

Erin Bruce

National Security Advisor

Washington DC

T +1 202 457 5288

erin.bruce@squirepb.com



About Erin

Erin Bruce's practice focuses on industrial security regulations and cybersecurity matters applicable to US government contractors. Her experience spans diverse sectors, from defense and aerospace to security and cyber, as well as transportation and energy.

Drawing from her service as a Foreign Ownership, Control or Influence (FOCI) action officer at the US Department of Defense's (DOD) Defense Counterintelligence and Security Agency (DCSA) (formerly known as the Defense Security Service (DSS)), Erin provides strategic guidance to clients engaged in US government contracts and those aspiring to enter such contracts.

Her role at DSS involved implementing DOD's industrial security policies, particularly respecting FOCI mitigation and industrial security oversight of federal contractors and subcontractors. Notably, Erin played a pivotal role in drafting the current Affiliated Operations Plan (AOP) template and contributed to shaping government policies on National Interest Determinations (NIDs) for foreign-owned companies under Special Security Agreements (SSAs).

Erin also served as a facility security officer for a FOCI mitigated company, enabling her to view complicated problems from compliance, regulatory and corporate perspectives.

Erin's multifaceted experience positions her as a valuable resource for clients navigating complex regulatory landscapes and seeking effective and practical solutions. She supports clients in compliance audits and assists in developing network separation plans to align with FOCI mitigation agreements. She offers counsel on best practices for US government information security compliance and risk-based security controls.

Erin also routinely guides clients through initial applications for facility security clearances (FCLs), changed condition reports, annual certifications and navigating negotiations with the US government respecting FOCI mitigation agreements. She has worked with industry clients to negotiate proxy agreements, SSAs, security control agreements, board resolutions, special board resolutions, limited FCLs, AOPs, facility location plans, electronic communications plans, technology control plans and quality management plans, among others. She also counsels clients respecting classified contract requirements.

Experience

- Representation of major corporations operating globally in aerospace, defense and security sectors; advice and counsel concerning US national security regulatory approvals for acquisitions, including export control compliance matters before the Department of State and the Department of Commerce.
- Advise one of the largest investment groups in the world on several of CFIUS transactions, spanning a wide variety of industries including oil and gas processing, mobile satellite services and telecom services, among others. The values of these deals range from the hundreds of millions into the billions.
- Representation of a multinational chemical company before CFIUS and with respect to FOCI mitigation relating to a US\$75 billion business combination with another entity.
- Representation of a multinational pharmaceutical company before CFIUS with respect to a US\$62 billion acquisition.
- Obtaining CFIUS clearance for a major Australian communications network regarding acquisition of a US digital infrastructure company focused on fiber optic network solutions.
- Counseling a provider of diffusion and thermal sprayed coatings for aerospace components in its sale to an Italian industrial coating equipment company.
- Providing CFIUS guidance for one of the world's largest private renewable energy companies in the acquisition of a clean energy company.
- Provide FOCI and other related national security guidance to a global investment banking and financial services group in a federal government contract technology services contract.
- Representation of a global leader in engineering and manufacturing before CFIUS and DDTC in its sale of a subsidiaries to a Japanese manufacturer of electric motors.
- Providing FOCI mitigation and NISPOM compliance counsel to a foreign-owned US electronics manufacturer following their successful completion of the CFIUS approval process.
- Established numerous FOCI mitigation arrangements in compliance with national industrial security regulations.
- Representation of a major South Korean financial investment and banking company, providing CFIUS counsel for US investments.
- Provide DCSA, FOCI and other related national security guidance to an Irish engineering and design company and their telecommunications subsidiary doing business with the US military.
- CFIUS representation of a UK based investment holding company in an acquisition of a multidisciplinary engineering, investigation and construction company.
- Obtaining CFIUS clearance for an acquisition of an agricultural investment company.
- Guiding major renewable power producer in acquisitions of several renewable energy projects in the US.
- Representation of the world's largest supplier of commercial airplane assemblies and components; advice and counsel on national security issues related to US\$1.65 billion initial public offering and subsequent transactions.
- Representing a global leader in defense, security and infrastructure technology in the acquisition of a data analytics and cyber services provider to the US Intelligence community.
- Provided FOCI mitigation counsel to a US\$30 billion entity in preparation for its acquisition by a major investment firm.
- Representation of a German multi-national corporation before CFIUS and the Directorate of Defense Trade Controls (DDTC) in connection with the corporation's US\$5 billion acquisition by a Chinese corporation, the largest acquisition of a German company by a Chinese investor, and the first Chinese corporate acquisition of a publicly traded German company.

