

U.S. Department of State
DS-7789 STATEMENT OF MATERIAL CHANGES

(SEE INSTRUCTIONS PAGE)

* PAPERWORK REDUCTION ACT STATEMENT: Public reporting burden for this collection of information is estimated to average 2 hours per response, including time required for searching existing data sources, gathering the necessary data, providing the information required, and reviewing the final collection. Send comments on the accuracy of this estimate of the burden and recommendations for reducing it to: Department of State (A/GIS/DIR) Washington, D.C. 20520.

Block 1. Applicant Information

Registration Code: _____

Natural Person Entity

if applicant is: Natural Person

First Name: _____

Middle Name: _____ None

Last Name: _____

if applicant is: Entity

Applicant Name: _____

Address Line 1: _____

Address Line 2: _____

Address Line 3: _____

City: _____ Country: _____

State/Province: _____ Zip/Postal Code: _____

Block 2. Description of Material Change

What is the material change type?

Ownership or Control of Registrant (related to merger, acquisition, or divestiture)

Other Registration Information (not related to merger, acquisition, or divestiture)

if material change type is: Ownership or Control of Registrant then display

Merger Acquisition Divestiture

if material change type is: Other Registration Information then display

Criminal charge Eligibility Name Address Legal organization structure

Directors, senior officers, partners, and/or owners Establishment of subsidiary/controlled affiliate

Date of event triggering notification requirement: _____

Is this a 5-day notice or a 60-day notice? 5-Day 60-Day

If material change type is: merger, acquisition, or divestiture then display and require the following questions:

The reported transaction will transfer/has transferred ownership of a registrant or any entity thereof to a foreign person (to include insertion of a foreign person between the registrant and ultimate parent).

Yes No

The reported transaction will transfer/has transferred control of a registrant or any entity thereof to a foreign person (to include insertion of a foreign person between the registrant and ultimate parent).

Yes No

If date of event triggering notification is greater than 5 days or less than 60 days as applicable then: display and require the following question

A voluntary disclosure has been submitted. Yes No

If a voluntary disclosure has been submitted is: yes

DTCC case number: _____

The reported transaction will be/has been accomplished by asset or stock purchase:

Asset Purchase Stock Purchase Other If other explain: _____

The divesting party will be/has been wholly acquired:

Yes No

If wholly acquired is: No

Identify each subsidiary or affiliate that the applicant has divested or acquired, or intends to divest or acquire, in the described transaction:

Entity Name: _____

Add

Summarize the essentials of the transaction, including a statement of purpose and description of scope with an explanation of actions taken/to be taken inside and outside of the U.S.:

Block 3. Details of Transaction

Applicant's role in transaction: Acquiring party Divesting party Party to merger

Identity of each additional acquiring party, divesting party, and/or party to merger:

Entity Name: _____ Add

Registered with DDTC? Yes No Unknown

If are they registered with DDTC is: yes

Registration code (if known): _____

Role in transaction: Acquiring party Divesting party Party to merger

Will any existing authorizations transfer to acquiring party's registration?

Yes No

If 5-day and existing authorizations will transfer is: yes

Select all authorization(s) (if known): _____

Does the applicant intend to terminate its registration as a result of this transaction? Yes No

If registration numbers will be discontinued is: yes

Registration code to be discontinued: _____ Add

If applicant's role is acquiring party AND if yes to "Will any existing authorizations transfer to acquiring party's registration," then display:

The applicant agrees to assume all rights, responsibilities, liabilities, and obligations that existed, exist, or may develop under the Arms Export Control Act or the International Traffic in Arms Regulations for the specified DDTC licenses and/or other authorizations (including any conditions, limitations, proviso, or amendments thereto).

Yes No

Block 4. Supporting Documentation

Other supporting material

If applicant's role in transaction is: Party to merger

Certificate of merger

Block 5. Point of Contact Information

Identify, if applicable, a point of contact with special knowledge regarding the reported material change.

POC Name: _____

POC Title: _____

POC Telephone: Int'l Area _____ Exchange _____ Number _____ POC E-Mail: _____

Block 6. Senior Officer Application and Certification Signature

Under penalty according to federal law (22 U.S.C. 2278-2780; 22 CFR 120-130; 18 U.S.C. 1001), I hereby state that I am an authorized senior officer of the applicant. I warrant the truth of all statements made herein, together with any and all appendices and attachments thereto.

