

Dena Palermo



**Partner**

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Dena Palermo's litigation practice focuses on the trial of commercial cases and corporate investigations.

In litigation, Dena has extensive experience representing prominent individuals, as well as public and private corporations in handling all aspects of disputes in state and federal courts, as well as domestic and international arbitrations. She has successfully handled disputes involving breach of contract, securities fraud, lender liability, breach of fiduciary obligations, fraud, individual and mass toxic torts, real estate and tortious interference. Dena has also been involved in e-discovery litigation and counseling.

Dena's experience in corporate investigations has included representation of domestic and multinational corporations, their employees and audit committees in investigations and disclosures to the SEC, DOJ and other civil and criminal authorities, of transactions implicating the Foreign Corrupt Practices Act, investigations of alleged internal wrongdoing implicating Sarbanes-Oxley, and investigations implicating the antitrust laws. Dena also counsels U.S. companies with foreign operations in many countries, including Angola, Bahrain, Brazil, Canada, China, France, India, Korea, Mexico, Nigeria, Saudia Arabia and the United Kingdom, regarding compliance with anti-bribery laws, including the FCPA and UK Bribery Act.

**REPRESENTATIVE EXPERIENCE**

**Corporate Compliance and Investigations**

- Successfully represented the Audit Committee of Global Industries, Ltd. before the SEC and DOJ in a three-year, industry-wide FCPA investigation of alleged payments to foreign officials in West Africa, related to the use of a freight forwarding company, Panalpina, Inc. Terminated with no enforcement action or the imposition of any fines or penalties against Global Industries.
- Represented the audit committee of a private company in investigating and responding to whistleblower complaints of financial wrongdoing and breaches of fiduciary duty.
- Representing an executive in an FCPA investigation before the DOJ and SEC, involving alleged payments to foreign officials in China.
- Successfully conducted an internal investigation on behalf of a petrochemical storage company in the Port of Houston regarding allegations of market allocation in connection with proceedings before the FTC. Terminated with no enforcement action by the government.

**INDUSTRIES**

Energy  
Insurance

**PRACTICES**

Anti-Corruption and the Foreign Corrupt Practices Act (FCPA)  
Arbitration/Mediation  
Commercial Litigation  
Corporate Compliance, Investigations and Defense  
Energy Disputes and Litigation  
Litigation  
Oil and Gas Disputes  
Securities Litigation

**EDUCATION**

JD, 1983, *magna cum laude*, Boston University School of Law, *Boston University Law Review*, Note and Case Editor  
Judicial Clerkship with the Honorable John V. Singleton, Jr., Chief Judge, US District Court for the Southern District of Texas (1983-1985)  
BS, Accounting, 1980, Binghamton University

**ADMISSIONS**

Texas 1985  
New York 1984  
US District Court for the Southern District of Texas  
US District Court for the Southern District of New York  
US Tax Court

## Dena Palermo

- Represented the audit committee of a publicly-traded electrical services company in investigating and responding to whistleblower complaints of alleged improper financial reporting and corporate governance issues.
- Representing companies in performing anti-corruption counseling and due diligence in connection with mergers and acquisitions, joint ventures, and the use of international sales and services agents.
- Represented a major integrated oil company in responding to subpoena from the DOJ regarding investigation into fraudulent funding of third-party organizations.
- Representing school districts and community colleges in responding to subpoenas from the DOJ regarding industry-wide investigation into anticompetitive activities in the municipal bond market.

### Energy Related Litigation

- Successfully defended major integrated oil company in a federal RICO suit arising out of international exploration and production activities claiming hundreds of millions in damages. Obtained dismissal.
- Successfully represented an energy technologies company against a private investment company based upon the breach of a stock purchase agreement in federal courts in Tulsa, Oklahoma and New York. Obtained a \$12 million settlement.
- Successfully represented an energy technologies company against a broker seeking payment of a commission for a failed investment contract. Settled on favorable terms.
- Successfully defended an international oil company in three actions brought by local taxing authorities, claiming fraud in the valuation of oil reserves. Obtained dismissal of all three matters.
- Represented a member of an LLC in construction dispute with the general contractor of a plant built to convert carbon-based products to clean fuel. Settled on favorable terms.
- Represented an international oil field services company in Tax Court regarding a section 482 dispute over transfer pricing with its foreign subsidiaries. Settled on favorable terms.
- Represented an energy technologies company in international arbitration brought by a former director and employee for compensation based on the licensing of technology to a Chinese oil company. Settled on favorable terms.

### General Commercial Litigation

- Successfully defended a variety of securities cases in state and federal courts in Texas and in NASD/FINRA arbitrations.
- Obtained a multimillion-dollar judgment and specific performance after a jury verdict on behalf of a commercial real estate development limited partnership in prosecuting claims for breach of contract, fraud and tortious interference in connection with the purchase of a tract of land from an international oil company.
- Substantial litigation of e-discovery disputes and violations of the duty to preserve, resulting in a \$650,000 sanctions award against an international oil company.
- Represented a foreign telephone company in a lawsuit in federal court in Texas involving claims of an alleged breach of an agency agreement in Mexico. Settled on confidential terms.
- Represented an international chemical corporation as national counsel in toxic tort litigation, responsible for overseeing all phases of developing the trial strategy and preparing the trial outline for outside trial counsel.

