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*During my career, I have been privileged to accumulate a combination of legal and business experiences that only a very small handful of lawyers possess:*

- *director of a public company;*
- *general counsel of two other public companies;*
- *operational roles as a senior executive;*
- *defense counsel;*
- *Presidential-appointee in Department of Justice;*
- *federal and state prosecutor in Chicago;*
- *adjunct law professor; and*
- *author/lecturer.*

*As a consultant and lawyer, I currently apply the perspective gained over almost four decades to the challenges of corporate governance and crisis management.*

## **Practice Focus & Background at a Glance**

### *Compliance Programs*

I have been evaluating and designing compliance programs since 1988 when the US Sentencing Commission's guidelines on sentencing first memorialized mitigation credit for such programs. Programs I have designed as a private practitioner and General Counsel have been considered "gold standard" by regulators in a number of industries. Most recently, the Securities and Exchange Commission (April 2016), Nevada Gaming Control Board (NGCB)(May 2016) and U.S. Department of Justice (January 2017) all settled pending investigations of Las Vegas Sands Corp. under the FCPA citing mitigating remedial action by the company in, among other things, hiring me and implementing the enhanced compliance program I designed. In 2013, in declining to prosecute the Sands, the Los Angeles US Attorney cited the mitigating effect of the enhanced anti-money laundering compliance program that I helped design for the company – a program the head of FinCen later praised at Nevada's annual anti-money laundering conference. In negotiating the SEC settlement, I helped set the parameters and later selected the consultant required by the settlement. If you want to review or update a compliance program or need a consultant or monitor under a government settlement, see what a different perspective can do for you.

### *Crisis Management*

Not every lawsuit is a crisis though some suits can be a part of a crisis. Most practitioners agree that a crisis involves multiple forums and risks – a combination of two or more of government enforcers, regulators, legislative oversight, whistleblowers, derivative claims, and class actions in the glare of media attention fed by the other side. Having spent some time creating these moments while a prosecutor, I was quickly on the defensive side of a politically generated reputational challenge when I became a Presidential appointee. A steady beat of Congressional and media criticism of the Department of Justice for perceived failures to prosecute an

international, rogue bank was becoming a highly-charged issue in the 1992 Presidential campaign. The Attorney General asked me and a career prosecutor to negotiate a \$1.2 billion settlement that I ultimately secured in court against BCCI to silence the critics. Using the experience I gained at the intersection of politics, Congress, international law and the media, a significant aspect of my private practice involved assisting clients in managing crisis to efficient closure. Most recently at Sands, I oversaw the company's negotiations with the SEC, NGCB and DOJ during the litigation of a predicate whistleblower claim and seven derivative actions while helping respond to more reports by the Wall Street Journal than the Journal made on any FCPA matter in the same period. When Sands became the first victim of a state-sponsored cyber-attack crippling its computers and websites, I was part of the crisis management team that kept customers and regulators informed and restored the system with no regulatory or enforcement consequences for the company. Having the right team and structure in place was critical to putting the matters behind the company. That is the perspective I bring to assisting clients.

### *Bet the Company Litigation*

Through almost thirty years of courtroom appearances, I learned how to win over judges and juries. A decade of academic study of the rules of evidence enhanced my ability to prioritize evidence efficiently and effectively. More than a decade managing corporate litigation in two different companies taught me the importance of aligning legal strategy with business objectives. I have extensive trial and appellate experience both in court and as a strategist. I tried dozens of cases, including more than 30 federal jury matters, and authored more than 50 appellate briefs, presenting 30 oral arguments in federal and state courts of appeal, including successfully arguing before the Maryland Supreme Court to dispose of a class action against my client. As General Counsel of SciGames, I helped develop the successful litigation strategy in Italy and the EU that preserved the company's largest contract against competition challenges. I have won unprecedented results in lower courts and sustained them on appeal. Most recently, for Sands, I oversaw a team that took one case to the Nevada Supreme Court more than a dozen times. During the course of this work, I was named one of the Top Lawyers in Nevada (2013) – the only general counsel to receive such an honor.

