

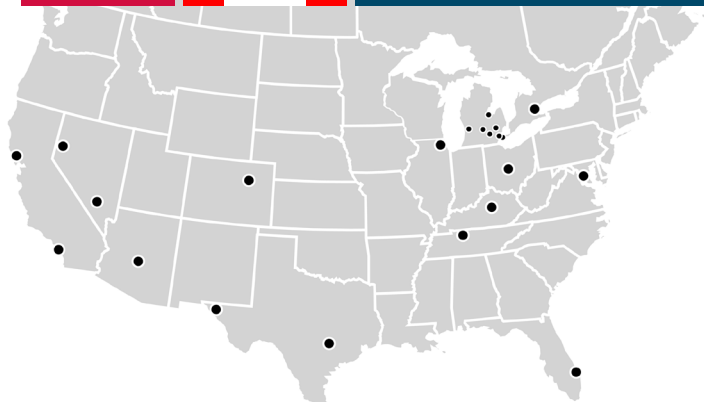


INTERNAL INVESTIGATIONS TEAM

ARIZONA CALIFORNIA COLORADO FLORIDA ILLINOIS KENTUCKY MICHIGAN
NEVADA OHIO TENNESSEE TEXAS WASHINGTON DC TORONTO WINDSOR
WWW.DICKINSONWRIGHT.COM



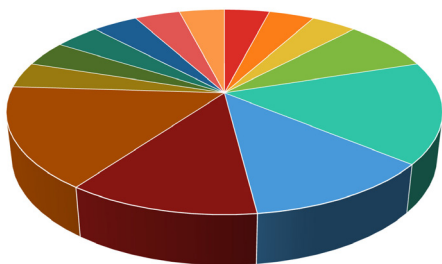
22 OFFICE LOCATIONS



Practice Areas: INVESTIGATIONS | REGULATORY COMPLIANCE | LITIGATION | CORPORATE MONITORSHIPS | WHISTLEBLOWER ACTIONS

EXPERIENCE ON BOTH SIDES OF THE AISLE

Our attorneys have decades of investigative experience, much of which comes from prior government service



- | | |
|---|--------------------------------|
| ■ SEC Enforcement Division | ■ Independent Counsel |
| ■ DOJ Executive Management | ■ DOJ Supervisors |
| ■ Federal Prosecutors | ■ IRS and DOJ Trial Attorneys |
| ■ State Prosecutors | ■ Elite Law Firm Practitioners |
| ■ DOJ Antitrust Division | ■ FBI |
| ■ FINRA Market Surveillance | ■ State AG's Office |
| ■ State Director of Securities Enforcement and Investigations | ■ Corporate Counsel |

KEY INDUSTRIES

- SECURITIES
- BANKING
- HEALTH CARE
- AML COMPLIANCE
- AUTOMOTIVE
- MANUFACTURING
- INTELLECTUAL PROPERTY



ONE OF THE **1ST**
LAW FIRMS
IN THE WORLD TO
RECEIVE THE **ISO/IEC 27701:2019**
PRIVACY
MANAGEMENT
CERTIFICATION.

MEDIA COVERAGE & RECOGNITION

CHAMBERS
AND PARTNERS

Best Lawyers



REUTERS

FOX



Bloomberg



WSJ

AP

B

B

C



CHAMBERS USA SAYS:

- "The firm serves us exceptionally well. They are knowledgeable, timely, patient and polite. They always look out for us and give us our options."
- "superb client service," with sources highlighting that "it really knows how to service a client and what deliverables a client is looking for."
- "A particular strength is that they work as a team and communicate with each other, and with us, throughout the process. Everyone is aware of developments and I never have to recap any settled issues."
- "good interrelationship between the partners" and "fantastic network worldwide."

In response to internal complaints, third-party issues, or government inquiries, corporate counsel may initiate internal investigations. These investigations often aim to address regulatory compliance, alleged corruption, data breaches, whistleblower actions, lawsuits, or even human resource concerns. The following is a structured approach to effectively manage such risks:

A. Scope of the Investigation

- Identify initial purpose and scope of the investigation
- Allow for adjustments as evidence develops

B. Initial Considerations

- Administrative Considerations
 - Review insurance coverage
 - Review internal guidance
 - Establish a budget
- Preservation Considerations
 - Identify information sources
 - Identify information locations
 - Suspend document retention policy
 - Draft a document governing information preservation
 - Secure essential information
 - Consider forensic imaging of phones, computers

C. Identify Essential Parties

- Board involvement
 - What board members will be involved
 - What committees, if any
- Who will supervise?
- Who will conduct?
- Who will support?
- Who will receive updates?
- Consider using outside counsel
 - Especially when senior officials are involved
 - Especially when independence is critical