First Name: _____

Middle Name: _____

Last Name: _____

Title: _____

Company or Organization Name: _____

E-Mail: _____

Signature: _____ Date: _____

Privacy Act Statement

AUTHORITIES: U.S. Department of State's authorities to register persons engaged in the business of manufacturing, exporting or importing any defense article or defense service are 22 U.S.C. 2778(b)(1)(A)(i), 22 CFR Part 122, and Executive Order 13637. The authorities to register brokers are 22 U.S.C. 2778 (b)(1)(A)(ii)(I), 22 CFR 129.3, and Executive Order 13637.

PURPOSE: The information gathered through registration is used to identify individuals and entities engaged in certain manufacturing, exporting and brokering activities. The Department of State will use this information to build and maintain records of ownership, management and transactions related to munitions manufacture, export and temporary import.

ROUTINE USES: The information solicited on this form is made available to appropriate agencies for law enforcement or pursuant to a court order. It may also be used to send required reports to Congress about certain defense transactions. More information on the Routine Uses for the system can be found in the System of Records Notice State-42, Munitions Control Records.

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Block 1. Applicant Information

What is your role in the transaction?

- Acquiring party Divesting party Party to merger

Registration Code: _____ Not registered with PM/DDTC

If not registered is: Yes

- Natural Person Entity

if applicant is: Natural Person

First Name: _____

Middle Name: _____ None

Last Name: _____

if applicant is: Entity

Applicant Name: _____

Address Line 1: _____

Address Line 2: _____

Address Line 3: _____

City: _____ Country: _____

State/Province: _____ Zip/Postal Code: _____

Select if your mailing address is the same as above

Mailing address:

Address Line 1: _____

Address Line 2: _____

Address Line 3: _____

City: _____ Country: United States

State/Province: _____ Zip/Postal Code: _____

If role is: Divesting Party

Are you completing this notification on behalf of the acquiring party or party to merger? Yes No

if completing on behalf of the buyer is: Yes

Entity Name: _____

Address Line 1: _____

Address Line 2: _____

Address Line 3: _____

City: _____ Country: _____

State/Province: _____ Zip/Postal Code: _____

Block 2. Description of Material Change

What is the material change type?

- Ownership or Control of Registrant (related to merger, acquisition, or divestiture)
 Other Registration Information (not related to merger, acquisition, or divestiture)

if material change type is: Ownership or Control of Registrant then display

- Merger Acquisition Divestiture

if material change type is: Other Registration Information then display

- Criminal charge Eligibility Name Address Legal organization structure
 Directors, senior officers, partners, and/or owners Establishment of subsidiary/controlled affiliate

Date of event triggering notification requirement: _____

Is this a 5-day notice or a 60-day notice? 5-Day 60-Day

If date of event triggering notification is greater than 5 days or less than 60 days as applicable then: display and require the following question

A voluntary disclosure has been submitted. Yes No

If a voluntary disclosure has been submitted is: yes

DTCC case number: _____

The divesting party will be/has been wholly acquired:

- Yes No

If wholly acquired is: No

Identify each subsidiary or affiliate that the applicant has divested or acquired, or intends to divest or acquire, in the described transaction:

Entity Name: _____

The identified entity will be/has been wholly acquired: Yes No

Add

Summarize the essentials of the transaction, including a statement of purpose and description of scope with an explanation of actions taken/to be taken inside and outside of the U.S.:

Block 3. Details of Transaction

Does the acquiring party/party to merger have any parent entities (U.S. and foreign, intermediate and ultimate)? Yes No

If Does acquiring party/party to merger have any parent entities (U.S. and foreign, intermediate and ultimate) is: Yes

Entity Name: _____

"Doing Business As" name: _____

Address Line 1: _____

Address Line 2: _____

Address Line 3: _____

City: _____ Country: _____

State/Province: _____ Zip/Postal Code: _____

Point of Contact: _____

POC Telephone: Int'l Area _____ Exchange _____ Number _____ POC E-Mail: _____

Parent Status: Ultimate Intermediate U.S. Person: Yes No

Foreign owned or controlled: Yes No Government owned or controlled: Yes No

Add

Does the acquiring entity/merger partner have any subsidiaries/affiliates registered with DDTC? Yes No

If Does acquiring entity/merger partner have any subsidiaries/affiliates registered with DDTC is: Yes

Entity Name: _____
Address Line 1: _____
Address Line 2: _____
Address Line 3: _____
City: _____ Country: _____
State/Province: _____ Zip/Postal Code: _____
Citizenship(s): _____

