

Sponsor:

For OPIC Use Only

Sponsor Disclosure Report

**In Support of an Application to the Overseas Private
Investment Corporation for Financing**

Overseas Private Investment Corporation

1100 New York Avenue, NW Washington, DC 20527-0001
An Agency of the United States Government

Structured Finance Department: Tel: 202/336-8400 Fax: 202/408-9866

Small and Medium Enterprise Finance Department: Tel: 202/336-8400 Fax: 202/408-9866

Investment Funds Department: Tel: 202/336-8400 Fax: 202/842-5194

Internet: www.opic.gov

Note: This form requests information from potential OPIC clients that is required by OPIC's governing legislation - the Foreign Assistance Act (FAA) of 1961, Title IV, as amended - to assist OPIC in determining whether a project and its sponsor(s) meet eligibility criteria for OPIC financing, specifically with regard to the soundness of the project, the qualifications of the sponsor(s), creditworthiness, effects on the U.S. economy, and legislative and regulatory compliance. Complete responses to the questions are required on this form to apply for OPIC support per the FAA.

Information provided to OPIC in this document must be accurate as of the date of execution of this document. In addition to other rights and remedies available to OPIC, misrepresentations or failure to disclose relevant information may result in criminal prosecution pursuant to 22 USC 2197(n), as well as a default or termination if a commitment is issued. Acknowledgement of this form does not imply that the project or the project sponsor is eligible for financing or that a commitment will be issued.

Client information contained in this form (other than Exhibits A-C) will be deemed designated as confidential business information in accordance with OPIC's Freedom of Information Act (FOIA) regulations (22 CFR 706), and will be treated as confidential business information to the extent permitted by applicable law. As a federal agency, OPIC may not collect, or sponsor the collection of, information unless it displays a valid OMB Control Number with an expiration date that has not expired. Information in Form SF-LLL will be reported to Congress and available for public inspection.

The public reporting burden for this collection of information is estimated to average six hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspects of this collection of information, including suggestions for reducing this burden, to Forms Manager, Office of Security and Administrative Services, Overseas Private Investment Corporation, 1100 New York Avenue, NW, Washington, D.C. 20527; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

Sponsor Disclosure Report
Overseas Private Investment Corporation
1100 New York Avenue, N.W. Washington, D.C. 20527
An Agency of the United States of America

INSTRUCTIONS

Certain Definitions Used in this Form: As used herein, the following terms, when capitalized, have the meanings ascribed to them below:

“Affiliate” means, with respect to any Person, either:

- (i) any other Person that is directly or indirectly controlled by, under common control with or controlling such Person; or,
- (ii) any executive, officer or director of such Person, except that, with respect to a Reporting Company, only executives, officers and directors covered by or subject to SEC reporting requirements applicable to such Reporting Company.

“Control” means (including, in addition to “control”, the terms “controlling” and “controlled by”) means possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of any Person, whether through the ownership of partnership interests or voting securities, by contract or otherwise.

“Person” includes, without limitation, individuals, corporations, joint stock companies, partnership, associations, trusts, banks, trust companies, business trusts or other organizations, whether or not a legal entity, as applicable.

“Project” means the activity for which an application for OPIC financing support has been submitted. In the case of an investment fund, a “Project” is such investment fund.

“Project Company” means the entity identified as such in response to Question 6 of this form. In the case of an investment fund, the “Project Company” is the investment fund.

“Project Sponsor” means a Person who is either (i) ultimately, beneficially owns, whether directly or indirectly, either five percent (5%) or more of the Project Company, or (ii) subject to OPIC’s review of the application submitted in support of the Project, will either provide credit support to the Project or bear a significant managerial relationship to the Project. In the case of an investment fund, the “Project Sponsor” includes each of such investment fund’s general partner, investment manager, and each individual identified as a “key person” in submissions to OPIC. Where the investment manager and the general partner of an investment fund are newly-formed entities, the principals of such entities should complete the form in their individual capacities. Limited partners or investors in an investment fund who are not Affiliates of such investment fund’s investment manager or such investment fund’s general partner are not considered to be “Project Sponsors” for purposes of this form.

“Reporting Company” means either a Person whose securities are registered pursuant to Section 15 USC 78(m) of the Securities Act of 1933, as amended, or is required to file reports with the SEC pursuant to the SEC Acts.

“SEC” means the U.S. Securities & Exchange Commission (or successor thereof).

