



U.S. Department of Justice

Criminal Division

Washington, D.C. 20530

June 24, 2010

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FILED

JUN 25 2010

**Clerk, U.S. District & Bankruptcy
Courts for the District of Columbia**

Re: Ousama M. Naaman

CR 08-246 (ESH)

Dear Mssrs. Lowell and Man:

This letter sets forth the full and complete plea offer to your client, Ousama M. Naaman, (hereinafter referred to as the "defendant"). This offer is binding only upon the Fraud Section, Criminal Division of the United States Department of Justice (hereafter the "United States"), and will expire on June 26, 2010. Upon the United States' receipt of the executed letter, the letter itself will become the plea agreement. The terms of the offer are as follows:

1. **Charges.** The defendant agrees to waive proceeding by a superseding indictment and plead guilty to a two-count Superseding Information, charging conspiracy to violate the laws of the United States, 18 U.S.C. § 371, specifically, the Foreign Corrupt Practices Act ("FCPA"), 18 U.S.C. § 78dd-1 and wire fraud, 18 U.S.C. § 1343 (Count One), and one count of violating the FCPA, 15 U.S.C. § 78dd-1(a) (Count Two). It is understood that the guilty plea, to be made before the Court by the defendant, will be based on a factual admission of guilt and will be entered in accordance with Federal Rule of Criminal Procedure 11. The defendant agrees that the attached "Statement of the Offense" fairly and accurately describes the defendant's actions and involvement in the charged offense. During the Rule 11 plea hearing, the defendant will adopt the Statement of the Offense as a written proffer of evidence.

2. **Potential penalties and assessments.** The defendant understands that the maximum sentence that can be imposed for the violation charged in Count One of the Superseding Information is up to five years' imprisonment, a fine of not more than \$250,000 or twice the pecuniary gain or loss derived from the offense, up to three years' supervised release, and an obligation to pay any applicable interest or penalties on fines not timely paid. The defendant understands that the maximum sentence that can be imposed for the violation charged

in Count Two of the Superseding Information is up to five years' imprisonment, a fine of not more than \$100,000 or twice the pecuniary gain or loss derived from the offense, up to three years' supervised release, and an obligation to pay any applicable interest or penalties on fines not timely paid. The defendant acknowledges and understands that the statutory maximum terms of imprisonment for Counts One and Two would run consecutively to effect the Sentencing Guidelines' computation, for a total maximum term of imprisonment of ten (10) years. The defendant also understands that he is required to pay a special assessment of \$200 at the time of sentencing. Notwithstanding the maximum sentence, the defendant understands that the sentence to be imposed in this case will be determined by the Court, guided by the factors enumerated in 18 U.S.C. § 3553(a), including a consideration of the guidelines and policies promulgated by the United States Sentencing Guidelines Commission (hereinafter "Sentencing Guidelines"). The defendant understands that his sentence, including the applicable sentencing guideline range, will be determined solely by the Court, and the United States cannot and does not make any promises, representations, or predictions regarding what sentence the Court will impose. The defendant further understands that if the Court imposes a sentence greater than that provided in the Sentencing Guidelines range as determined by the Court, or which is in any other way unsatisfactory to him, he cannot withdraw his guilty plea.

3. **Defendant's Obligations.** The defendant agrees that he shall cooperate fully with the United States by providing truthful, candid, and complete information as to all matters within his knowledge concerning his wrongful conduct as well as any wrongful conduct involving others. The defendant understands that such cooperation will include:

- a. Attending all meetings at which the United States requests his presence;
- b. Providing to the United States, upon request, any document, record, or other evidence relating to matters about which the United States or any designated U.S. or foreign law enforcement agency inquires, including but not limited to a full, complete and accurate personal financial statement;
- c. Testifying truthfully at any trial, hearing, or other grand jury or court proceeding if requested to do so by the United States;
- d. Providing an accurate accounting of all assets owned or controlled by the defendant; and
- e. Bringing to the attention of the United States all crimes that he has committed, and all administrative, civil, or criminal proceedings, investigations, or prosecutions in which he has been or is a subject, target, party, or witness.
- f. The defendant shall provide full cooperation, under the direction of the Department, with any other foreign law enforcement or judicial authority investigating the criminal conduct described in the Superseding Information. This will include (but not

necessarily be limited to) cooperation with the authorities of the United Kingdom, and any other foreign authority that may investigate matters regarding which defendant can provide relevant information. The Department will bring any such cooperation of the defendant to the attention of the Court.

4. The United States reserves the right to evaluate the nature and extent of the defendant's cooperation and shall make the defendant's cooperation, or lack thereof, known to the Court at the time of sentencing. If, in the sole and unreviewable judgment of the United States, the defendant's cooperation is of such quality and significance to the investigation or prosecution of other criminal matters as to warrant the Court's downward departure from the sentence calculated by the Sentencing Guidelines, the United States may at or before sentencing make a motion pursuant to Section 5K1.1 of the Sentencing Guidelines reflecting that the defendant has provided substantial assistance and recommending a downward departure from the applicable guideline range. The defendant acknowledges and agrees, however, that nothing in this Agreement may be construed to require the United States to file such a motion and that the United States' Section 5K1.1 and/or Rule 35 assessment of the nature, value, truthfulness, completeness, and accuracy of the defendant's cooperation shall be binding on the defendant.