List individuals or entities with an ownership interest of greater than 5% in the acquiring party:

Natural Person Entity

if Individual is: Natural Person

First Name: _____
Middle Name: _____ None
Last Name: _____

if Individual is: Entity

Entity Name: _____
Position/Title: _____
Address Line 1: _____
Address Line 2: _____
Address Line 3: _____
City: _____ Country: _____
State/Province: _____ Zip/Postal Code: _____
Telephone: Int'l Area Exchange Number _____ E-Mail: _____
Citizenship(s): _____

U.S. Person: Yes No

List members of the board of directors, senior officers, and partners of the acquiring party, including the chief executive officer, presidents, vice presidents, corporate secretaries, partners, members, and other senior officers or officials (e.g., comptroller, treasurer, general counsel):

Natural Person Entity

if member is: Natural Person

First Name: _____
Middle Name: _____ None
Last Name: _____

if member is: Entity

Entity Name: _____
Position/Title: _____
Address Line 1: _____
Address Line 2: _____

Address Line 3: _____

City: _____

Country: _____

State/Province: _____

Zip/Postal Code: _____

Telephone: Int'l Area _____ Exchange _____ Number _____

E-Mail: _____

Citizenship(s): _____ Add

U.S. Person: Yes No

Add

Will any existing authorizations transfer? Yes No Unknown

With respect to the acquiring party or party to merger, including through any direct, intermediate, and ultimate parent entities thereof, do any foreign persons (including foreign governments) from countries specified in 22 CFR 126.1:

Have authority and/or ability to establish and/or direct the general policies and/or day-to-day operations? Yes No

Own 5% or more of the outstanding voting securities or equity? Yes No

Have a contingent interest, including through an outstanding loan or convertible voting instrument? Yes No

Have the ability to appoint principal officers or members of the board of directors? Yes No

With respect to the acquiring party or party to merger, including through any direct, intermediate, and ultimate parent entities thereof, do any foreign governments from countries not specified in 22 CFR 126.1:

Have authority and/or ability to establish and/or direct the general policies and/or day-to-day operations? Yes No

Own 5% or more of the outstanding voting securities or equity? Yes No

Have a contingent interest, including through an outstanding loan or convertible voting instrument? Yes No

Have the ability to appoint principal officers or members of the board of directors? Yes No

if any foreign person/government questions is: Yes

Name of foreign person and/or government: _____

Country: _____

Explanation: _____

Add

Describe any representation the acquiring entity or party to merger will have in the acquired party's management:

Will foreign persons have management or oversight of, or access to, defense articles held, or technology transfers undertaken, by the acquired entity as a result of the merger or acquisition? Yes No

if management or oversight is: Yes

Describe the intended management, oversight, and/or access:

Indicted/Charged/Convicted status of acquiring party or party to merger:

No person has been indicted or otherwise charged (e.g., charged by criminal information in lieu of indictment) for or convicted of violating any of the U.S. criminal statutes enumerated in 22 CFR 120.27 or violating a foreign criminal law on exportation of defense articles where conviction of such law carries a minimum term of imprisonment of greater than 1 year.

One or more persons has been indicted or otherwise charged (e.g., charged by criminal information in lieu of indictment) for or convicted of violating any of the U.S. criminal statutes enumerated in 22 CFR 120.27 or violating a foreign criminal law on exportation of defense articles where conviction of such law carries a minimum term of imprisonment of greater than 1 year. A copy of the relevant documentation is attached.

Contract and license eligibility of acquiring party or party to merger:

No person is ineligible to contract with, or to receive a license or other approval to import defense articles or defense services from, or to receive an export license or other approval from, any agency of the U.S. Government.

One or more persons is ineligible to contract with, or to receive a license or other approval to import defense articles or defense services from, or to receive an export license or other approval from, any agency of the U.S. Government. A copy of the relevant documentation is attached.