“SEC Acts” means, individually or collectively, as the context requires, the Securities Act of 1933, the Securities Exchange Act of 1934, or the Investment Company Act of 1940, each as amended from time to time.

Who Should File this Form: This form is required of Project Sponsors. Reporting Companies may respond to certain questions, as designated by this form, by attaching responsive information from applicable SEC filings.

When Should this Form Be Filed: This form must be received by OPIC *before* OPIC may consider a financing application. OPIC reserves the right to seek additional information from the provider of this form regarding the information contained herein or the submission of this form from other Persons in connection with the Project *prior* to considering any application for OPIC financing.

Where to Send this Form: The completed original of this form may be delivered to OPIC via first-class mail, postage prepaid, or via overnight courier, or via messenger, at the following address: Overseas Private Investment Corporation, 1100 New York Avenue, N.W., Washington, D.C. 20527.

When sending this form, please indicate on the outside of the envelope either “Attention: Vice President, Structured Finance” or “Attention: Vice President, Small and Medium Enterprise Finance” or “Attention: Vice President, Investment Funds”, as applicable.

Things to Remember when Completing this Form: The original of this form, as submitted to OPIC, must be signed in blue ink. Please identify the Project Sponsor at the top of each sheet, and type or print clearly. All requested information must be provided completely and accurately in order to comply with requirements under the Foreign Assistance Act of 1961, Title IV, as amended. Please attach additional pages if additional space is required. If the answer to a question is “not applicable” or “none”, please so indicate by stating “N/A” or “NONE”, as the case may be, or as otherwise instructed for a specific question. When using an attachment to answer any of the questions in this form, please write: “See Attachment # ___” in the appropriate answer block and indicate on the attachment the number of the question it is intended to answer.

1	Full and Complete Name of the Project Sponsor (see definition above) submitting this report.	
A	<p>If an individual, full name (including first, middle, and last names):</p> <p>If no middle name, please state "NMN".</p> <p>For this individual, please provide the information requested in Questions 1(A)(i) through 1(A)(i), below.</p>	
i	Nicknames or aliases (if applicable):	
ii	Date and place of birth:	
iii	Maiden name and married name(s) (to the extent applicable):	
iv	Please list all locations where this individual resides and has resided over the course of the ten years immediately preceding the date hereof (for locations in the United States, include all states, territories, possessions, and the District of Columbia), beginning with place of current residence:	
v	If doing business as a sole proprietorship , please provide trade (DBA) name, jurisdiction of registration (if any), and registration number (if any):	
vi	Please provide country of citizenship, passport number (or similar identification number if passport is not available), and driver's license number (including jurisdiction of issuance):	
B	<p>If a corporation or company, legal name as it appears on the certificate of incorporation or similar document, and place of incorporation:</p> <p>If a Reporting Company, please specify the exchange(s), if any, on which its securities are listed (or, alternatively, by what manner its securities are publicly traded), as well as the date and nature of its latest securities law filing:</p>	
C	<p>If a partnership, name of partnership as it appears on the certificate of formation or similar document, and place of formation:</p> <p>For this partnership, please provide the information requested in Questions 1(c)(i) through 1(c)(iv), below.</p>	
i	Is the Project Sponsor also the general partner of the Project Company? (check the applicable box):	<input type="checkbox"/> Yes <input type="checkbox"/> No
ii	If the answer to Question 1(C)(i) is "No", please provide the name of the general partner:	

PROJECT SPONSOR:

	iii	If the general partner is an individual, please provide country of citizenship and passport number (or similar identification number if passport is not available):	
	iv	If a Reporting Company, please specify the exchange(s) on which its securities are listed, as well as the date and nature of its latest securities law filing:	
D	<p>If a trust, business association or other entity, name of trust, business association or such entity as it appears on the agreement establishing such trust, business association or other entity, and place of formation or establishment:</p> <p>For this trust, business association or other entity, please provide the information requested in Questions 1(D)(i) through 1(D)(iv), below.</p>		
	i	Is the trustee an Affiliate of the Project Sponsor (check the applicable box):	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not Applicable (i.e., not a trust)
	ii	If the answer to Question 1(D)(i) is "No", please provide the name of the trustee:	
	iii	Please provide country of citizenship and passport number for the trustee (or similar identification number if passport is not available):	
	iv	If a Reporting Company, please specify the exchange(s) on which its securities are listed, as well as the date and nature of its latest securities law filing:	
2	Address:		
	City:	State:	Zip Code:
3	If a corporation, company, partnership, trust, business association or similar entity, Federal Taxpayer Identification Number:		
4	If an individual, Social Security Number (only if Project Sponsor is an individual):		
5	A	Name of authorized representative(s) OPIC should contact for information:	
	Title:		
	Address:		
	City:	State:	Zip Code:
	Telephone:	Fax:	E-Mail:
	B	Please list below the names (including, if an individual, full legal name including middle name, or "NMN" if	

