Enforcement plan and guidance, Frauds Section's Foreign Corrupt Practices Enforcement Plan and Guidance, **App. 1-C**

FUTURE OF SEC ACTIVITY
SEC's enforcement of FCPA, **14:17**

GENERALIZED GOODWILL, PAYMENT
Under charitable donations under FCPA, **13:3**

GIFTS
Bribery, **21:11**
Sample company bribery policies and procedures, **21:11**

GOVERNMENT EMPLOYEES
Sample company bribery policies and procedures, **21:5**

GOVERNMENT OWNERSHIP AND BUSINESS CONTROL, COUNTRIES
With high-risk transactions, **11:29**

GREASE PAYMENTS
Payments, **3:10**
Taxation, **3:10**

GUIDANCE FOR COMPLYING WITH THE FOREIGN CORRUPT PRACTICES ACT
Compliance program
essential elements, **20:1**
Essential elements
compliance program, **20:1**

HIGH-RISK TRANSACTIONS
Transactions, High-Risk (this index)
US FCPA 2006, **11:28**

HISTORY AND ELEMENTS, THE FCPA
Affirmative defenses, **9:6**
Antibribery provisions, **9:4**

HISTORY AND ELEMENTS, THE FCPA—Cont'd
Exceptions: grease payments, **9:5**
Foreign corrupt practices act: the idea and the reality, **9:2**
Record-keeping provisions, **9:3**

HOSTING AND HOSPITALITY
Perennial issue, **11:13**

IBM
Recent activity
SEC's enforcement of FCPA, **14:13**

ICC (INTERNATIONAL CHAMBER OF COMMERCE)
ICC (International Chamber of Commerce) Press Release and Rules of Conduct to Combat Extortion and Bribery, **App. 17-E**

IDENTITY OF PARTNER OR ACQUIREE
Specific investment scenarios and issues
private joint ventures or mergers/acquisitions threshold issues, **5:22**

ILLEGAL OR UNETHICAL PAYMENTS, GIFTS, BRIBES, OR GRATUITIES
Bribery, **21:18**
Payments
bribery, **21:18**
sample company bribery policies and procedures, **21:18**

IMPROPER INFLUENCE
Bribery, **21:1**
Sample company bribery policies and procedures, **21:1**

IMPROPER PAYMENTS
Bribery, **21:16**
Payments, **21:16**
Sample company bribery policies and procedures, **21:16**

INDEPENDENT COMPLIANCE MONITORS
Perennial issues, **11:27**

INDICTMENT
United States v. Amadou Kane Diallo, **46:11**

INDIRECT PAYMENTS
Taxation, **3:11**

INFLUENCE
Sample company bribery policies and procedures, **21:1**
Taxation, **3:8**

INTENT
Bribery, **1:11**
Corrupt intent, **3:7**
Taxation, **3:7**

INTERMEDIARIES
Distinguishing features
FCPA internal investigations, new dynamics, **12:12**

INTERNAL ACCOUNTING CONTROLS
Foreign Corrupt Practices Act, **21:26**
Internal control guidelines, **21:27**
Sample company accounting and record-keeping policies and procedures
general discussion, **21:25**
Foreign Corrupt Practices Act, **21:26**
internal control guidelines, **21:27**
Sample company policies and procedures
general discussion, **21:25**
Foreign Corrupt Practices Act, **21:26**
internal control guidelines, **21:27**

INTERNAL CONTROLS
Guidelines
internal accounting controls, **21:27**
sample company accounting and record-keeping policies and procedures, **21:27**

INTERNAL INVESTIGATIONS
Checklist of issues to be considered, **App. 12-A**

INTERNAL REVENUE CODE
FCPA compliance, **3:2**
Internal Revenue Code § 162 (c), **3:2**

INTERNATIONAL ANTI-BRIBERY ACT OF 1988
Bribery, **App. D**
Enforcement, **App. D**

INTERNATIONAL ANTI-BRIBERY AND FAIR COMPETITION ACT OF 1998
Bribery, **22:8 to 22:10**
Penalties, **22:10**
Sample FCPA compliance program
penalties, **22:10**
sanctions, **22:10**
scope, **22:9**
standards for conduct, **22:8 to 22:10**
Sanctions, **22:10**
Scope, **22:9**

INTERNATIONAL ANTICORRUPTION CONVENTIONS
Anticorruption Conventions (this index)
Developing web, Fcpa investment transaction, **5:12**

INTERNATIONAL CHAMBER OF COMMERCE (ICC)
ICC (International Chamber of Commerce) Press Release and Rules of Conduct to Combat Extortion and Bribery, **App. 17-E**

INTERNATIONAL DISTRIBUTION AND COMMERCIAL REPRESENTATIVE AGREEMENTS
Generally, **22A:1 to 22A:4**
Anti-bribery compliance, **22A:2**
Ethical standards, **22A:3**
Government officials, **22A:4**

