

FOREIGN OWNERSHIP, CONTROL, OR INFLUENCE OVER OFFEROR (3-94)

(a) For purposes of this provision, a foreign interest is defined as any of the following: (1) A foreign government or foreign government agency; (2) any form of business enterprise organized under the laws of any country other than the United States or its possessions; (3) any form of business enterprise organized or incorporated under the laws of the U.S., or a State or other jurisdiction within the U.S., which is owned, controlled, or influenced by a foreign government, agency, firm, corporation, or person; or (4) any person who is not a U.S. citizen.

(b) Foreign ownership, control, or influence (FOCI) means the situation where the degree of ownership, control, or influence over a DOE contractor or subcontractor by a foreign interest is such that a reasonable basis exists for concluding that compromise of classified information or a significant quantity of special nuclear material as defined in 10 CFR Part 710 may result.

(c) If the offeror has not previously submitted responses to the following questions to DOE as part of the facility security clearance process, then it shall answer the following questions. Answer each question in either the "Yes" or "No" column. If the answer is "Yes," furnish in detail on a separate sheet of paper all the information requested in parentheses. Copies of information which respond to these questions and which were submitted to other Government agencies may be submitted as responses to these questions if the earlier responses are accurate, complete, and current.

[NOTE: Offerors and, if applicable, parent organizations that have (1) submitted this information previously, (2) received an affirmative FOCI clearance determination within the past five years, and (3) experienced no changes to the FOCI submissions previously filed need only have an authorized official of the respective organization complete (1) the alternate certification to that effect at the end of this representations and certification, identifying the DOE office to which they provided the information and the date of the prior representations and certification and attaching a copy of the earlier determination and (2) the List of Owners, Officers, Directors, and Executive Personnel form. Failure to furnish the information upon request may render the offeror ineligible for award.]

QUESTIONS

1. Does a foreign interest own or have beneficial ownership in 5% or more of your organization's voting securities? Yes , No .

(Identify the percentage of any class of shares or other securities issued which are owned by foreign interests, listed by country. If you answer "Yes" and have received from an investor a copy of Schedule 13D and/or Schedule 13G filed by the investors with the Securities and Exchange Commission, you are to attach a copy of Schedule 13D and/or Schedule 13G.)

2. Does your organization own 10% or more of any foreign interest? Yes , No . (Furnish the name of the foreign interest, address by country, and the percentage owned. Include name and title of officials of your organization who occupy positions with the foreign interest, if any.)

3. Do any foreign interests have management positions such as directors, officers, or executive personnel in your organization? Yes , No . (Furnish full information concerning the identity of the foreign interest and the position he/she holds in your organization.)

4. Does any foreign interest control or influence, or is any foreign interest in a position to control or influence the election, appointment, or tenure of any of your directors, officers, or executive personnel?

Yes , No . (Identify the foreign interest(s) and furnish full details concerning the control or influence.)

5. Does your organization have any contracts, binding agreements, understandings, or arrangements with a foreign interest(s) that cumulatively represent 10% or more of your organization's gross income? Yes , No . (Furnish the name of the foreign interest, country, nature of agreement or involvement. Agreements include licensing, sales, patent exchange, trade secrets, agency, cartel, partnership, joint venture, proxy, etc. Give overall percentage by country as related to total income and type of services or products in general terms. If you answer "Yes" and have received from the foreign interest a copy of Schedule 13D and/or Schedule 13G filed by the foreign interest with the Securities and Exchange Commission, you are to attach a copy of Schedule 13D and/or Schedule 13G.)

6. Is your organization indebted to foreign interests? Yes , No . (Furnish the amount of indebtedness as related to the current assets of the organization and identify the creditor. Include specifics as to the type of indebtedness and what, if any, collateral, including voting stock, has been furnished or pledged. If any debentures are convertible, specifics about the indebtedness, collateral, if any, and what will be received after conversion are to be furnished.)

7. Does your organization derive any income from Communist countries included in country groups Q, S, W, Y, and Z in Supplement No. 1 to 15 CFR Part 770? Yes , No . (Discuss in detail any income derived from Communist countries, including percentage from each such country as related to total income, and the type of services or products involved.)

8. Is 5% or more of any class of your organization's securities held in "nominee shares," in "street names," or in some other method which does not disclose beneficial owner of equitable title?