### Health Care and Managed Care Litigation

- Representing a managed care company in state and federal courts to recover payments made to hospitals and free standing emergency rooms based upon fraudulent misrepresentations regarding the nature of their affiliation.
- Obtained summary judgment on behalf of a non-profit health care provider in a personal injury matter involving failure to diagnose cervical cancer.
- Obtained a permanent injunction on behalf of individual doctors against defendants who sought to disrupt the medical services doctors provided to their patients.

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- Successfully defeated an injunction action brought against an insurance company for failure to renew a doctor's contract as a network provider.
- Successfully represented major health care institutions in a variety of personal injury matters involving the HIV virus.

### PUBLICATIONS

- An Andrews Kurth Client's FCPA Success Story (December 10, 2010)
- Record FCPA Settlements Continue, Important Lessons To Be Learned (November 9, 2010)
- Government Investigations - Top Five Lessons Learned *Straightline* (September 1, 2010)
- "Bribery: US is Cracking Down on Payments Made Under the Table" *Houston Business Journal* (August 31, 2007)
- "Today's Women Lawyers Want to be Mentored. The Real Question Is, By Whom?" *Houston Lawyer* (May 2005)
- "Ascertaining Undefined State Law Under the Erie Doctrine: Factors Etc., Inc. v. Pro Arts, Inc." *Boston University Law Review* (1982)

### PROFESSIONAL RECOGNITION

- Leadership Texas 2011
- Planned Parenthood Legal Action Award (1992)
- AV rating by Martindale-Hubbell

### BRIEFINGS, SEMINARS & SPEECHES

#### Anti-Bribery

- "The Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act: A Comparison," Association of Corporate Counsel - South Central Texas Chapter (April 6, 2011)
- "The Foreign Corrupt Practices Act (FCPA): What Every Company Needs To Know," presented to Wells Fargo (March 2011)
- "The Foreign Corrupt Practices Act (FCPA): What Every Company Needs To Know," Andrews Kurth Client Seminar (February 24, 2011)
- "Top Five Lessons Learned From Successful Government Investigations," Thomson Reuters Webinar (November 2010)
- "Top Five Lessons Learned for Internal Investigations," presented at Andrews Kurth (March 2010)
- "Managing Risks in Corporate Investigations: Overview of 2008 and Preview of 2009," presented at Andrews Kurth Client Seminar (January 2009)
- "The Top Ten Things to Consider When Your Company is Confronted with a Government or Internal Investigation," presented at Andrews Kurth's Executive Women's Retreat (October 2008)
- "FCPA Enforcement in the Oil & Gas Industry," presented in Houston, TX (October 2007)

#### Discovery and Sanctions

- "Discovery Compliance Under The Amended ESI Rules," presented at Waste Management (March 2008)
- Topic: "How to Invoke the Court's Power to Control Discovery: A Demonstration," presented at University of Houston Law Center Advanced Civil Discovery (June 1994)
- "Sanctions Under Tex.R.Civ.P. 13," presented at University of Houston Law Center, Advanced Civil Litigation Seminar (March 1991)

#### Mentoring and Gender Fairness

- "Is Justice Gender Blind?" presented at HBA Gender Fairness Luncheon Series (May 2008)

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- "Leaving and Re-entering the Legal Workforce," presented at HBA Gender Fairness Luncheon Series (January 2008)
- "Mentoring and Rainmaking," presented at HBA's Woman Lawyer's Guide to Effective Communication (April 2006)
- "Ending Isolation: Keys to Effective Mentoring Programs," presented at ABA Leadership Summit (July 1995)

### AFFILIATIONS

#### Member

- Houston Bar Association, Life Fellow
- Texas Bar Foundation, Life Fellow
- State Bar of Texas
- State Bar of New York

#### Professional Activities

- Volunteer Prosecutor, City of Houston, 2009-2010
- Co-Chair, Houston Bar Association Gender Fairness Committee, 2007-2008
- Texas Bar Foundation, District 4 Nominating Committee, 2005-2010
- Member, HBA Gender Fairness Committee, 2004-2010
  - Programming Committee Member, HBA's Woman Lawyer's Guide to Effective Communication, Mentoring and Rainmaking, April 2006
  - Co-Chair Programming Committee, HBA's Woman Lawyer's Guide to Effective Communication, Mentoring and Rainmaking, April 2005
- Member, HBA Professionalism Committee, 2009-2011
- Texas Executive Women, Career Tours High School Mentoring Program, April 2007
- Chair, Women's Initiative, Mayer Brown's Houston Office, 2007
- Houston Bar Association, Director, May 1993-1995
  - Founder, HBA Mentoring Program 1993
  - Chair, Mentor Subcommittee of the HBA Professionalism Committee, 1993-1995
  - Co-Chair, HBA LegalLine Committee 1994-1995
- Association of Women Attorneys, Director 1993-1995
  - Chair, AWA Judicial Reception Committee 1994-1995
  - Co-Chair, AWA Charity Softball Game 1993
- Association of Women Attorneys Foundation, Trustee, May 1993-1995
  - Co-Chair AWAF Tribute to Women Judges of Harris County 1994
- South Texas College of Law, Women's Forum, Volunteer Mentor 1991-1994

### IN THE NEWS

- Dena was quoted in the November 12, 2010 article in the Bureau of National Affairs, Corporate Accountability report regarding key internal investigation considerations for corporate management.

### PRESS RELEASES

- Two Andrews Kurth Partners Named to Leadership Texas Class of 2011 (February 28, 2011)
- Andrews Kurth Elects Four New Partners for 2010 (December 4, 2009)