

TOO BIG TO FAIL, INC.
ANTI CORRUPTION COMPLIANCE MANUAL

FORM A-1

**REPORTING/REQUEST FOR APPROVAL FORM-
HOSPITALITIES FOR COVERED PERSONS**

The Foreign Corrupt Practices Act ("FCPA") imposes legal requirements on the conduct of business activities abroad, especially when working with "Covered Persons" as that term is defined in the Company's Anti-Corruption Compliance Manual ("Manual"). This form is intended for use in reporting or, if necessary, obtaining prior approval of gifts, meals and entertainment (collectively, "Hospitalities") for Covered Persons. Before completing this form, you should review the Approval and Reporting Protocol for Proposed Hospitalities in Appendix A of the Manual. Should you have any questions about how to fill out this form, or when to seek prior approval for expenses, contact Regional Compliance Counsel. **For an electronic version of this form, [click here](#).**

Date: *8 June 2010* Purpose of form (please check): Report (under threshold) Request for Approval

Part I: Participant Information

Name and Title of Too Big to Fail, Inc. Personnel Host: *G. Native, General Director*

Name, Title, and Entity/Company of each Covered Person:

- 1 John Auditor, Senior Auditor Low CPI IRS*
- 2 Jane Auditor, Junior Auditor Low CPI Minister of Industry (MOI)*

Names of non-Too Big to Fail, Inc. persons accompanying the Covered Persons(s) and receiving Hospitalities:

(NOTE: If any of the below-named is a family member of any Covered Person, please indicate the relationship and the reason for providing Hospitalities to such family member(s). Hospitalities should only be provided to family members in exceptional circumstances and only with the approval of the Responsible Manager and Regional Compliance Counsel.)

G. Native

Does Too Big to Fail, Inc. have any existing contracts or obligations with this Covered Person or the government entity for which he works? If so, please describe:

Yes, Too Big has a 60% interest in Caveat Emptor, which has a concession agreement issued by the Minister of Industry. In addition, Caveat Emptor pays taxes to the Low CPI IRS.

Part II: Expense Information

Check the appropriate category for the Hospitality: Meal/Entertainment Gift Per Diem

Provide a detailed description of the Hospitality.

- Lunch Daily at the Low CPI Super Lux Country Club (estimate \$50 per meal per person for 2 people) (estimate 5 days) (total \$250 for 5 days/person)*
- Gift of a Leather Writing Pad and a Gold Pen for the Senior Auditor (total \$300) and a Silver Pen for the Junior Auditor (total \$150)*
- Per Diem for Senior Auditor is \$300 (\$1500 total) and for the Junior Auditor \$200 (\$1000 total)*
- Taxis across town from Low CPI government offices (\$25 per trip, \$50 per day) (\$250 total pp)*

What is the cost of each Hospitality **PER COVERED PERSON**? For Snr. Auditor (\$2300) and for Jr. Auditor (\$1650)

Was the Hospitality requested by the Covered Person? If yes, please provide details

Yes, the Low Country MOI notified us of the annual audit of Caveat Emptor's books on official letterhead, in which the names of the auditors were provided along with a confirmation of the amount of the official per diem payable for each level of auditor. Last year the audit took 5 business days to complete.

Describe the purpose of the Hospitality and how it relates to Company business:

Audits are required under the terms of the Concession Agreement; thus this is a simple legal requirement to do business in Low CPI.

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Provide the proposed schedule, including descriptions and dates of business meetings and entertainment.

Audit will begin on Monday in 3 days. _____

Part III: Requestor Information

Title: *General Director*

Business Unit: *Caveat Emptor*

Country: *Low CPI* _____ Region: *Africa*

Proposed Payment Method: *Direct Pay to Vendors/Cash (for per diems)*

Signature: *G. On Native*

Part IV: Approvals

RESPONSIBLE MANAGER

Name: _____

Title: _____ Date: _____

REGIONAL COMPLIANCE COUNSEL

Name: _____ Date: _____

DIRECTOR, E&C GROUP AND/OR CHIEF COMPLIANCE OFFICER

Director, E&C Group: _____ Date: _____

Chief Compliance Officer: _____ Date: _____

> A form must be completed for ALL Hospitalitys provided to Covered Persons. The completion and submission of this form is in addition to, and not in place of, any other applicable approvals or policies of the Company, including business expense policies.

NOTE to Too Big counsel. While reviewing this request, G. Native calls and checks to see if you have approved it yet. He queries why it is taking so long since in Low CPI, such hospitality is usual and customary to provide to government officials in connection with government audits NOTE that . Native also indicated that he is a member of a local group of country managers and all the other country managers have confirmed that they have received and paid per diems pursuant to similar requests. Moreover, G. Native reminds us that if we do not pay, then the auditors are likely to “find” errors in our books and records, even though they are perfect.