- Representation of a major UK electronics firm before CFIUS in its acquisition of several US defense businesses.
- Represented an Italian multinational electric power transmission and telecom cable manufacturer in a US\$1.5 billion transaction before CFIUS and continue to counsel on a variety of matters involving export controls, general security, industrial security, US sanctions and FOCI compliance.
- Representation of foreign creditors to US defense contractors going through bankruptcy, including required filings and negotiation of risk mitigation controls.
- Representation of a major Italian industrial group operating globally in aerospace, defense and security sectors; advice and counsel concerning CFIUS and US national security regulatory approvals for acquisitions.
- Representation of major British defense company in numerous acquisitions of US national security contractors, including a US\$1.8 billion acquisition.
- Representation of major Italian industrial group in the US\$5.2 billion acquisition of a major US defense contractor requiring CFIUS approval.
- Provided CFIUS counsel to a major UK defense contractor for their purchase of a naval systems business.
- Representation of a multinational information and analytics company in connection with national security matters.
- Representation of a company engaged in research, development and production of launch vehicles and rocket systems in connection with national security matters.
- Advising a major European company engaged in the defense contractor market in the US on matters of national security; foreign ownership, control and influence; export control compliance, government contracts, intellectual property, as well as corporate and employment issues.
- Representation of large UK defense contractor in reorganization efforts for its US businesses, streamlining compliance requirements, consolidating FOCI mitigation, and reducing duplicative costs.
- Representation of one of the world's leading aerospace and defense electronics companies; advice and counsel in CFIUS and national security issues related to strategic Foreign Direct Investment (FDI) acquisitions in the US.
- Representation of private equity investor to structure control of portfolio companies to limit FOCI mitigation restrictions.

Credentials

Education

- National Defense University, M.S., 2015
- Washburn University School of Law, J.D., 2009
- Kansas State University, B.S., 2006

Expertise

Services

- International Dispute Resolution
- International Trade & Foreign Investment
- Government Investigations & White Collar

Publications & Speaking Engagements

- Quoted, "Former DoD FOCl action officer on CFIUS risks, opportunities in 2021," *Foreign Investment Watch*, February 17, 2021.
- Co-author, "Foreign Ownership, Control, or Influence: FOCl Review Now Reaches DOD Unclassified Contracts and Subcontracts," *Contract Management Magazine*, March 2, 2020.
- Panelist, 2nd National Summit on Classified Contracts, Washington DC, June 24, 2019.
- Participant, Roundtable Discussion on Topics on the Under Secretary's 2019 Agenda, Washington DC, March 25, 2019.
- Co-author, "NISPOM Amendments Affect All Cleared Contractors," *Pratts Government Contracting Law Report*, September 2016.
- Speaker, "The Annual Aerospace & Defense Acquisitions Roundtable," Washington DC, April 19, 2016.
- Speaker, Special Briefing for Embassy of the United Kingdom, Washington DC, February 26, 2016.
- Co-author, "Good News For Foreign Investors In US Defense Industry," *Aerospace & Defense and Government Contracts, Law360*, January 27, 2016.
- Speaker, US Legal Implications of Foreign Direct Investment for Chinese CEO's, Washington DC, September 23, 2015.
- Speaker, "Legal and Regulatory Issues that Make the Defense Sector Unique," The Defense Industry in a Time of Change, New York City Bar Association, March 27, 2014.

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One of the world's strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.