



77 MERIDIAN

Law & Policy

U.S. NATIONAL SECURITY MARKET ENTRY

Global Challenges. Clear Direction.



The opportunity

Forming a U.S. company takes days.

Building a business that can sell into the U.S. defense and intelligence market, cleared, trusted, and contract-ready, requires coordinated legal, security, operational, and commercial decisions.

77 Meridian advises international defense companies and domestic innovators with emerging and dual-use technologies seeking to enter or expand in the U.S. defense and intelligence markets.

“Do not design the corporate structure in isolation from the market you intend to serve.”



The Market Entry Sequence

This sequence is adaptable; not every company requires every step, and a U.S. subsidiary, facility clearance, or FOCl mitigation is required only where the entry strategy and the customer demand them.



The Market Entry Sequence

Steps 1 to 4

01 Confirm the opportunity and mission fit

Define where the technology solves a priority U.S. mission problem and who the real customer is: DoD, Intelligence Community, prime, or partner.

02 Design the U.S. structure and leadership

Entity, capitalization, board, and decision rights built for the business strategy, not just incorporation.

03 Address foreign ownership and national security requirements early

Map CFIUS, export-control, FOCI, and industrial-security exposure before transactions become hard to unwind.

04 Build the compliance and operating foundation

Contracting, accounting, cybersecurity, and IP processes that satisfy government customers and diligence.



The Market Entry Sequence

Steps 5 to 7

05 Prepare for classified operations

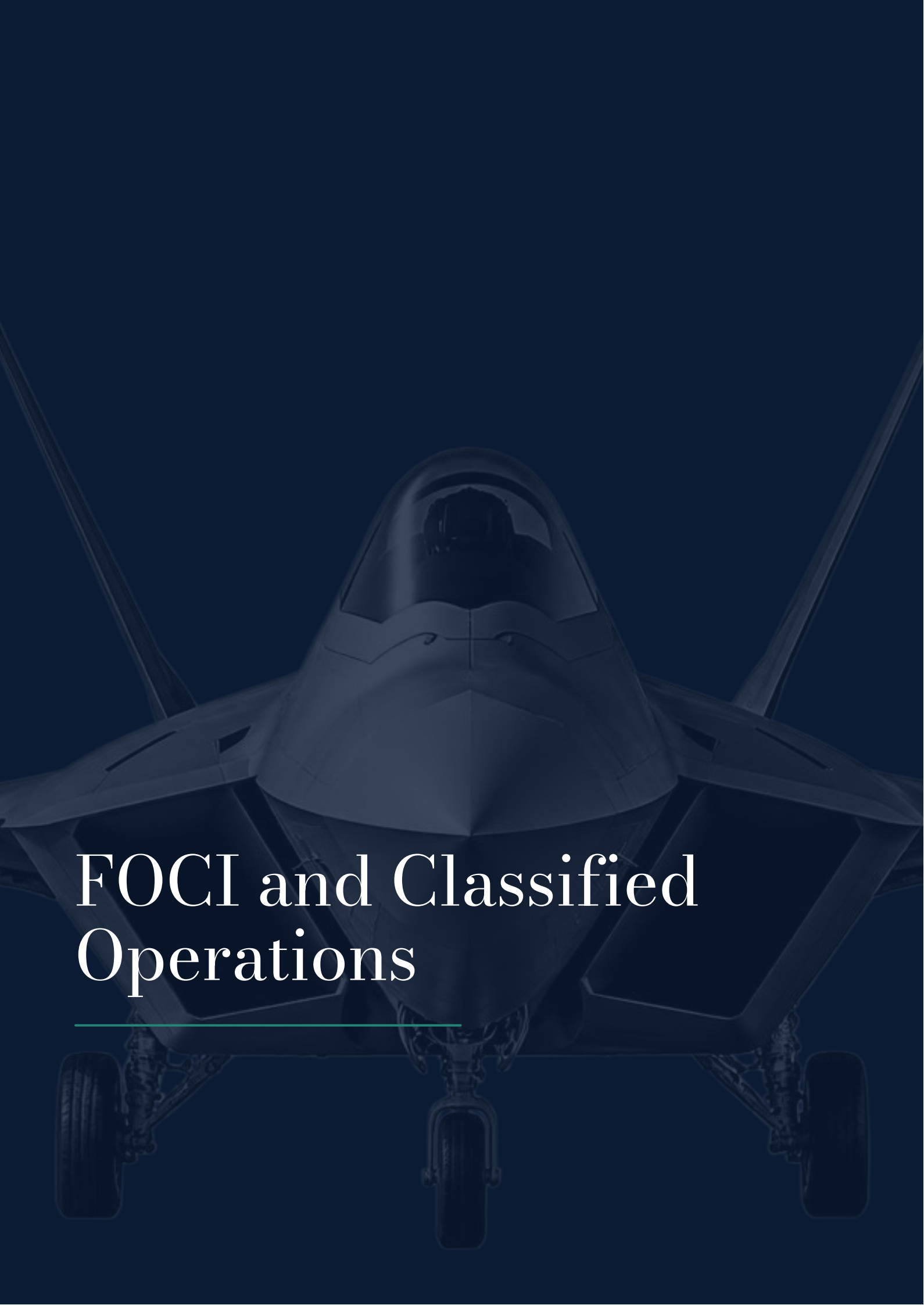
Facility-clearance sponsorship, personnel security, and DCSA engagement planned as an operating model, not an afterthought.

