

**Congress of the United States**  
**House of Representatives**  
**Washington, DC 20515**

June 12, 2012

Mr. Michael T. Duke  
Chief Executive Officer  
Wal-Mart Stores, Inc.  
702 SW 8th Street  
Bentonville, AR 72716

Dear Mr. Duke:

On April 25, 2012, and May 17, 2012, we sent you letters requesting documents and information relating to allegations that your company may have violated the Foreign Corrupt Practices Act.<sup>1</sup> Although you stated during a recent shareholders meeting that Wal-Mart is “doing everything we can to get to the bottom of the matter,” you have not provided us with the information we requested.<sup>2</sup> Specifically, you have provided us with no documents, you have declined to allow any Wal-Mart employees to brief our staffs about the allegations, and you have failed to respond to our request to speak with Maritza Munich, a key figure in the investigation. Wal-Mart’s actions to date significantly inhibit our ability to investigate these allegations.

On May 21, 2012, a month after our initial request, the company’s outside counsel provided us with a general briefing on Wal-Mart’s program to comply with the Foreign Corrupt Practices Act “going forward.”<sup>3</sup> This briefing was not conducted by Wal-Mart officials, but by attorneys from the law firms of Greenberg Traurig and Akin Gump. These attorneys declined to answer any questions about Wal-Mart’s potential violations of the Foreign Corrupt Practices Act. They explained that they were hired in 2011 and had no substantive knowledge of company actions relating to the Mexico bribery allegations.

During the May 21 briefing, Wal-Mart’s outside counsels stated that they were retained to conduct a broad review of your anti-corruption policies and operations in Mexico, Brazil, and China. They informed our staffs that as a result of this review, they are recommending that Wal-Mart also evaluate its operations in India and South Africa. Wal-Mart’s attorneys identified these five countries — which they referred to as “first tier” countries — because they represented regions “where risk was the greatest.”

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<sup>1</sup> See *Vast Mexico Bribery Case Hushed Up by Wal-Mart After Top-Level Struggle*, New York Times (Apr. 21, 2012) (online at [www.nytimes.com/2012/04/22/business/at-wal-mart-in-mexico-a-bribe-inquiry-silenced.html?\\_r=2](http://www.nytimes.com/2012/04/22/business/at-wal-mart-in-mexico-a-bribe-inquiry-silenced.html?_r=2)).

<sup>2</sup> *Wal-Mart CEO Says Company is Committed to Compliance*, Associated Press (June 1, 2012).

<sup>3</sup> Email from Steven Ross, Counsel for Wal-Mart, to Committee Staff (May 13, 2012).

Wal-Mart's attorneys reported that after conducting a review of the company's operations in these countries, Wal-Mart asked them to expand their efforts by conducting a worldwide assessment of the company's anti-corruption policies. They stated that they reported their findings to your company and made a series of recommendations based on those findings. In response, Wal-Mart's outside counsel stated that the company revised its anti-corruption policies and procedures, including the creation of a new procedure for escalating corruption complaints to senior management and the Wal-Mart Audit Committee. However, Wal-Mart's attorneys refused to provide Committee staff with copies of any of these reports or any specific information about their findings and recommendations.

On June 13, Wal-Mart's outside counsels will be providing our staffs with a briefing on the investigative protocols the company used to examine the bribery allegations in Mexico. However, we have been informed that once again, no Wal-Mart officials would be present at this briefing. We ask that you reconsider your position and allow Wal-Mart officials to speak with us directly about the serious allegations that the company may have violated the Foreign Corrupt Practices Act. In particular, we ask that company officials come prepared to discuss fully the role Wal-Mart officials may have played in exposing or covering up bribery allegations and whether the alleged improper conduct was part of a broader problem with Wal-Mart's internal controls.

We also request that you provide us with the following documents no later than June 26, 2012:

1. Wal-Mart's new anti-corruption and ethics policies and procedures, including policies and procedures for all international subsidiaries, including policies relating to interactions with third-party intermediaries, certification requirements, and audit protocols;
2. Wal-Mart's anti-corruption and ethics policies and procedures as they existed prior to its 2010 and 2011 overhaul of global compliance policies and procedures;
3. All internal reports, studies, or assessments related to the Foreign Corrupt Practices Act provided by your attorneys in 2010 and 2011, including the findings of such reviews and any recommendations made;
4. Documents relating to how Wal-Mart responded to these findings and recommendations;
5. Wal-Mart's new escalation protocol for reporting compliance issues to Wal-Mart's Internal Audit Committee, as well as pre-existing escalation protocols prior to the recent overhaul; and
6. All internal complaints and reports related to the Foreign Corrupt Practices Act submitted by employees since the new escalation policy became effective, including all documents relating to whether those claims were escalated.

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Additionally, at the June 13 briefing please be prepared to inform us as to whether or not you intend to cooperate with the above request for documents.

If you have any questions regarding this request, please contact Una Lee of the Oversight Committee staff at (202) 225-5051 or Tiffany Benjamin of the Energy and Commerce Committee staff at (202) 226-3400.

Sincerely,



Elijah E. Cummings  
Ranking Member  
Committee on Oversight and  
Government Reform



Henry A. Waxman  
Ranking Member  
Committee on Energy and  
Commerce

cc: The Honorable Darrell E. Issa, Chairman  
Committee on Oversight and Government Reform

The Honorable Fred Upton, Chairman  
Committee on Energy and Commerce