A. Eliminate the Automatic Preclusion for Unreasonable Delay.

Under U.S.S.G. § 8C2.5(f), an organization cannot receive the three point culpability score reduction if it "unreasonably delayed reporting the offense to appropriate governmental authorities." The proposed amendment retains that prohibition in subsection (f)(2), even though the clear thrust of amended § 8C2.5(f) is the adequacy of the organization's compliance program.

The prohibition should be removed. An organization's delay in reporting is sufficiently considered in the guideline's subsection explicitly addressed to such self-reporting, U.S.S.G. § 8C2.5(g). Under that section, an organization cannot get the five point culpability score reduction for self-reporting and acceptance of responsibility if it does not "report[] the offense to appropriate government authorities" within a "reasonably prompt time."

An organization with an excellent compliance program may, for some reason, delay its self-reporting of the violation. That decision, if later deemed unreasonable, may not necessarily reflect on inefficacy of the organization's program to "prevent and detect violations of law." It is proper to have reporting delay be the subject of subsection (g) and remove it from subsection (f).

B. High-Level Personnel Involvement Should Create a Rebuttable Presumption.

If certain high-level personnel participated in, condoned, or were willfully blind to the offense, § 8C2.5(f) automatically precludes the three-point culpability score reduction for an effective compliance program. The proposed amendment changes the automatic preclusion to a rebuttable presumption that the organization's compliance program was not effective.

The PAG believes the proposed amendment, reflected in subsection(f)(3), correctly treats the issue of high-level employee involvement. The PAG believes the Commission should not try to distinguish further between 'large' and 'small' organizations for the purpose of leaving some version of the automatic preclusion in place. An "automatic" rule will invariably lead to unjust results in some cases.

An automatic preclusion also unnecessarily restricts judicial discretion. Removing it gives judges the discretion to consider each organization's circumstances, and the particulars of the higher-level employee involvement, on a case-by-case basis. The organization should have the opportunity to present its case to the judge as to how it can rebut the presumption in those particular circumstances. Judges will no doubt exercise that discretion in light of precisely those factors recognized to be important, such as the organization's size and the number and type of high-level employees involved in the offense.

C. Increase The Culpability Score Point Reduction.

The PAG supports increasing the culpability score reduction from three to four points. Awarding more points for an effective compliance program would not only appropriately reflect the heightened requirements of U.S.S.G. § 8B2.1, but would also create an incentive for organizations to examine the adequacy of their current programs.

D. Factors Relating to Small and Mid Size Organizations.

Chapter Eight's impact on small and mid-size companies requires further study. Historically, the great majority of sentenced companies are small, closely-held entities. And, as the Advisory Group's Report notes, since 1991 an overwhelming number of convicted organizations failed to receive effective compliance program sentencing credit for reasons related to their smaller size. The PAG seconds the Advisory Group's recommendation that the Commission devote resources to reaching and training small and mid-size companies about corporate compliance.

The PAG believes that many factors or considerations could be incorporated into Chapter Eight to encourage small and mid size organizations to develop and maintain compliance programs. There is likely, however, to be some spirited disagreement among business interests, the defense bar, and the Department of Justice as to which factors or considerations will likely be most effective or important. And, to say the issue is a difficult one may understate things. The Advisory Group Report noted the difficulties it had in getting feedback on the matter.

The PAG therefore proposes that the Commission convene a working group dedicated solely to the study of the specific issue of the guidelines' application to small and mid size companies. This working group will no doubt have the first, difficult task of even defining the best methodology for studying this issue. The PAG envisions that the working group would reflect the usual affected constituencies (e.g., business, defense bar, prosecutors), but also that it might fruitfully be broadened to include an economist and/or other academics who have studied these issues from a broader perspective. The interdisciplinary approach may be the most effective way to give the Commission the help it needs to tackle this complex yet exceedingly important guidelines matter.

II. Proposed Amendments relating to Public Corruption (Amendment #4)

The PAG is unaware of any data or even anecdotal examples suggesting a need for increased penalties under these guidelines. No such basis or justification is included in the materials accompanying the proposed amendments. Although the Synopsis of the proposed amendment states that it "aims at moving away from a guideline structure that relies heavily on monetary harm to determine the severity of the offense," it does not appear that the proposed amendment in fact does so (assuming there are policy reasons for such a change, which are not explained in the published materials). The new guidelines incorporate the §2B1.1 loss table in precisely the same fashion as the existing guidelines. Accordingly, the PAG does not believe any

increase to the base offense levels for bribery and gratuity cases has been demonstrated to be warranted. Indeed, these base offense levels could instead be *reduced* to achieve proportionality with 2B1.1, the guideline governing other similar economic crimes.