INTERNATIONAL EFFORTS TO CURB BRIBERY AND CORRUPTION
Council recommendation on Bribery, **App. H-17**
Criminal law convention
Europe council, **17:7**
Europe council
criminal law convention, **17:7, App. G-17**
IBRD loans and IDA credits
procurement guidelines, **App. D-17**
ICC
press release and rules of conduct, **App. E-17**
rules of conduct, **17:6**
Implementation report
OECD recommendation, **App. B-17**
OAS convention, **App. A-17**
OAS corruption convention, **17:2**
OECD convention, **17:3**
OECD Convention, **App. F-17**
OECD recommendation
implementation report, **App. B-17**
UK Bribery Act 2010, **17:8**
U.N.
anticorruption declaration and convention, **App. C-17**
United Nations
anticorruption declaration and convention, **17:4**
World bank
procurement guidelines, **17:5**

INTERNATIONAL FINANCIAL INSTITUTIONS
Developing web, international anticorruption conventions, **5:18**

INTERNATIONALIZED STANDARDS
US FCPA 2006, **11:34**

INVESTMENTS
International anticorruption conventions. Anticorruption conventions, above

INVOKING INTERNATIONAL STANDARDS
Internationalized standards, **11:41**

JOINT VENTURE
Company owned or controlled by a government official, **5:26**
degree of control by or benefit, **5:28**
legitimate business motives and use of influence, **5:29**
official position, **5:27**
Foreign government, **5:30**
local laws,require government participation, **5:31**
treatment of government personnel, **5:32**

JOINT VENTURES
High-risk transactions, **11:31**

JURISDICTION
Accounting and record-keeping provisions, **1:22**
Bribery, **1:3**

JURISDICTION—Cont'd
FCPA violation elements, **1:3**
Record-keeping, **1:22**

JUSTICE DEPARTMENT (DOJ)
Bribery enforcement, **1:17, 1:18**
Enforcement, **1:17, 1:18**
Opinion procedure, **25:1 to 25:5**

LAUNCHING INVESTIGATION
Distinguishing features
FCPA internal investigations, new dynamics, **12:9**

LAUNDERING
Money Laundering (this index)

LEGAL ISSUES, UNRESOLVED
Perennial issue, **11:11**

LEGITIMATE BUSINESS MOTIVES AND USE OF INFLUENCE
Joint venture, company owned or controlled by a government official, **5:29**

LIABILITY
Case summaries, **1:36**
Directors and officers
general discussion, **1:35**
case summaries, **1:36**
private right of action, **1:37**
statute of limitations, **1:38**
Private right of action, **1:37**
Rights of action, **1:37**
Statutes of limitations, **1:38**

LIMITING TRADITIONAL PROTECTIONS
Related considerations, **10:32**

LOBBYING AND INFLUENCING LEGISLATION
Other general FCPA issues, **5:38**

LOCAL AND THIRD-PARTY LAW ISSUES
Distinguishing features
FCPA internal investigations, new dynamics, **12:15**

LOCAL LAWS,REQUIRE GOVERNMENT PARTICIPATION
Joint venture
foreign government, **5:31**

LOCAL POLITICAL, BUSINESS, AND SECURITY SITUATIONS
Distinguishing features
FCPA internal investigations, new dynamics, **12:16**

LOCAL PROCEEDINGS
Distinguishing features
FCPA internal investigations, new dynamics, **12:19**

LOCKHEED
Enforcement actions
FCPA internal investigations, new dynamics, **12:4**

LYING TO AUDITORS
Record-keeping provisions, **10:8**

3M COMPANY
Securities and Exchange Commission (SEC) enforcement, **46:13**

MAKING ADJUSTMENTS
Distinguishing features
FCPA internal investigations, new dynamics, **12:21**

MATERIAL MISSTATEMENTS
Auditors' duty to detect fraud, **10:27**

MATTER OF GE-INVISION, INC.
Recent cases and opinion releases, 2005, **11:53**

MATTER OF OIL STATES INTERNATIONAL
Recent cases and opinion releases, **11:44**

MERGERS AND ACQUISITIONS
High-risk transactions, **11:30**

MISUSE OF ASSETS OR SERVICES
Sample company accounting and record-keeping policies and procedures, **21:21**

MITIGATING RISKS
Risk Management (this index)

MONITORING PERFORMANCE
Avoiding FCPA violations, **5:57**

MONTEDISON
Recent activity
SEC's enforcement of FCPA, **14:15**

NEW DISCLOSURE REQUIREMENTS
Related considerations, **10:19**

NON-U.S. COMPANIES AND PERSONS
Foreign Entities (this index)

OAS (ORGANIZATION OF AMERICAN STATES)
OAS (Organization of American States) Inter-American Convention against Corruption, **App. 17-A**

OAS CONVENTION
Developing web, international anticorruption conventions, **5:13**
Internationalized standards, **11:35**

