

IGBANUGO PARTNERS

Int'l Law Firm, PLLC



Sub-Saharan Africa Practice

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LEGAL STRATEGIES



BUSINESS SOLUTIONS



RESPONSIVE LAWYERING

A MESSAGE FROM OUR FOUNDER

Igbanugo Partners Int'l Law Firm, PLLC ("Igbanugo Partners") brings an innovative approach to the practice of law and to partnering and client service that is unique among top-tier boutique law firms. The focus of our representation is institutional, and our long-term goal is to create a one-stop shop to meet the various needs of institutional clients in our very limited areas of specialty – International Trade Law (Managing/Liaison Counsel & Alternative Dispute Resolution (ADR)), U.S. Foreign Corrupt Practices Act (FCPA) and Corporate Social Responsibility (CSR) matters with a narrow focus on Sub-Saharan Africa (SSA).

Our core philosophy regards the law as a service business and we are keenly aware that outside counsel represents a corporate expense. For this reason, we always cost effectively deploy our services. Our attorneys realize that the value of legal service is determined by client satisfaction and how well we contribute to our clients' success and profitability.

Therefore, we continuously improve the services offered to our clients in terms of expertise, experience and responsiveness. We infuse creativity, inventiveness and dynamism into our everyday thinking and often challenge the status quo when it is no longer tenable. Providing the best to our clients is not just a goal – it is an obligation that we deem paramount and pursue with messianic fervor.

We are proud to have a team of attorneys and professionals that reflects our nation's diversity. Our mix of race, religion, gender, age, culture and national origin enables us to draw upon our varied talents and experiences to benefit our clients. Our institutional clients thrive in a multicultural world; we offer them excellence in a multicultural firm with cutting edge ideas and pluralistic solutions.

As a firm, we have adopted a deliberate and collective mindset shift to catalyze our responsiveness and become better partners to those we serve. We are honored to partner with clients ranging from Fortune 500 companies to



public and governmental entities. Where others see an obstacle, we often see and welcome an opportunity to elevate our performance.

As an eco-friendly firm committed to sustainability, we are constantly implementing ways to reduce our energy use and paper consumption, from duplex printing and copying to using electronic means to store and transfer documents. We truly recognize the critical role we each play in creating a sustainable environment for our world and future generations.

We are committed to the best dictates of corporate social responsibility and meticulously adhere to the "triple bottom line" approach of "planet, people and profits." If the true measure of success is fidelity to the vision, then we have indeed been successful.

Our commitment to seeing the big picture as well as the details, and understanding our clients' industries, business culture and business goals, ensures both successful and cost-effective representation. Through solid, strategic alliances and an arsenal that includes an integrated, high-performing team comprised of talented, dedicated and experienced professionals, we have achieved the economies of scale enjoyed by large law firms.

We want to introduce who we are and what we do. We welcome the opportunity to meet and discuss how our firm may serve your legal needs and business goals in Sub-Saharan Africa.

Herbert A. Igbanugo, Esq.

FIRM PROFILE

Igbanugo Partners is the largest and most diverse minority-controlled law firm in the United States (concentrating on FCPA, CSR and ADR) practicing international trade law with a narrow focus on SSA. We also provide managing/liaison counseling services to U.S. corporate clients with business activities in SSA and SSA governments, and institutional clients with U.S. investments and/or operations. Our firm utilizes state-of-the-art computer technology and we are committed to continuous improvement, both in cost containment and in client service. We ensure that every case is tailored to a cost-effective fit.



We have successfully established a wide and effective footprint in SSA through strong strategic alliance relationships. Our “dream team” consists of an impressive group of highly dedicated legal practitioners who understand the legal and socio-cultural dynamics of international law and business in SSA’s “high context” cultures. In SSA, commercial interchange mostly relies on collective cultural experiences and expectations. Some of our attorneys have lived and worked in Africa and have fluency and/or competency in African languages and cultures.

We manage, act as your liaison or work closely with foreign legal counsel and, in appropriate cases, with officials and agencies of the U.S. and SSA governments. ***Our reputation and expertise make us the law firm of choice to coordi-***

nate your legal affairs in SSA, including ADR, CSR, strict compliance with the FCPA and a host of other multilateral anti-bribery conventions or initiatives applicable to U.S.-based multinational corporations operating overseas. Our objective is to remove the mystery surrounding international commercial transactions in SSA.

