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IN THE UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION

U.S. DISTRICT COURT
SOUTHERN DIST. OHIO
EAST DIVISION

2:17-cr-160

UNITED STATES OF AMERICA	:	Case No. _____
	:	
v.	:	
	:	
JAMES FINLEY,	:	JUDGE EDMUND A. SARGUS, JR.
	:	
	:	
Defendant.	:	<u>UNDER SEAL</u>

INFORMATION

THE UNITED STATES CHARGES:

COUNT 1

(18 U.S.C. § 371 – Conspiracy to Commit Violations
of the Foreign Corrupt Practices Act, 15 U.S.C. § 78dd-2)

At all times relevant to this Bill of Information:

1. The Foreign Corrupt Practices Act of 1977 (“FCPA”), as amended, Title 15, United States Code, Section 78dd-1, *et seq.*, was enacted by Congress for the purpose of, among other things, making it unlawful to act corruptly in furtherance of an offer, promise, authorization, or payment of money or anything of value, directly or indirectly, to a foreign official for the purpose of obtaining or retaining business for, or directing business to, any person.

2. Rolls-Royce Energy Systems, Inc. (“RRESI”), was a United States company headquartered in the Southern District of Ohio, and thus was a “domestic concern” within the meaning of the FCPA. RRESI was an indirect subsidiary of Rolls-Royce plc (“Rolls-Royce”), a publicly traded company in the United Kingdom, which was a holding company with major business operations in the civil, aerospace, defense, marine, and energy sectors worldwide. RRESI produced and supplied pipeline and barrel centrifugal compressors and power turbines and

aftermarket services for oil and gas and power generation projects in a number of countries worldwide.

3. The defendant **JAMES FINLEY** (“defendant **FINLEY**”) worked as a senior executive of Rolls-Royce with responsibility over the Rolls-Royce energy sales division, including the sale of equipment manufactured and assembled by RRESI and on behalf of Rolls-Royce-affiliated entities in multiple countries worldwide. Defendant **FINLEY** was an “agent” of a “domestic concern” within the meaning of the FCPA.

4. Asia Gas Pipeline, LLC (“AGP”) was a state-owned joint venture between Kazakh and Chinese state-owned entities that was created to build and connect a gas pipeline between Kazakhstan and China. AGP was controlled by the Kazakh and Chinese governments and performed government functions for Kazakhstan and China, and thus was an “instrumentality” within the meaning of the FCPA.

5. “Intermediary 1,” a company whose identity is known to defendant **FINLEY** and the United States, was a U.K.-based company that contracted to serve as a commercial advisor for RRESI to help RRESI win a contract supplying gas turbines to Asia Gas Pipeline, LLC.

6. “Co-Conspirator 2,” an individual whose identity is known to defendant **FINLEY** and the United States, was a Greek national and resident of Istanbul, Turkey. Co-Conspirator 2 was the head of Intermediary 1.

7. “Co-Conspirator 3,” an individual whose identity is known to defendant **FINLEY** and the United States, was a U.S. national and employee of RRESI with responsibility as a sales director for the sales of equipment manufactured and assembled by RRESI.

8. “Co-Conspirator 4,” an individual whose identity is known to defendant **FINLEY** and the United States, was a Dutch national and an employee of Dutch subsidiaries of Rolls-Royce, with responsibility for selling equipment manufactured or assembled by RRESI.

9. "Technical Advisor," a company whose identity is known to defendant **FINLEY** and the United States, was an international engineering and consulting firm with offices worldwide. Technical Advisor purported to provide independent engineering advice and project management in a number of business sectors, such as national infrastructure, oil and gas, and energy. Technical Advisor served as an independent engineering consultant to AGP.

10. "Co-Conspirator 5," an individual whose identity is known to defendant **FINLEY** and the United States, was a Russian national and employee of the Almaty, Kazakhstan office of Technical Advisor.

11. "Co-Conspirator 6," an individual whose identity is known to defendant **FINLEY** and the United States, was an Armenian national and employee of the Beijing, China office of Technical Advisor.

12. "Co-Conspirator 7," an individual whose identity is known to defendant **FINLEY** and the United States, was an Austrian national and employee of the Munich, Germany office of Technical Advisor.