PROJECT SPONSOR:

no middle name) and principal address of each Affiliate of the Project Sponsor, along with country of citizenship or formation. Please indicate, for each Affiliate, whether such Affiliate is a Reporting Company.

For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure.

Name of Affiliate (if an individual, include full legal name with middle name or "NMN" if no middle name)	Principal Address of Affiliate	Country of Citizenship or Formation of Affiliate	Reporting Company? (yes or no)
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>
			Yes <input type="checkbox"/> No <input type="checkbox"/>

PROJECT COMPANY DESCRIPTION AND OWNERSHIP			
6	Name of Project Company and jurisdiction of incorporation or formation:		
	Project Company is a (check one):	<input type="checkbox"/> corporation <input type="checkbox"/> trust or business association <input type="checkbox"/> other: please specify <input type="checkbox"/> partnership	
7	Project Location: City:	Country:	
8 PROJECT DESCRIPTION			
	Nature of the Project:		
9	A	At the commencement of Project operations, what percentage of the voting stock or other ownership interests of the Project Company, directly or indirectly, will be owned by the Project Sponsor?	%
	B	Please list the names and principal addresses of each of the other equity participants, the country of citizenship or formation of each equity participant, and the percentage of the equity of the Project Company that is or will be directly owned by such equity participant. This section may be completed by only one of the Project Sponsors submitting this form if multiple sponsors are involved with the Project.	
		Name and Principal Address of Equity Participant	Country of Citizenship or Formation
			Percentage of Equity
			%
			%
			%
	C	If the Project Sponsor does not own or will not own equity in the Project, please describe the nature of the undersigned's relationship to the Project Company (e.g., supplier, guarantor, credit support provider, etc.):	

REQUIRED SPONSOR CERTIFICATIONS

10 EFFECTS OF THE PROJECT ON THE U.S. ECONOMY

To assist OPIC in determining the impact of the proposed Project on U.S. employment, the Project Sponsor's responses are required for the questions below. Answers should provide information about the impact of the Project on the U.S. employment of the Project Sponsor's firm, the Project Company, and all Affiliates (as such term is defined in the instructions, above) thereof.

A If the Project falls into one of the categories listed in Question 10(B), below, please go to Question 10(B); if not, check the box marked "Not Applicable" (immediately to the right) and skip to Question 10(C). Not Applicable

B If the Project falls into one of the categories listed below, please check the appropriate box and skip to Question 10(D).

- Financial services (e.g., a branch bank, leasing company, etc.) intended to serve predominantly project country or regional markets
- Telecommunications services intended to serve predominantly project country or regional markets
- Oil and/or gas exploration
- Tourism services (e.g., a hotel, restaurant or resort)
- Power supply or transmission for project country or regional markets
- Mining of minerals or ores not mined in the U.S.

PRODUCTION OF COMPARABLE PRODUCTS

C i Does the Project Sponsor or any Affiliates thereof produce goods or services in the U.S. that are comparable to goods or services produced or to be produced by the Project? Yes No

ii If the Project Sponsor answered "No" to Question 10(C)(i), please skip to Question 10(E). If the Project Sponsor answered "Yes" to Question 10(C)(i), will the Project's production compete with or replace such comparable U.S. production? Yes No

iii If the Project Sponsor answered "No" to Question 10(C)(ii), please explain below why the Project's production will not compete with or replace such U.S.-based production.

EMPLOYMENT IN COMPARABLE PRODUCTION

D For each Affiliate of the Project Sponsor that is producing goods or services in the U.S. that are comparable to the goods or services that are or will be produced by the Project, please indicate in the table, below, how many U.S. employees are currently, were one year ago, and are projected to be one year after commencement of normal Project operations, engaged in the production of goods or services comparable to those that are or will be produced by the Project.