We have the expertise and collective socio-cultural experience to represent a broad spectrum of institutional clients operating in SSA. We aspire to be your guiding light through the “dark tunnels” and “intricate passageways” of this region, and continual success dictates that we take dynamism to a new maximum.

We offer you the length and breadth of SSA, and everything in between, with consummate cultural fluency. ***We speak glibly of being world class in our services because we are.*** Growing, keeping, and leveraging talent is our priority. We pursue the interests of our clients as if they were our own and, as managers of our strategic alliance partners, we create a climate in which they must perform to their utmost potential. We set high standards, demand exceptional performance, and constantly measure results.

Some of our strategic alliance counsels have held high-ranking positions in trade regulation circles of SSA and are well versed in the trade laws of member nations of the African Union (AU) and its esteemed African revival plan, the New Partnership for Africa’s Development (NEPAD), Economic Community of West African States (ECOWAS), Common Market for Eastern and Southern Africa (COMESA), Southern African Development Community (SADC), Economic Community of Central African States (ECCAS) and the East African Community (EAC).



THE NEW U.S. – AFRICA AXIS, AND OUR FIRM'S PASSION FOR AFRICA

Of all the continents, Africa is said to be the most fascinating and promising; but she also poses the greatest challenges. Along with the U.S., EU, Chinese and most Middle Eastern governments, we see Africa as the 21st Century's new land of opportunities. As the missing link in the global economy, Africa now stands at the cornerstone of growth and opportunity. SSA countries have long generated some of the highest returns on deployed capital. With twenty percent (20%) of the world's total landmass, a population of 900 million (14% of world total), and a galaxy of mineral resources, the continent has been appropriately dubbed a "sleeping beauty." Total trade between the U.S. and Africa in 2008 was a staggering \$147 billion.



We have the cultural skill-sets, vision and capability to demystify SSA for our clients. ***With Igbanugo Partners as your "guiding light," your problems in the region will become far less formidable, because SSA is our natural habitat, and we graze comfortably in its pastures.*** A strong wind of socio-economic and political change is blowing across the continent of Africa. Durable and vibrant democracies are emerging across the continent, helping debunk the myth that Africa is unprofitable. The economies of many African countries are beginning to emerge from centuries of economic malaise.

Regional integration is coming into play in building blocks of an African economic community. Emerging from old African institutions are new institutions transforming into "work shops" from the old "talk shops," and applying new and innovative solutions to old African problems. As former U.S. Ambassador to the



United Nations, Andrew J. Young, observed, ***"Africa's role in the 21st Century is increasingly more strategic as the U.S. seeks assurance of growing markets through the Africa Growth and Opportunity Act and an assured secure supply of petroleum in the midst of Middle Eastern chaos."***

Former U.S. Secretary of State Colin Powell also opined shortly before leaving office that: ***"Africa matters to America, by history and by choice. America has almost 35 million citizens of African descent, and more than 30,000 Africans are studying in the United States today. Last year, trade with Africa approached \$30 billion and the United States is the Continent's leading foreign investor."*** And his successor Condoleezza Rice optimistically observed, ***"We see a continent of enormous promise, increasingly willing to tackle its own challenges to create a better life for Africans everywhere."***

Since 1990, more than 30 African countries have held free elections, and the overwhelming majority has launched economic reform programs. This climate of economic and political stability is attracting foreign investment and stimulating new domestic business enterprise. American enterprise is now beginning to see firsthand the enormous potential of Africa, the strength of its people and its boundless possibilities.



FOREIGN CORRUPT PRACTICES ACT ADVISORY, INVESTIGATIVE & LEGAL SERVICES

Since the enactment of the FCPA in 1977, the United States has provided indispensable leadership in combating corruption around the world. Corruption has for long been a part of the playing field in SSA much to the detriment of the continent. Transparency International (TI) says Africa is by far the most corrupt continent on earth. The Association of Certified Fraud Examiners has broken down corruption into four schemes: conflict of interest, bribery, illegal gratuities, and economic extortion. These forms of occupational fraud are known to plague Africa.

We forge a strategic approach that is endorsed at the highest levels of a corporate entity and ensure that it is aligned throughout the business operation. We offer valuable guidance specifically designed for the international business groups of our client corporations operating in SSA. We consistently track the U.S. Department

that are at risk, and implementing procedures to address those vulnerable areas. We are an information source for companies intent on operating in an SSA environment free of corruption.