Block 4. Supporting Documentation

- Evidence of good standing to conduct business
- Organizational chart depicting how the acquired entity will be integrated into the acquiring party or party to merger (including the relationship with any direct, intermediate, or ultimate parents)
- Copy of the ITAR compliance materials (to include export compliance policies and procedures) in effect immediately after the transaction closes
- Indicted/Charged/Convicted status documentation
- Contract and license eligibility status documentation
- Other supporting material

If completed by divesting party on behalf of acquiring party or party to merger is: Yes

- Certification from acquiring party regarding the veracity of the information provided

Block 5. Point of Contact Information

POC Name: _____

POC Title: _____

POC Telephone: Int'l

Area	Exchange	Number

 POC E-Mail: _____

Block 6. Senior Officer Application and Certification Signature

Under penalty according to federal law (22 U.S.C. 2278-2780; 22 CFR 120-130; 18 U.S.C. 1001), I hereby state that I am an authorized senior officer of the applicant. I warrant the truth of all statements made herein, together with any and all appendices and attachments thereto. If completing this submission on behalf of the acquiring party or party to merger identified in block (1), I warrant that the information provided reflects the truth as known to me.

First Name: _____

Middle Name: _____

Last Name: _____

Title: _____

Company or Organization Name: _____

E-Mail: _____

Signature: _____ Date: _____

Privacy Act Statement

AUTHORITIES: U.S. Department of State's authorities to register persons engaged in the business of manufacturing, exporting or importing any defense article or defense service are 22 U.S.C. 2778(b)(1)(A)(i), 22 CFR Part 122, and Executive Order 13637. The authorities to register brokers are 22 U.S.C. 2778 (b)(1)(A)(ii)(I), 22 CFR 129.3, and Executive Order 13637.

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Registration Code: _____

Natural Person Entity

if applicant is: Natural Person

First Name: _____

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Applicant Name: _____

Address Line 1: _____

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if material change type is: Other Registration Information then display

Criminal charge Eligibility Name Address Legal organization structure

Directors, senior officers, partners, and/or owners Establishment of subsidiary/controlled affiliate

Date of event triggering notification requirement: _____

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Yes No

The reported transaction will transfer/has transferred control of a registrant or any entity thereof to a foreign person (to include insertion of a foreign person between the registrant and ultimate parent).

Yes No

If date of event triggering notification is greater than 5 days or less than 60 days as applicable then: display and require the following question

A voluntary disclosure has been submitted. Yes No

If a voluntary disclosure has been submitted is: yes

DTCC case number: _____

The reported transaction will be/has been accomplished by asset or stock purchase:

Asset Purchase Stock Purchase Other If other explain: _____

The divesting party will be/has been wholly acquired:

Yes No

If wholly acquired is: No

Identify each subsidiary or affiliate that the applicant has divested or acquired, or intends to divest or acquire, in the described transaction:

Entity Name: _____

The identified entity will be/has been wholly acquired: Yes No

Add

Summarize the essentials of the transaction, including a statement of purpose and description of scope with an explanation of actions taken/to be taken inside and outside of the U.S.:

Block 3. Details of Transaction

Applicant's role in transaction: Acquiring party Divesting party Party to merger

Identity of each additional acquiring party, divesting party, and/or party to merger:

Entity Name: _____ Add

Role in transaction: Acquiring party Divesting party Party to merger

Registered with DDTC? Yes No Unknown

If they are registered with DDTC is: yes

Registration Code (if known): _____

Will any existing authorizations transfer to acquiring party's registration? Yes No Unknown

Does the applicant intend to terminate its registration as a result of this transaction? Yes No

If registration numbers will be discontinued is: yes

Registration code to be discontinued: _____ Add

if 60-day notice:

Name of direct, intermediate, and ultimate parent(s) for each acquiring party or party to merger:

Entity Name: _____ Add

Registered with DDTC? Yes No Unknown

If they are registered with DDTC is: yes

Registration Code (if known): _____

Will the divesting party cease to perform ITAR-controlled activities and divest itself of all ITAR-controlled items (to include technical data) prior to the transaction?

Yes No

Will the transaction be filed/has it been filed with the Committee on Foreign Investment in the United States (CFIUS)? Yes No

Is the organizational chart submitted with the applicant's DS-2032 current? Yes No

Block 4. Supporting Documentation

Other supporting material

If organizational chart submitted with DS-2032 current is: No

Organizational chart

If ceasing all ITAR-controlled activities is: Yes

Statement explaining the details of, and certifying to, the applicant's plan to divest itself of ITAR-controlled materials

If applicant's role in transaction is: Party to merger

Certificate of merger

Block 5. Point of Contact Information

Identify, if applicable, a point of contact with special knowledge regarding the reported material change.

POC Name: _____

POC Title: _____

POC Telephone: Int'l Area _____ Exchange _____ Number _____ POC E-Mail: _____

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Middle Name: _____

Last Name: _____

Title: _____

Company or Organization Name: _____

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Signature: _____ Date: _____

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