Name of Affiliate	Current U.S. Employment	U.S. Employment One Year Ago	Projected U.S. Employment One Year After Project Operations Commence

EFFECT ON U.S. OPERATIONS

E	<p>Has the Project Sponsor, any Affiliate thereof, other equity participant in the Project, or any of its Affiliates reduced, or does the Project Sponsor expect to reduce, the number of its U.S. employees or the level of operations in the U.S. either 1) in order to devote resources to the Project, or 2) because the Project's production enables them to do so?</p> <p>If "Yes", please explain below:</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
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EXPORT PROCESSING ZONES

F	<p>Will the Project involve the establishment or development of or be located in an export processing zone or in a designated area in the project country in which the tax, tariff, labor, environment, and safety laws of the project country do not apply, in part or in whole, to the activities carried out within such zone or area?</p> <p>If "Yes", please explain below.</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
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11	A	<p>Has the Project Sponsor, the Project Company, or any Affiliate of either of them ever previously requested U.S. Government financing? If "Yes", please identify all prior Taxpayer Identification Numbers or Social Security Numbers (as the case may be) that were used in other U.S. Government applications (and indicate the name of the agency):</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
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B	<p>Is the Project Sponsor, the Project Company, or any Affiliate of either of them currently delinquent on any payment obligation, including taxes as well as other obligations, with respect to any amount owed to the U.S. Government? If "Yes", please explain:</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
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C	<p>Is the Project Sponsor, the Project Company or any Affiliate of either of them, or any supplier to the Project, currently: (1) debarred, suspended or declared ineligible from participating in any Federal program; (2) formally proposed for suspension or debarment, with a final determination still pending; or (3) voluntarily excluded from participation in a Federal transaction? If "Yes", please explain:</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
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OBLIGATIONS TO OTHER CREDITORS

12	A	<p>Has the Project Sponsor, the Project Company, or any Affiliate of either of them ever been the subject of a bankruptcy, receivership, or arrangement for the benefit of creditors or similar insolvency proceeding? If “Yes”, please provide below, for each such proceeding, date(s), case number(s), parties, court(s), nature of action, and final (i.e., no longer subject to appeal) disposition.</p> <p>For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure. <input type="checkbox"/></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No																		
		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:15%;">Date(s)</th> <th style="width:15%;">Case Number(s)</th> <th style="width:15%;">Parties</th> <th style="width:15%;">Court(s)</th> <th style="width:15%;">Nature of Action</th> <th style="width:15%;">Final Disposition</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Date(s)	Case Number(s)	Parties	Court(s)	Nature of Action	Final Disposition													
Date(s)	Case Number(s)	Parties	Court(s)	Nature of Action	Final Disposition																
	B	<p>Is the Project Sponsor, the Project Company, or any Affiliate of either of them currently delinquent on any payment obligation with respect to any amount other than amounts described in Question 11(B)? If “Yes”, please explain:</p> <p>For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure. <input type="checkbox"/></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No																		

PERSONAL HISTORY OF OWNERS, OFFICERS AND DIRECTORS

13 In responding to the questions below, the term “owners” means:

- a) if the Project Sponsor is a sole proprietorship: the proprietor;
- b) if the Project Sponsor is a partnership: each partner holding a partnership interest in excess of twenty percent (20%) or,
- c) if the Project Sponsor is a corporation or company; each beneficial holder of five percent (5%) or more of the voting stock.

The fact that an owner, officer or director of the Project Sponsor has an arrest or conviction record will not necessarily disqualify the Project Sponsor, but a misrepresentation could cause the application to be turned down.

A Is the Project Sponsor, any Affiliate thereof, or any of their respective owners, officers, or directors presently under indictment or on parole or probation? Yes No

If “Yes”, please explain:

B Has the Project Sponsor, any Affiliate thereof, or any of their respective owners, officers, or directors ever been charged with or arrested for any criminal offense other than a minor motor vehicle violation? Yes No

If “Yes”, please explain:

C Has the Project Sponsor, any Affiliate thereof, or any of their respective owners, officers, or directors ever been convicted, placed on pretrial diversion, or placed on any form of probation, including adjudication withheld pending probation, for any criminal offense other than a minor motor vehicle violation? If “Yes”, please provide below, for each such proceeding, date(s), case number(s), parties, court(s), nature of the action, and final (i.e., no longer subject to appeal) disposition. Yes No

If “Yes”, please explain:

For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure.