06 Build the route to the customer

Program offices, primes, integrators, and contracting channels, with U.S.-credible messaging and partnerships.

07 Scale with discipline

Growth that preserves the governance, security, and customer trust built during entry.

A dark, monochromatic image of an F-35 fighter jet from a front-on perspective. The jet's stealth features, including its canards and wings, are visible against a dark background. The cockpit canopy is prominent at the top center.

FOCI and Classified Operations



FOCI and classified operations

Board Resolution (BR)

Used where foreign ownership presents limited control concerns and tailored restrictions can address classified-access issues.

Security Control Agreement (SCA)

Preserves foreign ownership while adding U.S. governance and security controls for classified operations.

Special Security Agreement (SSA)

Allows foreign ownership while placing sensitive governance, classified access, and security oversight in cleared U.S. hands.

Proxy Agreement or Voting Trust

Used for more significant FOCI concerns, with substantial governance authority transferred to cleared U.S. proxy holders or trustees.

“FOCI mitigation is not a document that sits on a shelf. It changes how the U.S. business is governed, how information moves, and how executives make decisions.”



The Regulatory Landscape



The regulatory landscape at a glance

CFIUS

Foreign investment review, including mandatory declarations.

Export controls

ITAR/EAR classification, deemed exports, technology control plans.

Cybersecurity & CMMC

CMMC and CUI architecture. Design the U.S. environment now, not as a later certification exercise.

Industrial Security / DCSA / FOCI

Facility clearances, foreign-ownership mitigation, governance, and security requirements for companies pursuing classified U.S. government work.

Analyzed together, solved together.

These regimes are handled alongside 77 Meridian's legal practice, not handed off.



NAVAL HEADQUARTERS

Routes to the Customer



Routes to the customer

Route	Best use
Direct prime	Direct prime contracts
Prime contractor or integrator	Subcontractor, teammate, or technology partner
Distributor, reseller, or channel	Channel partnerships
Pilot, OTA, or innovation channel	Pilot or innovation
Acquisition, JV, or strategic investment	Investment or strategic partnership

Market reality: many companies—international and domestic alike—enter first as subcontractors, teammates, or technology partners to established primes before pursuing direct prime contracts.

The background image is a dark, moody photograph of a trading floor. In the center, a large world map is mounted on the wall, with glowing lines connecting various global locations. To the left and right of the map are panels displaying financial data and charts. Below the map, a curved desk is equipped with multiple computer monitors, each showing different data feeds. In the foreground, a wooden desk holds a balance scale, a briefcase, and a stack of books. Two wooden chairs are positioned on either side of the foreground desk. The overall lighting is dim, with a blueish tint, creating a sense of mystery and high-stakes business.

