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The U.S. *Entry* Playbook.

A working note from the firm on the two honest paths into the United States — remote-first and planned onshore — the visa cohort, the five entry geographies, the federal-contracting ladder, the architecture around the registration, and the resolution catalogue the firm carries for the moments when entry breaks.

FOREWORD · THE FIRM'S POSITION

With the President's travel calendar pointed east and the Gulf running its largest cross-border trade cycle in a decade, the firm is being asked the same question on repeat by foreign principals and by mid-market companies abroad: **what does it actually take to enter the United States, and which path is right for me?** The market is awash in cookie-cutter "form an LLC in Wyoming" decks that confuse corporate registration with market entry. This issue records the firm's working position on the alternative: U.S. entry treated as the multi-domain coordination problem it actually is — *visa posture, state of domicile, federal-contracting ladder, private banking, joint-venture and SPV structuring, veteran-hiring leverage, privacy and cyber compliance, Kovel-grade information posture, government-relations hygiene*, and the resolution catalogue for when any of the above breaks. The piece is editorial, not legal advice; the firm carries its standing "consult licensed counsel" line on every line of it.

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SECTION I · TWO PATHS, HONESTLY

Remote-first or planned onshore. *The choice is not a preference; it is a register.*

A short statement of the two honest paths into the United States, the principal each is right for, and the silent-failure mode of each when the wrong path is selected for the wrong principal.

I.1 · *Option A — remote-first.*

The remote-first path is the one most cookie-cutter decks describe: a **Wyoming or Delaware limited liability company**, a registered-agent service for the legal address, a U.S. federal Employer Identification Number obtained for a non-resident sole-member entity, a fintech or branchless bank account, a virtual U.S. phone number, and a professional employer organisation for any non-U.S. headcount the entity wishes to carry. The aggregate cash outlay is small — high four figures to mid five figures, all-in — and the time-to-stand-up is measured in weeks. Wyoming carries no state corporate income tax and no state personal income tax; Delaware is the canonical choice where the principal anticipates institutional capital, governance precedent, and Chancery-court familiarity. The mechanics are real, the package is honest, and for a defined buyer it is the right answer.

The remote-first path is right for: **an export-led foreign company invoicing U.S. counterparties through a thin U.S. entity**; a digital-services firm with no physical-presence requirement; a foreign principal building optionality before committing to a state of domicile; a holding vehicle for U.S. real-property or portfolio-investment positions held below the substantive-presence threshold. It is the wrong answer where the principal's actual mandate is U.S. *market entry* — selling to U.S. customers, hiring U.S. employees, accessing U.S. private banking at scale, contracting with the U.S. federal government, or building the relationships that move the conversion cycle. Mistaking corporate registration for market entry is the most expensive single error the firm sees foreign principals make in the entry phase.

I.2 · *Option B — planned onshore.*

The planned-onshore path treats U.S. entry as the multi-domain coordination problem it actually is. The starting question is not *which state has the cheapest filing fee*; it is **which state of domicile substantively serves the mandate** — on tax, on regulator posture, on labour pool, on customer geography, on the buyer cohort that matters, and on the relationships that actually move the file. The visa posture is selected against the principal's nationality, capital, and intended role — B-1 / B-2 for diligence and meetings; E-2 for a treaty-country investor (with the GCC reality recorded in Section II); L-1 for an existing foreign company opening a U.S. subsidiary; O-1 for a documented extraordinary-ability principal; EB-5 for a regional-centre or direct-investment posture. The corporate registration is sequenced behind the visa decision, not in front of it, because the visa decision determines whether a physical presence is even available.

Planned onshore is right for: an operating company seeking U.S. customers at scale; a foreign family office building a U.S. operating footprint with senior principals on the ground; a defence, dual-use, or federal-services entrant; a foreign bank, insurer, or asset manager opening a U.S. branch or subsidiary; any principal whose mandate touches U.S. federal contracting, regulated industries (energy, healthcare, aerospace, telecommunications), or U.S. capital markets at scale. It is the wrong answer for the principal who needs only an invoicing entity. **The two paths are not better and worse; they are different mandates, sized to different registers.** The firm's first conversation with any entry-stage principal is the conversation that selects between them, on the substantive basis above.

> *A Wyoming LLC is corporate registration. A coordinated U.S. operating footprint is market entry.* **The most expensive single error the firm sees in the entry phase is mistaking the first for the second** *— and discovering, two years and several million dollars later, that the entity exists, the bank account is open, and the market is still closed.*

SECTION II · THE VISA COHORT

Six classifications, six honest registers. *The visa decision sets every other entry decision.*

A plain-language read of the six visa surfaces a foreign principal will encounter on a planned U.S. entry, what each does, what each does not do, and the line that quietly separates the principal who clears at the consulate from the principal who is held in administrative processing for nine months.

CLASSIFICATION	WHAT IT DOES	WHAT IT DOES NOT DO	THE LINE THAT MATTERS
B-1 / B-2 *Visitor · Business / Tourism*	Permits short-stay visits for diligence meetings, conferences, contract negotiation, board attendance, market reconnaissance.	Does *not* permit productive employment, salary from a U.S. source, or hands-on operation of a U.S. business.	The line is **productive labour**. Crossing it (running operations on a B-1) is the single most common ESTA / visa cancellation trigger.
ESTA *Visa Waiver Programme*	Visa-free 90-day entry for nationals of designated VWP countries; in-and-out diligence cadence with no consular interview.	Does *not* permit work, does *not* extend, and is forfeited if a prior visa refusal sits on the record.	A **prior visa refusal**, a prior immigration violation, or a dual-nationality flag generally disqualifies ESTA pending case-by-case CBP review. Most foreign principals discover this at the airport.
E-2 *Treaty Investor*	Permits an investor of a treaty-country nationality to develop and direct a U.S. enterprise into which a substantial capital investment has been made.	In the GCC, reaches **Bahrain** (US-Bahrain BIT, in force 2001) and **Oman** (under the US-Oman FTA, with E-2 access added by Congress in 2009); does *not* reach Saudi Arabia, the UAE, Qatar, or Kuwait.	For the non-treaty GCC states, E-2 is structurally unavailable. The honest alternative is L-1, O-1, or EB-5; the dishonest alternative is structural workarounds the consulate reads at first glance.
L-1A / L-1B *Intracompany Transferee*	Permits transfer of executives, managers, or specialised-knowledge personnel from a qualifying foreign parent / affiliate / subsidiary to a U.S. entity.	Does *not* work for a brand-new U.S. entity with no genuine foreign parent — a one-year-of-employment-abroad threshold is load-bearing.	The qualifying-relationship and one-year-abroad evidence is read carefully on petition; thin foreign operating history is the most common L-1 RFE trigger.
O-1 *Extraordinary Ability*	Permits a documented extraordinary-ability principal (sciences, arts, education, business, athletics) to work in the U.S. on a renewable basis.	Does *not* turn an ordinary commercial résumé into an extraordinary one; the eight-criteria evidentiary standard is real.	The line is **independent third-party evidence** — published peer reviews, major-media coverage, juried-jury service, sustained acclaim. Self-attestation does not move the file.
EB-5 *Investor · Permanent Residence*	Permits permanent residence on a qualifying capital investment (USD 800,000 in a TEA / regional-centre, USD 1,050,000 direct) producing or preserving ten qualifying jobs.	Does *not* shortcut source-of-funds diligence; the lawful-source standard under INA 203(b)(5) and 8 CFR 204.6 is the most common refusal point.	The line is **traceable, lawful source of funds across every dollar**. For GCC and emerging-market principals, this is the single most demanding evidentiary exercise on the file.