Yes , No . (Identify each foreign institutional investor holding 5% or more of the voting stock. Identification should include the name and address of the investor and percentage of stock held. State whether the investor has attempted to, or has, exerted any management control or influence over the appointment of directors, officers, or other key management personnel, and whether such investors have attempted to influence the policies of the corporation. If you have received from the investor a copy of the Schedule 13D and/or Schedule 13G filed by the investor with the Securities and Exchange Commission, you are to attach a copy of Schedule 13D and/or Schedule 13G.)

9. Does your organization have interlocking directors with foreign interests? Yes , No . (Include identifying data on all such directors. If they have a security clearance, so state. Also indicate the name and address of all other corporations with which they serve in any capacity.)

10. Are there any citizens of foreign countries employed by, or who may visit, your offices or facilities in a capacity which may permit them to have access to classified information or a significant quantity of special nuclear material? Yes , No . (Provide complete information by identifying the individuals and the country of which they are citizens.)

11. Does your organization have foreign involvement not otherwise covered in your answers to the above questions? Yes , No .

(Describe the foreign involvement in detail, including why the involvement would not be reportable in the preceding questions.)

CERTIFICATION

I certify that the above entries made by me are accurate, current, and complete to the best of my knowledge and belief and are made in good faith.

Alternate Certification

I need not complete this comprehensive representation because an affirmative FOCI clearance determination (a copy of which is attached) has been made based upon previous representations made to: *[insert name of DOE office provided representations and date of prior representation]*

and I certify that the information remains accurate, current, and complete.

Company Name and Address:

Signature^{1,2}: _____ Date: _____

Name: _____

Title: _____

¹ DEAR 904.7003 requires signature by an authorized official; that is, an official identified in the organization's Articles of Incorporation or By-Laws as responsible for managing the business affairs of the organization, or any other employee, identified by name, of the organization if designated in writing by such an authorized official as having been delegated authority to execute FOCI representations and certification on behalf of the organization.

² Before signing, please review your submission for completeness. See (g) below.

(d) Prior to award of a subcontract under this solicitation, DOE must determine that award of the subcontract to the offeror will not pose an undue risk to the common defense and security as a result of its access to classified information or a significant quantity of special nuclear material in the performance of the subcontract. In making the determination, DOE may consider a voting trust or other arrangements proposed by the offeror to mitigate or avoid FOCI. DOE may require the offeror to submit such additional information as deemed pertinent to this determination.

(e) The offeror shall require any subcontractors having access to classified information or a significant quantity of special nuclear material to submit the certifications in (c) above directly to DOE.

(f) Information submitted by the offeror in response to the questions in (c) above is to be used solely for purposes of evaluating foreign ownership, control, or influence and shall be treated by DOE, to the extent permitted by law, as business or financial information submitted in confidence.

(g) Prior to submission, the offeror shall review the FOCI submission to ensure that:

(1) If the offeror is owned by a parent organization(s), the FOCI representations and certification have been attached for all tier parents; i.e., ultimate parent and any intervening levels of ownership. Each certification must be signed and dated by an authorized official of the respective organization.

(2) If the offeror is a publicly traded company or a subsidiary of another corporation, the offeror and all tier parents have submitted the following information in addition to the executed FOCI representations and certification:

(i) The ultimate parent has submitted its most recent Annual Report, most recent Proxy Statement for its annual meeting of stockholders, its Securities and Exchange Commission 10-K

Report, and any SEC Schedules 13D or 13G that have been filed.

(ii) Subsidiaries have submitted separate consolidated financial information for their organization and all their wholly- and/or majority-owned subsidiaries and affiliates.

(iii) The offeror and all tier parents have submitted a list identifying their respective organization's officers, directors, and executive personnel, to include their names; social security numbers; citizenship; titles of all positions they hold within the organization; and what clearances, if any, they possess or are in the process of obtaining and identification of the Government agency(ies) that granted or will be granting those clearances.

(3) If the offeror is a privately owned company, the following information has been provided in addition to the executed FOCI representations and certification:

(i) Consolidated financial information for their organization and all their wholly- and/or majority-owned subsidiaries and affiliates.

(ii) A list identifying the organization's owners, officers, directors, and executive personnel, to include their names; social security numbers; citizenship; titles of all positions they hold within the organization; and what clearances, if any, they possess or are in the process of obtaining and identification of the Government agency(ies) that granted or will be granting those clearances.

If any of these documents are missing, award cannot be made until all documents are furnished.