

United States Courts
Southern District of Texas
FILED
OCT 06 2017
David J. Bradley, Clerk of Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

UNITED STATES OF AMERICA

v.

ROBERT ZUBIATE

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CRIMINAL NO.

17 CR 591

INFORMATION

THE UNITED STATES CHARGES:

Introduction

At all relevant times, unless otherwise specified:

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

2. “Oil Services Company,” an entity whose identity is known to Defendant **ZUBIATE** and the United States, was a publicly-traded company in the Netherlands, headquartered in Monaco, with other principal offices in Marly, Switzerland and Houston, Texas, and subsidiaries in Houston, Texas. Oil Services Company specialized in designing, constructing, and providing offshore oil and

gas drilling equipment, including Floating Production Storage and Offloading vessels (“FPSO”s).

3. Beginning in or about 1990 and continuing to the present, Oil Services Company maintained a number of wholly-owned, Houston-based subsidiaries including “U.S. Subsidiary 1,” an entity whose identity is known to Defendant **ZUBIATE** and the United States, and which was a “domestic concern” as that term is used in the FCPA, Title 15, United States Code, Section 78dd-2(h)(1). U.S. Subsidiary 1 was responsible for certain engineering projects, but also supported Oil Services Company’s worldwide operations.

4. Defendant **ROBERT ZUBIATE** (“Defendant **ZUBIATE**”), was a U.S. citizen and resident of California. Beginning by at least in or around 1990 and continuing until at least in or around February 2016, Defendant **ZUBIATE** was an agent of Oil Services Company and a Sales and Marketing Executive for U.S. Subsidiary 1, during which time Defendant **ZUBIATE** was based in California and Houston. Thus, Defendant **ZUBIATE** was a “domestic concern” and an “employee” and “agent” of a domestic concern as those terms are used in the FCPA, Title 15, United States Code, Section 78dd-2(h)(1), and was an “agent” of a person other than an issuer or domestic concern, as that term is used in the FCPA, Title 15, United States Code, Section 78dd-3(a). In Defendant’s capacity as a Sales and Marketing Executive for U.S. Subsidiary 1, he oversaw Oil Services

Company's sales and marketing efforts in Latin America, which from between at least in or around 1990 until at least in or around the second quarter of 2008 included Brazil. However, Defendant **ZUBIATE** continued his employment with Oil Services Company until February 2016, and thus continued profiting from the bribery and kickback scheme described further below until at least in or around 2012.

5. Petróleo Brasileiro S.A. - Petrobras ("Petrobras") was a Brazilian state-controlled oil company headquartered in Rio de Janeiro, Brazil, that operated to refine, produce and distribute oil, oil products, gas, biofuels and energy. At all relevant times, the Brazilian government directly owned more than 50% of Petrobras's common shares with voting rights. Petrobras was controlled by Brazil and performed government functions, and thus was an "agency" and "instrumentality" of a foreign government, as those terms are used in the FCPA, Title 15, United States Code, Sections 78dd-2 and 78dd-3.

6. "EXECUTIVE 1," whose identity is known to Defendant **ZUBIATE** and the United States, was a high-level executive of Oil Services Company from in or around 2004 until in or around April 2008. EXECUTIVE 1 was also a member of the Board of Directors for U.S. Subsidiary 1 from in or around June 2000 until in or around April 2008, and thus, during that time, was a "director" and "agent" of

a “domestic concern” as those terms are used in the FCPA, Title 15, United States Code, Section 78dd-2(h)(1).

7. “EXECUTIVE 2,” whose identity is known to Defendant **ZUBIATE** and the United States, was a high-level executive of Oil Services Company from in or around May 2008 until in or around December 2011. EXECUTIVE 2 was also an executive and/or member of the Board of Directors for U.S. Subsidiary 1 from at least in or around December 2000 until at least in or around December 2011, and thus, during that time, was a “director,” “employee,” and “agent” of a “domestic concern” as those terms are used in the FCPA, Title 15, United States Code, Section 78dd-2(h)(1).

8. “INTERMEDIARY 1,” an entity whose identity is known to Defendant **ZUBIATE** and the United States, was a Brazil-based oil and gas services intermediary.