The pattern across the cohort is consistent. **The visa decision sets every other entry decision the principal will make in the next twenty-four months.** It determines whether a physical U.S. presence is even available; it conditions the corporate registration (an L-1 requires a qualifying foreign parent before the U.S. subsidiary is stood up); it constrains the federal-contracting ladder (most federal-facility access requires lawful presence on a register the consulate has cleared); it determines the buyer cohort the principal can credibly engage. The first error to avoid is to register the U.S. entity, sign the lease, and announce the launch *before* the visa-cohort question has been answered honestly.

> *For the GCC reading desk, the operative line is unambiguous:* **Bahrain (BIT) and Oman (FTA) carry E-2 access; Saudi Arabia, the UAE, Qatar, and Kuwait do not.** *The honest alternatives for the non-treaty Gulf are L-1, O-1, and EB-5 — each with its own evidentiary standard, each with a real timeline, none with a shortcut.*

SECTION III · THE FIVE ENTRY GEOGRAPHIES

Five states of domicile. Five buyer cohorts. *Five rooms where the conversation actually happens.*

A reading of the five geographies the firm sees foreign principals select between — New York, Florida, Texas, the Bay Area, and the National Capital Region. The state-of-domicile question is the second decision after the visa cohort, and the second most expensive decision to get wrong.

III.o · *The selection is substantive, not aesthetic.*

The firm has watched too many foreign principals spend a year in the wrong state of domicile because the cookie-cutter deck told them to default to Delaware (for governance) or Wyoming (for filing fees). The correct question is not where the entity is easiest to register; it is **where the buyer cohort that the entrant's mandate actually requires sits**, where the regulator posture aligns with that mandate, where the labour pool that runs the operation actually lives, and where the relationships that move the conversion cycle are physically anchored. The state of domicile is the centre of gravity for the next twenty-four to sixty months of the entrant's file.

The five geographies the firm covers in the pages that follow account, in the firm's working experience, for north of nine in ten foreign-principal U.S. entries with a substantive operating mandate. Other states have legitimate niche roles — Massachusetts for life sciences and academic-adjacent ventures, Illinois for agricultural and commodities-trading entrants, Washington State for cloud-and-aerospace adjacencies, Georgia for film-and-logistics — but the five below are the rooms where the principal-grade conversation begins.

III.o.b · *The cross-comparison the firm carries.*

GEOGRAPHY	STATE PERSONAL INCOME TAX	DOMINANT BUYER COHORT	SENIOR RECIPROCAL ROOM
New York	Yes (top bracket among highest in U.S.); NYC city overlay.	Capital markets, asset managers, fashion / media, life-sciences upstate, foreign banks.	The University Club of New York; The Knickerbocker Club; Metropolitan Club (NY).
Florida	**None**.	Family offices, private wealth, LatAm gateway, hospitality, defence-aerospace (Space Florida).	The Breakers; Bath & Tennis Club; Everglades Club; The Standard Club (Atlanta reciprocal in jets).
Texas	**None**.	Energy, defence, manufacturing, semiconductors / AI data centres, capital-markets (TXSE).	The Petroleum Club of Houston; The Headliners Club (Austin); The Fort Worth Club.
Silicon Valley (CA)	Yes (top-bracket personal; 8.84% corporate).	Frontier AI, venture-backed technology, semiconductors, biotech (peninsula), enterprise software.	The Battery (SF); The Pacific-Union Club; The Olympic Club; the Sand Hill partnership corridor.
NCR (DC / VA / MD)	VA: yes (moderate); MD: yes (Wes Moore administration); DC: yes.	Federal government, defence-industrial, data centres, biotech (Montgomery County), regulated industries.	The Army Navy Club; The Capitol Hill Club; The Metropolitan Club; The Cosmos Club.

> *A foreign family office building a private-wealth footprint will, in most cases, be wrong to domicile in California and right in Florida. A frontier-AI entrant will, in most cases, be wrong in Florida and right in the Bay Area. A defence-services entrant will, in most cases, be wrong in New York and right in Texas or in the National Capital Region.* **The state of domicile is the second decision after the visa cohort, and it is the second most expensive decision to get wrong.**

SECTION III · THE FIVE ENTRY GEOGRAPHIES · NEW YORK

III.1 · New York. *Capital markets, the regulator that reads first, the rooms where the conversation begins.*

A reading of New York as a state of domicile for foreign-principal U.S. entry, with the sitting executive, the published priorities, the operative regulator posture, the buyer cohorts that actually sit in the state, and the named rooms where the relationship build happens.

Sitting executive and live priorities.

Governor **Kathy Hochul** (D) carries the State of the State agenda, presently anchored on public-safety funding, housing-supply expansion, the Empire AI consortium (a public-private compute alliance with the SUNY system, Cornell, NYU, Columbia, and the Simons Foundation), and continued alignment around Micron's upstate semiconductor fabrication build-out. Mayor Zohran Mamdani carries the city, with affordability, transit, and housing-supply priorities of his own. For a foreign principal, the operative read is that New York's industrial agenda has shifted from purely financial-services capture toward an AI-and-semiconductors industrial layer that did not previously exist on the New York register.

Tax and regulator posture.

New York carries a **state corporate franchise tax** (article 9-A) and one of the most progressive personal-income-tax brackets in the country; New York City layers an **unincorporated business tax** on top, plus a city personal-income tax. The operative regulator is the New York Department of Financial Services (DFS): for foreign banks, insurers, money-services businesses, virtual-currency entities (the BitLicence regime), and any entrant operating in regulated financial services, DFS is among the most demanding state regulators in the country, with subpoena power, examination authority, and a published willingness to use both. For foreign-bank branch-and-agency entrants, DFS chartering is the gate; counsel-of-record on a DFS file is non-negotiable.

Buyer cohorts that actually sit in New York.

The New York buyer cohort is among the most concentrated in the world: the major U.S. asset managers (BlackRock, Apollo, Blackstone, KKR, Carlyle on the Eastern desks); the bulge-bracket banks (JPMorgan, Goldman Sachs, Morgan Stanley, Citi, Bank of America); the foreign-bank branches and agencies (HSBC, Barclays, BNP Paribas, Deutsche Bank, Mizuho, Mitsubishi UFJ); the major U.S. insurers (MetLife, AIG, New York Life); the family offices in Greenwich and along the Connecticut Gold Coast; and the LP allocators sitting along the Park Avenue corridor. For a foreign asset-management entrant or capital-markets-adjacent operator, the New York domicile is not optional — it is where the cohort lives.

Where the conversation happens.

- **The University Club of New York** (54th & Fifth) and **The Knickerbocker Club** (62nd & Fifth) remain the senior reciprocal-membership rooms for foreign principals carrying senior club affiliations from London, Geneva, or the GCC; **The Metropolitan Club** (60th & Fifth) is the third in the row.
- For DFS-regulated counsel, midtown (Sullivan & Cromwell, Davis Polk, Cravath, Cleary Gottlieb, Sidley) is the corridor; downtown is for the trial bar.
- For the foreign-bank cohort, the British, French, German, Japanese, and GCC-sovereign desks all maintain New York presence; bilateral councils (the British-American Business Council, the French-American Foundation) anchor the conversation cadence.

