

FOREIGN OWNERSHIP, CONTROL, OR INFLUENCE (FOCI) DETERMINATION DOCUMENTS (10-97)

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

(c) If the offeror/bidder 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 responds to these questions and which was 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, who 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 the alternate statement to that effect at the end of this representations and certifications, identifying the DOE office to which they provided the information and the date of the prior representations and certifications. Failure to furnish the information upon request will render the offeror ineligible for award.]

REMARKS (Attach additional sheets if necessary, for a full detailed statement.)

CERTIFICATION

I CERTIFY that the entries made by me above are true, complete, and correct to the best of my knowledge and belief and are made in good faith:

WITNESSES:

(Date Certified)

By _____

(Contractor)

NOTE: In case of a corporation, a witness is not required but the certificate below must be completed. Type or print names under all signatures.

(Title)

(Address)

NOTE: Contractor, if a corporation, should cause the following certificate to be executed under its corporate seal, provided that the same officer shall not execute both the Agreement and the Certificate.

CERTIFICATE

I, _____, certify that I am the _____

of the corporation named as Contractor herein; that _____

who signed this certificate on behalf of the Contractor, was then _____ of said corporation; that said certificate was duly signed for and in behalf of said corporation by authority of its governing body, and is within the scope of its corporate powers.

(Corporate Seal)

(Signature and Date)

(d) Prior to award of a subcontract under this solicitation, the DOE must determine that award of the contract to the offeror/bidder 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, the DOE may consider a voting trust or other arrangements proposed by the offeror/bidder to mitigate or avoid FOCI. The DOE may require the offeror/bidder 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 provide responses to the questions in paragraph (c) of this provision directly to the DOE.

(f) Information submitted by the offeror/bidder 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 of financial information submitted in confidence.

CONTENTS REVIEW
[Please Review Before Submitting]

Prior to submitting a FOCI submission, the offeror shall review the 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 contractor and all tier parents have submitted the following information in addition to the executed FOCI representations and certification:

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

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

(c) 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:

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

(b) a list identifying the organization's owners, officers, directors, and executive personnel, to include their names; social security numbers; identification of the government agency(ies) that granted or will be granting those clearances.

Note: If any of these documents are missing, the Company cannot complete award of the subcontract.

INSTRUCTIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING TO FOREIGN INTERESTS

(PLEASE SUBMIT THREE COPIES)

IF THE OFFEROR/BIDDER/SUBCONTRACTOR 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 ALL YOUR WHOLLY-AND/OR MAJORITY-OWNED SUBSIDIARIES (FOREIGN AND DOMESTIC) MUST BE PROVIDED.

IF THE OFFEROR/BIDDER/SUBCONTRACTOR IS A PUBLICLY TRADED COMPANY OR A SUBSIDIARY OF ANOTHER CORPORATION, THE SUBCONTRACTOR 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 TIER ORGANIZATIONS AND ALL THEIR WHOLLY-AND/OR MAJORITY-OWNED SUBSIDIARIES AND AFFILIATES.
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/SUBCONTRACTOR IS A PRIVATELY OWNED COMPANY, THE FOLLOWING INFORMATION MUST BE PROVIDED IN ADDITION TO THE EXECUTED FOCI REPRESENTATIONS.

1. CONSOLIDATED FINANCIAL INFORMATION FOR TIER ORGANIZATIONS 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. (ALL BLANKS AND COLUMNS MUST BE ADDRESSED. IF NOT APPLICABLE (N/A), STATE N/A OR NONE.) IF ANY POSITION IS VACANT, SO STATE.

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 organizations'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 organizations'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 effectively 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 stockholder' 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 U.S. 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 I-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.

U.S. 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.

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.

SAMPLE FORMAT

REPRESENTATIVE OF FOREIGN INTEREST STATEMENT

(This form is to be initially submitted, as part of the FOCI package, by the contractor or subcontractor. The form should be completed and executed by each employee who holds a position with a foreign interest and who possesses or is being processed for a DOE security clearance who become an RFI or whose status as an RFI changes in a manner that would make him/her ineligible for a security clearance.)

Name and address of the 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 for foreign firm:

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

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

Have you ever registered as an Agent of a foreign government as detailed in 18 U.S.D. 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.

TYPED OR PRINTED NAME: _____

FULL NAME: _____ DATE: _____
(Signature)

SSN: _____

FACILITY: _____

Company's Current Legal Name, Address, and Phone Number
of Company's Principal Executive Offices:

List ALL ^{1,2} Owners, Officers, Directors and Executive Personnel (OODEPs)
Other names used
(e.g., doing business as:)

Page ___ of ___
Date Submitted: _____

Tax Identification No. _____
Date Company was Incorporated: _____
State of Incorporation _____

(Must provide any name or address change of the Company's principal executive office and dates) of change during past 10 years on the Attachment page.)

Organization Status:

Corporation	Sole Proprietorship	Partnership: General Limited	Other: _____
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Stock Ownership:

Privately-Owned	Publicly-Traded	Other: _____
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NAME	POSITION TITLES	IF OWNER, % OF OWNERSHIP	SSN	CLEARANCE HELD AND/OR BEING OBTAINED AND ISSUING AGENCY	CITIZENSHIP

¹The above information, i.e., name, titles, etc., must be provided for the following: (a) the proprietor of a sole proprietorship; (b) all individuals managing the business affairs of a corporation . In most cases, these individuals are identified in the Articles of Incorporation By-Laws and include the Board of Directors, President, Secretary, and Treasurer; (c) the General Partner(s) of a Limited Partnership; and (d) all partners of a General Partnership.

²In addition, privately-held entities must provide the above information, i.e., name, titles, etc., for all owners, and also provide the percentage of issued stock/shares held by each owner.

List certified correct by:

Typed or Printed Name and Signature Title Date

FOREIGN OWNERSHIP, CONTROL, OR INFLUENCE (FOCI) ALTERNATE STATEMENT

Offerors and, if applicable, parent organizations that have received an affirmative FOCI clearance determination within the last five years and experienced no changes to the FOCI submissions previously filed need only have an authorized official of the respective organization complete the following FOCI Alternate Statement, attach a copy of the earlier determination and complete the List of Owners, Officers, Directors and Executive Personnel form.

FOCI ALTERNATE STATEMENT

The organization I represent has, within the last five years, received an affirmative FOCI clearance determination. The pertinent information concerning that determination is as follows:

Date of prior FOCI representations and certification: _____

DOE Lead Responsible Office: _____

A copy of the determination is attached. No change(s) has occurred in the extent and nature of FOCI which would affect the answers provided to the questions in the prior FOCI representations and certifications. No change in ownership or control of the organization has occurred. The DOE Lead Responsible Office has not advised the organization that it considers a relevant change in the nature of FOCI has occurred and/or requested comprehensive FOCI representations and certifications for the organization or the tier parent.

The foregoing information is accurate, current, and complete.

Organization Name and Address:

(Signature of Authorized Representative)

(Title)

(Name - Type or Print)

(Date)