OECD (ORGANIZATION FOR ECONOMIC CO-OPERATION AND DEVELOPMENT)
Convention, OECD Convention
bribery, **2:1 to 2:5, App. 17-B, App. 17-F**
FCPA amendments, **2:2**
Foreign Public Officials in International Business Transactions, Combating Bribery of, **App. 17-F**
Implementation, **2:3**
Practical considerations, **2:4**
Report on Implementing OECD Anti-bribery Convention in United States, **App. 2-A**
standards, **2:1 to 2:5, App. 2-A**

OECD (ORGANIZATION FOR ECONOMIC CO-OPERATION AND DEVELOPMENT) —Cont'd
Council on Combating Bribery, implementation of the recommendation of the, **App. 17-B**
Recommendation of OECD, **App. 17-B**

OECD CONVENTION
Developing web, international anticorruption conventions, **5:14**
Internationalized standards, **11:36**

OECD WATCHDOG GROUP IDENTIFIES WEAKNESSES IN FCPA
Implications of OECD recommendations, **18:8**
U.S. review
affirmative defense for reasonable and bona fide expenditures, **18:7**
business purpose test, **18:2**
appeal in United States v. Kay & Murphy, **18:4**
district court's decision, United States v. Kay & Murphy, **18:3**
uncertainty remains, **18:5**
exceptions for routine government payments, **18:6**
U.S. review of business purpose test
United States v. Kay & Murphy
appeal, **18:4**
district court's decision, **18:3**
uncertainty remains, **18:5**

OFFICERS
Directors and Officers (this index)

OFFICIAL GUIDANCE
Antibribery provisions, elements of a violation, **5:7**

OFFICIAL POSITION
Joint venture, company owned or controlled by a government official, **5:27**

OPINION PROCEDURES
Department of Justice (DOJ), **25:1 to 25:5**
Index to releases, **25:4**
Review and opinion procedure releases, **25:5**
Review procedure, **25:2**
Rule, **25:3**

"ORDINARY AND NECESSARY" PAYMENTS
Payments, **3:12**
Taxation, **3:12**

ORGANIZATION FOR ECONOMIC CO-OPERATION AND DEVELOPMENT
OECD (Organization for Economic Co-Operation and Development) (this index)

ORGANIZATION OF AMERICAN STATES CONVENTION
OAS (Organization of American States) Convention (this index)

OTHER CONTEXTS
Enforcement actions
FCPA internal investigations, new dynamics, **12:6**

OTHER GENERAL FCPA ISSUES
Fcpa investment transaction, **5:33**

OTHER REGIONAL CONVENTIONS
Developing web, international anticorruption conventions, **5:16**

OTHER RELEVANT LAWS
Investment transaction, **5:11**

PACIFIC
Asia-Pacific (this index)

PAYMENTS
Bribery
facilitating payments, **1:15, 15:7, 21:15**
illegal or unethical payments, gifts, bribes, or gratuities, **21:18**
improper payments, **21:16**
permissible payments, **15:6**
sample bribery provisions, **21:5, 21:12, 21:19**
third-party payments, **15:5**
Direct payments, **3:11**
Facilitating payments
bribery, **1:15, 15:7, 21:15**
sample company bribery policies and procedures, **21:15**
Foreign activities, **21:12**
Grease payments, **3:10**
Illegal or unethical payments, gifts, bribes, or gratuities
bribery, **21:18**
sample company bribery policies and procedures, **21:18**
Improper payments, **21:16**
Indirect payments, **3:11**
''Ordinary and necessary'' payments, **3:12**
Permissible payments, **15:6**
Sample bribery provisions, **21:5, 21:12, 21:19**
Sample company bribery policies and procedures
general discussion, **21:5**
facilitating payments, **21:15**
foreign activities, **21:12**
foreign government officials, **21:19**
illegal or unethical payments, gifts, bribes, or gratuities, **21:18**
improper payments, **21:16**
Taxation
direct payments, **3:11**
grease payments, **3:10**
indirect payments, **3:11**
''ordinary and necessary'' payments, **3:12**
Third-party payments, **15:5**

PENALTIES
Bribery, **22:6**

PENALTIES—Cont'd
International Anti-Bribery and Fair Competition Act of 1998, **22:10**
Sample FCPA compliance program
international Anti-Bribery and Fair Competition Act of 1998, **22:10**
standards for conduct, **22:6, 22:10**
US FCPA 2006, **11:5**

PERMISSIBLE PAYMENTS
Bribery, **15:6**

PERSON SUBJECT
Antibribery provisions, elements of a violation, **5:4**

PLEA AGREEMENT
DPC co. ltd.
recent cases and opinion releases, 2005, **11:49**

POTENTIAL PREFORMATIVE/PREMERGER PAYMENTS
Specific investment scenarios and issues
private joint ventures or mergers/acquisitions threshold issues, **5:23**