> **New York is right for: foreign banks, asset managers, insurers, capital-markets entrants, fashion / media operators, and any entrant whose mandate genuinely requires the East Coast institutional cohort.** *It is wrong for the entrant whose mandate is principally federal-services or whose unit economics cannot bear the New York cost basis.*

SECTION III · THE FIVE ENTRY GEOGRAPHIES · FLORIDA

III.2 · Florida. *The family-office migration corridor, the LatAm gateway, the no-income-tax discipline.*

A reading of Florida as a state of domicile for foreign-principal U.S. entry — the sitting executive, the published priorities, the chartering posture of the OFR, the family-office and private-wealth cohort, and the named rooms in Palm Beach, Miami, and Tampa where the conversation actually happens.

Sitting executive and live priorities.

Governor **Ron DeSantis** (R) carries an industrial agenda anchored on three published surfaces: the **Florida Office of Financial Regulation** (OFR) chartering posture for trust companies and family-office vehicles; the **Space Florida** industrial build-out at Cape Canaveral, the Cecil Spaceport in Jacksonville, and the supplier corridor that has built up around the SpaceX, Blue Origin, and Lockheed Martin presence; and the family-office migration corridor that has accelerated since the 2020 cycle and that the state has actively promoted as a tax-and-trust posture against New York and California.

Tax and regulator posture.

No state personal income tax; corporate income tax at 5.5% on C-corps; favourable trust law under the Florida Uniform Trust Code; an OFR posture on family-office and trust-company chartering that has been substantively friendlier than the historic Northeast registers. For foreign principals contemplating a U.S. private-trust company, a multi-family-office vehicle, or a family-office-as-investment-adviser registration, Florida is presently the most active U.S. chartering jurisdiction in absolute terms. The Florida insurance regulator (OIR) operates separately; the captive-insurance and reinsurance corridor sits primarily in Vermont, with Florida as a secondary domicile.

Buyer cohorts that actually sit in Florida.

The Florida cohort that matters for a foreign-principal entrant: the family offices that have migrated from New York, New Jersey, Connecticut, and California into Palm Beach, Miami Beach, Tampa, and Naples; the LatAm-facing private banks and wealth-management desks anchored in Brickell (Miami) and Coral Gables; the Space Florida industrial supplier base around Cape Canaveral; the hospitality-and-real-estate developers along the I-95 / I-75 corridor; and the maritime / shipping cohort anchored in Port Everglades and Port Tampa Bay. For LatAm-facing entrants, the Miami corridor is among the most concentrated cross-border-finance hubs in the western hemisphere.

Where the conversation happens.

- **The Breakers** (Palm Beach), **The Bath & Tennis Club** (Palm Beach), and **The Everglades Club** (Palm Beach) are the senior reciprocal rooms for foreign principals; the Palm Beach winter season concentrates the family-office cohort in a matter of square miles.
- In Miami, the Brickell / Coral Gables corridor is where chartering counsel, family-office service providers, and LatAm-facing private banks sit within walking distance of one another.
- The **University Club of Tampa** and the **Sailfish Club of Florida** (Palm Beach) round out the reciprocal-room map; the Mar-a-Lago calendar conditions the Palm Beach political register independently.

> **Florida is right for: family offices, private wealth, LatAm-facing finance, hospitality and real-estate developers, space-and-aerospace suppliers, and any UHNW principal whose tax basis genuinely benefits from the no-income-tax discipline.** *It is wrong for entrants whose mandate is principally federal-services, whose buyer cohort sits on the West Coast, or whose operating model requires the East Coast capital-markets cohort.*

SECTION III · THE FIVE ENTRY GEOGRAPHIES · TEXAS

III.3 · Texas. *Energy, defence, manufacturing, the Texas Stock Exchange, and a rebuilding capital-markets register.*

A reading of Texas as a state of domicile for foreign-principal U.S. entry — the sitting executive, the live priorities, the no-income-tax / margin-tax posture, the energy-defence-manufacturing-tech mix, and the Houston / Dallas / Austin / Fort Worth rooms where the buyer cohort actually sits.

Sitting executive and live priorities.

Governor **Greg Abbott** (R) carries an industrial agenda anchored on the formation and operationalisation of the **Texas Stock Exchange** (TXSE) in Dallas, the semiconductor and AI-data-centre attraction programme (the Samsung Taylor fab, the TSMC investments, the broader CHIPS-Act ecosystem in Austin and along the I-35 corridor), continued defence-industrial growth around Fort Worth (Lockheed Martin's F-35 line, Bell Helicopter, the JBSA cluster in San Antonio), and the energy and petrochemical corridor anchored on Houston and the Gulf Coast. The published agenda treats Texas as the alternative U.S. capital-markets register against New York, and the state has been actively recruiting both issuers and listing infrastructure.

Tax and regulator posture.

No state personal income tax; the franchise (margin) tax applies above a revenue threshold. The operative regulator for ERCOT-connected industrial entrants (data centres, electrolyser-and-hydrogen, large industrial users) is the **Public Utility Commission of Texas**; for energy-trading and producer entrants, the Texas Railroad Commission carries the upstream oil-and-gas regulatory mandate; the Texas Department of Banking carries trust-company chartering; the Texas Department of Insurance carries captive-insurance domiciliation. Texas's regulator posture across the regulated industries is, in the firm's working register, more permissive on speed and less permissive on substance than the comparable New York or California desks.

Buyer cohorts that actually sit in Texas.

The Texas cohort is more diverse than the popular shorthand: **Houston** carries the global energy-trading and oilfield-services cohort (the supermajors' U.S. desks, the trading houses, the EPC contractors, the LNG corridor); **Dallas / Fort Worth** carries the defence-industrial cohort, the financial-services back-office cohort (Charles Schwab, JPMorgan's Plano campus, Goldman's Dallas build), the asset managers (Hicks, Lone Star, TPG); **Austin** carries the technology and venture cohort (Dell, Oracle's relocated HQ, the Austin venture corridor); **San Antonio** carries the JBSA defence cluster and USAA. For energy, defence, manufacturing, semiconductors, and a meaningfully growing capital-markets cohort, Texas is the operative state of domicile.

Where the conversation happens.

- **The Petroleum Club of Houston** (downtown) is the senior energy room in the country; the **Houston Country Club** and the **River Oaks Country Club** carry the social register.
- In Austin, the **Headliners Club** (downtown) and the **Austin Country Club** are the senior reciprocal rooms; the technology-and-venture conversation happens at South Congress and along the corridor.
- In Fort Worth, the **Fort Worth Club** remains the senior downtown room; the defence-industrial cohort sits in Arlington and around Lockheed Martin's campus.
- The **Bayou Club** and the **Coronado Club** (Houston) remain on the senior reciprocal map; the energy and defence buyer sits in different rooms than the technology buyer, and the firm sequences accordingly.

> **Texas is right for: energy and oilfield services, defence and aerospace, manufacturing and semiconductors, AI and data-centre infrastructure, and any entrant whose unit economics benefit from the no-income-tax discipline at scale.** *It is wrong for entrants whose mandate genuinely requires the East Coast institutional cohort or the federal-government register.*

SECTION III · THE FIVE ENTRY GEOGRAPHIES · SILICON VALLEY

III.4 · Silicon Valley. *Frontier AI, the venture corridor, the privacy register that reads first.*

A reading of California (the Bay Area in particular) as a state of domicile for foreign-principal U.S. entry — the sitting executive, the AI-governance posture, the CCPA / CPRA privacy regime, the venture and frontier-AI buyer cohort, and the Sand Hill / SF rooms where the conversation actually happens.