The PAG agrees that Guidelines 2C1.1 and 2C1.7 may readily be consolidated, but the 2-level enhancement for multiple incidents should be limited to those cases currently sentenced under 2C1.1 to avoid even further unwarranted disparity between cases involving intangible rather than tangible harm. Similarly, if guidelines 2C1.2 and 2C1.6 are consolidated, the 2-level enhancement for multiple incidents should be limited to cases currently sentenced under 2C1.2 to avoid unwarranted disparity between cases involving mere gratuities rather than actual theft.

Briberies and gratuities are purely economic crimes. While the acceptance of a bribe or gratuity by a public or bank official is a serious offense because it serves to undermine the public's confidence in government and banks, there is little reason to believe it does so to any greater degree than outright theft or embezzlement by such officials, particularly where the official's position does not involve high-level decision-making or other sensitive matters, and is not an elected office. Because the base offense level for economic crimes is either 6 or 7, depending on the statutory maximum sentence, the current base offense level of 10 for bribery offenses results in unwarranted disparity. Increasing the base offense level from 10 to 12 would exacerbate this unwarranted disparity rather than cure it, and result in sentences that are unjust.

Consider, for example, a typical bribery case in which a low-level public official accepts two $5,000 bribes to award a $100,000 contract on which the contractor makes a $20,000 profit.[2] Under the current version of 2C1.1, the base offense level would be 10, increased by 2 levels for multiple incidents, plus 4 levels under the 2B1.1 table reflecting the $20,000 "benefit received," resulting in an adjusted offense level of 16. If the base offense level is increased by two levels as proposed in the amendment, the adjusted offense level would be 18.

Contrast this $10,000 bribery scenario with a case in which a public official simply steals $10,000 outright from the public fisc. Assuming some use of the mails or wires, the base offense level would be 7, plus 4 levels for the loss, plus 2 levels for abuse of trust, resulting in an adjusted offense level of 13. Why should a low-level public official be sentenced 3 levels higher for accepting a $10,000 bribe from a third party than stealing the $10,000 directly from the public fisc? And if the proposed amendment were adopted, the disparity would be *5* levels. This means that the minor official who accepts the $10,000 bribe would be sentenced 1 level *higher* (18) than an official who outright steals up to $120,000 – *more than the entire value of the contract* (7+8+2=17).

The unwarranted disparity noted above would be further exacerbated by the consolidation of 2C1.7 with 2C1.1 if the 2-level increase for multiple incidents is applied across the board.

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[2] Obviously the numbers used in hypotheticals such as this are important. We believe the numbers above are quite reasonable, and further believe our overall point would be amplified by having the Commission Staff apply and contrast the fraud and bribery guidelines to randomly selected actual bribery cases.

Section 2C1.7 deals with acts of dishonesty by public officials that cause purely *intangible* harm. Section 2B1.1, coupled with a 2-level increase for abuse of trust, would presumably apply in non-bribery cases to acts of public officials which actually cause tangible harm, such as thefts or embezzlements. If the amendment were enacted as proposed, cases of *intangible* harm with multiple incidents would have an offense level of 14, while cases of *tangible* harm would be *5 levels lower* (7+2=9).

Similar disparities result from raising the base offense levels for mere gratuities – cases which by definition do not involve any *quid pro quo* and are largely misdemeanors. These disparities will be furthered amplified by consolidating the bank gratuity cases with 2C1.2 and applying the 2-level multiple incident adjustment across the board. A bank employee who accepts two $3,000 gratuities not causing loss to the bank will be sentenced at the same level (13) as a bank employee who embezzles up to $30,000 directly from the bank. (9+2+2=13 (proposed 2C1.2); 7+2+4=13 (existing 2B1.1)).

To be sure, there are bribery cases in which the harm is largely non-economic because of the impact on the public perception of and faith in governmental decision-making. But this characteristic is more than fully accounted for by the 8-level upward adjustment in cases involving elected officials or officials holding high-level decision-making or sensitive positions. In those cases, the disparity between the bribery guideline and theft guideline will be nothing short of dramatic. For example, if the amendment were enacted as proposed, an official in a high position of public trust involved in more than one incident who accepted $10,000 for the purpose of influencing an official act will be sentenced at the same level (12+2+2+(2 or 4)+(2 or 4)= 20 to 24) as if the official had embezzled from $400,000 to $2,500,000, depending on which options are selected from the proposed increases.