PRIVATE CAUSES OF ACTION
Sanctions, **15:12**

PRIVATE JOINT VENTURES OR MERGERS/ACQUISITIONS
Specific investment scenarios and issues, **5:20**
threshold issues, **5:21**

PRIVATE RIGHTS OF ACTION
Directors and officers, **1:37**
Liability, **1:37**

PRIVILEGE
Distinguishing features
FCPA internal investigations, new dynamics, **12:13**

PROPOSED PARTNER OR ACQUIREE
Transaction-specific measures
due diligence, **5:43**

PROSECUTION AGREEMENTS, DEFERRED
Bribery, Department of Justice (DOJ), **1:18**

PROTECTIONS
Generally, **23:1**
Communication lines for reporting violations or suspicious activities, **23:18**

PUBLIC RELATIONS
Distinguishing features
FCPA internal investigations, new dynamics, **12:18**

QUANTITATIVE AND QUALITATIVE ACCURACY
Record-keeping provisions, **10:5**

RECENT ACTIVITY
SEC's enforcement of FCPA, **14:5**

RECENT CASES AND OPINION RELEASES
US FCPA 2006, **11:42**

RECORD RETENTION
Sample company accounting and record-keeping policies and procedures, **21:24**

RECORDS AND RECORD-KEEPING
Accounting and Record-keeping (this index)

RED FLAGS
Compliance, **23:16**

REGULATORY IMPLEMENTATIONS AND GUIDANCE
US FCPA 2006, **11:9**

RELATED LAWS AND SANCTIONS
Perennial issues, **11:16**
collateral sanctions, **11:20**
commercial bribery, **11:23**
conspiracy, **11:18**
export controls, **11:17**
international trade law, **11:24**
local law of host country, **11:19**
money laundering, **11:22**
RICO
private actions, **11:21**

RELATIONSHIP, COMPLIANCE PROGRAMS
Internal accounting controls, **10:16**

REPRESENTATIONS AND WARRANTIES
Compliance, **1:32**
Contracts, **1:32**

RIGHTS OF ACTION
Directors and officers, **1:37**
Liability, **1:37**

RISING COMPLIANCE STANDARDS
Perennial issues, **11:25**

RISK FACTORS
Auditors' duty to detect fraud, **10:28**

SAMPLE COMPLIANCE PROGRAMS
Accounting requirements, **22:7**
Commercial representatives/agents
policy for selection of, foreign, **App. 22-A**
selection, retention, and compensation of, foreign, **22:11**
Compensation of foreign commercial representatives/agents, **22:11**
FCPA bribery prohibitions, **22:5 to 22:7**
Foreign commercial representatives/agents
policy for selection, **App. 22-A**
selection, retention, and compensation, **22:11**
Governing law, **22:4 to 22:10**
International Anti-Bribery and Fair Competition Act of 1998, **22:8 to 22:10**

SAMPLE COMPLIANCE PROGRAMS—Cont'd
International anti-corruption laws
agreement, certification of complaince with, **21:35**
compliance certificate, **21:36**
Organization, **22:2**
Payments, **21:5, 21:12, 21:19**
Penalties, **22:6, 22:10**
Policy for selection of foreign commercial representatives/agents, **App. 22-A**
Purpose, **22:1**
Retention of foreign commercial representatives/agents, **22:11**
Sample company accounting and record-keeping policies and procedures
accounting records, **21:32**
accurate books, records, accounts, **21:31**
accurate books and reporting, **21:30**
books and records, **21:20 to 21:24, 21:28 to 21:34**
communications, complete and accurate, books and records, **21:29**
company records, accuracy, **21:33**
companys business records, **21:22**
falsification, **21:23**
financial books and records outside the United States, **21:34**
Foreign Corrupt Practices Act, **21:26**
internal accounting controls, **21:25 to 21:27**
internal control guidelines, **21:27**
misuse of assets or services, **21:21**
retention of records, **21:24**
Sample company bribery policies and procedures
agents and agency, **21:6**
bribery, **21:1 to 21:19**
business courtesies offered to foreign government employees, officials, and representatives, **21:2**
business with foreign governments, **21:17**
compliance, **21:3**
dealing with foreign officials, **21:13**
facilitating payments, **21:15**
foreign activities, **21:10 to 21:12**
Foreign Corrupt Practices Act, **21:8, 21:9, 21:14**
foreign government officials, **21:19**
foreign governments, **21:17**
foreign representatives, agents, and consultants, **21:6**
gifts, **21:11**
government employees, **21:5**
illegal or unethical payments, gifts, bribes, or gratuities, **21:18**
improper influence, **21:1**
improper payments, **21:16**
influence, **21:1**
international business, **21:7**
payments, **21:5, 21:12, 21:15, 21:16, 21:18, 21:19**
U.S. Foreign Corrupt Practices Acts, **21:9**
Sample company policies and procedures
internal accounting controls, **21:25 to 21:27**

