

Foreign Investments and Trade Regulations

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Sullivan & Cromwell is one of the leading legal advisers in matters related to U.S. international trade and investment, backed by many years of experience and a record of client success.

The Firm advises U.S.-based clients making or receiving non-U.S. investment and works closely with U.S. and non-U.S. financial institutions with regard to their international activities. S&C advises on issues involving compliance with anti-money-laundering laws, including: the U.S. Bank Secrecy Act and the USA Patriot Act; compliance with U.S. economic sanctions administered by the U.S. Treasury Department's Office of Foreign Assets Control and the U.S. State Department, the U.S. Foreign Corrupt Practices Act (FCPA); and other international trade and investment laws in the context of transactions.

S&C lawyers also advise on establishing and upgrading structures, procedures and compliance programs in order to avoid violations. In addition, from the Defense Production Act of 1950, to the creation of the Committee on Foreign Investment in the United States (CFIUS) in 1975, to the Exon-Florio amendment in 1988 and the Foreign Investment and National Security Act of 2007, S&C has been advising clients on federal rules regarding the national security review of foreign investment and structuring acquisitions and other investments in order to obtain the necessary regulatory approvals.

S&C's highly regarded and world-renowned Criminal Defense and Investigations Group regularly handles matters involving international trade issues, in particular the defense of organizations and officers of companies accused of FCPA violations or facing anti-money-laundering investigations. The Firm's criminal defense team includes former federal and state prosecutors, former bank regulatory enforcement counsel, and the leading practitioners in banking and securities regulation. Its CDIG lawyers have been regularly recognized as leading members of the criminal defense bar in peer and industry rankings and surveys. Members of the Group also have extensive trial experience, having collectively handled more than 125 criminal trials in federal and state courts.

In the aftermath of the September 11, 2001, terrorist attacks, U.S. investment and trade regulation has expanded and enforcement has become more frequent, forceful and consequential. S&C's extensive experience with money laundering, anti-corruption laws and sanctions, and the related enforcement agencies—coupled with the Firm's expertise in finance and investment—are key factors in clients' success.

SELECTED REPRESENTATIONS

Selected experience related to U.S. economic sanctions and anti-money-laundering issues includes representations of:

- **TD Bank**, in connection with an investigation of TD Bank's anti-money-laundering controls and compliance with the Bank Secrecy Act by the Office of the Comptroller of the Currency (OCC) and Financial Crimes Enforcement Network and with the SEC for

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Financial Services

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Intellectual Property & Technology Transactions

Mergers & Acquisitions

Project Development & Finance

Restructuring

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related violations of sections 17(a)(2) and (3) of the Securities Act of 1933.

- **HSBC Group**, in connection with criminal and regulatory investigations of its historical Office of Foreign Assets Control (OFAC) sanctions and anti-money-laundering compliance programs.
- **Citibank**, regarding issues relating to a consent order issued by the OCC regarding anti-money-laundering and U.S. economic sanctions compliance.
- **Standard Chartered Bank**, in deferred prosecution agreements with the Department of Justice and the Manhattan District Attorney's Office and regulatory settlements with the New York State Department of Financial Services, the Federal Reserve and OFAC, all related to OFAC sanctions and anti-money-laundering compliance.
- **various financial institutions** and other clients, in connection with economic sanctions compliance and anti-money-laundering in the context of various international trade and investment matters, such as bank loans, securities underwritings and offerings; the conduct of banking operations; and in the context of mergers and acquisitions, joint ventures and other investment activities.

Selected experience in Foreign Corrupt Practices Act investigations includes representations of:

- **a major European oil company**, in investigations by the Department of Justice, Securities and Exchange Commission and U.K. Serious Fraud Office into alleged violations of the FCPA and U.K. Bribery Act arising from the company's joint ventures on multiple continents.
- **one of the world's largest multinational automotive manufacturing companies**, in a review by U.S. and U.K. regulators of the company's automobile and parts supply chains into various markets, including Russia, Belarus, Poland, Finland, Japan, Ukraine and China.
- **a U.S. subsidiary of a foreign company that provides aviation services** and aftermarket support to commercial, general and government aircraft operators, in a DOJ investigation into alleged FCPA violations. The DOJ is primarily focused on the U.S. subsidiary's business activities in Latin America.
- **a major engineering and electronics conglomerate**, in entering into a settlement with the U.S. Securities and Exchange Commission to resolve FCPA charges relating to conduct by a former employee. The SEC did not impose a civil money penalty and did not bring charges based on the anti-bribery provision of the FCPA.
- **a major international energy company**, in multiple investigations into alleged violations of the FCPA in North Africa, the Middle East and Central Asia.
- **a U.S. subsidiary of a Japanese company**, in connection with FCPA compliance and with internal investigations of allegations of FCPA violations.

Selected experience involving other foreign investment issues and regulatory agencies includes representations of:

- **Barclays, ING Group, HSBC Group and Standard Chartered Bank**, in the successful resolutions of multiagency criminal and regulatory investigations relating to their compliance and economic sanctions and/or anti-money-laundering regulations.
- **Koninklijke Philips Electronics**, in entering into a settlement with the U.S. Securities and Exchange Commission to resolve Foreign Corrupt Practices Act charges relating to conduct by former employees of a Polish subsidiary of Philips.

Selected experience involving matters related to Committee on Foreign Investment in the United States (CFIUS) review of foreign investment transactions include representations of:

- **Buyers and sellers** in various industries, in connection with CFIUS reviews of foreign investment, including companies in the financial institutions sector, the semiconductor and semiconductor fabrication sectors, the power generation sector, the energy exploration sector and the transportation sector, some of the most sensitive sectors for the purposes of national security reviews.
- **Cymer**, on CFIUS matters related to its merger with ASML Holding pursuant to which ASML acquired all of the outstanding common stock of Cymer in a transaction valued at approximately \$3.9 billion.