13. "Intermediary 2," a company whose identity is known to defendant **FINLEY** and the United States, was a Monaco-incorporated and based oil and gas services intermediary that served as a commercial advisor for RRESI to help RRESI win a contract supplying gas turbines to AGP.

14. "Foreign Official," an individual whose identity is known to defendant **FINLEY** and the United States, was a high-ranking Kazakh official of a Kazakh state-owned entity that had authority over AGP and was a "foreign official" within the meaning of the FCPA. Foreign Official had the authority to exert official influence over purchasing decisions at AGP.

The Conspiracy

15. From in or around 1999 through in or around 2013, within the Southern District of Ohio and elsewhere, the defendant,

JAMES FINLEY

did knowingly and willfully, that is, with the intent to further the objects of the conspiracy, combine, conspire, confederate, and agree with others known and unknown, including, among others, Co-Conspirator 2, Co-Conspirator 3, Co-Conspirator 4, Co-Conspirator 5, Co-Conspirator 6, and Co-Conspirator 7 to commit offenses against the United States, namely, to willfully make use of the mails and means and instrumentalities of interstate commerce corruptly in furtherance of an offer, payment, promise to pay, and authorization of the payment of any money, offer, gift, promise to give, and authorization of the giving of anything of value, to a foreign official and to any person, while knowing that all, or a portion of such money and things of value would be and had been offered, given, and promised to a foreign official, for purposes of (i) influencing acts and decisions of such foreign official in his or her official capacity; (ii) inducing such foreign official to do and omit to do acts in violation of the lawful duty of such official; (iii) securing any improper advantage; and (iv) inducing such foreign official to use his or her influence with a foreign government and agencies and instrumentalities thereof, to affect and influence acts and decisions of such government and agencies and instrumentalities, in order to assist RRESI and others known and unknown, in obtaining and retaining business for and with, and directing business to, Rolls-Royce, RRESI, and others, in multiple countries worldwide, including, Angola, Azerbaijan, India, Indonesia, Iraq, Kazakhstan, Nigeria, Russia, Thailand, and the United Arab Emirates, among others, in violation of Title 15, United States Code, Section 78dd-2.

Manner and Means of the Conspiracy

16. That manner and means by which defendant **FINLEY** and his coconspirators sought to accomplish the objects of the conspiracy in multiple countries worldwide, including those listed in paragraph 15 above, included, among other things, the following:

17. It was part of the conspiracy that defendant **FINLEY** and others, including Co-Conspirator 3 and Co-Conspirator 4, knew that intermediaries, agents, third-party commercial advisors, and others, including Co-Conspirator 2, Intermediary 1, and Intermediary 2, used payments from RRESI to bribe foreign officials.

18. It was further part of the conspiracy that defendant **FINLEY** and others knew that the purpose of the corrupt payments to Intermediary 1 was to fulfill the corrupt bargain reached with Co-Conspirator 2, Co-Conspirator 3, Co-Conspirator 4, Co-Conspirator 5, Co-Conspirator 6, and Co-Conspirator 7, among others known and unknown, to influence Foreign Official in his official capacity to secure business for RRESI from AGP.

19. Throughout and in furtherance of the conspiracy, defendant **FINLEY** communicated with others, including Co-Conspirator 3 and Co-Conspirator 4, in person, and through, among other means, electronic mail ("email"), arranging meetings between himself and Foreign Official in order to solidify Foreign Official's influence in support of RRESI's attempts to obtain and retain business from AGP.

20. It was further part of the conspiracy that defendant **FINLEY** and others, including Co-Conspirator 2, Co-Conspirator 3, Co-Conspirator 4, Co-Conspirator 5, Co-Conspirator 6, and Co-Conspirator 7, took steps to conceal the bribery scheme, including by (a) using code names to refer to Foreign Official, (b) deleting incriminating documents and emails, and (c) concealing the bribe payments to Foreign Official within RRESI's commission payments to Intermediary 1.