SAMPLE COMPLIANCE PROGRAMS—Cont'd
Sample company policies and procedures—Cont'd
internal control guidelines, **21:27**
Sample compliance provisions for contract with representatives
compliance, **App. 23-B**
contracts, **App. 23-B**
Sample FCPA compliance program
accounting requirements, **22:7**
agents and agency, **22:11, App. 22-A, App. 22-B**
bribery, **22:5 to 22:7**
commercial representatives/agents selection, retention, and compensation of, foreign, **22:11, App. 22-A**
compensation of foreign commercial representatives/agents, **22:11**
FCPA bribery prohibitions, **22:5 to 22:7**
foreign commercial representatives/agents, selection, retention, and compensation of, **22:11**
governing law, **22:4 to 22:10**
International Anti-Bribery and Fair Competition Act of 1998, **22:8 to 22:10**
organization, **22:2**
penalties, **22:6, 22:10**
policy for selection of foreign commercial representatives/agents, **App. 22-A**
purpose, **22:1**
retention of foreign commercial representatives/agents, **22:11**
sample language for inclusion in international sales, marketing, agency and distribution agreements, and sample distribution agreement, **App. 22-B**
sanctions, **22:6, 22:10**
scope, **22:9**
selection, **22:11, App. 22-A**
standards for conduct, **22:3 to 22:10**
Sample language for inclusion in international sales, marketing, agency and distribution agreements, and sample distribution agreement, **App. 22-B**
Sample representative certification agreements
certification of compliance with international anti-corruption laws agreement, **21:35**
compliance certificate for international anti-corruption laws, **21:36**
Sanctions, **22:6, 22:10**
Scope, **22:9**
Selection of foreign commercial representatives/agents, **22:11**
Standards for conduct
general discussion, **22:3**
accounting requirements, **22:7**
FCPA bribery prohibitions, **22:5 to 22:7**
governing law, **22:4 to 22:10**
International Anti-Bribery and Fair Competition Act of 1998, **22:8 to 22:10**
penalties, **22:6, 22:10**
sanctions, **22:6, 22:10**

SAMPLE COMPLIANCE PROGRAMS—Cont'd
Standards for conduct—Cont'd
scope, **22:9**

SANCTION POWERS
SEC's enforcement of FCPA, **14:4**

SANCTIONS
Bribery
general discussion, **22:6**
civil, **15:10**
criminal, **15:9**
governmental guidance, **15:13**
other governmental action, **15:11**
private cause of action, **15:12**
Civil sanctions, **15:10**
Criminal sanctions, **15:9**
Governmental guidance, **15:13**
International Anti-Bribery and Fair Competition Act of 1998, **22:10**
Other governmental action, **15:11**
Private cause of action, **15:12**
Sample FCPA compliance program
International Anti-Bribery and Fair Competition Act of 1998, **22:10**
standards for conduct, **22:6, 22:10**
Standards for conduct, **22:6, 22:10**

SARBANES-OXLEY ACT OF 2002
Compliance programs, **1:33**

SCHERING-PLOUGH CORPORATION
Recent activity
SEC's enforcement of FCPA, **14:8**

SEC COMMISSION REGULATION AND ENFORCEMENT OF THE FCPA
Accounting provision
generally, **26:1-26:21**
commision policy, **26:15**
conclusion, **26:21**
implied private right of action, **26:9**
interpretation of the accounting provisions, **26:10-26:14**
passage of the FCPA, **26:8**
proposed rules
generally, **26:3-26:7**
responsibilities for internal control, **26:16-26:20**

SEC V. TYCO INTERNATIONAL LTD
Recent cases and opinion releases, **11:45**

SEC'S ENFORCEMENT OF FCPA
Authority and nature of investigations, **14:2**
Background, **14:1**
Cooperation with department of justice, **14:3**
Future of SEC activity, **14:17**
Message from SEC's cases, **14:16**
Recent activity, **14:5**
ABB, ltd., **14:7**

SEC'S ENFORCEMENT OF FCPA—Cont'd
Recent activity, **14:5**—Cont'd
American Bank Note Holographics, Inc., **14:12**
american rice, **14:6**
baker hughes, **14:11**
bellsouth corporation, **14:9**
chiquita brands, **14:10**
IBM, **14:13**
montedison, **14:15**
schering-plough corporation, **14:8**
triton energy, **14:14**
Sanction powers, **14:4**