Date(s)	Case Number(s)	Parties	Court(s)	Nature of Action	Final Disposition

PROJECT SPONSOR:

D	<p>Has the Project Sponsor, the Project Company, their respective Affiliates, or their respective owners, officers, or directors ever been found by a court of competent jurisdiction in a civil action or by the SEC or similar U.S. state agency to have violated any U.S. Federal or U.S. state securities law?</p>						<input type="checkbox"/> Yes <input type="checkbox"/> No
	<p>If "Yes", explain:</p> <p>For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure. <input type="checkbox"/></p>						
E	<p>Is the Project Sponsor, the Project Company, their respective Affiliates, or their respective owners, officers, or directors a party to any consent judgment or agreement with the SEC that restrains or restricts its activities?</p>						<input type="checkbox"/> Yes <input type="checkbox"/> No
	<p>If "Yes", explain:</p> <p>For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure. <input type="checkbox"/></p>						
F	<p>Has the Project Sponsor, the Project Company, their respective Affiliates, or their respective owners, officers, or directors ever been involved as a plaintiff or defendant in any material litigation that has not been satisfied, settled or compromised over the course of the ten year immediately preceding the date hereof?</p>						<input type="checkbox"/> Yes <input type="checkbox"/> No
	<p>If "Yes", please provide below, for each such litigation matter, date(s), case number(s), parties, court(s), nature of the action, and final (i.e., no longer subject to appeal) disposition.</p> <p>For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure. <input type="checkbox"/></p>						
	Date	Case Number(s)	Parties	Court(s)	Nature of the Action	Final Disposition	
G	<p>With respect to any of the Project Sponsor, the Project Company, their respective Affiliates, or their respective owners, officers and directors, are there any pending or threatened administrative investigation or proceedings for which the imposition of a lien is or may be sought, or any administrative lien(s) that has been ordered or imposed.</p>						
	<p>If "Yes", please provide below for each matter, the amount of the lien or judgement, name(s) of judgment creditor(s) or lienholder(s), case number(s), court(s) or name(s) of agency (-ies), nature of the case or investigation, and final (i.e., no longer subject to appeal) disposition.</p> <p>For Reporting Companies, check the box at the end of this sentence and provide disposition information from applicable securities filing(s) as an exhibit for purposes of this disclosure. <input type="checkbox"/></p>						

Amount (in US\$ or equivalent)	Name(s) of Judgment Creditor(s) or Lienholder(s)	Case Number(s)	Court(s) or Name(s) of Agency(ies)	Nature of the Case or Investigation	Final Disposition
14	OPIC seeks to ensure that American insurance companies have an opportunity to compete for transportation insurance business associated with the export of goods to projects supported by OPIC programs. To encourage fair and open competition for this business, OPIC requires certain certifications from investors receiving its support.				
A	<p>No such certification is required from a Project Sponsor that does not have a controlling interest in fact in the Project Company. (See the definition of “Control” in the Instructions.) If the Project Sponsor does not have a controlling interest in fact in the Project Company, please check the box below and proceed to Question 15.</p> <p><input type="checkbox"/> The Project Sponsor does not have a controlling interest in fact in the Project Company.</p>				
B	<p>In those instances where the Project Sponsor does have or will have a controlling interest in fact in the Project Company, OPIC requires that the Project Sponsor certify that each contract for the export of goods from the United States in connection with the establishment of the Project contain a clause requiring that United States insurance companies have a fair and open competitive opportunity to provide insurance against risk of loss for such export of goods. If the Project Sponsor is able to so certify, please check the box below and proceed to Question 15.</p> <p><input type="checkbox"/> The undersigned certifies that each contract for the export of goods from the United States in connection with the establishment of the Project does have or will have a clause requiring that U.S. insurance companies have a fair and open competitive bid opportunity to provide insurance against risk of loss for such exports.</p>				
C	<p>In those instances where the Project Sponsor does have or will have a controlling interest in fact in the Project Company, but is unable to provide the certification requested in Question 14(B) above, please check one of the boxes (i) through (iv) below and provide details, explaining why you cannot do so at this time. In providing an explanation, please make specific references, as applicable, to project country, legal or other impediments.</p>				
i	<input type="checkbox"/> Laws of the project country prohibit use of American insurance services for transportation insurance.				
ii	<input type="checkbox"/> There are no U.S. exports associated with the establishment of this Project.				
iii	<input type="checkbox"/> All transportation insurance associated with the export of U.S. goods to the Project is or will be arranged through the Project Sponsor’s worldwide insurance program. It is not practicable to alter these arrangements for U.S. exports to the Project.				
iv	<input type="checkbox"/> All transaction insurance associated with the export of U.S. goods to the Project is or will be arranged by a Project participant who is other than the Project Sponsor under such Project participant’s insurance provider(s). It is not practicable to alter these arrangements for U.S. exports to the Project.				
v	<input type="checkbox"/> Other (Please explain):				

