PRIVILEGED AND CONFIDENTIAL
ATTORNEY-CLIENT PRIVILEGED / ATTORNEY WORK PRODUCT

DATE: [Date]

TO: [Board of Directors / Audit Committee / General Counsel]
FROM: [Name of Law Firm or Internal Legal Counsel]
RE: Report of Internal Investigation Findings and FCPA Compliance Opinion

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I. INTRODUCTION AND EXECUTIVE SUMMARY

[Briefly state the purpose of the investigation, the specific allegations or "red flags" identified, and the high-level conclusion regarding Foreign Corrupt Practices Act (FCPA) compliance.]

II. SCOPE OF INVESTIGATION

The investigation included, but was not limited to, the following steps:

- Review of electronic communications and financial records for the period of [Date] to [Date].
- Interviews with [Number] employees and third-party agents located in [Country/Region].
- Analysis of [Specific Transactions/Contracts] involving [Name of Foreign Entity/Government Agency].
- Review of internal accounting controls and expense reimbursement reports.

III. STATEMENT OF FACTS

[Provide a detailed chronological narrative of the events investigated. Identify the individuals involved, the nature of any payments or "things of value" provided to foreign officials, and the business purpose associated with those interactions.]

IV. LEGAL ANALYSIS AND FCPA FRAMEWORK

This analysis evaluates the facts against the two primary components of the FCPA:

1. **The Anti-Bribery Provisions:** Prohibiting the corrupt payment of money or anything of value to a foreign official to obtain or retain business.
2. **The Accounting Provisions:** Requiring accurate books and records and a system of internal accounting controls.

V. FINDINGS AND OPINION

Based on the evidence gathered, our legal opinion is as follows:

Anti-Bribery Determination: [State whether evidence suggests a violation, e.g., "We found no evidence of corrupt intent," or "The payments in question appear to fall under the 'Grease Payment' exception, though caution is advised."]

Accounting and Controls Determination: [State findings regarding whether the transactions were properly recorded and if internal controls were bypassed.]

Conclusion: [Formal statement on whether the company faces significant legal exposure under the FCPA.]

VI. REMEDIATION AND RECOMMENDATIONS

We recommend the following corrective actions:

- [e.g., Termination or disciplining of involved personnel]
- [e.g., Enhancing due diligence protocols for third-party intermediaries]
- [e.g., Mandatory FCPA training for the regional sales team]
- [e.g., Voluntary self-disclosure to the DOJ/SEC, if applicable]

Respectfully Submitted,

[Signature]
[Name of Counsel]
[Title]