The existing bribery and gratuity guidelines are already out of proportion with the guidelines for economic offenses, and should be reduced by at least 2 levels to eliminated incongruous results. Raising the bribery and gratuity offense levels, particularly in conjunction with applying the 2-level multiple incident adjustment to intangible rights and bank gratuity cases, will lead to results that are intellectually indefensible.

III. Proposed Amendments relating to the Mitigating Role Cap (Amendment # 6)

The PAG will provide a supplemental submission addressing this issue.

IV. Proposed Amendment to Multiple Victim Rule in USSG §2B1.1, (comment.) n. 4(B)(ii) (Amendment #8b)[3]

The proposed amendment to U.S.S.G. §2B1.1, comment. (n. 4(B)(ii)) would expand a special rule to provide that offenses involving mail stolen from mailboxes serving multiple postal

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[3] The PAG thanks Richard Crane for his assistance with this portion of our submission.

customers, such as those found in apartment complexes, would presumptively involve 50 or more victims.

Presently, the special rule provides that when United States mail is taken from a Postal Service relay box, collection box, delivery vehicle, satchel or cart, the offense is considered to have involved at least 50 victims. This rule was added to the guidelines in 2001 because of "(i) the unique proof problems often attendant with such offenses, (ii) the frequent significant, but difficult to quantity, non-monetary losses in such offenses, and (iii) the importance of maintaining the integrity of the United States Mail." U.S.S.G. Amend. 617 (Reason for Amendment). These reasons provide no support for the changes contemplated in Proposed Amendment 8(b).

A. Amendment Does Not Address Unique Proof Problems

Unique proof problems exist when mail is stolen from a Postal Service mailbox, vehicle, cart or satchel because there is usually no way to determine how many pieces of mail were in the container or conveyance at the time of the theft. Without knowing the number of pieces of mail, the scope of the theft and number of victims is impossible to ascertain.

These proof problems do not exist when dealing with banks of mailboxes. In fact, it is often easier to prove the number of victims when mail is stolen from apartment unit boxes than if it were stolen from individual residence mailboxes. For example, if the offender stole mail by entering an apartment unit box from the front,[4] the door to the mailbox will almost always show signs of tampering to overcome the box's locking mechanism. On the other hand, mail taken from individual home mailboxes would not show such tampering because these boxes are rarely locked. If the apartment mail was stolen via the back way, it would be more difficult to determine the number of victims, but no more so than determining the number of victims when mail is stolen from individual home mailboxes.

B. Quantifying Non-Monetary Losses Is No More Difficult Than In Other Cases

As noted above, we do not believe it is more difficult to quantify non-monetary losses resulting from theft of mail from apartment cluster mailboxes than single residence mailboxes.

C. Amendment Will Not Further the Purposes of the Guidelines

It may be important to protect the soundness of the United States Postal Service by providing greater penalties for those who would steal from a Postal Service vehicle or container. But we do not believe it is necessary to the soundness and integrity of the US mail to punish persons who steal from an apartment complex more harshly than those who steal mail from individual residences.

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[4]From the front" means that the mail was taken out of the box in the same manner as the recipient would have taken it. In some cases, mail can be accessed from the back by unlocking the entire bank of boxes or by approaching the boxes from the rear (as is done with the individual boxes located in a Post Office. [2-198]

On the other hand, the purposes of the guidelines will be frustrated if the proposed amendment is adopted. The basic objective of the guidelines is to provide reasonably uniform sentences for similar offenses committed by similar offenders. USSG Ch 1, Pt. A(3). Mandating longer sentences for offenders who steal a single welfare check from an apartment cluster of 50 boxes, than for those who steal the same check from a single mailbox on a street with fifty houses, will create sentencing disparity and undermine the objectives of the guidelines.

The proposed amendment will also create confusion as to the meaning of the term 'victim.' For purposes of mail theft, 'victim' is defined as "any person who sustained any part of the actual loss" or "any person who was the intended recipient or addressee" USSG §2B1.1 App. Note 4(B)(i). In either case, the definition requires an identifiable victim. The definition has been weakened, perhaps necessarily, by the present special rule that does away with the need to identify the victims when mail is stolen from a Postal Service container or conveyance. It should not be weakened further by adoption of an amendment where the identity of the victims is easily obtainable.