Overt Acts

21. In furtherance of the conspiracy and to achieve the objects thereof, at least one of the coconspirators committed, or caused to be committed, in the Southern District of Ohio and elsewhere, at least one of the following overt acts, among others:

22. In or around 2008 and 2009, defendant FINLEY and others, known and unknown, including Co-Conspirator 3, Co-Conspirator 4, Co-Conspirator 5, Co-Conspirator 6, and Co-Conspirator 7, caused RRESI to enter into a commercial advisor agreement and maintain a business relationship with Co-Conspirator 2 and Intermediary 1 even after defendant FINLEY and others, including Co-Conspirator 3 and Co-Conspirator 4, knew that Co-Conspirator 2 had entered into an agreement to use RRESI's commission payments, or portions thereof, to bribe Foreign Official in order to influence acts and decisions of Foreign Official in his official capacity, induce him to do and omit to do acts in violation of his lawful duty, secure an improper advantage, and induce him to use his influence with a foreign government and agencies and instrumentalities thereof, all in order to assist RRESI in obtaining and retaining business from AGP.

23. On or about December 3, 2008, defendant FINLEY met in London with Co-Conspirator 2, Co-Conspirator 7, and Foreign Official.

24. On or about December 4, 2008, Conspirator 2 emailed defendant FINLEY, copying Co-Conspirator 7, recounting the December 3, 2008 meeting and writing: "[Foreign Official] authorized [Co-Conspirator 7] to let you benefit from receiving information when and if it is being produced in order to give you more time to prepare. This is also an indication that he wanted you to know that he is the 'Master of the game'."

25. In or around 2009, Co-Conspirator 2 sent at least one email to defendant FINLEY and Co-Conspirator 3, in which Co-Conspirator 2 explained details of the corrupt scheme, including how RRESI's commission payments would be divided between Co-Conspirator 2 and

Foreign Official, among others, and that payments to Foreign Official would be made through the commission payments to Intermediary 1. Defendant FINLEY conferred with Co-Conspirator 3 about Co-Conspirator 2's email and they both agreed to delete the email from their email accounts.

26. In or around November 2009, RRESI won a contract to supply 11 gas turbine units to AGP for approximately \$145 million.

27. On or about the following dates, defendant FINLEY and others, caused RRESI to make the following corrupt commission payments from RRESI's bank accounts in Mount Vernon, Ohio, located in the Southern District of Ohio, to Intermediary 1's bank accounts in the United Kingdom, with the knowledge that Co-Conspirator 2 would use the commission payments to bribe Foreign Official in furtherance of the corrupt bribery scheme:

Overt Act	Date	Amount
28.a.	April 21, 2010	\$732,877.21
28.b.	October 1, 2010	\$177,683.30
28.c.	December 13, 2010	\$355,366.59
28.d.	February 23, 2011	\$133,218.23
28.e.	April 18, 2011	\$177,683.30
28.f.	September 20, 2011	\$133,218.23
28.g.	March 7, 2012	\$236,975.71

All in violation of Title 18, United States Code, Section 371.

COUNT 2
(15 U.S.C. § 78dd-2 – the Foreign Corrupt Practices Act)

28. Paragraphs 1 through 14 and 16 through 27 are re-alleged and incorporated by reference as though fully set forth herein.

29. On or about the dates set forth below, in the Southern District of Ohio and elsewhere, the defendant,


JAMES FINLEY,

being an agent of a domestic concern, did willfully make use of the mails and means and instrumentalities of interstate commerce corruptly in furtherance of an offer, payment, promise to pay, and authorization of the payment of any money, offer, gift, promise to give, and authorization of the giving of anything of value, to a foreign official and to any person, while knowing that all, or a portion of such money and things of value would be and had been offered, given, and promised to a foreign official, for purposes of (i) influencing acts and decisions of such foreign official in his or her official capacity; (ii) inducing such foreign official to do and omit to do acts in violation of the lawful duty of such official; (iii) securing any improper advantage; and (iv) inducing such foreign official to use his or her influence with a foreign government and agencies and instrumentalities thereof, to affect and influence acts and decisions of such government and agencies and instrumentalities, in order to assist RRESI and others known and unknown, in obtaining and retaining business for and with, and directing business to, Rolls-Royce, RRESI, and others, to wit: on or about March 7, 2012, defendant **FINLEY** caused a wire transfer in the amount of approximately \$236,975.71 to be made from RRESI's bank accounts in Mount Vernon, Ohio, located in the Southern District of Ohio, to Intermediary 1's bank accounts in the United Kingdom.


All in violation of Title 15, United States Code, Section 78dd-2.

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