### **Experience**

#### **Public Company Insider**

##### **Board of Directors (December 2016-present)**

In December 2016, the shareholders of Inspired Entertainment, Inc. (NASDAQ-listed INSE) elected me as an independent member of their Board of Directors. I serve as Lead Director, Chair of the Governance/Compliance Committee and a member of the Audit and Compensation Committees. As such, I experience first-hand the concerns and decision-making process of a board room from a board member's perspective, ever mindful of the fiduciary duties owed the shareholders in an oversight capacity.

##### **General Counsel (February 2006-August 2016)**

I have served as the worldwide General Counsel of two industry leading companies – NYSE-listed Las Vegas Sands Corp. (LVS 11/11-8/16) and NASDAQ-listed Scientific Games Corp. (SGMS 2/06-11/11). As General Counsel of both companies, I was a senior executive with both legal and business oversight responsibilities. At both companies, I had responsibility for

oversight and design of the compliance function. I also supervised human resources and government relations. And at both companies, I served as Board Secretary, providing additional perspective on the necessary partnership between management and the board in serving shareholders, providing legal and strategic advice to the various committee chairs and Board Chairmen. I reduced material litigation at both companies and worked with the respective company presidents on business development and corporate strategy. At Sands, I was also responsible for supervising Security and Internal Audit.

Some highlights at Sands:

- directed legal strategy on behalf of Board of Directors during the internal investigation under the Audit Committee, eventually taking over the interactions with the government in resolving the matter;
- led the negotiations that produced an administrative resolution of a five-year SEC investigation under the Foreign Corrupt Practices Act;
- led the effort that secured a precedent-setting non-prosecution agreement from the Los Angeles U.S. Attorney's Office relating to alleged suspicious activity reporting under the Bank Secrecy Act;
- negotiated an end to the Nevada Gaming Control Board's parallel investigations to the LA USAO and SEC with a stipulated resolution on a single issue without admitting or denying any claim;
- building on my government experience and private practice work with major financial institutions, helped design a unique and ground-breaking anti-money laundering program for the casino function of the company worldwide;
- provided legal and compliance oversight in formulating the response to the first known nation-state cyber-attack on a U.S. public company;
- assisted in various billion-dollar plus financing structures which helped create the best balance sheet in the industry;
- played a central role in maintaining the Company's overall relationship with gaming regulators in Nevada, Pennsylvania and Singapore; and
- helped secure an unqualified and unprecedented apology from the Democratic Congressional Committee Caucus for attack ads aimed at the Company's Chairman and, two years later, secured an unqualified apology from the Council for Accountability on similar false allegations.

At SGMS:

- led the legal effort to retain the critical Italian lottery contract through Italian and EU competition court challenges on behalf of the joint venture I helped the company preserve;
- assisted the Chief Operating Officer in entering the Chinese market, which helped fund the Beijing Olympics in 2008 through state-sponsored lottery ticket sales of the Company's product;

- secured Department of Justice approval of SGC's industry-consolidating, \$100 million acquisition of a major competitor;
- developed and negotiated an unprecedented joint venture to privatize state lottery functions in the U.S.;
- helped oversee the acquisition of two gaming machine ventures in London;
- oversaw legal and regulatory aspects of numerous bidding submissions and bid protests in the United States and around the world in connection with multi-year government sponsored lottery contracts; and,
- assisted the north American lottery industry's development of compliance standards for internet lottery ticket sales.

### **Defense counsel (January 1993-October 2006)**

In 1993, after leaving the Bush Administration, I joined former U.S. Attorney General William P. Barr as a partner in the Washington DC law firm of Shaw Pittman Potts & Trowbridge. In July 1996, after former Attorney General Barr joined GTE as General Counsel, I joined the Washington DC office of the international law firm, O'Melveny & Myers LLP where I remained a partner until I went in-house.

At both firms, I represented public and private corporations, executives and public officials, often in multi-forum matters. Using my experience investigating and prosecuting financial institutions, I represented banks in anti-money laundering matters and numerous companies in FCPA probes. I helped defend health care and accounting matters as well as telecommunications regulatory matters. . Over time, I became an advisor on multi-forum matters involving the core reputation of the corporate client.

