

# The Architects' Chair.

*A working note from the firm on the standing posture ARIC carries alongside counsel of record in pardon and sanctions matters — a parallel architecture, on a clock, with the firewalls hard-coded and the courtroom posture, in writing, belonging to counsel of record.*

## FOREWORD · ADJACENT TO COUNSEL OF RECORD

AmLaw 100 firms run pardon, sanctions, and adjacent enforcement matters under **counsel-of-record discipline**. ARIC is **not a law firm**. The firm sits adjacent — as architect of strategy on the parallel surface that counsel of record cannot, by role, run themselves: the post-sentencing public-record build, the divestment-pathway and corporate-restructuring layer, the cross-border enforcement-coordination architecture, and the government-relations footing that informs any later pardon or sanctions-lift petition. Issue 06 publishes the firm's working register on these mandates, in firm voice, with *no client, no fact pattern, no counsel of record, and no host firm named*.

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### VOICE

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SECTION I · ADJACENT TO COUNSEL OF RECORD

# The firm's standing posture, plainly: *architect of strategy*, never counsel of record.

*A short statement of the role the firm carries on pardon and sanctions mandates, of the engagement letter that opens the work, and of the standing clauses that protect the relationship for the firm of record on the file.*

## I.1 · *What the firm is, and is not.*

ARIC is not a law firm and does not seek to be one. The firm reads pardon and sanctions matters as a strategy surface that runs *parallel to* the counsel-of-record file — a surface on which the host firm of record cannot, by professional rule and by the discipline of the file, also be the architect. The architect's seat is empty by design; the firm's position is to take that seat **under counsel-of-record direction**, on a fixed scope, with the courtroom posture and the privileged work-product belonging in writing to the firm of record.

## I.2 · *The engagement-letter discipline — Mode A, counsel-coordinated.*

The firm carries a single mode for these mandates — **Mode A: counsel-coordinated**. The engagement letter is, as a condition precedent, **co-signed by counsel of record**. The standing clauses are not optional and are not open to negotiation:

- **No encroachment** — ARIC does not appear before the court, does not file with the regulator, and does not solicit the client's legal mandate. Counsel of record is the firm of record on the file, and remains so.
- **Successor-advisor clause** — if the client subsequently retains a different strategy advisor, the firm steps off without dispute. The clause is in the engagement letter at the start.
- **No claw-back** — fees earned for work performed are not subject to retroactive adjustment on outcome. The architect is paid for the architecture, not for the verdict.
- **Mutual NDA, perpetuity** — the matter, the parties, and the strategy are not used as marketing material in any register, ever. Issue 06 is the firm voice on the discipline of the work; the work itself stays inside the file.

The Kovel doctrine — the U.S. legal device by which a non-lawyer professional's work, when retained by counsel for the purpose of the legal representation, is shielded by the attorney-client privilege as an extension of counsel's own work — is the operative privilege register. Counsel of record retains ARIC under Kovel where the matter requires it, and the work-product moves through the privileged channel for as long as that retention is in force.

*The firm of record carries the courtroom. The architect carries the parallel surface. The two seats are different by design and the engagement letter says so on page one.*

## II.1 · *The pardon architecture — the parallel build, the firewall, Phase B.*

A pardon mandate, properly architected, runs as **two workstreams in parallel** for roughly twelve weeks before sentencing, with a **hard-coded, non-waivable firewall** between them. Workstream one is the open **sentencing-mitigation** file, run by counsel of record — the mitigation record, acceptance of responsibility, the judge's posture on the day. Workstream two is an **internal Phase B package** — the post-sentencing public-record build that a future Office of the Pardon Attorney petition will need to draw against — assembled *quietly* by the architect, never circulated outside the privileged channel, and never a matter the sentencing judge is asked to consider.

The firewall is the load-bearing discipline of the design. It exists to protect the three pillars the sentencing file lives or dies on: **acceptance of responsibility, the mitigation record, and the judge's posture**. A Phase B package that becomes visible to the sentencing record before the sentence is imposed corrodes all three. The discipline is not a preference; it is a non-waivable rule of the architecture, written into the engagement letter and re-stated in every status note across the twelve weeks.

Phase B activates only after the sentence is imposed. Where the post-sentencing register requires it, the firm sequences the public-record instruments — LDA (U.S. Lobbying Disclosure Act registration) and, where the matter touches a foreign principal, FARA (Foreign Agents Registration Act registration) — and the firm's government-relations footing carries the public-policy substance the petition will later draw against. The Office of the Pardon Attorney petition itself is filed by **pardon counsel of record**, not by the architect; the architect's position is parallel and supporting.

### SECTION III · THE SANCTIONS PATTERN

## Investigation → divestment pathway → restructuring → the *GR layer* that informs any sanctions-lift petition.

*A working note on the four-stage pattern the firm reads cleanest on cross-border sanctions matters, and on the cross-border enforcement-coordination architecture that holds U.S. and EU regulators on the same page over the life of the file.*

### III.1 · *The four-stage pattern.*

Sanctions matters that reach the architect's desk run, in the firm's working view, on a four-stage pattern. The stages are sequenced; collapsing them into a single workstream is the most common error the firm reads on incoming files.

- **Investigation** — the privileged factual build under counsel of record. The architect's contribution is the *operating-environment map*: ownership lineage, control persons, transactional pathways, and the international footings the regulator is most likely to examine.
- **Divestment pathway** — where the operating posture requires it, a sequenced exit from the touched lines of business under a calendar the regulator can read as good-faith remediation, not as evidence-spoilation. The pathway is designed before it is announced.
- **Corporate restructuring** — the architecture that prevents *cascading civil litigation* from third parties exposed to the touched line. The architect designs the restructuring; counsel of record executes the documents.
- **The GR layer** — the public-policy footing that a later sanctions-lift petition, or a parallel licensing application to OFAC or the EU competent authority, will draw against. The layer is built early, registered correctly under LDA and, where applicable, FARA, and held in writing on the open record.

### III.2 · *The cross-border coordination architecture.*

Where a sanctions or enforcement matter touches both a U.S. and a European regulator, the architect's primary discipline is **cross-border coordination**. Counsel of record on each side of the Atlantic carries the courtroom in their jurisdiction; the architect carries the *coordination layer* — the working timeline, the cross-jurisdictional consistency of the factual record, the parallel-petition sequencing, and the avoidance of contradictory disclosures across the U.S. OFAC / DOJ / FCPA register and the EU enforcement register. The coordination layer is operationally invisible to the public record; it is, in the firm's working view, the difference between a matter that resolves on a defensible calendar and one that does not.

### SECTION IV · COUNSEL-CHANNEL DISCIPLINE

#### IV.1 · *The privileged channel, the no-encroachment rule, the close.*

The architect's entire work-product moves through the **counsel-of-record channel**. Status notes are addressed to counsel; analysis is addressed to counsel; the client receives the work through counsel under the privileged register. The discipline is the working expression of the no-encroachment rule: the firm of record is the firm of record on the file, and the architect's seat is parallel by design.

The standing posture closes on a single line. **The firm reads its own role as additive to counsel of record, never substitutive.** The architecture is published here, in firm voice, so that an AmLaw 100 partner reading the issue on the morning a pardon or sanctions matter lands on their desk knows, in writing and in advance, the seat the firm will sit in, the seat it will not, and the discipline that holds the two seats apart for the life of the file.

*Adjacent to counsel of record. Architect of the parallel surface. Engagement letter co-signed; firewall hard-coded; courtroom posture, in writing, to counsel of record; the matter, the parties, and the strategy held inside the file in perpetuity.*