



Kevin T. Abikoff

Partner

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Areas of Concentration

- Chairman, Anti-Corruption and Internal Investigations Practice Group
- Co-Chairman, Securities Litigation Practice Group
- Executive Committee Member
- Securities and White-Collar Criminal Litigation, Enforcement, Regulation and Counseling with an emphasis on the representation of corporations, individuals, and other entities in anti-corruption (including FCPA) matters (investigations, due diligence, and counseling), securities and insurance litigation, regulatory, enforcement and arbitration proceedings, particularly class action litigation, securities disclosure counseling, and designing and implementing insurance and securities compliance policies, procedures, and programs.
- Corporate Governance with an emphasis on shareholder derivative proceedings, conducting internal investigations, counseling board committees, and designing and implementing corporate compliance programs.

Court Admissions

- United States Court of Appeals for the District of Columbia, Second Circuit, Third Circuit, and Fifth Circuit
- United States District Court for the District of Columbia, District of Maryland, and Southern District of Texas

Professional Activities

- Current Member, Certification Committee of ETHIC Intelligence International, Paris, France (First U.S. Member), 2010
- Editorial Board, *eSecurities* (Leader Publications), 1998-2002

Practice Groups and Other Information

Appellate
Consumer Finance
Corporate
Corporate Governance
Banking & Financial Services
Insurance
Litigation
Mergers & Acquisitions
Securities Litigation
White Collar Crime & Corporate Compliance
International Trade and Customs
Anti-Corruption and Internal Investigations

Education Information

Boston University, B.A., 1985, *summa cum laude*, with distinction, Economics
Columbia Law School, J.D., 1988, *Law Review*, Harlan Fiske Stone Scholar

Bar Admissions

District of Columbia, 1989
Texas, 2001
Pennsylvania, 1988

- Editorial Board, *Federal Regulation of Securities*, (Lawyers Cooperative Publishing), 1994-1997
- Member, Market Conduct Committee, American Council of Life Insurers, 1999-2001
- Board of Directors, Holocaust Museum (Houston), 2000-2001
- Board of Directors, Greater Houston Business Ethics Roundtable, 1999-2001

Select Previous Experience

- Law Clerk, The Honorable Collins J. Seitz, United States Court of Appeals for the Third Circuit, 1988-1989
- Senior Vice President and General Counsel, Corporate and Compliance, American General Corporation (AGC), 1998-2001
 - Senior officer with staff of over forty and direct responsibility for all corporate legal functions and select shared services functions, including securities matters (filings and compliance), mergers and acquisitions, broker-dealer compliance, corporate ethics and responsibility, field audit, insurance holding company matters, privacy compliance, shareholder services, intellectual property, and corporate contracting.
 - Matrix responsibility for entire compliance environment (over one hundred persons) enterprise-wide (across all four of the company's operational divisions: life insurance, retirement services, investment management, and consumer finance) with responsibility for oversight of compliance policies and procedures, analysis of leading and lagging compliance indicators, and coordination of compliance initiatives and responses to significant regulatory matters. Routinely reported to the Audit Committee of the Board of Directors of American General Corporation related to securities disclosure issues, corporate governance, compliance, and other matters.

Highlighted Matters

Anti-Corruption

- Retained by multinational specialty chemical manufacturer as the first-ever external compliance monitor jointly appointed by U.S. and U.K. authorities
- Appointed independent compliance monitor by the United Nations for French-based inspection services company following debarment by the United Nations

