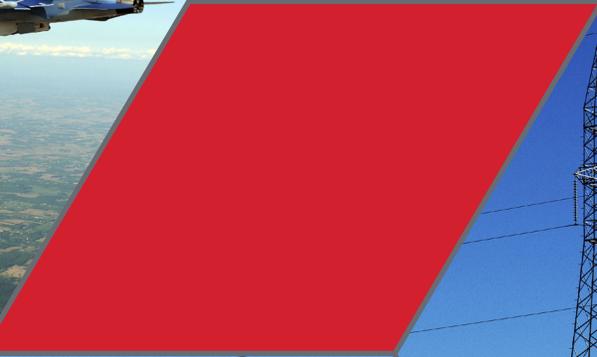
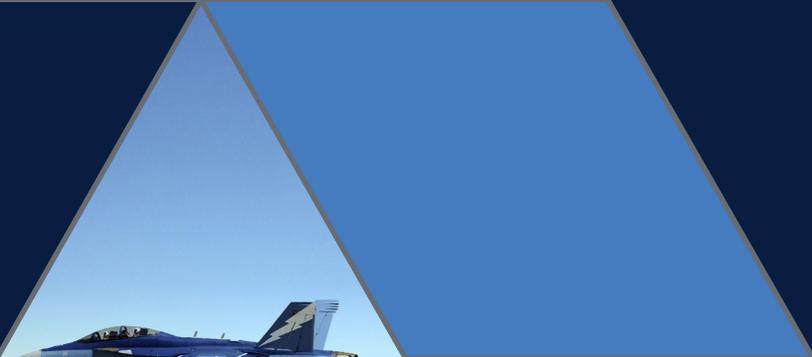


STROOCK

NATIONAL SECURITY /
CFIUS / COMPLIANCE





NATIONAL SECURITY/CFIUS/COMPLIANCE

The National Security/CFIUS/Compliance Practice Group is internationally recognized for their innovative approaches to national security issues affecting commercial transactions – including government reviews, facility security clearances, government contracts, export controls, and anti-corruption compliance. We offer a full range of regulatory, legislative and compliance services, including matters before the Committee on Foreign Investment in the United States (CFIUS) and matters involving the Foreign Corrupt Practices Act (FCPA), the Federal Acquisition Regulations (FAR), the International Traffic in Arms Regulations (ITAR), the Export Administration Regulations (EAR), and trade sanctions administered by the Office of Foreign Assets Control (OFAC).

REPRESENTATIVE CLIENTS

- A10 Networks
- Accenture
- AgustaWestland
- Airbus
- Attivio
- Austal USA
- Communications and Power Industries
- Eutelsat North America
- Finmeccanica
- Flight Research
- Freeport Technologies
- Inmarsat
- Intelsat
- Klas Ltd.
- Lexis-Nexis
- MBDA
- Meggitt
- Nuclear Energy Institute
- Omega Air Refueling
- QinetiQ
- Reed Elsevier
- R & F Products
- Rolls-Royce
- Raytheon Company
- SELEX
- Strotzman International
- WesDyne International
- Westinghouse
- XCOR Aerospace

CFIUS REVIEWS AND MITIGATION AGREEMENTS

- Members of the team, including former CFIUS, DOD, DOJ, Senate and Defense Security Service (DSS) counsel and staff, help clients navigate business-sensitive and complex matters, ranging from corporate mergers, acquisitions and joint ventures, to litigation and regulatory compliance.
- Unsurpassed experience in reviews before CFIUS on hundreds of transactions, either as counsel to buyers or sellers, or as counsel to CFIUS.
- Represent foreign and domestic companies in corporate reorganizations, acquisitions and joint ventures that implicate U.S. national security or that otherwise involve sensitive technologies or classified activities, and have advised on numerous CFIUS mitigation agreements – an increasingly common tool in clearing foreign acquisitions.
- Assist telecom companies in their discussions with Team Telecom, preparing responses and negotiating network security agreements.

ESTABLISHING AND MAINTAINING FACILITY SECURITY CLEARANCES FOR FOREIGN-CONTROLLED FIRMS

- Draft and implement a wide range of arrangements to mitigate Foreign Ownership, Control, or Influence (FOCI) in compliance with national industrial security regulations, including work on behalf of some of the U.S. Government's largest defense and national security contractors. The group focuses on the complex problems facing government contractors and companies that participate in government programs or engage in transactions that affect U.S. national security interests, including infrastructure investment.