The government's heightened scrutiny and more aggressive enforcement measures in recent times demand that U.S. multinational corporations implement comprehensive FCPA compliance programs specifically tailored to doing business in this high-risk environment. We counsel you on the risks and cultural nuances of doing business in SSA that may trigger FCPA violations.



of Justice's (DOJ) enforcement priorities in this arena and design our workshops to empower the vulnerable employees of our institutional clients with the essential tools they need to remain incorruptible. U.S. multinational corporations and their SSA subsidiaries must be fully cognizant of cultural nuances pertaining to compliance issues regarding the FCPA in SSA. ***The key to minimizing the risk of corruption lies in understanding why it occurs, identifying business areas***



Some of the key considerations and/or questions we routinely address are:

- What are the socio-economic and cultural risk factors that make companies conducting business in SSA more vulnerable to possible FCPA violations?
- What lessons can be learned from recent SEC and DOJ enforcement efforts affecting companies doing business in the high-context cultures of SSA countries?
- What are the best practices for companies to utilize in developing anti-corruption compliance programs and due diligence efforts specifically tailored to this unique region of the world?
- What are clearly articulated anti-bribery policies, procedures and guidelines for U.S. multinational corporations, their officers, agents, and other intermediaries involved in SSA projects?
- What are the specific difficulties of managing non-U.S. data, privacy and blocking statutes when gathering information in SSA for production to U.S. authorities?
- What are the essential measures in connection with retaining agents and other third party intermediaries (frontal due diligence before hiring a consultant and ensuring that there are adequate exit and/or remedial contractual provisions in place)?



We shepherd our clients to create comprehensive FCPA compliance policies and procedures that incorporate problematic socio-cultural nuances endemic to this region. A comprehensive program in SSA must address several issues, such as processes for making permitted payments under the FCPA, policies for gifts to foreign officials, evaluations of potential and existing third-party representatives who act on behalf of the company, maintenance of proper books and records, and audits of the companies' compliance processes. We take the extra effort to understand our clients' businesses enough to provide tailored-to-fit compliance programs.

Our expertise extends to handling complex merger/acquisition due diligence protocols; creating targeted compliance policies and procedures; screening local agents and other third-party representatives; compliance audits and internal investigations; defensive assistance with governmental investigations of outside and in-house counsel in SSA FCPA matters; and participation in representation before the SEC and U.S. DOJ.

Our arsenal includes seasoned corporate compliance experts who possess a wealth of experience in advising companies on corporate governance and social responsibility "best practices." If you partner with us in SSA, your FCPA vulnerabilities and exposure will quickly and substantially diminish.

CORPORATE GOVERNANCE & SOCIAL RESPONSIBILITY ADVISORY SERVICES

Multinational corporations operating in SSA must learn to embrace corporate social responsibility. We counsel that good “bedside manner” and community perceptions as to whether a company is “good” to and for the community can heavily influence its success or failure. Corporate social responsibility is the commitment of businesses to contribute to sustainable economic development by working with employees, their families, their local community and society at large to improve their lives in ways that are good for business and development.

Good corporate governance at home and abroad and promoting economic inclusiveness and community goodwill are important elements of international security and litigation avoidance and/or diversion for businesses. Conflict is endemic to failed states, where violence and lawsuits become the predominant means to express grievances and secure control over wealth and key economic goods. Globalization and the mounting number of conflicts occurring in regions where multinational corporations operate have prompted international organizations, the media, human rights groups, as well as some corporate executives, to ponder the obligation of multinational corporations in promoting peace and economic development. Corporations have an interest in leveraging their skills and impact to promote stability in their areas of operation, not only because it is the right thing to do, but also because it makes good business sense.

A number of multinational companies have been sued in the United States under laws such as the Alien Tort Claims Act, a U.S. statute that allows aliens to sue in U.S. courts for torts inflicted outside U.S. borders, including those resulting from human rights abuses. In recent times, such legal actions have included suits against two large oil companies, Unocal and Talisman Energy. In 1996, Burmese villagers sued Unocal in California federal court for human rights violations arising out of the company’s involvement in a gas pipeline project where an oppressive military government is in an armed conflict with a guerrilla insurgency. Talisman, Canada’s largest energy company, was

sued in November 2001 in federal court in New York City by citizens of Sudan in connection with its oil operations during the civil war between the Muslim-dominated government in the north and the predominantly Christian communities in the south.