Some highlights include representing clients in:

- the World Trade Center insurance litigation,
- RICO action by the Philippines against Westinghouse,
- an environmental RICO action against the CEO of a major meat producer,
- strategic counseling in defense of government and private actions against a major auto manufacturer in connection with its handling of a defective tire recall;
- successful corporate defense of a subsidiary of the world's largest advertising firm in connection with a billing fraud prosecution of its CFO & senior account manager;
- anti-trust, and numerous class actions (several multi-district) against automobile, telecom and healthcare companies, and
- the defense of numerous white collar matters including:
  - the crash of an airline;
  - an ambassador's handling of classified information;
  - defense of the Rite Aid CFO; and
  - pre-indictment defense of the Enron CEO.

- Banco Popular

In addition to my extensive client work, I also served as:

- Co-chair of Global Enforcement Defense Group of O'Melveny.
- Administrative Partner of O'Melveny's Washington D.C. 300 person office.
- the lead editor of O'Melveny's FCPA Handbook (4<sup>th</sup> & 5<sup>th</sup> Editions).

### **Presidential appointee (1991-1993)**

In 1991, President George H.W. Bush nominated and the Senate confirmed me as the first Presidentially-appointed Special Counsel for Financial Institutions Crime within the Department of Justice. I was responsible for overseeing all such investigations in the aftermath of the savings and loan crisis that preceded enactment of the enabling statute creating my position. I reported monthly to Congress, where I testified with some frequency before leaving office. Matters included the Silverado Bank (Neal Bush), Keating, and BCCI. In securing the guilty plea of BCCI, I first obtained the agreement of 19 separate federal agencies and the District Attorney in Manhattan. As part of the case, we were able to save First American Bank from insolvency

### **Prosecutor (1978-1993)**

At the Department of Justice, I not only served as Special Counsel, but as Counselor to Attorney General Barr. In that capacity, I advised on the most sensitive legal matters pending before the Department. On behalf of the Attorney General, I developed and helped implement the Department's first nationwide health care fraud initiative.

Before my appointment in Washington, I was a prosecutor in Chicago. I began as an Assistant States Attorney in 1978, rising through the ranks into the homicide and grand jury unit. In December 1980, I joined the US Attorney's Office. I was promoted starting in 1985 to Deputy Chief of Special Prosecutions (official corruption, complex fraud and civil rights), Chief of the Criminal Division (general crimes and narcotics), Chief of Special Prosecutions, and Co-First Assistant (oversight of Criminal, Special Prosecutions & Organized Crimes Divisions. In late 1989, I was named interim US Attorney first by Attorney General Richard Thornburgh and then by the Judges of the Northern District of Illinois – a position I held for nine months. During my tenure as a federal prosecutor, I tried numerous complex cases, including official corruption matters and the successful RICO prosecution of fraudulent floor trading practices at the Chicago Board of Trade (at the conclusion of a five-year undercover probe that I helped develop and supervise at both the CBOT and CME).

## **Law Professor (1980-1990, 2017), Author & Lecturer (1991-present)**

In August 2017, I joined the Adjunct Faculty of Northwestern Pritzker School of Law teaching a course I designed on entering markets outside the U.S. In 2017, I also appeared as a guest speaker at the University of Texas Law School Symposium on Corporate Governance and will appear at an FCPA Symposium for the University of Illinois Law and Governance Schools in February 2018. From 1980 to 1990, I was an adjunct professor of law at John Marshall Law School teaching appellate advocacy and later teaching trial evidence.

I have also taught trial advocacy, white collar prosecution and handling of undercover investigations at the Attorney General's Advocacy Institute and at the FBI Training Academy (1987-1993) as well as authoring papers and lecturing on corporate governance, internal investigations, FCPA, anti-money laundering, and cyber-security at, among other forums, the ABA, ACC, ACI and PLI seminars (1991-present)

## **Education**

Northwestern University, B.A. (1974); J.D. (1977)

## **Admitted:**

New York; Washington D.C. and Illinois;  
U.S. District Courts for the Districts of Northern and Central Illinois, Maryland, and the District of Columbia;  
U.S. Courts of Appeals for the D.C., Fourth, Seventh and Eleventh Circuits;  
U.S. Supreme Court;  
Federal Trial Bar, Chicago.  
Admitted in Nevada (in-house) 2012-2016.

## **Other:**

Martindale AV Preeminent peer and judicially rated

Northwestern University Law School Advisory Board (appointed 2004), Executive Committee (appointed 2008), First Vice Chair (appointed 2011) and Chair (2014-2016)