COMPLIANCE AND INVESTIGATIONS

- Export Control - provide counsel on export control and trade sanctions compliance matters before the Department of State (ITAR), the Department of Commerce (EAR), and OFAC, including defense of investigations and many successful voluntary disclosures.
- FCPA - defend FCPA investigations and develop comprehensive FCPA compliance and training programs.
- Government Contracts - provide counsel on a wide range of matters including contract formation issues, performance and compliance matters, bid and proposal issues and contract disputes. Defend suspension and debarment actions.
- Acquisitions - work closely with clients to identify and resolve compliance issues to ensure continuity of business operations after acquisitions. Assist clients in diligence and acquisition planning, voluntary disclosures, export compliance programs and licensing to permit foreign technology transfers.

**Chris Griner****202.739.2850/cgriner@stroock.com**

Chris is a recognized leader in the field of national security and played a key role in the development of the FOCl mitigation arrangements used by the U.S. government today. He represents major foreign and domestic companies in CFIUS and other national security reviews, including many of the largest transactions before CFIUS in the past two decades. Chris is the Chair of the National Security/CFIUS/Compliance Practice and co-managing partner of the Washington, DC office. He is ranked and acclaimed by *Chambers Global* and *Chambers USA* as “the guru in this area of law” and “a celebrated CFIUS practitioner.”

**Christopher R. Brewster****202.739.2880/cbrewster@stroock.com**

Chris represents clients in CFIUS reviews, including the drafting of mitigation agreements in critical technology cases. He also helps foreign-owned clients acquire and maintain security clearances. Chris advises clients on compliance with U.S. trade sanctions, export control laws, FCPA, and other anti-corruption statutes, including the development of compliance programs. A former Senate counsel, he also represents clients before Congress on legislative matters.

**Gregory T. Jaeger****202.739.2820/gjaeger@stroock.com**

Greg is a former trial and appellate attorney with the Department of Justice, where he represented the U.S. Government in commercial and white collar fraud matters. His practice focuses in the areas of government contracts, export controls, trade sanctions, and FCPA and related anti-corruption laws. Greg counsels clients on M&A transactions, investigations, and trial and appellate litigation.

**Anne W. Salladin****202.739.2855/asalladin@stroock.com**

Anne joined Stroock after nearly 20 years of service in the Office of the Assistant General Counsel for International Affairs at the U.S. Department of the Treasury, which chairs CFIUS. She is one of the only attorneys in private practice with experience advising the chair of CFIUS. Anne participated in the review and investigation of well over 500 CFIUS cases, including many of the major Chinese acquisitions of U.S. businesses in recent years, as well as in the revision of the CFIUS regulations.



Shannon P. Reaves

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Shannon concentrates his practice in the area of industrial security, including FOCI mitigation matters before the U.S. Departments of Defense and Energy, CFIUS reviews, and export control compliance. He has negotiated numerous FOCI/CFIUS mitigation arrangements, including Special Security Agreements, Proxy Agreements, Security Control Agreements, and FOCI Board Resolutions. Shannon also conducts industrial security due diligence for transactions.



Amelia J. Schmidt

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Amelia's practice focus involves not only National Security/CFIUS matters, but also investigations, litigation and compliance counseling, including ITAR, EAR, U.S. trade sanctions, the FCPA, and the False Claims Act (FCA). Amelia has also provided cybersecurity counseling for major federal government contractors and has represented a multinational information company under investigation for FCPA violations.



Erin M. Bruce

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Erin (National Security Specialist, a non-lawyer professional) was a FOCI Action Officer at DSS Headquarters and conducted oversight of FOCI mitigation agreements and the FOCI/International portions of Security Vulnerability Assessments. Erin provides guidance on the National Industrial Security Program Operating Manual (NISPOM) and holds a Security Fundamentals certification from the Office of the Undersecretary of Defense for Intelligence. She is completing her Master's degree in Cybersecurity at the National Defense University.



John C. Baer

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John (National Security Assistant, a non-lawyer professional) provides support to the Group on industrial security matters, including FOCI mitigation, Exon-Florio reviews, export controls, trade sanctions, due diligence and information analysis. He has coordinated numerous CFIUS filings with the U.S. Department of the Treasury.

