

**GUIDELINES FOR COMPLETING THE FOREIGN OWNERSHIP,  
CONTROL, OR INFLUENCE (FOCI) CERTIFICATION**

If the offeror/bidder/contractor is owned by a parent organization(s), the FOCI representations and certification must be 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, i.e., an official identified in your 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 the FOCI representations and certification on behalf of the organization.

If your organization owns other entities, consolidated information for your wholly- and/or majority-owned subsidiaries (foreign and domestic) must be provided.

If the offeror/bidder/contractor is a publicly traded company or a subsidiary of another corporation, the contractor and all tier parents must submit the following information in addition to the executed FOCI representations:

1. The ultimate parent must submit its most recent annual report, most recent proxy statement for its annual meeting of stockholders, and its securities and exchange commission 10-K report.
2. Subsidiaries must submit separate consolidated financial information for their organization and all their wholly- and/or majority-owned subsidiaries and affiliates.

This information must be provided by the appropriate official within their organization, e.g., Chief Financial Officer, Treasurer.

3. The contractor and all tier parents must submit 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.

If any position is vacant, so state.

If the offeror/bidder/contractor is a privately owned company, the following information must be provided in addition to the executed FOCI representations:

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

This information must be provided by the appropriate official within their organization, e.g., Chief Financial Officer, Treasurer.

2. 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 position is vacant, so state.

Question Number 1. Does a foreign interest own or have beneficial ownership in 5 percent or more of your organization's securities?

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

Question Number 2. Does your organization own 10 percent or more of any foreign interest?

If your answer is "Yes," furnish the name, address by country, and the percentage owned. For each employee occupying a position with the foreign firm, provide the following information: (a) complete name; (b) citizenship; (c) titles of their positions within the foreign entity; (d) 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; (e) to what extent they are involved in the operations of the foreign facilities; and (f) whether or not any of these individuals will, by virtue of their position, knowledge, or expertise, require access to DOE classified information. If the employees possess DOE clearances or are in the process of being cleared, and hold positions with foreign interests, they need to complete the enclosed "Representative of Foreign Interest Statement" for each such firm.

Does your organization have branch/sales offices or other facilities, or are you qualified to do business as a foreign corporation in any other countries?

Question Number 3. Do any foreign interests have management positions, such as directors, officers, or executive personnel in your organization?

Furnish full information concerning the identity of the foreign interest and the position(s) held in your organization (to include the amount of time the individual spends at your facility, e.g., full-time, three or four times a year, etc. If the individual spends less than full-time at your facility, provide information on how and where the rest of his/her time is spent, e.g., at one of your foreign facilities, with an unaffiliated company, etc).

Question Number 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?

Identify the foreign interest(s) and furnish full details concerning the control or influence. If the individuals have been excluded from access to DOE classified information by board resolution/corporate exclusion, an official (signed and dated) copy of such exclusion must be submitted with the FOCI package.

Question Number 5. Does your organization have any contracts, binding agreements, understandings or arrangements with a foreign interest(s) that cumulatively represent 10 percent or more of your company's gross income?

Furnish the name of the foreign interest, country, nature of agreement or involvement. If there is no ownership involved in these arrangements, provide full details along the same lines of information required for Question 2. This information should clarify whether the agreements are: (a) purely commercial in nature, (b) involve defense procurement, (c) involve classified information, (d) involve sensitive countries.

Provide the amount of revenue derived from foreign sources. This should be provided by country. Also state the time frame, e.g., fiscal year ended December 31, 1992, during which the revenue was derived. This should include revenue from all foreign sources, e.g., subsidiaries, equity income derived from your interest in less than wholly-owned subsidiaries, export sales, divestitures to foreign interests, royalties from licensing and patent agreements, dividends from foreign stock holdings, investment or real estate, etc. Compliance with export license requirements and/or International Traffic in Arms Regulations (ITAR) requirements should be acknowledged, if applicable.

In addition, due to the political sensitivity of some countries, DOE requires that you provide the following information if you derive revenue and/or have other understandings or arrangements with sensitive countries; (a) the amount of export revenue and revenue from foreign subsidiaries and/or affiliates, (b) the type of service or product provided (be specific--show whether they are commercial in nature or involve defense procurement), (c) compliance with export license and ITAR requirements, if applicable, and/or (d) any other involvement not covered by the prior two questions. A list of the sensitive countries is enclosed.

NOTE: Information provided must be audited information and current, i.e., not more than one year old.

Question Number 6. Is your organization indebted to foreign interests?

