

INSTRUCTIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING  
TO FOREIGN INTERESTS

Question 1:

a. Do any foreign person(s), directly or indirectly, own or have beneficial ownership of 5% or more of the outstanding shares of any class of your organization's equity securities? If yes:

-Identify the percentage of any class of stock or other securities issued which are owned by foreign persons, broken down by country. Include indirect ownership through one or more intermediate level(s) of subsidiaries. Indicate voting rights of each class of stock.

-Are there shareholder agreements? If yes, attach a copy(ies), and if none, so state.

-Indicate whether a copy of SEC Schedule 13D/13G report has been received from any investor. If yes, attach a copy(ies).

Note: Ownership of less than 5% should be included if the holder is entitled to control the appointment and tenure of any management position.

b. (For entities which do not issue stock): Has any foreign person directly or indirectly subscribed 5% or more of your organization's total capital commitment? If yes:

-Identify the percentage of total capital commitment which is subscribed by foreign persons.

-Is there an agreement(s) with the subscriber(s)? If yes, attach a copy(ies), and if none, so state.

Question #2: Does your organization directly or indirectly through your subsidiaries and/or affiliates, own 10% or more of any foreign interest? If yes:

-Identify the foreign interest by name, country, percentage owned, and personnel who occupy management positions with the organizations.

-If there are personnel from your organization who occupy management positions with the foreign firm(s), identify the name(s), title, and extent of involvement in the operations of the organizations, (to include access to classified information).

Question #3: Do any non-U.S. citizens serve as members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials? If yes:

-Identify the foreign person(s) by name, title, citizenship, immigration status and clearance or exclusion status.

-Attach copies of applicable by-laws or articles of incorporation, which describe the affected position(s). However, if you have already provided such copies to the Cognizant Security Agency Industrial Security Representative, so state.

Question #4: Does any foreign person(s) have the power, direct or indirect, to control the election,

appointment, or tenure of members of your organization's board of directors (or similar governing body) or other management positions of your organization, or have the power to control or cause the direction of other decisions or activities of your organization? If yes:

-Identify the foreign person(s) by name, title, citizenship, and all details concerning the control or influence.

Note: If any foreign person(s) have such power, this question shall be answered in the affirmative even if such power has not been exercised, and whether or not it is exercisable through ownership of your facility's securities, if such power may be invoked by contractual arrangements or by other means.

Question #5: Does your organization have any contracts, agreements, understandings, or arrangements with a foreign person(s)? If yes:

For each instance, provide the name of the foreign person, country, percentage of gross income derived, and nature of involvement, including:

-Whether defense/nuclear related or not

-Involvement with classified or export controlled technology

-Compliance with export control requirements

-Where the organization has a large number of involvements and where these involvements are not defense/ nuclear related and represent a small percentage of gross income; the explanation can be a generalized statement addressing the totals by country.

Note: We do not expect and will not require the contractor to ask every customer if he/she falls within the NISPOM definition of a foreign person. We will ask the contractor to provide ongoing security education to those individuals who negotiate and/or administer such agreements regarding their responsibilities to report agreements with a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question to "the best of his/her knowledge" or "through his/her best efforts".

Question #6: Does your organization, whether as borrower, surety, guarantor or otherwise have any indebtedness, liabilities or obligations to a foreign person(s)? If yes:

-Provide your overall debt-to-equity ratio (in percentage).

-With respect to indebtedness or liability to a foreign person, indicate to whom indebted or liable, what collateral has been furnished or pledged, and any conditions or covenants of the loan agreement. If stock or assets have been furnished or pledged as collateral, provide a copy of the loan agreement or pertinent extracts thereof (to include procedures to be followed in the event of default).

-If any debentures are convertible, provide specifics.

-If loan payments are in default, provide details.

-This question should be answered in the affirmative if the debt is with a U.S. entity that is

owned or controlled either directly or indirectly by a foreign person. If unknown, so state.

Note: As stated above, we do not expect and will not require the contractor to ask every lender if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle lending arrangements regarding their responsibilities to report any such arrangements with a foreign person lender, to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

Question #7: During your last fiscal year, did your organization derive:

a. 5% or more of its total revenues or net income from any single foreign person.

b. In the aggregate 30% or more of its revenues or net income from foreign persons?

If yes to either part of the question:

-Provide overall percentage of income derived from foreign sources by country, nature of involvement, and type of services or products.

-Indicate if any single foreign source represents in excess of 5% of total revenues or net income.

-Indicate whether any classified information is involved.

-State whether facility is in compliance with applicable export control requirements.

Note: As previously stated, we do not expect and will not require the contractor to ask every customer if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle information about company revenues regarding their responsibility to report revenues derived from a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

Question #8: Is 10% or more of your organization's securities held in "nominee shares," in "street names" or in some other method which does not disclose the beneficial owner? If yes:

-Identify each foreign institutional investor holding 10% or more of the voting stock by name and address and the percentage of stock held.