D. Placing Burden On Defendant to Prove Number of Victims is Unfair[5]

Requiring a defendant to prove that his mail theft offense involved less than fifty victims puts the burden on the party in the worst position to do so. The government is in a far superior position to prove the number of victims because it can obtain this information immediately upon discovery of the offense. It is one thing to ascertain how many apartments were vacant and how many people had already retrieved their mail when the question is asked the same day as the offense and another to get answers when the questions are asked months later. Additionally, government agents have the perceived authority to ask people if they have already retrieved their mail and, if not, whether they were expecting anything valuable or time-sensitive. An attorney or investigator representing the alleged thief would have a far more difficult time getting answers to these questions.

Additionally, the present rule reasonably assumes that a person who steals from a Postal Service box or conveyance intends to steal all the mail, while breaking into a single apartment mailbox does not evidence such an intent.

E. There Is No Demonstrated Need for the Amendment

Finally, we question the seriousness of the problem addressed by the proposed amendment. We can find only one case where a similar situation arose. In *U.S. v. Gray*, 71

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[5]As published, the amendment provides that any theft from a cluster of mailboxes would be considered to have involved 50 or more victims. This would result in a four level enhancement even if the apartment complex had less than 50 apartments. At the very least, this should be changed to read that where there are multiple boxes, there is a presumption that the number of victims corresponds to the number of boxes. But, even this refinement would not alter our opposition to the amendment for the reasons stated above.

Fed.Appx. 300 (5th Cir 2003), a two-level enhancement was imposed on the defendant for having more than ten and fewer than 50 victims because he pried off the mailbox panels in an apartment building, exposing 42 individual boxes. On appeal the enhancement was vacated because there was no proof that there were at least ten people who had mail in their boxes at the time of the offense. There was, however, no indication that it would have been difficult to obtain sufficient evidence proving the number of victims, especially considering the reduced degree of proof required at a sentencing hearing.

V. Issue for Comment regarding Aberrant Behavior (Amendment #10)

With regard to aberrant behavior, Issue for Comment 10, the PAG opposes as premature the elimination of the aberrant behavior downward departure provision, U.S.S.G. § 5K2.20. While we agree in principle that the mandate of 28 U.S.C. § 994(j) should be implemented and true first offenders should receive more lenient sentences and more opportunities for sentences that do not involve incarceration, it does not make sense to eliminate the aberrant behavior downward departure before proposing an amendment to U.S.S.G. § 4A1.1 designed to accomplish this objective. The Commission has been engaged in a two-year study of criminal history. The PAG suggests that the Commission formulate an appropriate amendment to U.S.S.G. § 4A1.1 based on the results of that study. At that point, but not before, it makes sense to consider whether or not the aberrant behavior downward departure remains necessary.

VI. Proposed Amendment to Immigration Guidelines (Proposed Amendment #12)

The PAG intends to comment on this proposed amendment but has not yet finalized its submission on his issue. A supplemental comment addressing this proposed amendment will be forthcoming in the next few days.

As always, we appreciate the opportunity to present our perspective on these important issues. We are available to provide further information or meet with the Commission if it would be useful.

Sincerely,

James Felman
Barry Boss
Co-chairs, Practitioners' Advisory Group

cc: Charles Tetzlaff, Esq.
Timothy McGrath, Esq.

[2-200]

March 1, 2004

Ms. Diana E. Murphy, Chair
United States Sentencing Commission
Attn: Public Affairs
One Columbus Circle, NE, Suite 2-500
Washington, D.C., 20002-8002

RE: Proposed Amendments to the U.S. Sentencing Guidelines
Chapter Eight: Sentencing of Organizations and Compliance Programs

Dear Ms. Murphy:

On behalf of the Providence Health System, I want to offer our formal comments to the United States Sentencing Commission's notice of proposed amendments to the Sentencing Guidelines that was published in the December 30, 2003 Federal Register. We wish to specifically address the second proposed amendment that establishes criteria for an effective program to prevent and detect violations of the law ("compliance programs").