SECURITIES AND EXCHANGE COMMISSION
Enforcement, **App. G**

SECURITIES AND EXCHANGE COMMISSION (SEC)
Accounting and record-keeping provisions enforcement, **1:23, 1:24**
Albemarle Corp., **46:16**
Albemarle Corporation, **46:15**
Bribery, **1:19**
Carl Zaglin, Aldo Marchena, Francisco Cosenza, **46:18**
Clear Channel Outdoor Holdings Inc., **46:14**
Enforcement
accounting, **1:23**
Albemarle Corp., **46:16**
Albemarle Corporation, **46:15**
bribery, **1:19**
Carl Zaglin, Aldo Marchena, Francisco Cosenza, **46:18**
Clear Channel Outdoor Holdings Inc., **46:14**
Freepoint Commodities LLC, **46:19**
H.W. Wood Limited, **46:17**
3M Company, **46:13**
Non-prosecution agreements, **1:24**
Promotion of the Reliability of Financial Information and Prevention of the Concealment of Questionable or Illegal Corporate Payments and Practices (Feb. 23, 1979), **App. 26-C**
record-keeping, **1:23, 1:24**
Release No. 44969—Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001), **App. 26-J**
Release No. 34-18255—Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981), **App. 26-F**
Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001)—Release No. 44969, **App. 26-J**

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd
Enforcement—Cont'd
SEC Notification of Enactment of Foreign Corrupt Practices Act of 1977 (Feb. 23, 1978), **App. 26-A**
SEC Opinion of Special Counsel (May 16, 1978), **App. 26-B**
SEC Report of Management's Responsibilities (July 26, 1988), **App. 26-G**
SEC Staff Accounting Bulletin No. 99 - Materiality (August 1999), **App. 26-I**
Speech by SEC Chairman Williams on FCPA Accounting Provisions (Jan. 13, 1981) before AICPA Annual Conference, **App. 26-E**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Sept. 5, 1980), **App. 26-D**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981)—Release No. 34-18255, **App. 26-F**
"The Importance of High Quality Accounting Standards," Remarks by Arthur Levitt, Chairman, U.S. Securities and Exchange Commission, before the Inter-American Development Bank, Washington D.C., September 29, 1997, **App. 26-H**
Tysers Insurance Brokers Limited, **46:17**
Freepoint Commodities LLC, **46:19**
H.W. Wood Limited, **46:17**
3M Company, **46:13**
Promotion of the Reliability of Financial Information and Prevention of the Concealment of Questionable or Illegal Corporate Payments and Practices (Feb. 23, 1979), **App. 26-C**
Record-keeping, **1:23, 1:24**
Release No. 44969—Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001), **App. 26-J**
Release No. 34-18255—Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981), **App. 26-F**
Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001)—Release No. 44969, **App. 26-J**
SEC Notification of Enactment of Foreign Corrupt Practices Act of 1977 (Feb. 23, 1978), **App. 26-A**
SEC Opinion of Special Counsel (May 16, 1978), **App. 26-B**
SEC Report of Management's Responsibilities (July 26, 1988), **App. 26-G**
SEC Staff Accounting Bulletin No. 99 - Materiality (August 1999), **App. 26-I**
Speech by SEC Chairman Williams on FCPA Accounting Provisions (Jan. 13, 1981) before AICPA

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd
Annual Conference, **App. 26-E**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Sept. 5, 1980), **App. 26-D**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981)—Release No. 34-18255, **App. 26-F**
''The Importance of High Quality Accounting Standards,'' Remarks by Arthur Levitt, Chairman, U.S. Securities and Exchange Commission, before the Inter-American Development Bank, Washington D.C., September 29, 1997, **App. 26-H**
Tysers Insurance Brokers Limited, **46:17**

SECURITIES EXCHANGE ACT OF 1934
Release No. 44969—Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001), **App. 26-J**
Release No. 34-18255—Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981), **App. 26-F**
Report of Investigation Pursuant to § 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions (Oct. 23, 2001)—Release No. 44969, **App. 26-J**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Sept. 5, 1980), **App. 26-D**
Statement of Commission Policy Concerning § 30A of the Securities Exchange Act of 1934 (Nov. 12, 1981)—Release No. 34-18255, **App. 26-F**

SELECTION OF THE INVESTIGATOR
Distinguishing features
FCPA internal investigations, new dynamics, **12:26**

SEMINAR REPORT: FCPA AND OECD CONVENTION- MITIGATION AND MANAGING RISKS
Assistance by The U.S. government, U.S. companies
companies get advice and counseling about the FCPA, difficulty interpreting, issues arise, **7:26**
foreign competitor has obtained or is seeking to obtain a contract through foreign bribery, **7:27**
performing due diligence, avoid problems under the FCPA, first place, **7:23**
flexible market research program, **7:25**
international company profile program, **7:24**
FCPA risk management
part 1: mitigating risk form relationships agents, representatives, and consultants, **7:12**
part 2: mitigating risk to parent companies, actions of subsidiaries and affiliates, **7:13**
part 3: managing FCPA risks in acquisitions
introduction and issues to watch, **7:14**