Sitting executive and live priorities.

Governor **Gavin Newsom** (D) carries an industrial agenda anchored on California's AI-governance posture (the SB 1047 successor stream and the broader frontier-model regulatory build), CalPERS / CalSTRS allocation discipline (the largest U.S. public pension complex by AUM), the San Francisco / Bay Area public-safety reset (the post-2024 mayoral cycle), and the broader state-level industrial competitiveness conversation against Texas, Florida, and Arizona. For a foreign-principal entrant, the published agenda treats AI-and-frontier-technology as the dominant industrial lever, with consequent regulatory consequences for entrants in the model-development and frontier-compute layers.

Tax and regulator posture.

California carries a state corporate income tax of **8.84%** (top in the U.S. on a flat-rate basis) and a personal-income-tax top bracket among the highest in the country. The **CCPA / CPRA** privacy regime is the most demanding state privacy surface in the U.S. and conditions every consumer-data-touching operating posture; **AB 5** conditions independent-contractor structures (with industry-specific carve-outs); the California Department of Financial Protection and Innovation (DFPI) carries the consumer-finance and lending register; the California Air Resources Board (CARB) conditions every emissions-touching industrial entrant. The aggregate posture is more permissive on innovation and considerably more demanding on consumer-protection and labour discipline than the comparable Texas register.

Buyer cohorts that actually sit in the Bay Area.

The Bay Area cohort is the densest concentration of frontier-technology capital and operating talent in the world. The venture-capital cohort sits on Sand Hill Road (Sequoia, Andreessen Horowitz, Benchmark, Founders Fund, Greylock, Khosla, Accel) and in San Francisco (the SoMa and Hayes Valley corridors). The frontier-AI cohort sits in San Francisco proper (OpenAI, Anthropic, Scale AI) and in the South Bay (Google, Meta, Apple, NVIDIA). The hyperscale-cloud cohort sits in the South Bay and in Seattle (with cross-coast deal cycles). The biotech cohort sits along the peninsula and in South San Francisco. For a frontier-AI, hyperscale-compute, semiconductor, or venture-backed-software entrant, the Bay Area domicile is not optional.

Where the conversation happens.

- **The Battery** (San Francisco, Battery Street) is the operative private members' club for the technology principal cohort; **The Pacific-Union Club** (Nob Hill) and **The Olympic Club** are the senior traditional rooms.
- The **Sand Hill Road / 3000 Sand Hill** partnership corridor in Menlo Park is where the venture conversation physically happens; the Rosewood Sand Hill is the lobby-and-bar adjunct.
- The **Bohemian Club** remains in its own register; the **San Francisco Yacht Club** and the **St Francis Yacht Club** carry reciprocal hospitality; the Atherton corridor anchors the residential register.

> **The Bay Area is right for: frontier-AI entrants, venture-backed software and infrastructure, semiconductors, hyperscale cloud and compute, biotech, and any entrant whose mandate genuinely requires the venture-capital cohort.** *It is wrong for entrants whose unit economics cannot bear the California cost basis, whose regulatory posture is materially uncomfortable in CCPA / AB 5, or whose buyer cohort genuinely sits on the East Coast or in the federal register.*

SECTION III · THE FIVE ENTRY GEOGRAPHIES · NATIONAL CAPITAL REGION

III.5 · NCR. *The federal calendar, the data-centre corridor, and the rooms where the federal conversation actually happens.*

A reading of the National Capital Region (the District, Northern Virginia, and Maryland) as a state-of-domicile complex for foreign-principal U.S. entry — the operative federal calendar, the Virginia and Maryland industrial postures, the Loudoun data-centre corridor, and the Army Navy Club / Capitol Hill Club register where the federal conversation begins.

The federal calendar and the regional executives.

The federal calendar — the Office of the President, the Congress, the regulatory agencies, the federal-contracting cycle — is the operative register for any entrant whose mandate touches the federal government. The Commonwealth of Virginia (Richmond) and the State of Maryland (Annapolis, with Governor **Wes Moore** (D) carrying the published Maryland industrial agenda on biotech, the Port of Baltimore rebuild, and the cyber corridor at Fort Meade) carry the regional industrial postures. The District of Columbia, while not a state, carries its own corporate, professional, and tax register, and a small but meaningful set of federal-services entrants prefer DC domicile for proximity to the federal calendar.

Tax and regulator posture.

Virginia carries a corporate income tax (6%), a moderate personal-income-tax bracket, and — load-bearing for the data-centre corridor — the **data-centre sales-and-use-tax exemption** that has made Loudoun County the densest hyperscale-cloud capacity in the world. Maryland under the Wes Moore administration carries a moderate corporate income tax, a moderate personal-income-tax register, and the State's Cybersecurity Investment Incentive corridor anchored on Fort Meade and the NSA. The District carries a 8.25% franchise-tax register on entities. Across the three jurisdictions, the regulator posture is dominated by the *federal* regulator overlay (DoD, DoE, Treasury, State, Commerce, BIS, OFAC, CFIUS, the FCC), not by the state regulator.

Buyer cohorts that actually sit in the NCR.

The NCR cohort: the federal government and its agencies (DoD, DoE, DoS, DHS, DoJ, Treasury, the IC); the federal-systems integrators (Booz Allen Hamilton, Leidos, SAIC, CACI, ManTech, Peraton, Accenture Federal); the federal-defence primes' Washington offices (Lockheed Martin, RTX, Northrop Grumman, General Dynamics, BAE); the data-centre operators in Loudoun (Equinix, Digital Realty, AWS, Microsoft, Google, Meta, Oracle); the biotech corridor in Montgomery County (NIH, FDA-adjacent, Lonza, AstraZeneca's U.S. R&D); and the cyber-and-intelligence cohort along the I-95 corridor between Fort Meade and Quantico. For federal-services and defence-industrial entrants, this is the operative state of domicile complex.

Where the conversation happens.

- **The Army Navy Club** (Farragut Square) and the **Capitol Hill Club** (First Street SE) are the operative federal-policy and defence rooms.
- The **Metropolitan Club** (17th & H NW) and the **Cosmos Club** (Massachusetts Ave) carry the policy and academic register; the **University Club of Washington, DC** rounds out the senior reciprocal map.
- In Northern Virginia, the firm's own **Vienna desk** anchors the federal-services corridor; the Tysons / McLean / Reston ring is where the federal-systems integrators physically sit.
- In Maryland, the BWI corridor and the Fort Meade ring are where the cyber-and-intelligence cohort actually works; the **Center Club** (Baltimore) is the senior reciprocal room.

> **The NCR is right for: federal-services, defence-industrial, data centres, regulated industries with a heavy federal overlay, biotech with NIH / FDA adjacency, and cyber-and-intelligence operators.** *It is wrong for the entrant whose buyer cohort sits in the venture or capital-markets registers; the federal calendar is the discipline that conditions everything that happens here.*

SECTION IV · THE FEDERAL-CONTRACTING LADDER

UEI & SAM, CAGE, DLA, GSA. *Four rungs, in order, with the honest timeline written next to each.*

A buyer-grade reading of the federal-contracting onboarding sequence — what each registration is, why the order matters, the certifications that actually move the needle, the FAR / DFARS posture, and the timeline a foreign-owned entrant should plan for before the first dollar of federal revenue lands.

