

Hampden Kent Group, L.L.C.

Introduction 2012

www.hkgllc.com

Washington DC Office
1701 Pennsylvania Ave NW, Third Floor
Washington, DC 20006
(202) 342 1600
Fax (703) 991 7472

LONDON OFFICE
DEVLIN HOUSE
36 St. GEORGE STREET
MAYFAIR
LONDON W1S 2FW

INTRODUCTION

Hampden Kent Group, L.L.C. (“HKG”) seeks to serve client project finance needs in an expeditious manner. Please note that we treat all client proposals as confidential and request that you give confidential treatment to our proposal and work product. This statement summarizes our service model for the construction, operation, and product marketing for a typical project of \$100 million (the Project) .

Our capital markets research in this period of transition and instability in the commercial banking and public corporate equities markets shows what most businesses already know: that “conventional” sources of lending and investing are not fully available for new projects. This fact leads us to the conclusion that insured, listed bonds are the most efficient and cost effective method of forming capital for new projects. Accordingly, we have devised a complete capital model for obtaining project debt funding in the capital markets, without the expense and time allocations associated with a registered public offering in the US. The model entails the private placement of insured bonds to institutional investors, and may include a listing on an international mezzanine exchange (Bermuda) combined with global electronic clearing and settlement features.

HKG offers three phases of service for this undertaking: [1] HKG capital model client review and initial consultations; [2] Comprehensive project due diligence and preparation of project information memorandum; [3] Proactive undertaking of comprehensive final due diligence; insurance, investor placement presentations; and listing/clearing arrangements.

HKG CAPITAL FORMATION CLIENT REVIEW

At this initial stage, HKG will undertake the confidential HKG Capital Formation Client review, which will encompass the following points and criteria:

I. Capital Model

II. Due Diligence Criteria

III. Credit and Political Risk Evaluation

IV. Completion Insurance Criteria

VI. Euroclear or DTC Listing Criteria

VII. Institutional Investor Criteria: SEC Rule 144A

HKG will conduct initial due diligence on the project including an evaluation of the proposed business plan for the Project, pro forma projections, capital structure, and market analysis. HKG will also be available for telephone and consultation with sponsors, partners, joint venturers, equity investors, and so on. During this initial phase, we review each step of the seven criteria listed above with a view defining any elements of project business plan, in order to meet capitalization standards, prior to going forward.

COMPREHENSIVE PROJECT DUE DILIGENCE

This phase is entered at client election, as we complete the initial stage. At this point, comprehensive project due diligence is undertaken on the basis of information supplied by the client. The issues addressed would include the following:

- I. Project Introduction
- II. Project Concept and Business Rationale
- III. Project Sponsors
- IV. Project Development Strategy
- V. Project Description and Cost
- VI. Financial Plan
- VII. Shareholding
- VIII. Economic and Financial Analysis
- IX. Technical Aspects
- X. Implementation and Marketing Arrangements
- XI. Environmental and Social Considerations
- XII. Risk Analysis and Risk Mitigation Measures
- XIII. Terms of Bond Offering

HKG CAPITAL FORMATION PROCESS

CREDIT REVIEW – FACTORS

Constructional and Completion Deadlines
Scope of Political Risk Insurance and
Credit Insurance, If Applicable



GLOBAL LIQUIDITY

Euroclear or DTC
Electronic Settlement



PLACEMENT IN GLOBAL MARKET

PRIVATE SALES TO
INSTITUTIONS WHICH
TRADE WITH OTHER INSTITUTIONS

List of Project and Corporate Finance Transactions (1992–2010)

The following is an indicative list of both project and corporate finance transactions undertaken by the Hampden Kent Group's principals and associates over the period 1992–2009. Due to confidentiality requirements of the clients, in certain instances, specific details related to the client location and transaction value have not been presented.

Project Finance Transactions

US Wind Power - 2010

US based green-fields project. Transaction Value: \$120 million. Closing history with investor includes non-US solar power; verified capacity to £500 million through JP Morgan Chase.