Where Market Entry Fails



Where market entry fails

01 Treating formation as the strategy

A certificate of incorporation answers none of the control, tax, IP, or security questions.

02 Copying the international parent's operating model

Shared IT, HR, and engineering create export-control and FOCI problems.

03 Assuming a U.S. subsidiary eliminates foreign-ownership issues

FOCI analysis looks through the U.S. entity.

04 Pursuing classified work without a sponsorship path

A company generally needs a legitimate government-contracting requirement and sponsorship pathway before it can obtain a facility clearance.



How we help

Entry assessment

Market fit, ownership, governance, security readiness, route to customers.

Integrated roadmap

Legal, regulatory, operational, and commercial workstreams sequenced with clear decisions.

Executive and Board Advisory

DCSA engagement, classified governance, partnerships, investment, growth.

Execution support

Coordinating management, specialized counsel, investors, government stakeholders, and industry partners.

When to call

- Entering or expanding in the U.S. defense and intelligence markets, including establishing or expanding a U.S. subsidiary
- Implementing governance under an SSA or other FOCI mitigation
- Preparing leadership and boards for DCSA oversight
- Evaluating acquisitions, investments, or partnerships with national-security considerations
- Transitioning from commercial markets into the defense sector



The 77 Meridian Difference



The 77 Meridian Difference

01 Core Values & Approach

Truly Independent: Free to offer unbiased counsel without organizational or other influence.

Discreet: Discreet operations and control to protect privileged, confidential, and private data.

Bespoke: Flexibility to engage creatively and dynamically, tailoring the approach to the specific needs of each matter.

02 Expertise & Experience

Experience at the Right Levels: Broad experience in senior policy and operational roles, in and out of government, offers a multifaceted perspective.

Direct Engagement: Every engagement is led by senior 77 Meridian professionals, with direct senior-level involvement throughout.

Consistent & Dependable Quality: Personal, focused approach with the advantages of a boutique law firm and consultancy.

03 Operational Advantages

Nimble: Lean structure ensures agile, responsive service and rapid action to address pressing and emergent needs.

Efficient: Business structure that maximizes value by directing resources toward client solutions rather than organizational overhead.

Tailored Expertise: Tailored expertise complements core capabilities to deliver comprehensive solutions.



The 77 Meridian Approach



The 77 Meridian Approach

At 77 Meridian, we believe national security challenges demand precision-focused strategies, not one-size-fits-all solutions. Every engagement is led by senior 77 Meridian professionals, with direct senior-level involvement throughout. Our professionals have held senior positions in the United States government (including the Intelligence Community, the Military, the Department of Justice, and the National Security Council) and in the private sector.

Our team comprises elite specialists in targeted domains of national security and regulatory compliance. This focused structure allows us to deliver sophisticated expertise precisely aligned with your specific challenges—maintaining the personalized attention of a boutique firm while providing the specialized knowledge needed for today's complex security landscape. With decades of collective CFIUS and national security experience, we deliver rapid, well-focused strategies for managing challenges with government and counterparties.



Our Team



Melchior Baltazar

Senior Advisor | Head of U.S. National Security Market Entry

Melchior Baltazar brings extensive experience spanning national security law, military operations, corporate leadership, defense technology, and the U.S. Intelligence Community. He advises international defense companies and domestic innovators with emerging and dual-use technologies on entering and expanding in the U.S. defense and intelligence markets, addressing foreign-ownership and security requirements where applicable, establishing compliant operations, and pursuing opportunities across the Department of Defense and Intelligence Community.

A former U.S. Navy SEAL and Judge Advocate (JAG) officer, Melchior served in legal and operational leadership roles involving international law, special operations, counterterrorism, and intelligence.

In the private sector, he served as CEO and Chairman of the Special Security Agreement Board of the cleared U.S. subsidiary of a publicly traded British technology company, overseeing corporate governance, FOCI mitigation, classified operations, and government relationships. He also led a service-disabled veteran-owned defense company and held senior technology industry positions supporting defense and intelligence customers in artificial intelligence, cloud computing, cybersecurity, and classified systems.