5. The defendant understands and acknowledges that the Court is under no obligation to grant a motion pursuant to Section 5K1.1 of the Sentencing Guidelines as referred to in paragraph 4 of this agreement, should the United States exercise its discretion to file such a motion.

6. **Federal Sentencing Guidelines.** Although not binding on the Court, the parties agree that the 2009 Sentencing Guidelines apply, and a guidelines calculation pursuant to the 2009 Sentencing Guidelines would result in a minimum guidelines sentence in excess of the statutory maximum of 120 months. Therefore, pursuant to U.S.S.G. §§ 5G1.1 and 5G1.2, the applicable guidelines range is 120 months.

7. Based upon the concessions by the United States as set forth in this Agreement, the defendant agrees that he will not seek a reduction from the agreed guidelines range as set forth above or pursuant to 18 U.S.C. § 3553(a) factors. The defendant further agrees not to seek a downward departure for any reason from the otherwise applicable guideline range established by the Sentencing Guidelines and that a sentence within the applicable guidelines range is reasonable. The United States also agrees not to seek an upward departure for any reason from the otherwise applicable guideline range established by the Sentencing Guidelines. In the event that this plea offer is either not accepted or is accepted and subsequently withdrawn, the parties will not be bound by the proposed interpretations of applicable Sentencing Guidelines provisions contained herein.

8. In exchange for the undertakings made by the government in entering this plea agreement, the defendant voluntarily and expressly waives all rights to appeal or collaterally attack the defendant's conviction, sentence, or any other matter relating to this prosecution,

whether such a right to appeal or collateral attack arises under 18 U.S.C. § 3742, 28 U.S.C. § 1291, 28 U.S.C. § 2255, or any other provision of law, except that he reserves the right to appeal a sentence above the statutory maximum. This waiver is not intended to bar the assertion of constitutional claims that the relevant case law holds cannot be waived.

9. **Financial Arrangements.** The defendant agrees that prior to or at the time of the sentencing, he will deliver to the Clerk's Office, United States District Court, a certified check in the amount of \$200 to pay the mandatory special assessment, as required in Title 18, United States Code, Section 3013. The defendant also agrees to provide to the United States a full and complete accounting of all assets, real or tangible, held by him or in any other name for his benefit, and, to that end, to submit a standard Form 500 (Financial Statement of Debtor).

10. **Reservation of Allocution.** The United States and the defendant reserve their full right of allocution for purposes of sentencing and post-sentencing in this matter. Additionally, the United States specifically reserves its right to set forth at sentencing and any proceedings(s) before the Bureau of Prisons all of its evidence with respect to the defendant's criminal activities.

11. The parties reserve the right to inform the Probation Department and the Court of any relevant facts, to dispute any factual inaccuracies in the presentence report, and to contest any matters not provided for in this plea agreement.

12. If in this plea agreement the United States has agreed to recommend or refrain from recommending to the sentencing judge a particular resolution of any sentencing issue, the United States reserves the right to full allocution in any post-sentence litigation in order to defend the sentencing judge's ultimate decision on such issues.

13. **Waiver of Certain Rights.** The defendant understands that by pleading guilty, he relinquishes certain constitutional rights, including the right to a jury trial, as well as the right to appeal and the right to collaterally attack his conviction. Additionally, the defendant acknowledges and agrees that the Court has jurisdiction and authority over this case and that it has the right to impose any sentence within the statutory maximum set for the offense to which the defendant pleads guilty. The defendant also waives any challenges to his plea based upon statute of limitations or venue.

14. **United States Concessions.** In exchange for the defendant's guilty plea, the United States agrees to recommend a two-level adjustment for acceptance of responsibility and a one-level adjustment for assisting authorities pursuant to U.S.S.G. § 3E1.1 based upon the defendant's recognition and timely acceptance of personal responsibility. The United States, however, will not be required to make these recommendations if any of the following occurs: (1) the defendant fails or refuses to make a full, accurate, and complete disclosure to the United States or the probation office of the circumstances surrounding the relevant offense conduct and his present financial condition; (2) the defendant is found to have misrepresented facts to the United States or any other law enforcement authority prior to entering into this plea agreement;

(3) the defendant commits any misconduct after entering into this plea agreement, including but not limited to, committing a state, federal, or foreign offense; violating any term of release; or making a false statement or misrepresentation to any governmental entity or official; or (4) the defendant fails to comply with any terms of this agreement.

15. Also, subject to other paragraphs in this agreement, the United States agrees not to bring any additional criminal charges against the defendant for the criminal activity described in the attached Statement of the Offense, provided that the defendant has disclosed all material information to the United States prior to the execution of this agreement. If, prior to the time of sentencing, the United States discovers that the defendant has engaged in additional criminal conduct beyond the scope of the Superseding Information in this case, this agreement does not preclude the United States from requesting the Court to consider such additional criminal conduct as relevant conduct in sentencing the defendant under U.S.S.G. § 1B1.3, except where such information is governed by U.S.S.G. § 1B1.8. This agreement not to prosecute the defendant does not extend to crimes of violence or tax crimes.