IV.1 · *The four rungs, in order.*

- **UEI & SAM.gov.** The Unique Entity Identifier (UEI) replaced DUNS in April 2022 and is now generated inside SAM.gov itself; SAM.gov, administered by the General Services Administration, is the federal government's single registration surface. Registration is annual, free, and load-bearing — *no SAM, no contract, no payment*. The IAE entity-validation step is the most common silent-failure mode for new entrants and the single most common source of multi-month delays.
- **CAGE / NCAGE Code.** A five-character Commercial and Government Entity code; for U.S.-domiciled entities the CAGE is assigned by the Defense Logistics Agency's CAGE programme and flows from a successful SAM.gov registration in most cases. Foreign entities obtain an NCAGE from NSPA *before* the SAM submission. Without a CAGE / NCAGE, no federal contract is awarded.
- **DLA / agency-specific qualification.** For defence-industrial entrants, the Defense Logistics Agency's qualification programmes (QPL, QML) are the operative gates; for civilian agencies, agency-specific past-performance qualification matters more than the GSA Schedule. This rung sits *before* GSA in the firm's sequencing because qualified-bidder status compounds; the GSA Schedule does not.
- **GSA Multiple Award Schedule (MAS).** The General Services Administration's long-term, government-wide indefinite-delivery / indefinite-quantity contract vehicle. Useful for civilian-services entrants, less load-bearing for defence-industrial entrants, and not a shortcut to revenue — an MAS award is a hunting licence, not a contract.

IV.2 · *FAR, DFARS, and the certifications that move the needle.*

The Federal Acquisition Regulation (FAR) is the body of regulation governing all federal acquisitions; the Defense Federal Acquisition Regulation Supplement (DFARS) is the additional layer for Department of Defense acquisitions, including the cybersecurity-maturity (CMMC) controls under DFARS 252.204-7012 and the supply-chain provisions of Section 889 (Huawei / ZTE / Hikvision / Dahua / Hytera prohibition). Foreign-owned entities should plan affirmatively for both, not reactively.

Of the small-business and socio-economic certifications, the firm reads two as substantively load-bearing for an entrant: the **Service-Disabled Veteran-Owned Small Business (SDVOSB)** set-aside, certified through the SBA Veteran Small Business Certification (VetCert) programme that consolidated VA's former CVE function in January 2023 and now governs SDVOSB awards across all federal agencies, and the **SBA 8(a) Business Development Programme** for socially and economically disadvantaged ownership. Both move the needle; both require genuine ownership, control, and qualifying-individual evidence; neither is available to a foreign-owned parent. Veteran-hiring leverage is read separately in Section V.

IV.3 · *The honest timeline.*

The honest timeline from SAM.gov submission to first federal-contract award, for a clean entrant with no prior past-performance record, is **twelve to thirty-six months**, not ninety days. NCAGE allocation runs ahead of the SAM submission for foreign entities; SAM entity validation can run from days to several months on its own; the CAGE flows from validated SAM registration; agency-specific qualification, capability statements, sources-sought responses, and the build of a credible past-performance record sit on top. The decks that promise a faster cycle are selling the registration, not the contract. The firm publishes the longer timeline because it is the timeline a principal can actually plan against.

> *A SAM.gov registration is not federal revenue.* **Federal revenue is past-performance, qualification status, agency relationships, and a credible capability statement, sequenced over two to three years.** *The principal who plans against the longer timeline lands the first contract; the principal who plans against the registration timeline does not.*

SECTION V · THE ARCHITECTURE AROUND THE REGISTRATION · BANKING

V.1 · Private banking. *The four desks foreign principals actually clear KYC at, and the documentary discipline that keeps the relationship open.*

A practitioner-grade reading of U.S. private-banking onboarding for foreign principals — the four desks that clear KYC at scale, the documentary pack the firm assembles, the source-of-funds memorandum standard, and the silent-closure failure mode that ends more planned entries than any other single architectural item.

The four desks foreign principals actually clear KYC at.

For a foreign principal opening a U.S. operating account at scale, the four institutions where KYC actually clears repeatably, in the firm's working experience, are **JPMorgan Private Bank, Citi Private Bank, Bank of America Private Bank, and Morgan Stanley Private Wealth Management**. The relationship is anchored on a senior banker of record, not on a branch; the documentation pack runs to several inches; the source-of-funds diligence parallels the EB-5 standard. Each of the four maintains dedicated international-private-banking teams with regional coverage (GCC, Europe, LatAm, Asia) that can read a foreign principal's file at first touch, which the mid-tier and regional desks generally cannot.

The documentary pack the firm assembles.

- **Identity and standing.** Passport(s) for every signatory and for every beneficial owner above the bank's threshold (typically 10% or 25% depending on the desk); residential-address proof; tax-residency declarations; W-8BEN or W-8BEN-E forms; certified entity formation documents; certificates of good standing.
- **Beneficial-ownership chain.** Full upstream ownership map to the natural-person level, with corroborating registry extracts at each tier; trust deeds and protector instruments where a trust is in the chain; FinCEN beneficial-ownership-information (BOI) reporting where the entity is a domestic reporting company.
- **Source-of-funds memorandum.** A counsel-coordinated written narrative tracing the wealth back through the originating commercial activity, with documentary corroboration at each material step (audited financial statements, sale agreements, tax filings, public-record references). For GCC and emerging-market principals, this is the single most demanding piece of the pack.
- **Activity narrative.** A written description of the entity's anticipated U.S. activity, expected counterparties, expected transaction volumes, and expected cross-border flow.
- **Reference letters.** Two senior-banker reference letters from the principal's existing private-bank relationships abroad, on the originating banker's personal stationery, addressed to the receiving banker by name.

The silent-closure failure mode and the firm's response.

The silent killer of a planned entry is a U.S. bank that opens an account, processes the first six months of payroll, and then closes the relationship without articulated cause. This happens at the mid-tier and regional desks more often than the published statistics suggest, particularly where a single transactional flag, a single sanctioned-jurisdiction touch in a counterparty's upstream chain, or a single anomalous wire pattern triggers internal-compliance review. The firm's response is to plan against the four-bank standard from day one, to build the senior-banker relationship before the account opens (not after the closure notice arrives), and to maintain a written, refreshed source-of-funds memorandum that survives the bank's annual KYC refresh. **The relationship is the asset; the account is the artefact.**

> *For foreign principals, the U.S. private-banking relationship is not a commodity. It is a senior-banker relationship that takes months to build, that is anchored on a documentary pack the firm assembles in advance, and that survives the closure-of-convenience cycle only when both sides have invested in it from day one.*

SECTION V · THE ARCHITECTURE AROUND THE REGISTRATION · STRUCTURE & HIRING

V.2 · Joint venture or SPV. *V.3 · Veteran-hiring leverage.*

A reading of the structural choice between a joint venture and a wholly-owned special-purpose vehicle, the criteria the firm uses to size the structure to the mandate, and the under-used Work Opportunity Tax Credit / VA / installation-adjacent talent posture that materially advantages a foreign-owned entrant building U.S. credibility.

V.2 · *Joint venture or SPV.*

The structural choice is between a **joint venture** with a U.S. operating partner and a **special-purpose vehicle** wholly owned by the foreign parent. Both are common; both are honest; the choice is sized to the mandate, not to the timeline.