Melchior holds a J.D., M.A. in History, and B.A. in History and Government from the University of Virginia. He maintains an active TS/SCI clearance with Full Scope Polygraph.

Beyond his legal and national security career, Melchior is a published independent historian whose scholarship examines the paradox of liberty and slavery at the American founding. He is also a certified instructor in emotional intelligence, mindfulness, and yoga, and an Ironman triathlete, reflecting a lifelong curiosity about human nature, self-awareness, leadership, and the art of performing under pressure.

CREDENTIALS

Security clearance: TS/SCI with Full Scope Polygraph

Bar Memberships: Arizona

Military Service: U.S. Navy SEAL; U.S. Navy Judge Advocate (JAG)

Executive Leadership: Former CEO and Chairman of a DCSA mitigated SSA company; former CEO of a Service-Disabled Veteran-Owned Small Business (SDVOSB) national-security company

National Security Technology: Artificial intelligence, cloud computing, cybersecurity, data infrastructure, classified systems, and defense technology

Conference Speaker: Maritime security, aviation security, critical-infrastructure protection, transportation security, and emerging national-security technologies

Education: University of Virginia School of Law (JD), Senior Editor, Virginia Journal of International Law; University of Virginia (MA, History; BA, History and Government)



DJ Rosenthal

Founder and Principal

National Security Legal Counsel & Strategic Advisor

DJ Rosenthal is the founder and principal of 77 Meridian Law & Policy, where he advises companies, investors, and institutions operating at the intersection of national security, technology, global commerce, and government regulation. He brings senior-level experience across the White House, the U.S. Department of Justice, the Intelligence Community, private practice, and corporate advisory work to help clients manage consequential legal, regulatory, transactional, and reputational risk.

In government, DJ served in senior positions at the National Security Council, the U.S. Department of Justice National Security Division, and the Office of the Director of National Intelligence. His work encompassed national-security policy, sensitive investigations, intelligence matters, cybersecurity, foreign investment, export controls, sanctions, and other issues at the intersection of law, technology, and international commerce. At the Department of Justice, he oversaw matters involving national-security reviews of foreign investments, including CFIUS, as well as export-control and sanctions issues. He also advised senior officials on high-stakes national-security priorities and represented the government in federal court.

In the private sector, DJ practiced at WilmerHale and later joined Kroll, where he founded and co-chaired the firm's CFIUS Advisory practice. He led global, multidisciplinary teams advising companies, investors, and boards on foreign-investment reviews, national-security due diligence, cross-border transactions, corporate risk, sensitive investigations, privacy, and cybersecurity. His experience gives him a practical perspective on the challenges clients face as they navigate evolving U.S. national-security requirements, emerging technologies, and regulatory scrutiny.

DJ founded 77 Meridian to provide clients with senior-level counsel and strategic advisory on complex and sensitive matters. He works personally with clients confronting consequential transactions, investigations, regulatory questions, government engagement, and strategic decisions. Outside his client work, DJ teaches National Security Dilemmas at the University of Maryland Honors College, and writes widely on national-security, foreign-investment, technology, and global-policy issues.

CREDENTIALS

Bar Memberships: Maryland; District of Columbia; U.S. District Court for the District of Columbia

Experience: National Security Council; U.S. Department of Justice National Security Division; Office of the Director of National Intelligence; WilmerHale; Kroll; Founder and Principal, 77 Meridian Law & Policy

Areas of Expertise: CFIUS; foreign investment reviews; export controls; sanctions; cybersecurity; privacy; sensitive investigations; cross-border transactions

Academic & Policy Roles: Fellow, National Security Institute, Antonin Scalia Law School at George Mason, Adjunct Professor, University of Maryland Honors College; former Associate Professorial Lecturer in Law, The George Washington University Law School

Published In: The New York Times, The Washington Post, The Baltimore Sun, Politico, The Atlantic, CNN, Foreign Policy, Lawfare, The Yale Journal of International Affairs, the Times of Israel, Just Security, and elsewhere

Education: The George Washington University Law School (J.D.), University of Maryland Honors College (B.A., with Honors)

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