CORRUPT PRACTICES LAWS CERTIFICATIONS		
15	<p>OPIC, as a U.S. Government agency, does not support projects that involve illicit payments. If financing is provided to the Project, the OPIC documentation will include representations and covenants in respect of compliance with the Foreign Corrupt Practices Act of 1977 (as amended) and other laws concerning corrupt business practices, as applicable.</p>	
A	<p>Has the Project Sponsor, the Project Company, their respective Affiliates, or any of their respective officers, directors or executives (in the case of the Project Company and its Affiliates, to the best of the Project Sponsor’s knowledge after due inquiry) been the subject of an investigation under the Foreign Corrupt Practices Act of 1977 (as amended) or other applicable law concerning corrupt business practices?</p> <p>If “Yes”, please explain:</p> <p>For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure. <input type="checkbox"/></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
B	<p>Has the Project Sponsor, the Project Company, their respective Affiliates, or their officers, directors, employees, or agents (in such capacity) been convicted of, or been party to a final adverse determination of, an offense under the Foreign Corrupt Practices Act of 1977 (as amended) or any other applicable law concerning corrupt business practices?</p> <p>If “Yes”, please explain:</p> <p>For Reporting Companies, check the box at the end of this sentence and provide responsive information from applicable securities filing(s) as an exhibit for purposes of this disclosure. <input type="checkbox"/></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
C	<p>To the best of the Project Sponsor’s knowledge, after due inquiry, has the Project been established (e.g., obtained licenses, approvals, permits, etc.) in a manner that is in compliance with all applicable laws pertaining to corrupt practices?</p> <p>If “No”, please explain:</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No

PROJECT SPONSOR:

D	Have the Project Sponsor, the Project Company, their respective Affiliates, and their respective, officers, directors or executives established and maintained internal management and accounting practices and controls that are adequate to ensure compliance with all applicable laws pertaining to corrupt practices? If "No", please explain:	<input type="checkbox"/> Yes <input type="checkbox"/> No
E	Will the Project be carried out in compliance with all applicable laws, including those pertaining to corrupt practices? If "No", please explain:	<input type="checkbox"/> Yes <input type="checkbox"/> No

DISCLOSURES REGARDING USE OF LOBBYISTS

- 16** If the undersigned is applying for an **OPIC Direct Loan**, please read and follow the directions under **Question 16(A)** below.
If the undersigned is applying for an **OPIC Loan Guaranty**, please read and follow the directions under **Question 16(B)** below.

FOR THOSE APPLYING FOR OPIC DIRECT LOANS**A**

All government agencies, including OPIC, are required by law to obtain from applicants for loans in excess of \$150,000 a certification that no federal funds have been or will be paid to any Person for influencing or attempting to influence a Member of Congress, Congressional staff, or employee of the Executive Branch in connection with their loan applications.

Federal law prohibits federal funds, including OPIC loan proceeds, from being used to pay outside lobbyists or the salaries of applicant's regular employees who are engaged in lobbying activities with respect to the applicant's loan application. Payments to consultants, lawyers, accountants, or other Persons, including the applicant's regular employees, for professional or technical services regarding the loan application are not prohibited.

Applicants for federal loans in excess of \$150,000 must also agree that if they use other than federal funds to hire an outside lobbyist to seek to influence approval of their application, they will file with the lending agency a disclosure form, Standard Form LLL - Disclosure of Lobbying Activities, which identifies the lobbyist who has been retained.