RELATED PRACTICE GROUPS

ENERGY AND PROJECT FINANCE

Stroock represents both strategic investors and private equity/infrastructure funds as project counsel in the development and project financing of generation and transmission projects in North and Latin America, covering project contract, environmental and permitting, debt and equity financing, hedging and regulatory matters. We also represent domestic and international lenders in project finance, acquisition finance and asset based lending transactions. Our attorneys represent clients throughout the energy industry, with particular focus on the electric power and oil and gas sector, and have been at the center of many major deals, representing clients such as [GDF SUEZ North America](#); [Union Bank](#); [GE Energy Financial Services](#); [Rockland Capital](#); [PBF Energy](#); and [Gamesa Energy USA, LLC](#). We also represent oil and gas exploration and production companies such as [BPZ Energy](#) in connection with joint venture and financing matters.

FINANCIAL RESTRUCTURING

Stroock represents institutional investors in the acquisition of financially troubled companies through consensual and hostile in- and out-of-court balance sheet and operational restructurings. Our financial restructuring attorneys partner with the Corporate Practice Group to effectuate acquisition strategies and represent the acquired entities upon successful emergence from the bankruptcy or restructuring process. Our attorneys have experience in virtually every industry that has undergone a restructuring cycle over the last few decades. Recent examples of acquisitions include [LightSquared](#); [The Great Atlantic and Pacific Tea Co.](#); [FiberTower Corporation](#); [Atlantic Express](#); [AMF Bowling](#); [School Specialty](#); [Aquilix](#); [Trump Entertainment Resorts, Inc.](#); [Neenah Foundry](#); [Neff Corp.](#); [Rath Gibson](#); and [Caraustar](#). The Financial Restructuring Group was also very active in the restructuring of [Lehman Brothers](#); [YRC](#); [Indiana Downs](#); [K-V Pharmaceuticals](#); [China Medical Technologies](#); [OnCure](#); [Affirmative Insurance](#); and [FGIC](#).

MERGERS, ACQUISITIONS AND JOINT VENTURES

Stroock represents clients in the acquisition and disposition of both public and private companies through mergers, acquisitions of assets or stock, leveraged buyouts, friendly and contested tender offers, and proxy contests on behalf of both target companies and acquirers. We have also negotiated complex joint venture arrangements on behalf of manufacturing and financial industry clients. Representative clients include [AMETEK, Inc.](#); [Cedar Realty Trust, Inc.](#); [Gamesa Energy USA, LLC](#); [Goldman, Sachs & Co.](#); [J.P. Morgan Asset Management](#); [Oneida](#); [Parsons & Whittemore, Inc.](#); [Trump Entertainment Resorts, Inc.](#); and [Veolia Environnement S.A.](#)

REAL ESTATE

Stroock has one of the country's preeminent real estate practices, combining industry experience, legal excellence, and long-standing relationships with clients such as [Silverstein Properties, Inc.](#); [J.P. Morgan Asset Management Inc.](#); [Cedar Realty Trust, Inc.](#); [Vornado Realty Trust](#); the [New York Mets](#); [RCG Longview](#); and [UBS](#). Our attorneys provide creative solutions in development, acquisition, financing, investment advisory services, leasing, joint ventures, condominium law, private funds, tax certiorari, and litigation – or frequently, a combination of the above – to leaders in the real estate industry. Our clients include real estate investors, developers, and financial institutions. We also advise major corporate landlords and tenants, cooperatives, and condominiums and serve as general counsel to the [Real Estate Board of New York \(REBNY\)](#).

ABOUT STROOCK

Stroock & Stroock & Lavan LLP, with more than 300 attorneys in New York, Los Angeles, Miami and Washington, DC, is a law firm providing transactional, regulatory and litigation guidance to leading financial institutions, multinational corporations, investment funds and entrepreneurs in the U.S. and abroad. Our emphasis on excellence and innovation has enabled us to maintain long-term relationships with our clients and made us one of the nation's leading law firms for almost 140 years. Stroock's practice areas include:

- Capital Markets / Securities
- Commercial Finance
- Commodities and Derivatives
- Employee Benefits & Executive Compensation
- Employment Law
- Energy and Project Finance
- Entertainment
- Environmental Law
- Financial Restructuring
- Financial Services / Class Action
- Government Relations
- Insurance & Reinsurance
- Intellectual Property
- Investment Management
- Litigation
- Mergers, Acquisitions and Joint Ventures
- National Security / CFIUS / Compliance
- Personal Client Services
- Private Equity / Venture Capital
- Private Funds
- Real Estate
- Structured Finance
- Tax

FOR MORE INFORMATION

For more information about Stroock's National Security/CFIUS/Compliance Practice, feel free to contact any of the following attorneys:

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