A joint venture is right where the entrant needs U.S. past-performance credit (federal contracting, particularly defence and federal-services), U.S.-citizen security clearances at the principal level (DoD, IC, certain DoE work), a U.S. principal of record for state-level licensure (insurance, construction, certain regulated industries), or a U.S. partner's existing customer relationships to compress the conversion cycle. The trade-offs are governance complexity, dilution of economic interest, and a partner-selection error that is among the most expensive mistakes a foreign entrant can make.

An SPV wholly owned by the foreign parent is right where the entrant needs governance simplicity (single-board, single-shareholder), cleaner exit optionality (no buy-out negotiation with a JV partner), single-asset isolation (a real-estate vehicle, a project-finance vehicle, a defined investment posture), or where the regulatory and federal-contracting register does not require U.S. partnership. The trade-off is the absence of a U.S. partner's past-performance and relationship inheritance.

The **wrong** choice is to default to the JV because it looks faster, when the entrant's mandate genuinely calls for a wholly-owned subsidiary, or vice versa. The firm's register is to size the structure to the substantive mandate at the visa-cohort and state-of-domicile decision points, then build the structure to fit, not to retrofit the mandate to a fashionable structural template.

V.3 · *Veteran-hiring leverage.*

The federal **Work Opportunity Tax Credit** (WOTC, IRC § 51) and the U.S. Department of Veterans Affairs' **Veteran Readiness and Employment** programme make targeted veteran hiring genuinely advantaged for a U.S. entrant: federal income-tax credits of up to USD 9,600 per qualifying veteran hire, plus VA-funded training for service-disabled veterans returning to the workforce. The talent pool around the major military installations — **Fort Liberty** (formerly Bragg, North Carolina), **Naval Station Norfolk** (Virginia), **Joint Base San Antonio** (Texas), **Camp Pendleton** (California), **Joint Base Lewis-McChord** (Washington), **Fort Stewart** (Georgia), **Marine Corps Base Camp Lejeune** (North Carolina) — is among the most disciplined operations talent in the country, with security-clearance discipline, mission-execution culture, and a willingness to relocate that the broader civilian labour pool generally lacks.

For a foreign-owned entrant building U.S. credibility, the veteran-hiring posture is read at every layer of the federal-contracting cohort: in capability-statement diligence, in past-performance evaluation, in the optional but consistently-favoured Service-Disabled Veteran-Owned Small Business (SDVOSB) joint-venture posture, and in the broader corporate-citizenship register that conditions the way the entrant is read by Congress, by the agencies, and by the press. The firm reads veteran-hiring leverage as one of the most under-used strategic discipline available to a foreign-owned U.S. entrant.

SECTION V · THE ARCHITECTURE AROUND THE REGISTRATION · COMPLIANCE

V.4 · Privacy, cyber, and Kovel-grade information posture. *V.5 · What to avoid — FARA, OFAC, sanctioned-counterparty drift.*

A reading of the U.S. privacy-and-cyber regulatory surface a foreign principal will encounter on entry — CCPA / CPRA, the New York SHIELD Act, SOC 2, CMMC, the Kovel-grade information posture from Issue 07 — together with the three exposure surfaces (FARA, OFAC, sanctioned-counterparty drift) the firm sees foreign principals discover too late.

V.4 · *Privacy, cyber, and the Kovel posture.*

The U.S. has no single federal consumer-privacy statute; the operating posture for a foreign-principal entrant is therefore a **state-by-state patchwork** with federal-sectoral overlays. The most demanding state surfaces are **CCPA / CPRA** in California (consumer rights, opt-outs, sale-and-share definitions, the California Privacy Protection Agency's enforcement posture), the **New York SHIELD Act** (breach notification and reasonable-safeguards), and the family of comprehensive state privacy statutes that have come on-line since 2020 (Virginia VCDPA, Colorado CPA, Connecticut CTDPA, Texas TDPSA, and counting). For sectoral overlays, HIPAA conditions any healthcare entrant, GLBA conditions any financial-services entrant, COPPA conditions any consumer-internet entrant with under-13 users, and the FTC Section 5 unfair-and-deceptive-practices register conditions every consumer-facing entrant.

For B2B counterparties, **SOC 2 Type II** is the operative trust register; for federal-defence work, **CMMC Level 2** (and Level 3 where the contract calls for it) is the gate, with assessment by an authorised C3PAO and cost / timeline that should be planned twelve to eighteen months ahead of expected award. The firm's house position from *Issue 07* stands here as it does on every engagement: every entry-phase mandate runs on enterprise-grade AI infrastructure under a Kovel-compliant working register, with counsel-coordinated retention where the matter requires it, and with an audit-log standard of care the firm publishes in writing to the principal at the file's opening.

V.5 · *FARA, OFAC, sanctioned-counterparty drift.*

The three exposure surfaces foreign principals most often discover too late are: **FARA** (Foreign Agents Registration Act, 22 U.S.C. § 611 et seq., enforced by DOJ's FARA Unit), where political or quasi-political activity on behalf of a foreign principal triggers registration obligations and where the recent enforcement cadence has materially expanded the universe of activities the FARA Unit reads as registrable; **OFAC nexus**, where a single counterparty on the SDN list, a sanctioned-jurisdiction touch (Cuba, Iran, North Korea, Syria, the Crimea / DNR / LNR territories, and the broader sectoral-sanctions register), or a 50%-rule indirect ownership chain renders a transaction prohibited under 31 CFR; and **sanctioned-counterparty drift**, where an otherwise clean U.S. entity acquires exposure through an upstream foreign vendor, a downstream foreign customer, or a financial-counterparty correspondent chain that the entity's onboarding process did not screen against at the necessary depth.

The avoidance discipline is real-time screening (Refinitiv World-Check, LexisNexis, Dow Jones, OFAC's own SDN search tool, and counsel-coordinated escalation), **written counterparty-onboarding standards** embedded in the U.S. entity's policies, board-level governance of the sanctions and FARA register, and a refer-to-counsel posture the moment a flag surfaces. The firm coordinates the FARA-and-sanctions architecture across the engagement; the counsel of record on each surface is, as always, the licensed practitioner.

SECTION V · THE ARCHITECTURE AROUND THE REGISTRATION · GOVERNMENT RELATIONS

V.6 · The government-relations moves that compress the conversion cycle.

A reading of the public-private-partnership posture, the state and federal calendars that condition every relationship build, the discipline of the small number of named rooms where the buyer cohort actually sits, and the multi-year rhythm that separates the foreign principal who lands the relationship from the one who does not.

Public-private partnership at the state and city layer.

Public-private partnership entry — particularly at the state and city layer, where infrastructure, data-centre, and innovation-corridor partnerships are presently the most active surface — compresses the conversion cycle for an entrant whose mandate aligns with the published state agenda. The cadence is governor's-office introduction, deputy / chief-of-staff working diligence, line-agency engagement (commerce department, economic development authority, the relevant industry-specific agency), and only then a signed memorandum of understanding or operational agreement. For a foreign principal, the four state agendas covered in Section III each have their own published priority list; mapping the entrant's mandate against that list before the first introduction is the single most underused diligence move the firm sees.

Congressional-district anchoring and the federal-appropriations cycle.