-Indicate whether any investor has attempted to, or has exerted any control or influence over appointments to management positions or influenced the policies of the organization.

-Include copies of SEC Schedule 13D/13G.

Question #9: Do any of the members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials hold any positions with, or serve as consultants for, any foreign person(s)? If yes:

-Provide the name, title, citizenship, immigration status and clearance or exclusion status on all such persons.

-Identify, by name and address, each foreign organization with which such persons serve and indicate the capacity in which they are serving.

-Include a Statement of Full Disclosure of Foreign Affiliations for every cleared individual who is a representative of a foreign interest.

Note: We expect the contractor to be able to answer this question fully for those individuals holding such positions with his/her foreign subsidiaries and any foreign interests. However, we do not expect and will not require the contractor to ask every individual to ascertain if he/she is serving as a director, officer or manager of a foreign person. We will ask the contractor to provide ongoing security education to all key management personnel of their responsibilities to report serving as an interlocking director or in any other type of positions with a foreign person to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

Question #10: Is there any other factor(s) that indicates or demonstrates a capability on the part of foreign persons to control or influence the operations or management of your organization? If yes:

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

## DEFINITIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING TO FOREIGN INTERESTS

**Affiliate.** Any entity effective owned or controlled by another entity.

**Beneficial Owner.** The true owner of a security who may, for convenience, be recorded under the name of a nominee. Such ownership entitles the owner to the power to vote or direct the voting of a security or to impose or direct the disposition of a security.

**Bond.** A certificate which is evidence of a debt in which the issuer promises to repay a specific amount of money to the bondholder, plus a certain amount of interest, within a fixed period of time.

**Convertible Debentures.** Bonds which the holder can exchange for shares of voting stock.

**Covenant.** A detailed clause in a lending agreement designed to protect the lender.

**Debenture.** A general debt unsecured by a pledge of any specific piece of property. Like any other general creditor claims, a debenture is secured by any property not otherwise pledged.

**Debt-to-Equity Ratio.** Total liabilities divided by total shareholders' equity (total assets minus total liabilities of a corporation; also called stockholders' equity, equity, and net worth). This shows to what extent owners' equity can cushion creditors' claims in the event of liquidation.

**Equity Security.** An ownership interest in a company, most often taking the form of corporate stock.

**Foreign Interest.** Any foreign government, agency of a foreign government, or representative of a foreign government any form of business enterprise or legal entity organized, chartered or incorporated under the laws of any country other than the U.S. or its possessions and trust territories, and any person who is not a citizen or national of the United States.

**Foreign Person.** Any foreign interest and any US person effectively owned or controlled by a foreign interest.

**Guarantor.** One who makes the guaranty (an agreement or promise to answer for the debt, default or miscarriage of another).

**Immigration Status.** Legal basis for a non-US citizen's residence in the United States (e.g., work visa, admission for permanent residence). Note: Immigration and Naturalization Service Form 1-9 is an excellent source for this information.

**Joint Venture.** A partnership or cooperative agreement between two or more persons or firms, usually restricted to a single specific undertaking. Normally the undertaking is of short duration, such as for the design and construction of a dam.

**Liability.** Claim on the assets of a company or individual.

**Licensing Agreement.** A permit granted by one business to another which permits duplication of processes and production of similar items.

**Management Positions.** For the purposes of the questions on this form, management positions shall include owners, officers, directors, partners, regents, trustees, senior management officials, other executive personnel and the facility security officer.

**Nominee Share.** A share of stock or registered bond certificate which has been registered in a name other than the actual owner.

**Proxy.** One who acts for another. Also, the document by which such a representative is authorized to act.

Representative of a Foreign Interest (RFI). A citizen or national of the U.S., who is acting as a representative of a foreign interest (see Foreign Interest).

S.E.C. Schedule 13D. This schedule discloses beneficial ownership of certain registered equity securities. Any person or group of persons who acquire a beneficial ownership of more than 5 percent of a class of registered equity securities of certain issuers must file a Schedule 13D reporting such acquisition with certain other information.

S.E.C. Schedule 13G. This schedule is a much abbreviated version of Schedule 13D that is only available for use by a limited category of "persons" (such as banks, broker/ dealers, and insurance companies) and even then only when the securities were acquired in the ordinary course of business and not with the purpose or effect of changing or influencing the control of the issuer.

Sales Agreement. An agreement between two parties for the sale of goods or services on a continuing basis.

Stock Option. An option is the right to buy or sell at some point in the future.

Street Name. The common practice of registering publicly traded securities in the name of one or more brokerage firms.

Subordinated Debenture. A bond having a claim on assets only after the senior debt has been paid off in the event of liquidation.

Surety. One who is immediately liable for the debt of another if that other person or entity fails to pay.

Total Capital Commitment. The sum of money and other property an enterprise uses in transacting its business.

US Person. Any form of business enterprise or entity organized, chartered or incorporated under the laws of the United States or its possessions and trust territories and any person who is a citizen or national of the United States.