On pages [18] and [20] for the undersigned's attention are the following documents:

- (i) **Exhibit A** is a **Certification Regarding Lobbying for Applicants for OPIC Direct Loans**, described above, which must be signed and returned to OPIC. The Person who signs the certification on behalf of the undersigned company may be the Person who will sign the loan agreement with OPIC or anyone else with authority to make such a certification on behalf of the undersigned.
- (ii) **Exhibit C** is a **Standard Form LLL - Disclosure of Lobbying Activities**, which must be completed and filed with OPIC *only if a lobbyist has been or will be paid to attempt to influence OPIC's action on the undersigned's application.*

FOR THOSE APPLYING FOR OPIC LOAN GUARANTIES**B**

All government agencies, including OPIC, are required by law to obtain from applicants for loan guaranties in excess of \$150,000 a statement regarding whether they have used or intend to use a lobbyist to attempt to influence approval of their applications. A lobbyist is someone other than the applicant's regular employee who is retained not to provide technical or professional services regarding the application but to attempt to use influence through written or oral communications with Members of Congress, Congressional staff, or employees in the Executive Branch.

If an applicant for a loan guaranty has used or intends to use a lobbyist to attempt to influence action on its application, the applicant is also required to file with the agency a Standard Form LLL - Disclosure of Lobbying Activities, which identifies the lobbyist who has been retained.

On pages [19] and [20] for the Undersigned's attention are the following documents:

- (i) **Exhibit B** is a **Statement Regarding Lobbying Activities for Applicants for OPIC Loan Guaranties** (which must be signed and returned to OPIC) which contains a commitment that, the undersigned has been or will be paying a lobbyist to attempt to influence OPIC's decision on its application, the undersigned company will file Standard Form LLL - Disclosure of Lobbying Activities. The Person who signs the Statement on behalf of your company may be the Person who will sign the finance agreement, or anyone else with authority to make such a statement on behalf of the undersigned.

- (ii) **Exhibit C** is a **Standard Form LLL - Disclosure of Lobbying Activities**, which must be completed and filed with OPIC *only if a lobbyist has been or will be paid to attempt to influence OPIC's action on the undersigned's application.*

PROJECT SPONSOR SIGNATURE AND DATE

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NOTIFICATION OF CREDIT INVESTIGATION: AS PART OF THE APPLICATION PROCESS FOR OPIC FINANCING, OPIC ROUTINELY UNDERTAKES CREDIT INVESTIGATIONS OF APPLICANTS FOR SUCH FINANCING. OPIC CONSIDERS SUCH INVESTIGATIONS TO BE AN ESSENTIAL ELEMENT IN EVALUATING THE QUALIFICATIONS OF THE PROJECT SPONSOR AND ITS AFFILIATES (AS SUCH TERM IS DEFINED IN THE INSTRUCTIONS). THESE INVESTIGATIONS MAY INVOLVE THE USE OF PRIVATE CONSUMER CREDIT REPORTING FIRMS, COURT CLERKS AND GOVERNMENT AGENCIES. THE INVESTIGATIONS MAY FOCUS ON, BUT ARE NOT NECESSARILY LIMITED TO, THE FINANCIAL RESPONSIBILITY, CREDIT RECORD, BUSINESS REPUTATION, CHARACTER, OVERDUE AND UNPAID TAX OBLIGATIONS, CRIMINAL RECORD, AND GENERAL REPUTATION OF THE PROJECT SPONSORS AND THEIR AFFILIATES, AND THEIR RESPECTIVE PRINCIPAL OFFICERS AND DIRECTORS. THE NATURE OF THE INVESTIGATIONS WILL BE AT THE DISCRETION OF OPIC, AND, BY SIGNING BELOW, THE PROJECT SPONSOR CONSENTS TO SUCH INVESTIGATIONS BY OPIC AND ITS AGENTS. UNDER THE FAIR CREDIT REPORTING ACT, 15 U.S.C. §1681, THE UNDERSIGNED MAY BE ENTITLED TO ADDITIONAL INFORMATION REGARDING THE NATURE AND SCOPE OF ANY INVESTIGATION OF WHICH IT IS THE SUBJECT IF REQUESTED BY IT IN WRITING. IN ADDITION TO PERFORMING SUCH CREDIT CHECKS, OPIC IS REQUIRED TO VERIFY THAT EACH PROJECT SPONSOR (WHO HAS A TAXPAYER IDENTIFICATION NUMBER OR A SOCIAL SECURITY NUMBER) IS NOT DELINQUENT ON ANY FEDERAL TAX OBLIGATIONS. SIGNATURE OF THIS FORM CONSTITUTES THE UNDERSIGNED'S CONSENT TO SUCH INVESTIGATIONS, CHECKS AND VERIFICATION.