The Providence Health System is a not-for-profit, Catholic health system that includes 18 acute care hospitals, 18 freestanding long term care facilities, clinics and physician groups, a health plan and home health agencies serving communities in Alaska, Washington, Oregon and California. Providence seeks to fulfill its mission of continuing the healing ministry of Jesus in the world of today, with special concern for those who are poor and vulnerable. Working with others in a spirit of loving service, we strive to meet the health needs of people as they journey through life. At the same time, like other health care providers, Providence must strive to achieve this mission while addressing a myriad of state and federal laws and regulations. Having operated a compliance program since 1997, it has been Providence's experience that an effective compliance program is a valuable tool for demonstrating its commitment to these mandates. Furthermore, as we have recently been evaluating the effectiveness of our past efforts, we are pleased that many of the changes that Providence is making to strengthen its program are consistent with the direction recommended by the Commission. The comments that follow are indicative of the support for the Commission's general direction as well as some specific observations.

Establishing Required Elements for What Constitutes an Effective Compliance Program

When the organizational sentencing guidelines first became effective on November 1, 1991 they created a set of voluntary incentives for adoption. Since that time, industry has gained experience with the seven elements of an effective compliance program. This

approach – while perhaps more theoretical when first posited over ten years ago – has now proven to be an effective management tool in fostering compliance and detecting violations of the law. Providence finds that the implementation specifications enumerated in the proposal for what constitutes an effective program are consistent with this experience and indicative of good industry practice. Given this perspective, it is hard to contemplate how an organization would justify a decision not to implement such a program. The duty that governance and management alike have to their stockholders, or in the case of a non-profit organization to their mission, suggests that the maturation of organization compliance as an established management practice provides a basis for making this a required approach. In short, compliance programs should not be voluntary. The work of the Ad Hoc Advisory Group on the Organizational Sentencing Guidelines and the proposed amendments supports this position as well.

Promotion of an Organizational Culture that Encourages a Commitment to Compliance With the Law

We want applaud in the strongest terms possible the direction taken by the Commission in recognizing the inseparable connection between an organization's culture and the effectiveness of its compliance program. It is true that education, policies, and audits are all part of an effective compliance program. However, it has been our experience that the most important deterrents to non-compliance are the values and culture that underlie the organization. For that reason, the compliance program within Providence has been known as the "Integrity Initiative." We have sought to stress the responsibility that each individual has to be accountable for the integrity of the decisions we make and the actions that we take. Our training materials have sought to position legal requirements within this context of business and organizational ethics and our core values. It has been our experience that the behavior of individuals and the organization as a whole is more properly motivated through this approach as opposed to exclusively relying on the more narrow rationale of regulatory requirements. As the Commission gains more experience in this regard we would hope that this might be an area of further development in subsequent revisions to the guidelines. For now, Providence believes the Commission's approach represents a positive and much-needed first step.

Expansion of the Scope of a Compliance Program

Under the current guidelines the objective of a compliance program is directed only to violations of criminal law and prevention of criminal conduct. The Commission proposes to expand the scope by defining the term "violations of law" to include non-criminal violations and regulatory violations. Providence supports this proposed expansion: Many of the areas in our program – while including those which constitute criminal actions – are addressing non-criminal actions. Furthermore, to the extent that the hurdle for reporting violations is set unnecessarily high (i.e., criminal behavior) it will serve only to limit reporting and the reach of an effective compliance program.

[2-202]

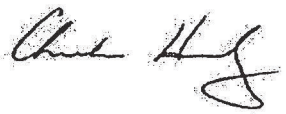
Establishing Program Responsibility

Much of the Commission's proposed direction represents what might be thought of as a "structural" approach to management: To the extent that certain structures are in place – policies, personnel, practices, and resources – it is assumed that a program will produce positive outcomes. Obviously, in the case of a compliance program these expected outcomes are the prevention and detection of violations of law. Consequently, it is important that authority for a compliance program be vested in a highly-placed individual within the organization and that they enjoy the support of and access to senior management and as appropriate governance bodies. Assuring that governance plays an active role in program oversight is another critical structural element in establishing an effective program.