- Conducted anti-corruption internal investigation for oil field service company with worldwide operations with investigative focus on Algeria and implementation of enhanced worldwide compliance program
- Day-to-day anti-corruption and investigative counsel with respect to numerous companies, including world leading payment processing firm, German-based specialty chemical company, and Swiss-based oil field service provider of drilling equipment
- Successful representation of NYSE-traded company in connection with FCPA inquiry related to business in Nigeria and other parts of West Africa, including in connection with an SEC, DOJ, and U.S. Senate inquiry
- Current representation of stock-exchange listed French multi-national manufacturing company in connection with investigations around the world
- Current representation of venture fund in connection with portfolio holding company activities in Algeria and France
- Current representation of US-European based chemical company in designing anti-corruption compliance program and policies
- Current representation of US-European based oil field services company in connection with worldwide activities including related to Nigeria, Ghana, Indonesia, and France
- Current representation of NYSE-traded company in connection with FCPA advice related to business in Libya, Tunisia, and Indonesia
- Current representation of U.S.-based NYSE-traded company in connection with FCPA/OECD and related anti-corruption issues related to business or activities in Indonesia, South Korea, South Africa, Nigeria, Burundi, Rwanda, Uganda, Congo, Cameroon, Saudi Arabia, China, and Cambodia
- Representation of German multi-national company in FCPA/OECD issues related to business in Venezuela
- Representation of Fortune 500 company in connection with FCPA advice regarding business in China
- Current representation of Fortune 500 company in connection with FCPA advice related to business in Oman, Egypt, and China
- Successful representation of Brazilian company in FCPA inquiry by SEC and with respect to internal investigations (no proceedings commenced)
- Successful representation of Fortune 500 NYSE-traded company in connection with FCPA advice relating to business

in Nigeria, the United Arab Emirates, Kuwait, Qatar, China, Kazakhstan, and Azerbaijan

Class/Derivative Actions

- Successful representation of ALSTOM SA in federal securities class action relating to NYSE-issued ADRs and ordinary securities stemming from alleged financial misstatements and omissions. Successful motions to dismiss on numerous grounds leading to limitations regarding subject matter jurisdiction and dismissal of numerous claims and parties. Ultimate resolution involved payment of only \$6.75 million to class (despite initial potential damages of \$4 billion) with no attorneys' fees paid to plaintiff's counsel and reimbursement of only one-half of their out-of-pocket costs. See *In re Alstom SA Sec. Litig.*, 406 F. Supp.2d 346 (S.D.N.Y. 2005) ("*Alstom I*"); *In re Alstom SA Sec. Litig.*, 406 F. Supp. 2d 402 (S.D.N.Y. 2005) ("*Alstom II*"); *In re Alstom SA Sec. Litig.*, 406 F. Supp. 2d 433 (S.D.N.Y. 2005) ("*Alstom III*")
- Successful representation of the outside directors of Dynegy, Inc. in consolidated federal securities class action and state and federal shareholder derivative actions stemming from company's restatements of selected transactions; obtained dismissal with prejudice on behalf of three directors in federal securities class action. See *In re Dynegy, Inc. Securities Litigation*, 339 F. Supp. 2d 804 (S.D. Tex. 2004)
- Successful representation as lead counsel to Hanover Compressor Company (together with certain committees of the board and select individuals), six shareholder derivative actions, 15 securities class actions (consolidated), and three ERISA class actions (consolidated) stemming from the company's restatement of earnings. (Handling and settlement of litigation was favorably reviewed in the September 2003 *ABA Journal* at 1, 38-44)
- Current representation of director of El Paso Corporation in securities related proceedings
- Current representation of The Wet Seal, Inc. in securities related litigation
- Representation of boards of directors (or committees thereof) of Baxter International, U.S. West, Dominion Resources, and others, made the subject of shareholder derivative demands, including conducting the requisite internal investigation, producing detailed reports of findings, conducting board presentations, and conducting subsequent litigation
- Representation of life insurance companies made the subject of class action litigation relating to insurance sales practices litigation (including claims involving churning/replacement, vanishing premiums, and misrepresentation) and class action

litigation relating to limited partnerships, including New York Life, American General, and John Hancock

M&A Litigation

- Successful representation of board committee of Educate, Inc. in merger-related litigation
- Successful representation of Sybron Dental and its board of directors in merger-related class action litigation
- Successful representation of Burlington Coat Factories and its board of directors in connection with merger-related class action litigation
- Successful representation of Nautica, Inc. and its board of directors in connection with merger-related class action litigation

