

# Compliance Check-Up for Government Contractors

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Too many companies find compliance problems during diligence, when they can be harder – and far more expensive – to mitigate. Similarly, many deals fail because of compliance issues that could have been easily addressed before diligence began. We are delighted to provide this service to help avoid these potential traps that inhibit growth and exit.

## Consequences for failure to timely identify compliance issues.

While many compliance challenges are able to be addressed relatively easily, early discovery and correction can prevent negative consequences such as:

- Negative impact on the sales/fundraising price and deal terms
- Impeded availability of insurance to cover representations and warranties
- Strategic options limited and opportunities missed
- Delayed (or sometimes, failed) deals
- Audits, investigations, and lawsuits
- Fines and penalties
- Successor liability
- Reputation damage
- Business disruption and loss of revenue
- Additional incurred costs (including legal costs for the “clean-up crew”)

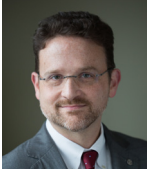
## Are you a small or mid-size government contractor contemplating selling or fundraising in the coming years?

Crowell & Moring is offering a no-cost review of common compliance issues that can drive down sales price and/or increase borrowing costs. Government contractors face a long road to sale and fundraising, and that process can be derailed easily by compliance missteps, recordkeeping problems, or a multitude of other issues that may not be top-of-mind for business owners. Once diligence begins, addressing these issues becomes significantly more expensive and problematic. At Crowell & Moring, we believe in long-term strategic partnerships with our clients and stand ready to proactively assist with an analysis of potential compliance issues very early in the sale/fundraising process to avoid diligence surprises. With knowledge across the whole range of government contract issues, we are well suited to evaluate a company’s government business and identify non-obvious (but very real) areas of risk.

## The Compliance Check-Up for Government Contractors

An essential step for government contractors contemplating selling or fundraising, this Check-Up will be provided (upon conflicts clearance) at no charge and includes:

- A checklist of common pre-sale/fundraising diligence questions that the company is likely to face, and best practices on how to respond to those questions;
- A review of more challenging contract types, such as small business set-asides, and whether those contracts are likely to continue after sale or fundraising;
- A review of the contractor’s representations and certifications in SAM.gov; and
- A review of compliance with some of the basic cybersecurity, privacy, and information safeguarding requirements.



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As a law firm, we believe we have an unmatched appreciation and understanding of the unique regulatory and business issues that confront government contractors.

**We have the right team.**

At Crowell & Moring, we offer a rare combination of experienced transactional lawyers, government contracts lawyers, and regulatory lawyers in a single law firm. This unique teaming of skills and experience allows us to effectively and efficiently offer our government contracts clients a comprehensive approach. We offer one-stop, full service representation for all aspects of purchase and sale transactions, minority investments and joint ventures.

**Why Crowell & Moring?**

**We have a premier Government Contracts practice.**

With a 40-year history and a team of lawyers who are bar and industry leaders, Crowell & Moring LLP’s Government Contracts practice, with our unrivaled depth and history of successes, is widely recognized as the best in the business. Whatever the issue, our 50+ government contracts lawyers have the experience and expertise to tackle it – from contract formation issues and business and compliance strategies; to bid protests, contract interpretation and performance disputes; to the intricacies of government cost accounting; and to post-performance audits, investigations, and defense of fraud allegations, including “bet the company” suspension and debarment representation. Ranked as a top tier practice, Chambers USA describes us as a practice that “continues to be held in high esteem by the government contracts sector and handles an array of matters” and as “the gold standard in this area.”

**We do M&A every day (and regularly in the government contracting space).**

Corporate transactions involving companies holding government contracts present a unique set of considerations that can significantly impact the ultimate success or failure of those transactions. We provide comprehensive representation in all aspects of M&A transactions, including stock and asset acquisitions, divestitures, spin-offs, domestic and cross-border joint ventures, and corporate reorganizations. We have extensive experience assisting both buyers and sellers in M&A transactions involving government contractors (including both prime contractors and subcontractors and other downstream suppliers to government contractors). From start to finish, we help clients structure, document, negotiate and close the transaction. We also conduct due diligence throughout the process (with notable proficiency in government contracts and international trade issues) and assist in obtaining necessary governmental approvals, clearances and novations. We efficiently structure our representation with a strong team of subject matter experts to address the complex web of government regulations and approvals as well any other legal issues.

**About Us**

Crowell & Moring LLP is an international law firm with more than 500 lawyers representing clients in transactional, regulatory, litigation, and arbitration matters. The firm is internationally recognized for providing innovative approaches to legal and business challenges, as well as creative alternative fee arrangements that demonstrate its personal investment in its clients’ success. The firm has also been recognized for its ongoing commitment to *pro bono* service and diversity. Crowell & Moring has offices in Washington, D.C., New York, Los Angeles, San Francisco, Orange County, London, and Brussels. Visit online at [crowell.com](http://crowell.com).