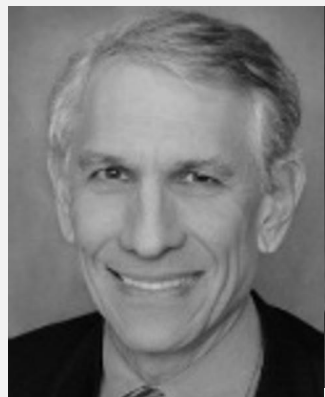




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Regional Center Certifications

Regional Centers must have policies and procedures in place to monitor NCE and JCE to ensure compliance with:

- All immigration laws
- All federal securities laws
- All applicable state securities laws

To describe their due diligence procedures

Regional Center Annual Statements

- Bona fides - Background checks (RC, NCE, JCE)
- Written agreements with regional center affiliates proscribing rules and standards
- Accounting of all foreign investor capital invested
- Description of how such capital is being used
- Detailed evidence of progress toward completion
- Maintenance of sales records for 5 years

Regional Center Annual Statements

- An accounting of direct jobs created (or preserved)
- All fees collected from investors by any party
 - Description of all fees
 - An accounting of the entities receiving fees
 - Purpose of fees
- Documentation of any material change made during preceding year

Regional Center Annual Statements

- RC shall annually reissue a certification stating:
 - RC has knowledge of the offers
 - All investment advice complied with securities laws
 - records and information related to offers have been maintained

Agents and Promoters

- Compensation paid to agents
- Description of the services performed
- Contact information of all agents and sub-agents

Compliance with Securities Laws

- The United States has jurisdiction
- Compliance with Regulation S

Conceptual Items

- Policies and procedures in place designed to monitor compliance with immigration laws, securities laws, background checks
- Bona fides and background checks
- Advanced approval of offerings eliminate project denial risk
- Monitoring of agents
- Marketing materials to be included in exemplar applications
- Establishing control of all marketing materials used
- Due diligence is not defined

Questions

- How is the rent-a-center model affected?
- How should the RC monitor and supervise all offers and investment advice made by associated parties?
- Permissible fee arrangements with agents. How much? Covering what?