

FILED

OCT 2 - 2014

**Clerk, U.S. District and
Bankruptcy Courts**

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA)
)
)
 v.)
)
 ROBBINS & MYERS BELGIUM, S.A.)
)
 Defendant.)
)

CRIMINAL NO. 14-192 (BAH)

FACTUAL PROFFER IN SUPPORT OF GUILTY PLEA

Had this case gone to trial, the United States would have proven beyond a reasonable doubt that:

1. On or about the dates described below, within the District of Columbia and elsewhere, defendant ROBBINS & MYERS BELGIUM, S.A. ("RMB"), did violate the International Emergency Economic Powers Act ("TEEPA") by causing the export and re-export of certain U.S.-origin products to Syria via Belgium without obtaining the necessary license from the Department of Commerce, located in the District of Columbia.

2. Robbins & Myers, Inc. ("R&M"), was an Ohio-based company that had been publicly traded on the New York Stock Exchange since 1965. R&M Energy Systems ("RMES") was one of the primary business segments of R&M, and was later known as the Fluid Management Group. RMES manufactured and sold fluid management products for use by companies in the energy recovery industry. These products included stators, which were component parts of power sections used in oil and gas drilling. RMB was a foreign subsidiary of R&M based in Chaineux, Belgium, that manufactured stators for sale to customers around the world.

3. Company A was one of the largest oil recovery firms in the world with operations in many countries that were subject to trade restrictions, including Syria, Iran, Sudan, and Cuba, to name a few. During 2005 and 2006, Company A was RMB's single largest customer.

4. At all times pertinent to this case, the stators shipped by RMB to Company A in Syria were made from steel tube that Company B had milled in the United States. RMB purchased the steel tube from an overseas distributor that was not an affiliate of Company B. Company B was one of the only mills in the world that could produce steel tube to RMB's specifications.

5. In or around May 2006, an internal auditor with R&M learned that RMB had shipped stators and other goods to Company A in Syria. Believing that such exports might violate U.S. law, the internal auditor brought the discovery of the shipments to the attention of R&M's senior management.

6. Soon thereafter, R&M's senior management learned that the shipment of stators manufactured by RMB to Company A in Syria "possibly" violated the law. RMB subsequently made three shipments of stators to Syria during August 2006 and September 2006.

7. In or around September 2006, management at R&M determined that stators should no longer be shipped to Syria from the RMB facility, and the RMB plant manager and customer service personnel were informed of that determination. However, on or about October 31, 2006, RMB shipped an additional stator to Dubai for transshipment to Syria.

8. In total, between the months of August 2006 and October 2006, RMB exported stators to Company A in Syria as follows:

DATE OF SHIPMENT	QUANTITY	SALE PRICE
August 22, 2006	1	\$4,523.28
September 11, 2006	2	\$11,406.72
September 29, 2006	2	\$11,169.08
October 31,2006	1	\$4,617.28

No party to any of these transactions applied for a license to export stators from RMB to Company A in Syria.

9. RMB and its employees failed to provide documents regarding the October 31, 2006 shipment to investigators until April 2011 - nearly five years after the date of the shipment notwithstanding the prior service of process requiring the production of such documents.

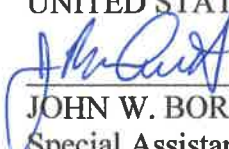
10. The parties agree that for purposes of this plea and factual proffer that the relevant law is set forth accurately in the Information.

Limited Nature of Factual Proffer in Support of Guilty Plea

11. This factual proffer is not intended to constitute a complete statement of all facts known by the United States, but is intended to provide the necessary factual predicate for defendant RMB's plea of guilty to Counts One through Four of the Information.

Respectfully submitted,

RONALD C. MACHEN JR.
UNITED STATES ATTORNEY



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Date: 10/2/2014

Defendant's Stipulation and Signature

I am authorized to act on behalf of defendant Robbins & Myers Belgium, S.A., in this matter. On behalf of defendant Robbins & Myers Belgium, S.A., after consulting with its attorneys and pursuant to the plea agreement entered into this day with the United States, I hereby stipulate that the above proffer of facts is true and accurate. I further stipulate that had the matter proceeded to trial, the United States would have proved the same beyond a reasonable doubt.

Date: September 19, 2014



Craig L. Weinstock
Vice President and Chief Compliance
Officer, National Oilwell Varco, Inc.

Attorney's Acknowledgment

I am counsel for defendant Robbins & Myers Belgium, S.A., I have carefully reviewed the above proffer of facts with my client. To my knowledge, the decision to stipulate to these facts is an informed and voluntary one.

Date: SEPTEMBER 29, 2014



Tim Johnson
Attorney for Robbins & Myers Belgium, S.A.