D. Investigation

- Develop and approve a work plan
- Ensure privilege preservation
- Conduct thorough document and data reviews
 - Content, context, connections
- Conduct employee interviews:
 - Determine timing, location, participants
 - Interview current employees, former employees, known whistleblowers, as appropriate
 - Address legal representation and warnings (*Upjohn, Garrity/Kalkines*)

E. Conclusions

- Document conclusions and findings
 - Facts and law
- Decide on oral or written reporting
- Consider internal and external sharing
- Begin any necessary internal actions or remediation
- Share only high-level summaries to protect attorney-client privilege

F. Special Situations: Government Investigations

- Respond timely to inquiries from government authorities
- Consider media communications policy/protocols
- Consider privacy laws/issues
- Coordinate internally, as appropriate
- Involve compliance departments early
- Determine whether there is an administrative, civil, or criminal emphasis
- Consider corporate counsel involvement in interviews
- Manage whistleblower treatment and confidentiality
- Consider opportunities for “cooperation,” but maintain independence
- Share only high-level summaries when cooperating

G. Special Considerations: Interested Parties

- Internal:
 - Board of Directors, committee chairs
 - Senior officers
 - Shareholders
 - Compliance and other internal departments, auditors
 - Communications teams
 - Employees, union leader
- External:
 - Government entities
 - Independent auditors, consultants, contractors
 - Business partners, lenders
 - Shareholders, investors
 - Counsel
 - Clients, customers
 - Distributors, suppliers
 - Media, the public

OUR GROWING PRACTICE

Dickinson Wright's investigations practice is growing. Its members represent companies and senior executives in a variety of investigations, including internal, civil, regulatory, criminal, and parallel investigations.

With a strong presence in Washington, D.C., and a wide geographic reach across North America to our offices in California, our lawyers successfully and cost-effectively assist our clients with complex issues, especially in the context of investigations initiated by the U.S. Securities and Exchange Commission (SEC), the U.S. Department of Health and Human Services (HHS), and the U.S. Department of Justice (DOJ). Our lawyers have the skill, experience, and temperament to resolve serious issues and maintain a competitive advantage, often without recourse to expensive litigation.

Too often, the same events can lead to civil, administrative, or criminal issues. Dickinson Wright's investigations lawyers are able to draw on the skills and resources of more than 500 other attorneys within the firm, allowing them to address clients' issues collaboratively and seamlessly across a range of practice areas on a single platform. Corporate directors and officers have trusted their judgment and insight in the past, and regulators and prosecutors know that they will litigate when the situation demands.

The growth of the global economy has led to an increase in the number of international investigations, including those involving sanctions, the Bank Secrecy Act, and extraditions to and from the United States. Our experienced team works closely with lawyers in different countries throughout the world, assembling the strongest international team to advance our clients' interests in all jurisdictions where there is potential exposure or liability.

Dickinson Wright's lawyers take challenging facts—whether raised by the company, the government, a whistleblower, or the media—and advocate aggressively and creatively to secure favorable outcomes. Our attorneys understand the lines between civil, administrative, and criminal liability, and are familiar with the internal decision-making process of federal investigative agencies, including the SEC and the DOJ. Dickinson Wright's lawyers offer judgment and insight from both the defense and government perspectives.

Our attorneys are experienced with pre-investigation compliance and mitigation, internal investigations, defense of a government investigation, and resolution through settlement or trial. They investigate in a prudent, confidential, and cost-effective manner to reduce risks faced by clients.

Sophisticated Experience

Our partners include former government lawyers who served in senior positions in the SEC, the DOJ, and other agencies. We are proud of the standing we maintain with the SEC and the DOJ in particular. Our reputation for excellence and ethical practice directly benefits our clients, whether in the courtroom or during negotiations.



[Jacob Frenkel](#), *Group Chair* | Former Senior Counsel for the SEC's Enforcement Division; Former Counselor to Independent Counsel; Former Assistant District Attorney; Co-founder and Officer of IAICM (International Association of Independent Corporate Monitors); Expert Witness for Internal Investigations. More than 25 jury trials. 39 years in practice.



[Dan Goldfine](#) | Former Trial Attorney with the U.S. Department of Justice (DOJ), Antitrust Division. Represented executives and companies in internal and government investigations for more than 20 years. 36 years in practice.



[Bob Driscoll](#) | Former DOJ Deputy Assistant Attorney General and Chief of Staff in Washington, D.C. 31 years in practice.



[Seth Waxman](#) | Former Assistant United States Attorney in Washington, D.C. More than 60 jury trials. 28 years in practice.



[Angelique Neal](#) | Former IRS Senior Trial Attorney; Former DOJ Special Assistant United States Attorney. 25 years of practice.