COUNT ONE
(18 U.S.C. § 371 – Conspiracy)

9. Beginning by at least in or around 1996 and continuing through at least in or around 2012, in the Southern District of Texas and elsewhere, the Defendant,

ROBERT ZUBIATE,

did willfully, that is, with the intent to further the objects of the conspiracy, and knowingly conspire, confederate, and agree with others, including Oil Services

Company, U.S. Subsidiary 1, EXECUTIVE 1, EXECUTIVE 2, INTERMEDIARY 1, and INTERMEDIARY 1's owner, and others known and unknown, to commit offenses against the United States, that is: being a domestic concern and an employee and agent of a domestic concern, and together with persons and entities other than an issuer or domestic concern while in the territory of the United States, to willfully make use of the mails and means and instrumentalities of interstate commerce corruptly in furtherance of an offer, payment, promise to pay, and authorization of the payment of any money, offer, gift, promise to give, and authorization of the giving of anything of value to a foreign official and to a person, while knowing that all or a portion of such money and thing of value would be and had been offered, given, and promised to a foreign official, for purposes of: (i) influencing acts and decisions of such foreign official in his official capacity; (ii) inducing such foreign official to do and omit to do acts in violation of the lawful duty of such official; (iii) securing any improper advantage; and (iv) inducing such foreign official to use his influence with a foreign government and agencies and instrumentalities thereof to affect and influence acts and decisions of such government and agencies and instrumentalities, in order to assist Defendant **ZUBIATE**, Oil Services Company, U.S. Subsidiary 1, and others known and unknown, in obtaining and retaining business for and with, and directing business

to, Oil Services Company, U.S. Subsidiary 1, and others known and unknown, in violation of the FCPA, Title 15, United States Code, Sections 78dd-2 and 78dd-3.

Purpose of the Conspiracy

10. The purpose of the conspiracy was for Defendant **ZUBIATE** and his co-conspirators, including Oil Services Company, U.S. Subsidiary 1, EXECUTIVE 1, EXECUTIVE 2, INTERMEDIARY 1, and INTERMEDIARY 1's owner, to enrich themselves by, among other things, making corrupt bribe payments to Petrobras officials, and other foreign officials, so that Oil Services Company and U.S. Subsidiary 1 would obtain and retain lucrative contracts with Petrobras and other state-owned instrumentalities.

Manner and Means of the Conspiracy

11. The manner and means by which Defendant **ZUBIATE** and his co-conspirators sought to accomplish the purpose of the conspiracy included, among other things, the following, while in the Southern District of Texas and elsewhere:

12. Defendant **ZUBIATE**, together with others, including EXECUTIVE 1, EXECUTIVE 2, and INTERMEDIARY 1's owner, discussed the need to pay bribes and the manner in which those bribes would be paid to Brazilian officials in order to obtain and retain business for and on behalf of Oil Services Company and U.S. Subsidiary 1.

13. Defendant **ZUBIATE**, together with others, including EXECUTIVE 1, EXECUTIVE 2, and INTERMEDIARY 1's owner, paid bribes and caused bribes to be paid to Petrobras officials to induce Petrobras officials to do and omit to do certain acts, including, but not limited to:

- a. assisting Oil Services Company and U.S. Subsidiary 1 in winning bids for offshore oil and gas drilling equipment and other projects with Petrobras;
- b. providing INTERMEDIARY 1's owner and others with inside information concerning the Petrobras bidding process, which INTERMEDIARY 1's owner would then forward on to Defendant **ZUBIATE** and others for use by Oil Services Company and U.S. Subsidiary 1; and
- c. omitting to undertake acts that would inhibit Oil Services Company and U.S. Subsidiary 1 from securing offshore oil and gas drilling equipment projects with Petrobras.

14. Defendant **ZUBIATE**, together with others, including EXECUTIVE 1, EXECUTIVE 2, and INTERMEDIARY 1's owner, caused payments to be wired from Oil Services Company's bank accounts to INTERMEDIARY 1's bank accounts in Switzerland, which were held in the names of shell companies but actually controlled by INTERMEDIARY 1's owner, knowing that

INTERMEDIARY 1's owner would then wire a portion of these payments as bribes to Petrobras officials.

15. Defendant **ZUBIATE**, together with others, including INTERMEDIARY 1's owner, agreed that INTERMEDIARY 1 would pay, and did pay, Defendant **ZUBIATE** "kickbacks" on commission payments that INTERMEDIARY 1 received from Oil Services Company on certain lease payments Petrobras paid to Oil Services Company to an account in Switzerland over which Defendant **ZUBIATE**, for a time, held power of attorney. These "kickback" payments were related to bribe payments that INTERMEDIARY 1 paid to a Petrobras official, in that they were approximately equal and paid at approximately the same time. Between 1996 and 2011, Intermediary 1 directed at least \$5,500,000 in "kickbacks" to Defendant **ZUBIATE'S** designated account in Switzerland.