Report all lines of credit your organization has with foreign interests even if there is no current indebtedness.

- A. The amount and type of indebtedness.
- B. If any debentures are convertible, explain under what circumstances.
- C. The name(s) of the lending institution(s) and the country(ies) they are located in.
- D. What collateral, if any, has been furnished or pledged.

- E. The total line of credit available from these lending institutions.
- F. What percentage of your current assets does this indebtedness represent?
- G. If you have a worldwide line of credit available, what is the total line of credit available from foreign sources?

Question Number 7. Does your organization derive any income from communist countries included in Country Groups Q, S, W, Y, and Z in Supplement No. 1 in 15 CFR Part 710?

Provide details, not more than one year old, with respect to any income from sensitive countries (in lieu of communist countries referred to above), including percentage from each such country as related to your total gross income (total revenue), and the type of services or products involved (be specific--certify whether or not they are commercial in nature, involve defense procurement, or classified information). Compliance with export license and ITAR requirements should be acknowledged, if applicable.

Question Number 8. Is 5 Percent 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 the beneficial owner of equitable title?

If "Yes," what percentage is in "Nominee Shares," "Street Names," etc., which does not disclose the beneficial owner of equitable title. Also, identify each foreign institutional investor holding 5 percent or more of the voting stock. This identification should include the name and address of the investor and percentage of stock held. State whether the investor has attempted or has actually 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 your organization. If you have received from the investor a copy of Schedule 13D and/or Schedule 13G filed by the investor with the securities and exchange commission, you are to attach a copy.

Questions Number 9. Does your organization have interlocking directors with foreign interests?

Include identifying data on all such directors: (a) their complete names; (b) citizenship; (c) titles of their positions within your organization and within the foreign entity; (d) 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; (e) to what extent they are involved in the operations of the foreign entity; and (f) whether or not any of these individuals will, by virtue of their position, knowledge, or expertise, require access to DOE classified information.

NOTE: A wholly- (or partially-) owned subsidiary in a foreign country is considered a foreign interest.

In addition to those companies you have ownership in, also indicate the name and address of all other corporations, foreign and domestic, with which they serve in any

capacity.

If you have corporations listed which you did not report any ownership in, include a statement as to whether the corporation(s) director holds a position which is affiliated or unaffiliated with your organization.

Question Number 10. Are there any citizens of foreign countries employed by or who may visit your offices or facility(ies) in a capacity which may permit them to have access to classified information or a significant quantity of special nuclear material?

Identify the individuals and the country of which they are citizens. Also explain the individual's affiliation with your organization, and provide details as to why they will need such access.

Question Number 11. Does your organization have any foreign involvement not otherwise covered in your answers to the above questions?

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

**SAMPLE FORMAT**

REPRESENTATIVE OF FOREIGN INTEREST STATEMENT

Name of foreign firm:

address of foreign firm:

Nature of business of foreign firm:

Details of ownership of foreign firm:

The specific relationship between the foreign firm and the United States firm:

Percentage of time devoted to foreign firm:

Summary of duties with the United States firm. Provide detailed information as well as title of positions:

Summary of duties with the foreign firm. Provide detailed information as well as title of positions:

Have you ever registered as an Agent of a foreign government as detailed in 18 U.S.C. 219? If so, please provide details:

Communist affiliation: If none, so state:

**CERTIFICATION:**

I recognize my special responsibility to protect classified information from disclosure to any unauthorized person, foreign or domestic.

TYPE OR PRINTED NAME: \_\_\_\_\_

FULL NAME: \_\_\_\_\_ DATE: \_\_\_\_\_  
(Signature)

SSN: \_\_\_\_\_

FACILITY: \_\_\_\_\_

## **SENSITIVE COUNTRY LIST**

January 1997

Countries appear on this list for reasons of national security, terrorism, or nuclear nonproliferation support.

Algeria  
Armenia  
Azerbaijan  
Belarus  
China  
Cuba  
Georgia  
India  
Iran  
Iraq  
Israel  
Kazakhstan  
Kyrgyzstan  
Libya  
Moldova  
North Korea  
Pakistan  
Russia  
Sudan  
Syria  
Taiwan  
Tajikistan  
Turkmenistan  
Ukraine  
Uzbekistan

Due to the dynamic nature of world events, other countries may, at any time, become sensitive. Therefore, caution should be exercised in dealing with citizens of countries not listed to assure that sensitive information, although unclassified in nature, is not inadvertently disclosed.