SEMINAR REPORT: FCPA AND OECD CONVENTION- MITIGATION AND MANAGING RISKS—Cont'd
FCPA risk management—Cont'd
part 3: managing FCPA risks in acquisitions—Cont'd
steps in due diligence, **7:15**
part 4: managing commercial disputes with FCPA implications, **7:16**
part 5: concurrent/converging compliance challenges
FCPA investigation and the pitfalls of foreign local law, **7:19**
new develpment money laundering laws, foreign corruption, **7:17**
reporting of fees and commissions, foreign local law and ITAR part 130, **7:18**
update on implementation of the OECD Convention, **7:20**
part 6: allegations of questionable payment and improper record keeping, **7:21**
part 7: allegations of questionable payment and DOJ investigations, **7:21**
Overview FCPA: elements, processes, common and recurring, and open issues
elements- accounting and record-keeping provisions, **7:8**
application, **7:9**
essential components compliance, **7:10**
facilitating payments, **7:11**
elements- antibribery provisions, **7:3**
compliance issues, **7:7**
exceptions and defenses, **7:5**
penalties, **7:6**
subject FCPA, **7:4**
generally, **7:1**
history of FCPA, **7:2**

SOCIAL BENEFITS
Other general FCPA issues, **5:37**

SPECIFIC INVESTMENT SCENARIOS AND ISSUES
Fcpa investment transaction, **5:19**
Private joint ventures or mergers/acquisitions
threshold issues
identity of partner or acquiree, **5:22**
potential preformation/premerger payments, **5:23**

STATUTE
US FCPA 2006, **11:8**

STATUTES
Foreign Corrupt Practices Act, **App. A, App. B, App. C**
Internal Revenue Code, **3:2**
International Anti-Bribery Act of 1988, **App. D**
International Anti-Bribery and Fair Competition Act of 1998, **22:8**
Sarbanes-Oxley Act of 2002, **1:33**

STATUTES—Cont'd
Securities Exchange Act of 1934, **App. 26-D, App. 26-F, App. 26-J**
26 C.F.R. § 1.162-18, **App. 3-A**

STATUTES OF LIMITATIONS
Liability, **1:38**

SUBSEQUENT CHANGES IN OWNERSHIP
Specific investment scenarios and issues
private joint ventures or mergers/acquisitions, **5:25**

SUSPICIOUS ACTIVITIES
Protection of company, **23:18**
Reporting of, communication lines, **23:18**

TAXATION
General discussion, **3:1, 3:3, 3:13, 3:14**
Corrupt intent, **3:7**
Direct and indirect payments, **3:9**
Direct payments, **3:11**
Domestic concerns, **3:4**
Exceptions, **3:10**
Foreign officials, **3:4**
Grease payments, **3:10**
Indirect payments, **3:11**
Influence, **3:8**
Intent, corrupt, **3:7**
Internal Revenue Code § 162 (c), **3:2**
Interstate commerce, **3:5**
IRS Information Release No. 1943, **App. 3-A**
Issuers, **3:4**
''Ordinary and necessary'' payments, **3:12**
Payments
direct payments, **3:11**
grease payments, **3:10**
indirect payments, **3:11**
''ordinary and necessary'' payments, **3:12**
26 C.F.R. § 1.162-18, **App. 3-A**

TELEGLOBE
Enforcement actions
FCPA internal investigations, new dynamics, **12:5**

THE FOREIGN CORRUPT PRACTICE ACT: ACCOUNTING AND RECORD-KEEPING PROVISIONS
Conclusion, **10:41**
Enforcement, **10:33**
civil actions, **10:38**
ADRs, **10:40**
foreign subsidiaries, **10:39**
criminal actions, **10:35**
United States v. Crop Growers Corp., **10:37**
United States v. UNC/Lear Services, Inc., **10:36**
effective enforcement tool, **10:34**
Internal accounting controls, **10:9**
broad reach, internal control provisions, **10:15**

THE FOREIGN CORRUPT PRACTICE ACT: ACCOUNTING AND RECORD-KEEPING PROVISIONS—Cont'd
Internal accounting controls, **10:9**—Cont'd
elements, internal control system, **10:10**
controlling the corporate environment, **10:11**
determining reasonable assurance, **10:14**
monitoring compliance, **10:13**
reviewing internal accounting controls, **10:12**
relationship with compliance programs, **10:16**
SAS No. 30 letters, **10:17**
Record-keeping provisions, **10:4**
facilitating payments, **10:7**
falsification of books and records, **10:6**
lying to auditors, **10:8**
quantitative and qualitative accuracy, **10:5**
Related considerations, **10:18**
auditors' duty to detect fraud, **10:26**
assessing risk, **10:29**
disclosure obligations, **10:30**
material misstatements, **10:27**
risk factors, **10:28**
scope of application of SAS No. 82, **10:31**
limiting traditional protections, **10:32**
new disclosure requirements, **10:19**
actions upon discovery, **10:21**
auditor's role, detecting fraud, **10:20**
contingent liabilities, **10:24**
immaterial statements, **10:22**
material misstatements, **10:23**
qualitative materiality, **10:25**
Scope, **10:1**
american depositary receipts, **10:3**
foreign subsidiaries, **10:2**