For federal-services and federal-contracting entrants, congressional-district anchoring is non-optional: the member of Congress in whose district the entrant's principal U.S. facility sits, and the senior senator from that state, are the two relationships that condition every federal-budget appropriations cycle and every committee-jurisdiction conversation that follows. The discipline is to anchor the U.S. facility in a district the member is willing to visibly champion, to maintain a substantive presence in the district office (not only in the Washington office), and to engage on the substantive policy agenda the member is presently working — not on the entrant's own narrow ask. The federal-appropriations cycle (House and Senate appropriations subcommittees, the conference, the omnibus) runs on a published calendar; the entrant who works to that calendar lands; the entrant who does not, does not.

Room discipline and the multi-year rhythm.

A disciplined Army Navy Club and Capitol Hill Club calendar, a sustained University Club / Knickerbocker / Battery / Petroleum Club presence, and a multi-year Palm Beach winter cadence move relationships that no amount of broadcast marketing reaches. The discipline is to *show up consistently in the small number of rooms where the buyer cohort that matters actually sits*, to be the face the cohort sees at the third dinner of the season rather than the first, and to build the relationship over years rather than over a single trip. The firm's working register is that the relationship build is the conversion cycle, and the conversion cycle is the relationship build — for a foreign principal entering a U.S. market for the first time, neither runs on a quarterly calendar.

> *Government relations is the architectural discipline that compresses the conversion cycle on entry.* **It is the patient, named-room, multi-year discipline that separates the foreign principal who lands the relationship from the one who books the meeting.**

SECTION VI · THE RESOLUTION CATALOGUE · ITEMS I–III

Expansion is not linear. *The catalogue the firm carries for the moments when entry breaks — the consular and inspection register.*

A working catalogue of the eleven most common entry-phase setbacks the firm coordinates against, the trigger and clock for each, and the firm's posture as the principal-grade quarterback who coordinates licensed counsel of record. The first three items address the consular-and-inspection layer.

VI.1 · *221(g) hold — visa, administrative processing.*

Trigger. A consular officer at a U.S. embassy or consulate issues an INA § 221(g) refusal pending administrative processing — most often for additional documentation, a security advisory opinion (SAO), an interagency check, or a Mantis / Donkey / Visas Condor clearance for technology-sensitive or nationality-flagged applicants. **Clock.** Weeks to many months; in technology-sensitive matters, twelve months is not unheard of. **Posture.** Structured response pack delivered to post in the format the post asks for; no contemporaneous direct-from-applicant follow-up to the consular officer; senior immigration counsel of record running the cadence; firm coordinates the evidentiary build, the timing, and any escalation through the Department of State's Visa Office once the response window has elapsed.

VI.2 · *USCIS RFE — petition, evidentiary deficiency.*

Trigger. USCIS issues a Request for Evidence on an L-1, O-1, or EB-5 petition (or, less frequently, an H-1B, P, or other classification) — most often qualifying-relationship evidence (L-1), extraordinary-ability eight-criteria evidence (O-1), or source-of-funds traceability gaps (EB-5). **Clock.** Typically twelve weeks to respond, case-specific, with no extensions. **Posture.** Counsel-led evidentiary rebuild against the specific RFE language; firm coordinates the third-party affidavit supply (former employers, peer-review correspondence, juried-jury appointments, sale-of-business documentation), the documentary corroboration, and the response narrative. *The RFE is not a refusal — it is an invitation to put the file in the form USCIS will approve. The principals who treat it as the former lose; the principals who treat it as the latter, win.*

VI.3 · *CBP secondary — port of entry, secondary inspection.*

Trigger. Customs and Border Protection refers the principal to secondary inspection at the port of entry — typically on prior-refusal grounds, pattern-of-travel grounds (multiple short visits suggesting de facto residence on a B-1/B-2), class-of-admission grounds (a B-1 traveller whose stated activity reads as productive labour), or random selection. **Clock.** Hours, occasionally days; in some cases, expedited removal under INA § 235(b)(1) with five-year inadmissibility consequences. **Posture.** Pre-trip briefing pack from the firm and counsel covering activity narrative, anticipated questions, and document inventory; immigration counsel of record reachable on landing through a published 24-hour line; *no improvised statements at the secondary booth*; if facing a withdrawal-of-application-for-admission posture, an informed decision in coordination with counsel rather than under booth pressure.

SECTION VI · THE RESOLUTION CATALOGUE · ITEMS IV–VII

The catalogue, continued. *ESTA cancellation, SAM / CAGE rejection, OFAC nexus, GAO bid protest.*

The middle four items in the resolution catalogue, addressing the visa-waiver, federal-registration, sanctions, and federal-contracting setbacks the firm coordinates against. Each entry carries the trigger, the clock, the operative posture, and the counsel-of-record discipline.

VI.4 · *ESTA cancellation — Visa Waiver Programme, revocation.*

Trigger. ESTA travel authorisation is cancelled or denied, frequently on a previously undisclosed visa refusal, an arrest disclosure (any arrest, not only a conviction), a dual-nationality flag (the dual-national-of-Iran / Iraq / Libya / Somalia / Sudan / Syria / Yemen / North Korea / Cuba bars introduced by the 2015 VWP amendments and refined since), or a CBP discretionary determination. **Clock.** Immediate; once revoked, ESTA is generally unavailable for that traveller. **Posture.** Shift to a consular B-visa application with full disclosure of the cancellation event; firm coordinates the documentary build with immigration counsel; *no further attempts to re-apply for ESTA on the same passport*, which compound the record. For dual-national principals, careful management of the second nationality on the application.

VI.5 · *SAM / CAGE rejection — SAM.gov, entity-validation hold.*

Trigger. SAM.gov rejects entity validation, fails the address match, or holds the registration in IAE entity-validation review — frequently on documentary mismatch (the entity name on the formation document does not match the SAM entry to the character), foreign-address ambiguity, beneficial-ownership disclosure gaps (the FinCEN BOI filing is now load-bearing), or NCAGE-allocation timing (the foreign entity must obtain NCAGE from NSPA before SAM submission). **Clock.** Weeks to several months; the IAE help desk runs to its own internal SLA. **Posture.** Structured re-submission with help-desk ticket discipline (a formally tracked ticket compounds; an unstructured email thread does not); registered-agent realignment where the address-match is the cause; documentary supply through the firm; *no broadcast escalation to congressional offices until the help-desk ticket cycle has been exhausted*.

VI.6 · *OFAC nexus surfacing — sanctions, transactional flag.*

Trigger. A counterparty, an upstream owner, a wire correspondent, a beneficial owner of a counterparty, or a transactional touchpoint surfaces an OFAC nexus mid-entry — SDN match, sectoral-sanctions exposure (Russian oil, certain Chinese technology, Venezuelan crude), 50%-rule indirect ownership chain, or a sanctioned-jurisdiction touch. **Clock.** Immediate freeze on the affected transaction, with mandatory blocking-and-reporting where a property interest of a designated person is involved (31 CFR Part 501). **Posture.** Refer to sanctions counsel of record (a small specialised bar in DC and New York); assess specific-licence pathway under the relevant regulatory part (31 CFR 510 / 515 / 535 / 538 / 544 / 560 / 576 / 587, as applicable); firm coordinates the counterparty-restructuring or wind-down, the OFAC voluntary self-disclosure where appropriate, and the broader audit-and-remediation posture going forward.