The private sector can contribute to economic development in stable and peaceful regions through its core business activities, social investment programs and engagement in policy dialogue and civic institution building. Businesses can help create the conditions for stimulating trade, increasing domestic and foreign investment, and restoring appropriate legal and regulatory frameworks. International companies operating in SSA should develop their own corporate social responsibility concepts and portfolio as an integral part of corporate and country strategy because it goes a long way toward engendering goodwill. Certainly, operating successfully in higher risk and economically depressed regions like SSA is quite challenging, but can be accomplished with careful preventive commercial diplomacy.



LEGAL AFFAIRS MANAGING/LIAISON COUNSEL

In today's global economic environment, no law firm can establish offices in every jurisdiction where all its clients do business around the world. Our aim is to build a fundamental consistency in our working relationship with our clients so they see us as trusted advisors in every nook-and-cranny of the SSA landmass. When SSA is the theatre, we are the firm of choice because we possess the requisite core and cultural competencies.



U.S. multinational corporations operating in the region often encounter difficulties in measuring capabilities and performance in addition to determining how and to what extent SSA local counsels could be held accountable for their performance. Igbanugo Partners can help you manage these concerns under one umbrella and remain as accountable as any other U.S.-based law firm.



As Managing Counsel We Facilitate In-House Counsel's Due Diligence

As we see it, it is incumbent upon us to expeditiously accomplish the often anxiety-ridden preliminary tasks for in-house counsel.

In this regard, we guide you to ask essential questions, such as: Is the judicial system generally perceived to be impartial? Must the legal/business issue be resolved in the country? Is there a political method for resolving disputes in the country? Are alternative methods of dispute resolution available and permitted in the particular aspect of law?

Can foreign judicial decisions be enforced in the country? Can decisions from the country be enforced outside the SSA country or the United States? Are there alternative tribunals? Are there different legal systems within the country or its political sub-divisions? Resolving these types of up-front dilemmas is part and parcel of our "stock in trade."



Fred Adiyia, partner at Igbanugo Partners, being admitted to the Ghanaian Bar by then-Chief Justice of Ghana in October 1999.

We Provide You “*The Best Of The Best*” Legal Counsel In Any SSA Jurisdiction

Our ability to quickly assemble a formidable legal team to tackle any type of legal matter in the major commercial centers of SSA has been called impressive. We view our services as your link and bridge to SSA and we are continually re-vamping our processes. For starters, we check the integrity of local counsels and their reputation in the local community, their expertise by specialty, resources, fees relative to competition, etc. Next, we ensure that the foreign counsel understands well enough what your company does.

We actively solicit your ideas on how to best utilize each other’s resources so as to achieve greater productivity and cost reduction consistent with quality results.

We strive to earn your trust and confidence and realize that the real challenge for in-house and outside lawyers in working together is to provide the most efficient combination of legal services to the multinational corporate client.

Our clients expect us not only to deliver top-notch legal advice, but also to help them improve the processes in which we, and they, provide legal advice. We are client-centric in our outlook and build strategic partnerships that blend our core competencies with the applicable capabilities of our clients.



Becoming stakeholders in each other’s businesses enables our clients to gain a competitive advantage, as it facilitates measuring performance proficiently, focusing on innovation and pursuing relentless improvement. We are proactive rather than reactive and pride ourselves on our predictive accuracy in this treacherous environment.



ALTERNATIVE DISPUTE RESOLUTION

Varying concepts of arbitration and other forms of alternative dispute resolution run deep in the socio-economic veins of SSA nations. Navigating ADR successfully in SSA requires a combination of local knowledge and cultural competence.

Litigants who choose to arbitrate in SSA should be familiar with the degree to which local courts are able to intervene in the arbitration process.

Arbitration in SSA can be held ad-hoc or under an institutional arbitration body. The most recognized institutional arbitration centers in SSA are the Lagos Regional Center for International Commercial Arbitration (LRCICA) and the Arbitration Foundation of South Africa (AFSA).

