

## Corporate Governance & Investigations

Cahill advises boards of directors, special committees, and directors and officers of publicly held companies in significant corporate governance matters and investigations. We are often called upon to assist clients with particularly sensitive matters involving corporate governance and ethical malfeasance, including accounting fraud and earnings management, market manipulation, disclosure violations, insider trading and fraud in connection with mortgages, conflicts of interest, employee, director and management responsibilities and business practices. The firm is widely regarded for its ability to develop remedial and compliance plans that appropriately address potential liabilities and provide appropriate responses to governmental and regulatory inquiries.

Our team includes former federal prosecutors, alumni of the Securities and Exchange Commission, and other lawyers who joined Cahill following distinguished careers in the Department of Justice, Department of the Treasury, Commodity Futures Trading Commission, and other government agencies and commissions.

Our lawyers have extensive experience conducting multinational investigations involving alleged violations of the Foreign Corrupt Practices Act (FCPA), The Office of Foreign Assets Control (OFAC) regulations and commercial bribery laws, Bank Secrecy Act and anti-money laundering. We have managed investigations involving wire and mail fraud, healthcare fraud, tax fraud and fraud alleged under the False Claims Act and those arising from computer hacking and data breaches. We also have a long track record conducting antitrust and price fixing investigations in markets including healthcare, pharmaceuticals, automotive industries, paper products, homebuilding, and tobacco.

We represent parties in proceedings before Congress, the Securities and Exchange Commission, Department of Justice, United States Attorneys' Offices, Department of the Treasury, Federal Trade Commission, Office of the Inspector General, State Attorneys General as well as the New York Stock Exchange, FINRA and other prosecutorial and regulatory agencies. Our past representations before these agencies often have resulted in favorable resolutions for our clients.

For example, Cahill represented Homestore, Inc. in investigations initiated by the DOJ and SEC in which the U.S. Attorney General and the SEC Director of Enforcement publicly commended the company's handling of the matter, and, determined to bring no charges against the company. We represented the Audit Committee of Novell Inc. in its voluntary, independent review of past stock-based compensation practices and the Audit Committee of Bausch & Lomb in formal investigations pertaining to its subsidiaries in South America, Asia and Europe, where we recommended changes in compliance, ethics and financial control procedures and communicated progress of these investigations to the SEC.

We advised WellCare Health Plans, Inc.'s new senior management in connection with matters relating to the consequences of alleged conduct by prior management, including by the FBI, SEC and U.S. Attorney's Office. We have represented or are representing the Audit Committees of Wal-Mart, the New York Mercantile Exchange, Qualcomm, Pride International and Diageo, the Special Committee of Chicago Board of Options Exchange, Abercrombie & Fitch, the Independent Directors of AMC Networks, Centex Homes, Freddie Mac, and other public companies in various corporate governance matters and/or investigations. We have conducted complex investigations and defended numerous financial institutions, officers and directors, in securities fraud claims.