THIRD PARTIES
Antibribery provisions, third-party payments, **15:5**
Bribery, **15:5**
Payments, **15:5**
Third-party payments, **15:5**

THIRD PARTIES AND VICARIOUS LIABILITY
Perennial issue, **11:12**

TRAINING
Compliance, **23:19**

TREATMENT OF GOVERNMENT PERSONNEL
Joint venture
foreign government, **5:32**

TRITON ENERGY
Recent activity
SEC's enforcement of FCPA, **14:14**

U.N. CONVENTIONS
Developing web, international anticorruption conventions, **5:17**

UN INTERNATIONAL CONVENTION AGAINST CORRUPTION
Internationalized standards, **11:38**

UNITED NATIONS
U.N. (United Nations) Convention against Corruption general discussion, **App. 17-C**
U.N. (United Nations) Declaration against Corruption and Bribery in International Commercial Transactions, **App. 17-C**

UNITED STATES V. AMADOU KANE DIALLO
False pretenses, **46:11**
False representations, **46:11**
Indictment, **46:11**

UNITED STATES V. CORPORACION FINANCIERA COLOMBIANA SA
Conspiracy, **46:12**

UNITED STATES V. FAHEEM MOUSA SALAM
Recent cases and opinion releases, **11:47**

UNITED STATES V. MICRUS CORPORATION
Recent cases and opinion releases, 2005, **11:52**

UNITED STATES V. MONSANTO CO.
Recent cases and opinion releases, 2005, **11:54**

UNITED STATES V. RICHARD JOHN NOVAK
Recent cases and opinion releases, **11:46**

UNITED STATES V. STEVEN LYNWOOD HEAD
Recent cases and opinion releases, **11:43**

UNITED STATES V. TITAN
Recent cases and opinion releases, 2005, **11:51**

US FCPA 2006
Background, **11:7**
regulatory implementations and guidance, **11:9**
statute, **11:8**
Compliance obligations
Federal Sentencing Guidelines, **11:56**
US v. Metcalf and Eddy, **11:57**
High-risk transactions, **11:28**
business with government officials or family member, **11:32**
foreign procurement, **11:33**
government ownership and business control, countries with, **11:29**
joint ventures, **11:31**
mergers and acquisitions, **11:30**
Internationalized standards, **11:34**
African Union Convention corruption, **11:39**
council of Europe Convention, **11:37**
Invoking international standards, **11:41**
OAS convention, **11:35**
OECD Convention, **11:36**

US FCPA 2006—Cont'd
Internationalized standards, **11:34**—Cont'd
UN international convention against corruption, **11:38**
World Bank Voluntary Disclosure Program, **11:40**
Perennial issues, **11:10**
aggressive enforcement climate, **11:26**
books and records, **11:15**
facilitating payments, **11:14**
hosting and hospitality, **11:13**
independent compliance monitors, **11:27**
legal issues, unresolved, **11:11**
related laws and sanctions, **11:16**
collateral sanctions, **11:20**
commercial bribery, **11:23**
conspiracy, **11:18**
export controls, **11:17**
international trade law, **11:24**
local law of host country, **11:19**
money laundering, **11:22**
private actions under RICO, **11:21**
rising compliance standards, **11:25**
third parties and vicarious liability, **11:12**
Recent cases and opinion releases, 2005, **11:48**
DOJ releases, **11:55**
Matter of GE-InVision, Inc., **11:53**
plea agreement
DPC co. ltd., **11:49**
United States v. Micrus Corporation, **11:52**
United States v. Monsanto Co., **11:54**
United States v. Titan, **11:51**
US v. Robert Thomson and James Reilly, **11:50**
Recent cases and opinion releases, 2006, **11:42**
Matter of Oil States International, **11:44**
SEC v. Tyco International Ltd, **11:45**
United States v. Faheem Mousa Salam, **11:47**
United States v. Richard John Novak, **11:46**
United States v. Steven Lynwood Head, **11:43**
Summary
elements, **11:3**
enforcement, **11:6**
exceptions and affirmative defences, **11:4**
penalties, **11:5**
scope, **11:2**

US V. METCALF AND EDDY
Compliance obligations
Federal Sentencing Guidelines, **11:57**

US V. ROBERT THOMSON AND JAMES REILLY
Recent cases and opinion releases, 2005, **11:50**

VALUATION/COMPENSATION ISSUES
Other general FCPA issues, **5:34**

VIOLATIONS
Reporting violations, communication lines for, **23:18**

VOLUNTARY DISCLOSURE DOJ OR SEC
Disclosure requirements under FCPA, **6:8**

WARRANTIES
Representations and Warranties (this index)

WHETHER TO INVESTIGATE
Distinguishing features
FCPA internal investigations, new dynamics, **12:8**

WORLD BANK VOLUNTARY DISCLOSURE PROGRAM
Internationalized standards, **11:40**