16. **Prisoner transfer.** Should the Court determine that the defendant will be sentenced to a term of incarceration, and should the defendant make a request for prisoner transfer to Canada, the Department of Justice, Fraud Section, agrees to make best efforts to expedite the prisoner transfer process, when Fraud Section is in a position to do, provided that the defendant has complied with all terms of this plea agreement and all terms of the sentencing and commitment order, including payment of any fines. Such efforts shall be at the sole discretion of the Fraud Section. Defendant understands and acknowledges that the prisoner transfer process is not within the control of the Fraud Section and therefore the Fraud Section's ability to expedite such a transfer request is limited.

17. **Breach of or failure to tender agreement.** Defendant agrees that if he fails to comply with any of the provisions of this agreement, including the failure to tender such agreement to the Court, makes false or misleading statements before the Court or to any agents of the United States or foreign law enforcement authorities, commits any further crimes, or attempts to withdraw the plea, the United States will have the right to characterize such conduct as a breach of this agreement. In the event of such a breach: (a) the United States will be free from its obligations under the agreement and further may take whatever position it believes appropriate as to the sentence and the conditions of the defendant's release (for example, should the defendant commit any conduct after the date of this agreement that would form the basis for an increase in the defendant's offense level or justify an upward departure – examples of which include but are not limited to, obstruction of justice, failure to appear for a court proceeding, criminal conduct while pending sentencing, and false statements to law enforcement agents, the probation officer, or Court – the United States is free under this agreement to seek an increase in the offense level based on that post-agreement conduct); (b) the defendant will not have the right to withdraw the guilty plea; (c) the defendant shall be fully subject to criminal prosecution for any other crimes which he has committed or might commit, if any, including perjury and obstruction of justice; and (d) the defendant waives any protections afforded by Rule 11 of the Federal Rules of

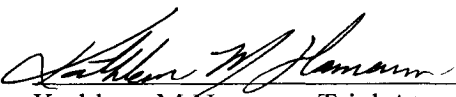
Criminal Procedure, and the United States will be free to use against the defendant, directly and indirectly, in any criminal or civil proceeding any of the information, statements, and materials provided by him pursuant to this agreement, including offering into evidence or otherwise using the attached Statement of the Offense, except insofar as such information is governed by U.S.S.G. § 1B1.8.

18. In the event of a breach of this agreement, any prosecution of the defendant not time-barred by the applicable statute of limitations on the date of this agreement may be commenced against the defendant by the United States in accordance with this paragraph, notwithstanding the running of the applicable statute of limitations before the commencement of such prosecution. The defendant knowingly and voluntarily agrees to waive any and all defenses based on the statute of limitations for any prosecutions commenced pursuant to the provisions of this paragraph.

19. **Fraud Section, Criminal Division of the United States Department of Justice Bound.** The defendant understands that this agreement is binding only upon the Fraud Section, Criminal Division of the United States Department of Justice. This agreement does not bind any other foreign, federal, state, or local prosecutors. It also does not bar or compromise any civil, tax, or administrative claim pending or that may be made against the defendant.

20. **Complete Agreement.** No other agreements, promises, understandings, or representations have been made by the parties or their counsel other than those contained in writing herein, nor will any such agreements, promises, understandings, or representations be made unless committed to writing and signed by the defendant, the defendant's counsel, and the United States.

DENIS J. MCINERNEY
Chief, Fraud Section
Criminal Division
United States Department of Justice

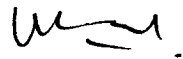
By: 
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Acceptances:

I have read this plea agreement and discussed it with my attorneys, Abbe Lowell and Christopher Man. I fully understand this agreement and agree to it without reservation. I do this voluntarily and of my own free will, intending to be legally bound. No threats have been made to me nor am I under the influence of anything that could impede my ability to understand this agreement fully. I am pleading guilty because I am in fact guilty of the offenses identified in paragraph one and charged in Counts One and Two of the Superseding Information.

I reaffirm that absolutely no promises, agreements, understandings, or conditions have been made or entered into in connection with my decision to plead guilty except those set forth in connection with this plea agreement and matters related to it.

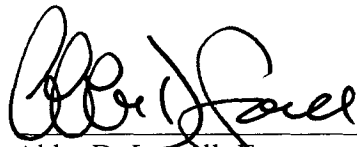
Date: 6/25/10



Ousama M. Naaman

I have read each of the pages constituting this plea agreement, reviewed them with my client, and discussed the provisions of the agreement with my client fully. These pages accurately and completely set forth the entire plea agreement. I concur in my client's desire to plead guilty as set forth in this agreement.

Date: 6/25/10



Abbe D. Lowell, Esq.
Christopher Man, Esq.
Attorneys for the Defendant