VI.7 · *GAO bid protest — federal contracting, protest of award.*

Trigger. A competitor protests a federal contract award (or the entrant protests a competitor's award) before the Government Accountability Office under the Competition in Contracting Act, 31 U.S.C. § 3551 et seq., and 4 CFR Part 21. **Clock. 10 days** to file post-award protest (or within 10 days of when the basis was known or should have been known); GAO has 100 days to issue its decision. Automatic stay of performance under CICA where the protest is timely filed. **Posture.** Federal-contracts counsel of record (the specialised bar concentrates in DC and along the I-95 corridor); firm coordinates the evidentiary record, the capture-team realignment for the next solicitation, and the relationship management with the contracting officer through the cycle. For an entrant, a protest is a tactical decision — not every adverse award is worth protesting; the relationship cost is real.

SECTION VI · THE RESOLUTION CATALOGUE · ITEMS VIII–XI

The catalogue, concluded. *Suspension / debarment, bank de-risking, CFIUS, FARA — and the firm's posture across all eleven.*

The final four items in the resolution catalogue (the federal-exclusion, banking, national-security, and FARA / reputation surfaces), together with the firm's standing posture across the catalogue: principal-grade quarterback, never the licensed practitioner of record.

VI.8 · *Suspension / debarment — federal contracting, SAM exclusion.*

Trigger. Entity or principal is proposed for, or actually placed in, government-wide exclusion under FAR 9.4 (procurement) or 2 CFR 180 (non-procurement) — on past-performance grounds, misconduct grounds (FCA, fraud, false claims), sanctions-nexus grounds, or affiliation grounds where a related entity is excluded. **Clock.** Notice of proposed action, with 30 days to respond by written submission or by request for an in-person presentation of matters in opposition; an active exclusion bars federal awards across all agencies. **Posture.** Federal-contracts counsel of record; matters-in-opposition package built in the format the suspending and debarring official expects; remediation evidence (compliance-programme stand-up, leadership changes, third-party monitor where appropriate); firm coordinates the joint response and the longer-cycle relationship-rebuild with the affected agencies.

VI.9 · *Bank de-risking / KYC denial — private banking, account closure.*

Trigger. A U.S. bank declines an account application, places the account on operational restriction, or closes an existing relationship without articulated cause — the silent killer of foreign-principal entries. **Clock.** Immediate; under existing U.S. banking regulation, no obligation to provide the reason. **Posture.** Structured documentary repackage to a private-bank desk on the firm's reciprocal list (the four desks in V.1); senior banker of record warm-introduced rather than cold-applied; refreshed source-of-funds memorandum; transactional narrative addressing whatever the prior bank may have flagged (without the firm or the principal pretending to know what was flagged); *no broadcast complaints to the prior bank's regulator before the new relationship is open and stable*.

VI.10 · *CFIUS / Team Telecom review — foreign investment, national security.*

Trigger. A foreign-investor transaction in a covered sector (defence, technology, telecommunications, real-estate adjacency to military installations or sensitive government facilities, certain critical-minerals and biotechnology targets) draws Committee on Foreign Investment in the United States review under 31 CFR Part 800 (covered transactions) or Part 802 (covered real estate). A telecom or submarine-cable transaction draws Team Telecom review through the FCC. **Clock.** 30-day declaration / 45-day notice + 45-day investigation, with extensions and presidential-determination phases. **Posture.** CFIUS counsel of record (a specialised bar of fewer than two dozen senior practitioners nationally); firm coordinates the national-security-narrative build, the mitigation-agreement positioning, the monitorship architecture where required, and the broader stakeholder-management cycle.

VI.11 · *FARA enquiry / reputation incident — DOJ FARA Unit / press.*

Trigger. DOJ FARA Unit correspondence (a registration enquiry letter, a subpoena, or a more formal advisory opinion request), an industry-press piece, or a social-media incident surfaces foreign-principal characterisation that the entrant cannot ignore. **Clock.** Days to weeks for the FARA Unit response window; immediate for the press / social cycle. **Posture.** FARA counsel of record on the DOJ correspondence (a small specialised bar concentrated in DC); communications counsel of record on the press / social surface; firm coordinates the joint response, on the open record only, with messaging discipline that survives the second and third news cycle, not only the first.

VI.12 · *The firm's posture across the catalogue.*

The firm's posture across the catalogue is the same posture it carries on every engagement: **the firm is the principal-grade quarterback, never the licensed practitioner of record**. Immigration counsel handles the visa file; sanctions counsel handles the OFAC posture; federal-contracts counsel handles the GAO protest, the suspension-and-debarment matters, and the federal-acquisition disputes; communications counsel handles the press surface; CFIUS counsel handles the national-security review; FARA counsel handles the DOJ correspondence. The firm coordinates the joint response on the open record, sequences the work, holds the principal's register, and ensures the disciplines move in lock-step.

> *Expansion is not linear.* **The principals who land cleanly are not the ones who avoid setbacks; they are the ones who carry, in writing and in advance, the resolution catalogue and the coordinated bench that works it.**

SECTION VII · THE FIRM'S STANDING POSTURE

U.S. entry as a single named-partner mandate. *The standing diagnostic the firm carries.*

A short, public statement of the firm's commitment to coordinate the U.S.-entry mandate as a single named-partner engagement, the three flagship templates the work maps onto, and the standing "U.S. Entry Diagnostic" that opens every new file.

VII.1 · *How the firm carries the mandate.*

The firm's commitment, published here in writing on the open record, is to coordinate any U.S.-entry mandate as a **single named-partner engagement**. That means a senior partner of record holds the file from first conversation through landed-and-operating; the immigration counsel, the sanctions counsel, the federal-contracts counsel, the corporate counsel, the private-bank desk, the communications counsel, and any other licensed practitioner of record sit on the bench the firm convenes; and the principal carries one register, one calendar, and one accountable counterparty across the entire entry surface. The market default — a different vendor for each domain, a different timeline at each layer, a different message in each room — is the default the firm exists to replace.

VII.2 · *The three flagships the work maps onto.*

- **Strategic Stewardship** — the clean-sheet flagship for UHNW principals and mid-market companies entering the U.S. without prior exposure history. Standard pathway: visa cohort selection, state-of-domicile architecture, banking, structure, federal-contracting sequencing, and the relationship build.
- **Resolution Bridge** — the flagship for principals carrying prior-exposure history (a prior visa refusal, a prior SAM rejection, a prior bank de-risking, a prior reputation incident) *or* for principals presently in a live entry-phase setback drawn from the Section VI catalogue. Counsel-coordinated, sequenced response; the firm holds the joint register.
- **Sanctions & Licence Bridge** — the flagship for principals whose entry surface touches OFAC, BIS, DDTC, or the federal export-controls register. Specific-licence pathway, counsel-of-record coordination, and the structured relationship the firm carries with the relevant agency desks.

VII.3 · *The standing "U.S. Entry Diagnostic."*

The standing first conversation the firm offers any entry-stage principal is the **U.S. Entry Diagnostic** — a fixed-scope, time-boxed, paid first conversation that returns, in writing, the firm's reading on the visa-cohort question, the state-of-domicile question, the federal-contracting question (where relevant), the resolution-catalogue exposure (where any item from Section VI is in scope), and the sequencing the firm would carry across the next twelve to twenty-four months. The Diagnostic does not commit the principal to the firm; it commits the firm to a written, principal-grade reading the principal can take to any counsel they choose. The discipline of the Diagnostic is the discipline of every engagement that follows it.

> *U.S. entry is a multi-domain coordination problem.* **The firm exists to coordinate it as a single named-partner mandate, on the open record, with the resolution catalogue carried in advance and the licensed counsel of record on the bench from day one.**