However, as critical as these elements are – and as we have argued elsewhere, they should be required – they cannot in themselves "ensure the effectiveness of the program" as stated in § 8B2.1(b)(2). Operational management needs to be equally committed and this responsibility needs to be given equal attention in the proposed guidelines. Simply stated, the job of ensuring compliance is not the sole responsibility of the Compliance Officer. Even the language set forth by the Commission in establishing a rebuttable presumption concerning a program's effectiveness is an acknowledgement that violations of law can occur despite the existence of an effective compliance program. The Compliance Officer should have an affirmative obligation to establish a program that meets the required elements and review its effectiveness through comprehensive risk assessments and audits. To the extent that implementation is not effective then the Compliance Officer has a duty to inform both management and the Board. The Commission should not hold the Compliance Officer accountable for more than these responsibilities. Doing so is to fail to recognize the indispensable role of operational management in implementation. We would encourage the Commission to add language stressing this role that goes beyond that of the Compliance function.

Again, Providence appreciates the opportunity to share our perspectives with the Commission as it considers these important changes to the Sentencing Guidelines.

Sincerely,



Charles Hawley, Vice President
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[2-203]

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February 23, 2004

United State Sentencing Commission
One Columbus Circle, N.E.
Suite 2-500
Washington, DC 20002-8002
Attention: Public Affairs

Dear Mr. Courlander:

We appreciate the opportunity to respond to the Ad Hoc Advisory Group's recommended modifications to the United States Sentencing Guidelines.

Our comments are in regard to §8B2.1(b)(5)(c). We support the addition of "promotion of an organizational culture" and "anonymous reporting" and the change from "retribution" to "retaliation." We also support the addition of "seek guidance regarding potential or actual violation of law." However, we strongly recommend that "confidential" be added. We propose that the guideline read: "seek **confidential** guidance."

Redmond, Williams & Associates is a firm that helps organizations set up systems to ensure that issues are surfaced and handled appropriately. We base our recommendation on multiple research studies that have recently been published, the many interviews we have conducted over the last year with institutional leaders, and our experience in establishing, enhancing and expanding issue management systems.

Perhaps the most germane study is the 2003 Ethics Resource Center survey which is referenced in the report. It demonstrated that 35% of the employees who actually observe misconduct do not report it. Their reasons are that they believe no corrective action would be taken, they fear that their report would not be kept *confidential*, they fear retaliation, they do not know to whom they should speak.

[2-204]

Our interviews have shown that leaders who are actively strengthening their governance processes understand the value of providing constituents a confidential, informal channel in addition to formal channels that promise anonymity within limits. On the other hand, executives who do not understand the value of a channel where employees can feel very safe—a confidential, informal, off-the-record, independent channel—are maintaining status quo in how they manage governance and risk.

Our experience in setting up, expanding and enhancing issue management systems has shown that organizations that offer informal, confidential guidance for their constituents, and also have effective formal reporting channels, benefit by:

- The surfacing of potential malfeasance that might not have otherwise been brought forward
- Having issues brought to the most appropriate resolution resource in a timely manner.

Constituents in an organization will seek guidance that is confidential if they do not know where to take potential malfeasance, need coaching and guidance about how to take it forward, want to explore the full scope of the concern and potential resolutions options before coming forward, or want to remain anonymous. Confidentiality is critical to providing constituents with a safe haven where they can discuss their concerns and consider the potential resources for resolution.

We appreciate your consideration of our recommendation.

Respectfully,

Arlene Redmond, Partner

Randy Williams, Partner

[2-205]

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February 27, 2004

VIA FEDERAL EXPRESS
Mr. Michael Courlander
Public Affairs Officer
United States Sentencing Commission
1 Columbus Circle, N.E.
Suite- 2-500, South Lobby
Washington, DC 20002-8002

Re: Sentencing Guidelines

Dear Mr. Courlander:

I am writing to comment on the report recommendations of the Ad Hoc Advisory Group on Organizational Guidelines for amendment of Chapter 8 of the sentencing guidelines for organizations. I am an attorney in private practice and an adjunct law professor. As a principal in my firm, I represent public and closely held corporations in employment discrimination and labor cases. In addition, I act as outside counsel to the Ombuds Association and University and College Ombudsman Association although, this letter is written in my individual capacity not as a representative of any party or of my firm.

As an attorney rendering advice to corporations regarding compliance with federal laws, I am aware of the federal sentencing guidelines and the positive role they have in encouraging corporate compliance with the law. There is one suggestion I would like to make, however, regarding proposed Section 8B2.1(b)(5)(c) which provides that an "organization shall take reasonable steps... (C) to have a system whereby the organization's employees and agents may report or seek guidance regarding potential or actual violations of law that without fear of retaliation, including mechanisms to allow for anonymous reporting." While at first glance this amendment is clearly worthwhile, I would suggest that it should go further.

[2-206]