SEC and Broker/Dealer Enforcement

- Successful representation of NYSE-traded company in SEC insider trading investigation
- Successful representation of Hanover Compressor Company in SEC investigation stemming from restatement of earnings
- Representation of First Allied in settlement of market timing investigation by the NASD
- Successful representation of CFO of American General Securities, Inc. against NASD prosecution through a Wells submission
- Successful representation of former chief compliance officer of ING broker-dealer in NASD matter
- Successful representation of senior financial officer in SEC enforcement action stemming from accounting restatement by Waste Management, Inc.
- Successful representation of hedge fund and senior officers in two SEC inquiries related to various aspects of marketing and trading activity
- Successful representation of high-yield based firm in SEC investigation

Investigations / Governance

- Successful representation of Cenvo, Inc. in internal investigation for audit committee related to allegations of

financial misconduct

- Successful representation of the audit committee of Security Capital Corporation in an internal investigation and related matters
- Regularly provided legal advice over a period of years to an audit committee of the board of directors of a \$20 billion company in connection with an array of matters, including corporate governance and disclosure issues
- Representation of individuals (including political figures) and an organization under investigation by governmental authorities, including the House of Representatives, United States Senate, Department of Justice, and Office of Independent Counsel for various alleged violations of law and public policy

Highlighted Publications

- "The New Era of FCPA Investigations: Interview with Kevin T. Abikoff." By Andrew Longstreth. *The Am Law Litigation Daily* (October 1, 2009). Available at www.law.com/jsp/tal/digestTAL.jsp?id=1202434230561
- *Corporate Governance: Avoiding and Responding to Misconduct* (Law Journal-Seminars Press, July 2007 and updated semi-annually thereafter).
- *Shareholder Derivative Litigation: Besieging the Board* (Law Journal-Seminars Press, 1995 and updated semi-annually thereafter).
- "Limitations on Shareholder Derivative Cases 2008" (Aspatore Books, 2008, published as a Chapter in *Aspatore Books Instant Awareness Series*).
- "Awakening the Corporate Conscience" (Aspatore Books, 2005, published as a chapter in *Inside the Minds: Corporate Governance Law*).
- "Accelerated Disclosure Proposal Encourages Real-Time Provision of Company Filings," *eSecurities* 4, no. 1, (April 2002):4-5.
- "Disseminating Investor Information: SEC May Embrace New Electronic Delivery Standard," *eSecurities* 4, no. 1 (January 2002): 4-5 (Part I) and *eSecurities* 4, no. 1 (March 2002):6-7 (Part II).
- "The Framework for Leniency - The SEC's Statement on the Relationship of Cooperation to Agency Enforcement Decisions," *The Corporate Governance Advisor* (December 2001).
- "Portrait of a Scam and its Victims: Pump and Dump Schemes

in Cyberspace: How They Work, Who's Most at Risk," *eSecurities* 2 (June 2000):3-4.

- "Corporate Internet Communications: Avoiding Selective Disclosure Liability," *eSecurities* 1 (February 1999):1-2.
- "The Duty of Corporate Directors to Respond to Allegations or Evidence of Wrongdoing," *The Corporate Analyst* 9 (February 1997):1-37.
- "The Role of the Comptroller General in Light of Bowsher versus Synar," *Columbia Law Review* 87, no. 1539 (1987).

Select Anti-Corruption Lectures

- "Conducting an Effective Internal Investigation of Anti-Corruption and Bribery Violations in High-Risk Security Areas" (C-5's Forum on Anti-Corruption, Sub-Saharan Africa Edition, Cape Town, Republic of South Africa, September 22, 2011).
- "Broader Political Law Considerations: The Foreign Corrupt Practices Act" (West LegalEdcenter Webinar, July 22, 2010).
- "Conducting Due Diligence Across The Globe" (International Quality and Productivity Center (IQPC): Defining New Strategies in Global Anti-Corruption for 2009 and Beyond, Washington, DC, September 21, 2009).
- "The Foreign Corrupt Practices Act: Avoiding Risk in an Era of Increased Enforcement" (BNA Legal Edge Briefing Series, Arlington, VA, April 21, 2009 (Conference Chair)).
- "Conducting an Effective FCPA Compliance Assessment for Russian and CIS Operations" (Russia and CIS Summit on Anti-Corruption, C5 and American Conference Institute, Moscow, Russia, March 10, 2009).
- "Managing Joint Ventures with Local Entities: How to Minimize Risks" (Russia and CIS Summit on Anti-Corruption, C5 and American Conference Institute, Moscow, Russia, March 11, 2009).
- "The Foreign Corrupt Practices Act: Latest Developments in Enforcement and Compliance" (New York State Bar Association Annual Meeting, International Section, New York, NY, January 28, 2009).
- "Current Issues Involving Enforcement of FCPA and Other Anticorruption Initiatives" (International Association of Drilling Contractors, Houston, TX, September 4, 2008).
- "FCPA issues in The Middle East" (Hughes Hubbard & Reed Client Seminar, Sanaa, Yemen, April 2, 2008).
- "The Evolving World of The Foreign Corrupt Practices Act in Latin America" (Hughes Hubbard & Reed Client Seminar,