[John Cunningham](#) | Former DOJ Senior Trial Attorney, FBI investigator, Assistant General Counsel and Americas Chief Compliance Officer for a Global 500 company, and partner with an AmLaw 10 firm. 25 years in practice



[Andrew Sparks](#) | Former Assistant United States Attorney, Chief of White Collar Crime (Eastern District of Kentucky). More than 20 jury trials. 24 years in practice



[Peggy Kozal](#) | Former partner with an AmLaw 100 firm focusing on whistleblower and government investigations in the healthcare industry. 23 years in practice.



[Mike Beckwith](#) | Former Assistant United States Attorney, Chief of Transnational Organized Crime (Eastern District of California). 20 jury trials. 20 years in practice.



[Jamie Halavais](#) | Former partner with an AmLaw 50 firm focusing on internal and government investigations with an emphasis on securities enforcement, antitrust actions, and corporate corruption allegations. 19 years in practice.



[Frank Borger Gilligan](#) | Former Director of Securities Enforcement and Fraud Investigations, Tennessee Department of Commerce and Insurance; Former Tennessee Assistant Attorney General; Former Assistant District Attorney. 19 years in practice.



[Jua Tawah](#) | Former Principal Regulatory Analyst in the Trading Analysis section of FINRA's Market Regulation Department. More than 10 years in practice.

Each of our lawyers brings a client-centered focus. Our attorneys are responsive, pragmatic, and attentive to details. Our senior lawyers understand the politics, policies, strategies, and tactics of the federal government and other authorities. Each of the lawyers highlighted above will be deeply involved in any engagement, personally interacting with the client throughout the engagement, regardless of its scope or length. Our attorneys regularly deliver results that reduce legal, financial, and reputational risk.

SOME OF OUR EXPERIENCE

- Led internal investigation for a New York Stock Exchange (NYSE)-listed textiles company; disproved internal committee findings by identifying exculpatory evidence.
- Served as sole U.S. Counsel to the Independent Auditor (a corporate monitor) in Volkswagen settlement with U.S. Environmental Protection Agency.
- Represented corporate and individual clients in congressional investigations before multiple committees.
- Secured no charges for the Chairman, CEO, and Controller of NYSE-listed healthcare company in a DOJ criminal investigation and a parallel SEC investigation.
- Led internal investigation on behalf of an African Government, refuting a report by United Nations Monitoring Group damaging the client's public reputation.
- Secured no charges against the CEO and CFO of a billion-dollar, NYSE-listed company after forensic auditors reported financial fraud to the SEC.
- Led internal investigation for the audit committee of a NYSE-listed real estate development company and discovered possible corruption of a government official.
- Represented Middle Eastern public figure in a DOJ corruption investigation, enabling the client to avoid trial in the Middle East and securing no charges in the United States.
- Secured no charges against the CEO of an offshore company in the sale of electronic devices governed by export regulations.
- Led internal investigation for the audit committee of NASDAQ-listed infrastructure company; reviewed allegations of embezzlement corruption in overseas operations.
- Led internal investigation for high-profile, not-for-profit organization to address allegations of misuse of corporate assets by corporate officers.
- Led internal investigation on behalf of a publicly traded, Fortune 500 company to assess allegations of accounting fraud and the improper realization of assets.
- Led internal investigation on behalf of a publicly traded company to assess allegations of accounting fraud and the misuse of corporate funds.
- Led internal investigation on behalf of an international association to assess allegations related to the misuse of funds and a hostile work environment.
- Represented a Tier 1 automotive importer in connection with FCA allegations.
- Represented the former CEO of a payment processing company in connection with a foreign investigation.

OUR SERVICES

- AML/BSA Compliance Reviews and Advice
- AML/BSA Program Development
- Antitrust Investigations, Counseling and Litigation
- Audit and Compliance Committee Advice
- Banking Investigations & Fraud
- Bank Mergers and Acquisitions (due diligence investigations)
- Congressional Oversight Investigations and Hearings

- Civil & Criminal Investigations
- CFPB Enforcement Actions
- Data Privacy & Cyber Investigations
- DOJ & SEC Enforcement Actions
- Disparate Impact Lending Investigations
- Environmental Violations
- Export & Import Violations
- False Claims Act (FCA) Investigations
- FinCEN Enforcement Actions, Alert Evaluations and Applications
- Foreign Corrupt Practices Act (FCPA) Investigations
- Government Contracts Investigations & Fraud
- Grand Jury Investigations
- Health Care Investigations & Fraud
- Intellectual Property Crimes
- Internal Corporate Investigations
- OFAC Sanctions Screening
- Money Laundering Investigations and Actions
- Monitorships
- Procurement Investigations & Fraud
- Regulatory Investigations
- Response to OFAC Compliance Reviews
- Response to OFAC Pre-Penalty Notices
- Securities Investigations & Fraud
- Tax Investigations, both Civil & Criminal
- Trials & Appeals, both State & Federal
- Whistleblower Actions