The undersigned, as either the Project Sponsor (in the case of an individual) or as the duly authorized representative of the Project Sponsor (in the case of Persons other than an individual), including their respective Affiliates as the case may be, certifies on behalf of the Project Sponsor and its Affiliates that the information and certifications provided in response to the questions herein, under penalty of law (pursuant to 22 USC Section 2197(n)), are true and correct to the best of such Person's knowledge after due inquiry, and that such Person has not misrepresented or omitted any material facts relevant to said representations. If after the date hereof the Project Sponsor comes into possession of any information material or relevant to said representation, the Project Sponsor agrees not to withhold it, and the undersigned agrees to communicate such knowledge to OPIC immediately by facsimile or by letter, as appropriate.

Name of Project Sponsor (on behalf of itself and its Affiliates)

Signature of Authorized Person (in blue ink)

Title of Authorized Person (Please Print)

EXHIBIT A**CERTIFICATION REGARDING LOBBYING FOR APPLICANTS FOR OPIC DIRECT LOANS**

The undersigned certifies, to the best of his or her knowledge and belief, that:

- 1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any Person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any of any cooperative agreement, or the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan or cooperative agreement.
- 2) If any funds have been paid or will be paid, to any Person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to guarantee or insure a loan, the undersigned shall complete and submit **Standard Form LLL - Disclosure of Lobbying Activities**, in accordance with its instructions.
- 3) The undersigned shall require that the language of this certification be included in the award documents for all sub-awards at all tiers (including subcontracts, sub-grants, and contracts under grants, loans, and cooperative agreements) and that all sub-recipients shall certify and disclose accordingly.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. §1352. Any Person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

Company Name _____	
Signature of Certifying Official _____	
Title of Certifying Official _____	Date _____

EXHIBIT B**CERTIFICATION REGARDING LOBBYING FOR APPLICANTS FOR OPIC LOAN GUARANTIES**

If any funds have been paid or will be paid, to any Person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to guarantee or insure a loan, the undersigned shall complete and submit **Standard Form LLL – Disclosure of Lobbying Activities**, in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. §1352. Any Person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

Company Name _____	
Signature of Certifying Official _____	
Title of Certifying Official _____	Date _____

SELF-DISCLOSURE OF LOBBYING ACTIVITIES

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. §1352. (See page 9 for instructions and public burden disclosure.)

1	Type of Federal Action: <input type="checkbox"/> Contract <input type="checkbox"/> Grant <input type="checkbox"/> Cooperative Agreement <input type="checkbox"/> Loan <input type="checkbox"/> Loan Guarantee <input type="checkbox"/> Loan		
2	Status of Federal Action: <input type="checkbox"/> Bid/Offer/Application <input type="checkbox"/> Post-Award		
3	Report Type: <input type="checkbox"/> Initial Filing <input type="checkbox"/> Material Change -- Year, quarter or date of last report:		
4	Reporting Entity: <input type="checkbox"/> Prime <input type="checkbox"/> Subawardee -- Tier, if known:		
	Name:		
	Address:		
	City:	State:	Zip:
	Congressional District, if known :		
5	If Reporting Entity in No. 4 is a Subawardee, enter the Name and Address of the Prime.		
	Name:		
	Address:		
	City:	State:	Zip:
	Congressional District, if known :		
6	Federal Department/Agency :		
7	Federal Program Name/Description :		
	CFDA Number, if applicable:		
8	Federal Action Number, if known :	9	Award Amount, if known : \$
10	A Name of lobbying entity (if an individual, last name, first name, MI).		
	Address:		
	City:	State:	Zip:
B	Name of individual performing services (including address if different from 10A) (last name, first name, MI):		
	Address:		
	City:	State:	Zip:
Signature:			

PROJECT SPONSOR:

Print Name:

Title:

Tel. No.:

Information requested through this form SF-LLL is authorized by title 31 U.S.C §1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when the transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. §1352. This information will be reported to the Congress semi-annually and will be available for public inspection. Any Person who fails to file the required disclosure shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

Federal Use Only:

PROJECT SPONSOR:

Please use this page if space is inadequate. Be sure to indicate the question number you are referencing in the upper left hand corner of each answer box used. You may duplicate this page as needed and attach the copies to this report.