Overt Acts

16. In furtherance of the conspiracy and to achieve the objects thereof, at least one of the co-conspirators committed or caused to be committed, in the Southern District of Texas and elsewhere, at least one of the following overt acts, among others:

17. In or before 1996, Defendant **ZUBIATE**, EXECUTIVE 1, INTERMEDIARY 1's owner, and others known and unknown, agreed that

INTERMEDIARY 1's owner would pay bribes to Petrobras Officials, an agreement which others, including EXECUTIVE 2, joined over time.

18. In or around 1996, INTERMEDIARY 1's owner opened a bank account in Switzerland in order to receive payments from Oil Services Company and U.S. Subsidiary 1, and to pass along a portion of those payments as bribes to Petrobras officials.

19. On or about July 2, 1999, EXECUTIVE 1 and INTERMEDIARY 1's owner signed an agreement appointing INTERMEDIARY 1 as Oil Services Company's and U.S. Subsidiary 1's exclusive representative for Oil Services Company's and U.S. Subsidiary 1's business in Brazil.

20. On or about July 19, 2004, INTERMEDIARY 1's owner wired a bribe of approximately \$77,000 from a bank account in Switzerland, through a bank account in the United States, to a bank account in Switzerland under the control of a Petrobras official.

21. On or about July 20, 2004, INTERMEDIARY 1's owner wired approximately \$66,000 from a bank account in Switzerland, through a bank account in the United States, to Defendant **ZUBIATE**'s designated account in Switzerland as a "kickback" payment, related to the July 19, 2004, bribe payment identified in Paragraph 20 above.

22. On or about February 26, 2005, INTERMEDIARY 1's owner passed along confidential Petrobras information, which INTERMEDIARY 1's owner had obtained from Petrobras officials in exchange for bribe payments, to Defendant **ZUBIATE**, which Defendant **ZUBIATE** later forwarded on by email to others including EXECUTIVE 1 and EXECUTIVE 2.

23. On or about January 25, 2006, INTERMEDIARY 1's owner wired a bribe of approximately \$81,000 from a bank account in Switzerland, through a bank account in the United States, to a bank account in Switzerland under the control of a Petrobras official.

24. On or about January 26, 2006, INTERMEDIARY 1's owner wired approximately \$77,000 from a bank account in Switzerland, through a bank account in the United States, to Defendant **ZUBIATE**'s designated account in Switzerland as a "kickback" payment, related to the January 25, 2006, bribe payment identified in Paragraph 23 above.

25. On or about January 18, 2007, Defendant **ZUBIATE** submitted a memorandum to EXECUTIVE 1 requesting that EXECUTIVE 1 authorize a "commission" to INTERMEDIARY 1 in the amount of approximately \$668,000, \$600,000 of which was to be paid to a bank account in Switzerland for INTERMEDIARY 1's assistance in securing a Petrobras project for U.S. Subsidiary 1.

26. On or about January 23, 2007, EXECUTIVE 1 authorized the payment of \$668,000 to INTERMEDIARY 1 identified in Paragraph 25 above.

27. On or about February 23, 2007, Oil Services Company wired approximately \$600,000 from a bank account in the United Kingdom, through a bank account in the United States, to a bank account in Switzerland held in the name of a shell company and controlled by INTERMEDIARY 1's owner.

28. On or about March 9, 2007, INTERMEDIARY 1's owner wired a bribe of approximately \$500,000 of the \$600,000 payment identified in Paragraph 25 above as a bribe payment through a bank account in the United States to a bank account in Switzerland under the control of a Petrobras official.

29. On or about April 28, 2011, INTERMEDIARY 1's owner wired a bribe of approximately \$150,000 from a bank account in Switzerland, through a bank account in the United States, to a bank account in Switzerland under the control of a Petrobras official.

30. On or about May 2, 2011, INTERMEDIARY 1's owner wired approximately \$100,000 from a bank account in Switzerland, through a bank account in the United States, to Defendant **ZUBIATE**'s designated account in Switzerland as a "kickback" payment, related to the April 28, 2011, bribe payment identified in paragraph 29 above.


31. On or about January 19, 2012, INTERMEDIARY 1 wired a bribe of approximately \$150,000 from a bank account under INTERMEDIARY 1's control in Switzerland, through a bank account in the United States, to a bank account in Switzerland under the control of a Petrobras official.

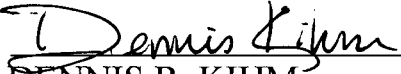
All in violation of Title 18, United States Code, Section 371.

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