Our Approach

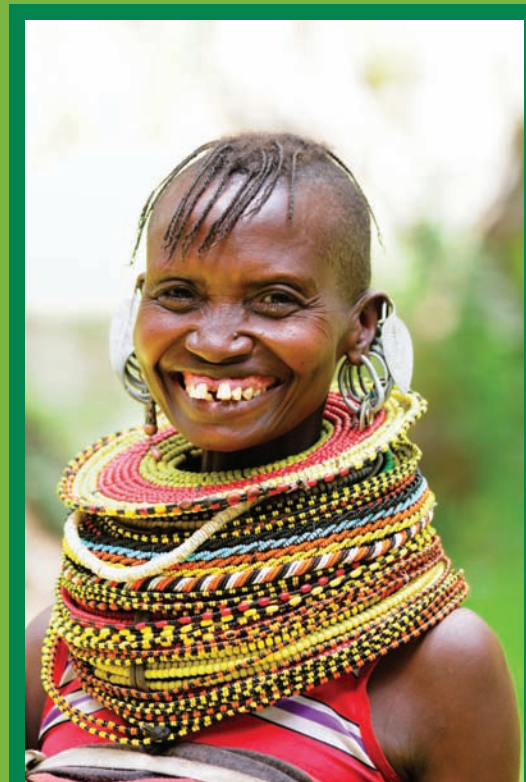
Our ADR efforts in the high-context cultures of SSA nations focus on evaluating the effectiveness of various arbitral organizations and managing or acting as your liaison counsel in the arbitration process with the intent of achieving the clients' paramount objective.

We have fingertip access to the best, most effective arbitrators, adjudicators, mediators and conciliators in the region.

We assist clients in negotiating and drafting arbitration provisions and agreements reasonably calculated to survive local prejudices. We also work with U.S. and foreign counsel concerning the enforceability of arbitral awards in SSA.



The Organization for the Harmonization of Commercial Law in Africa (OHADA) Treaty, mostly applicable in the French-speaking SSA nations, provides a set of common and simple laws promoting arbitration as a discreet and speedy dispute settlement system in trade-related disagreements through its common court of justice and arbitration.



GOVERNMENTAL/QUASI-GOVERNMENTAL INTEREST ADVOCACY



U.S. Congressman Keith Ellison (D-Minneapolis, MN) at a Fundraiser hosted by Herbert Igbanugo and held at the Minneapolis office of Igbanugo Partners on December 3, 2007.

We utilize our knowledge and depth of experience with the key governmental and non-governmental players as well as our intimacy with the cultural, socio-economic and political fabric of the region to advocate the business interests of our clients. We provide guidance on specific aspects of written or unwritten governmental and quasi-governmental organizations or institutions, and regional treaties within SSA.



Herbert Igbanugo with American civil rights leader, Jesse Jackson, in Nigeria, August 2000, as a delegate in former U.S. President William Jefferson Clinton's Historic Trip to Sub-Saharan Africa.

We also engage in U.S. government relations and public policy, including issue advocacy (e.g., debt relief, normalization of trade, legislative/executive branch monitoring and image improvement on behalf of African governments, industries and business organizations) and work on behalf of our clients to achieve favorable U.S. public relations ratings or to reverse negative ratings.



Herbert Igbanugo with Former President of Nigeria, Ibrahim Babangida, and colleague at a convention in Nigeria, August 2000.

Further we provide access to difficult to reach high level players within the SSA governments and the private sector. Finally, we aid our intercontinental clients in the interpretation, implementation and application of the African Growth and Opportunity Act's (AGOA) legislative provisions.



Herbert Igbanugo with then-South African Ambassador to the United States, Barbara Masekela, and Judge LaJune Lange (retired) of the International Leadership Institute, at a benefit dinner for the Nelson Mandela Children's Fund in Minneapolis, MN on June 1, 2007.

KEY U.S. GOVERNMENTAL AFRICAN ECONOMIC EMPOWERMENT INITIATIVES

The African Growth and Opportunity Act (AGOA)

The African Growth and Opportunity Act (AGOA) enacted by Congress in 2000 expands trade and commercial relations between the United States and Sub-Saharan Africa, and lifts or relaxes U.S. import duties on apparels manufactured in most Sub-Saharan African countries.

The Act offers beneficiary SSA Countries duty-free and quota-free U.S. market access for essentially all products through the Generalized System of Preferences (GSP), provides additional security for investors and traders in African countries by ensuring GSP benefits, and eliminates the GSP competitive needs limitation for African countries.