US Hospitality Real estate – 2010

New Construction funding. Transaction Value \$50 million.

Caribbean Bio-Diesel - 2009

Green-Fields project requiring full capitalization for agricultural and industrial development. Procured European sovereign credit guaranty to underwrite complete project funding. Credit Value: \$220 million.

Bio-Diesel, South America - 2009

Start up cross border equity commitment for bio-diesel project. Initial seed investment value, \$2 million.

European Cargo Port Facility

Structured note for initial construction and development of seaport cargo facility, 2008. Project Value \$500 million.

Wind Power Italy

Green-fields wind power project funding 2006. Transaction Value: €75 million.

Natural Gas Reserves

Mandated by to source equity for Madison, a US L.P. formed to develop and explore for oil/gas reserves in France.

Transaction Value: \$15 million

Middle East Infrastructure

Mandate awarded to arrange funding for major airport and leisure developments in two sovereign states.

Transaction Value: circa \$600 million

Austrian Bank

Advising in joint venture with project finance division on diverse power generation/ infrastructure projects in North Africa.

Transaction Value: Power Generation circa \$400 million

Transaction Value: Infrastructure circa \$400 million

Nigerian Oil Well Cement (Triple I)

Mandated by US investors in joint venture with Ogun State to develop limestone reserves/ construct oil well cement plant in Ogun State - north of Lagos. Offtake to be sold to US oil well service contractors.

Transaction Value: \$130 million (Equity \$40 million; Debt \$90 million)

Tunisia

Reclamation of South Lake, Tunis redevelopment of port facilities and installation of infrastructure in joint venture with UK consultancy and project management associates.

Transaction Value:	Phase I Reclamation	\$100 million
	Phase II Infrastructure	\$250–300 million

UK Oil & Gas

A managed buy-out of a loss making UK quoted Oil & Gas company in which London partners invested as a principal in 1989. Following the injection of a new management team arranged through UK office, the company was brought back to profitability, after a six year period of losses under previous management.

Transaction Value: \$20 million

US Environmental Technology

An exclusive sale mandate on behalf of one of the USA's leading high technology environmental instrumentation companies with operations in the UK and France. Sale completed in January 1992 to a UK public company in a similar sector for a P.E. of 24 times.

Transaction Value: \$50 million

Malaysia

Financing for the acquisition of a Hong Kong based Asian Investment Banking organisation, with offices and network of interests in Southeast Asia. The due diligence involved valuation of projects in the USA, Hong Kong, Indonesia and the Philippines.

Transaction Value: \$100+ million



Venture Capital (Indonesia)

Advised on the formation of a major venture capital fund in Indonesia involving blue chip financial investors from Europe and Southeast Asia.

Transaction Value: \$100+ million

Project Finance (Italy)

Financial advisors to Italy's largest power plant state-owned conglomerate on structuring a financial package for a \$2 billion construction project in North Africa.

Transaction Value: \$2 billion

Joint Venture in China

An exclusive financial services mandate on behalf of one of the leading privately owned steel associates in Italy for an equity/debt financing of a joint venture in Northeast China.

Transaction Value: \$300 million

Corporate Finance Transactions

US Telecom Hardware Co.

Offshore placement of block of shares in NYSE listed telecom hardware company through hedge fund operating in Bermuda and New York, ultimate purchasing entity in UK.

Transaction Value: \$10 million

Telecom Services Initial Capitalization

Initial capitalization of Canadian/UK telecom services venture for new UK hub.

Transaction Value: \$20 million

Formation of BVI Pension Fund

Structured formation of BVI pension fund for offshore capital raise.

Transaction Value: \$50 million

UK Travel Services Co.

Structured \$30 million capital raise for UK based travel services company conducting private placement of restricted shares through Bermuda broker-dealer, with concern for US compliance issues for subsequent US registration of shares.

Transaction Value: \$30 million

US Internet Co.

Structured offshore offering of restricted shares for US internet venture for placement with Italy based investor group.

Transaction Value: \$20+ million