Miami, FL, March 13, 2008).

- "Critical Considerations When Conducting International Investigations" (American Conference Institute's 5th Annual Corporate Counsel Forum, New York, NY, April 26, 2007).
- "The Evolving World of The Foreign Corrupt Practices Act in Latin America" (Hughes Hubbard & Reed Client Seminar, Miami, FL, March 15, 2007).
- "2007-2008 Corporate Milestones and Landmark Cases" (ReedLogic Corporation Video Seminars, 2007).
- "Red Flags and Personal Liability: The Evolving World of FCPA Compliance and Enforcement" (Hughes Hubbard & Reed Client Seminar, Houston, TX, October 19, 2006).
- "Trends in FCPA Enforcement" (Presentation to Law Department of Texas Corporation, Houston, TX, October 5, 2006).
- "Trends in FCPA Enforcement" (Annual Meeting of the Texas Bar Association, Austin, TX, June 16, 2006).
- "Roles & Requirements: What Actually Needs to Be Done by May 2, 2006" (American Conference Institute's Program on Anti-Money Laundering Compliance for Insurance, New York, NY, April 5, 2006).
- "Responding to Alleged Corporate Misconduct and Fraud" (American Conference Institute's National Forum on Fraud Risk Management, New York, NY, March 1, 2006).
- "Shifting Legal Sands: Growing Pressure on Early Cooperation Settlement and Waiver in Enforcement Actions and Prosecutions" (Association of Life Insurance Counsel, 2005 Annual Meeting, White Sulphur Springs, WV, May 22, 2005).
- "Spotlight on Document Retention: Preservation Policies that Enable Effective Investigations" (American Conference Institute's Program on the Corporate Counsel's Guide to Conducting and Managing Internal and External Investigations, New York, NY, April 19, 2005).
- "The Insider —Turnaround Management, Broadcast on American Airlines' Sky Radio" (available at www.SkyRadioNetwork.com, September 2004).
- "Proactive Document Retention and Preservation Policies That Will Ensure Effective Investigations While Protecting the Company" (American Conference Institute's Program on the Corporate Counsel's Guide to Internal and External Investigations, New York, NY, May 18, 2004).

Other Select Lectures

- "Commentary on the Use of the Lead Plaintiff in Securities Class Action Litigation" (Eleventh ILEP Conference: Mutual Funds, Hedge Funds and Institutional Investors, Lake Las Vegas, NV, April 8, 2005).
- "Crisis in the Insurance Industry Redux or: How I Learned to Stop Worrying and Love 'Bid Rigging'" (LOMA/LIMRA Meeting Series: Compliance and Market Conduct Exchange: Working Together in Changing Times, Washington, DC, November 8, 2004).
- "Select Issues in Corporate Governance and Compliance: Building a Compliance Culture from Implementation to Management Support" (Houston Inside Counsel Roundtable, Houston, TX, October 27, 2004).
- "Building a Compliance Culture From Implementation to Management Support" (American Council of Life Insurers Annual Compliance Conference, Baltimore, MD, July 15, 2004).
- "Fraud in Mergers and Acquisitions" (Premier Forum on Corporate Fraud, Non-Compliance and the Debt/Equity Markets, Washington, DC, November 18, 2003).
- "Making Lemons Into Lemonade: Supervising Independent Producers" (Annual Compliance Conference of the Life Office Management Association, October 2001, discussed and quoted from at length in *Resource*, LOMA's Magazine For Insurance & Financial Services Management at 6-10, February 2002).