In addition, the Act establishes a U.S.-SSA Trade and Economic Corporation Forum to facilitate trade and investment policy discussions and technical assistance to strengthen economic reforms and development. The AGOA Acceleration Act was signed into law on July 13, 2004 to enhance the two earlier AGOA efforts by broadening U.S. – Africa trade and investment.

AGOA also established \$500,000,000 in equity and infra-structural funds, as well as technical assistance to strengthen trade and investment in Africa. The continent views AGOA as a ray of hope, a window of opportunity for job creation and poverty alleviation, and a vehicle for attracting foreign direct investment into SSA.

The Millennium Plan for Africa

The Millennium Challenge Account (MCA) and its implementing agency ~ the Millennium Challenge Corporation (MCC) is yet another relatively recent favorable commitment toward the African continent by the U. S. government. It aims to lend credibility to African countries making legitimate strides, affirming that Africa is indeed open and ready for business and trade as confidence in African institutions will help to promulgate real positive change and long-term growth.

Pentagon assistance to the African Union is one pillar of the AU's growing success. To a large extent, European and Asian businesses have already moved beyond Africa's negative stigma and are successfully doing business in the continent. U.S. companies should be encouraged to do the same. China and South Africa are now the two leading investors in the continent.

United States Africa Command (AFRICOM)

Headquartered in Stuttgart, Germany, AFRICOM is one of the DoD's six regional headquarters and reports directly to the Secretary of Defense, as do all other unified commanders in the DoD. Created in February 2007, it is designed to amalgamate security, development, diplomacy and prosperity in Africa, and reflects a much more integrated staff structure that includes significant management and staff representation by the Department of State (DOS), U.S. Agency for International Development (USAID), and other U.S. government agencies involved in Africa.



AFRICOM will work closely with, and in support of, U.S. Embassies and diplomatic missions across SSA. However, the USAID will continue to be the lead U.S. agency for development and humanitarian activities. In sum, AFRICOM is responsible for U.S. military relations with 53 African countries, including the Islands of Cape Verde, Equatorial Guinea, Sao Tome and Principe, and the Indian Ocean Islands of Comoros, Madagascar, Mauritius, and Seychelles.

AFRICOM is expected to have an overall favorable impact in SSA, especially in the host nations in terms of political stability, economic growth, and attraction of additional foreign capital investment.

U.S. President Barack Obama

As the 44th President of the United States, Barack Obama is forging an Africa policy rooted in security, political, economic and humanitarian interests. The Obama administration's three key objectives in Africa is to facilitate the continent's integration into the global economy; encourage peace and security in the African states; and strengthen relationships with African governments, institutions and civil society organizations committed to democracy, accountability and reducing poverty in Africa.

Obama's Kenyan roots and attention to the continent infuse optimism among Africans worldwide, many of whom believe Africa will emerge as a global economic leader in the 21st century.



Herbert Igbanugo with Barack Obama in Minneapolis, MN, on June 29, 2007.



FEE STRUCTURE

We set high standards for ourselves and believe our services should be evaluated on the basis of the value received. We offer flat fees, hourly billing, and a number of alternatives to hourly billing, including hybrids of hourly and contingent fees, bonuses for particular results, and value billing. Our clients are interested in results, not effort. Our goal is to move away from hourly billing where feasible because we believe hourly billing is a disincentive to efficient service. We welcome opportunities to structure fee agreements that provide for incentives and reward results rather than time devoted to a matter. We solicit your input on alternative billing arrangements that allow you to deploy your resources in the most cost-efficient manner.

A win-win resolution requires that we establish, in conjunction with our clients, a financial arrangement that provides the proper incentives for counsel to provide cost-effective legal services and be proactive in introducing efficiencies in legal work processes that ensure client satisfaction with the value of services received.

We also offer a form of value-billing that combines a discounted hourly rate with a contingent “kicker” attached to the ultimate resolution. Alternatively, it envisages a pre-determined reward for accomplishing a particular result, whether it is a specific objective, budget target or a deadline. At the inception of legal services, we will reach an agreement that if a particular result is accomplished, the firm is paid a bonus in an amount negotiated with the client. We strongly believe that alternatives to hourly-rate fee arrangements properly align the interests of outside counsel and the corporate entity and are generally more cost effective.



INTERNATIONAL BUSINESS LAWYERS

LINKING THE UNITED STATES & SUB-SAHARAN AFRICA



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