The Responsible Manager is (i) the Country Manager for all Too Big to Fail, Inc. Personnel in the country organizational structure and (ii) the Regional Vice President for all Too Big to Fail, Inc. Personnel in the regional organizational structure. Where Hospitalitys are provided by a Country Manager or a Regional Vice President or above, the Responsible Manager is the direct supervisor of that employee. For those employees whose direct supervisor is Too Big to Fail, Inc.'s Chief Executive Officer (the "CEO") or where the Hospitalitys are provided by the CEO, any required approvals must be obtained from Too Big to Fail, Inc.'s Chief Compliance Officer.

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FORM B-1

REQUEST FOR APPROVAL FORM-TRAVEL FOR COVERED PERSONS

The Foreign Corrupt Practices Act ("FCPA") imposes specific legal requirements on the conduct of business activities abroad, especially when working with "Covered Persons" as that term is defined in the Company's Anti-Corruption Compliance Manual ("Manual"). This form is intended for use in obtaining prior approval of the Responsible Manager and the FCPA Review Committee for Too Big to Fail, Inc.-paid Travel Expenses on behalf of Covered Persons. Before completing this form, you should review the Approval Protocol for Proposed Travel Expenses for Covered Persons in Appendix B of the Manual. Should you have any questions about this form or when to seek prior approval for expenses, contact Regional Compliance Counsel. For an electronic version of the form, [click here](#).

Part I: Participant Information

Name, Title, and Government Relationship of each Covered Person:

- 1 John Minister, Sr. Minister of Industry (MOI)
- 2 John Minister, Jr. Protocol officer, MOI-----
- 3 _____

Names of Too Big to Fail, Inc. Personnel Host(s):

- 1 G. Native, General Director Caveat Emptor
- 2 _____
- 3 _____

Names of other non-Too Big to Fail, Inc. persons accompanying the Covered Persons(s) and receiving Travel Expenses: (NOTE: No Travel Expenses should be provided to family members of Covered Persons.)

None other than G. Native.

Does Too Big to Fail, Inc. have any existing contracts or obligations with this Covered Person or the government entity for which he/she works? If so, please describe:

Yes, Too Big currently has a request for approval pending before the MOI for the transfer of an additional 40% interest in Caveat from SWF to Too Big.

Part II: Expense Information

Payment Amounts and Estimated Expenses:	Per Person	Total
Airfare: (RT Low CPI to Houston via London)	\$15,000 ¹ _____	30,000 _____
Transportation: (limo in Houston 24/7 for 4 days)	\$1,000 per day _____	\$4,000 _____
Hotel: (Houston 4 nights; London 1 night)	\$300/day Houston; \$800/day London	\$4,000
Meals: (B, L in offices; 4 dinners out w/ G. Native)	\$400/per dinner _____	\$1,600 _____
Conference/course fees:	none _____	_____
Low CPI Official Per Diem (for 5 days)	\$500/MOI, \$250 Protocol Officer	\$3,750 _____ \$

Estimated Total: \$43,350 _____

Describe the airfare class of travel: Business/First Class (this is usual and customary for a Minister) _____

How was the request received? Following the request for approval of the transfer of interests, the request was received in a letter from the MOI on official Government of Low CPI letterhead; in which the MOI confirmed that the official per diem rate was \$500 or \$250 per day; depending on the title of the person..

Describe the purpose of the travel and how it is related to Company business:

The MOI has stated that he wishes to "check out Too Big's offices and staff."

Provide the proposed schedule, including descriptions and dates of travel and business meetings. Include a copy of any invitation or correspondence with the Covered Person and a copy of the written notification sent to the Covered Person's supervisor:

Depart Low CPI Frida ; arrive Houston Friday; Houston Saturday, Sunday and Monday; Depart for Low CPI via London Tuesday.

¹ Note that 15,000\$ is to be paid by check to Mr. Minister, Sr., directly as he is using personal airline miles instead of having Too Big buy a ticket.

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Requestor Name: *G. Native*

Part III: Requestor Information

Title: *General Director*

Business Unit: *Caveat Emptor*

Country: *Low CPI*

Proposed Payment Method: *Direct Pay to vendors/Check (for* *Region: Africa*

ticket reimbursement) /Cash (for per diems)

Signature: *G. On Native*

Part IV: Approvals

RESPONSIBLE MANAGER*

Name: _____ Title _____ Date: _____

FCPA REVIEW COMMITTEE

Director, E&C Group: _____ Date: _____

Director, Special Projects Group: _____ Date: _____

Director, Trade Compliance Group: Chief

Compliance Officer: _____ Date: _____

Date: _____

****** NOTE TO TOO BIG COUNSEL. WHILE REVIEWING THIS REQUEST, YOU RECEIVE A PHONE CALL FROM G. NATIVE ASKING TO AMEND THE REQUEST TO INCLUDE AN EXTRA DAY IN LONDON AS THE MINISTER SUFFERS FROM TERRIBLE JET LAG AND HIS OFFICIAL MINISTERIAL DOCTOR HAS ADVISED THAT HE MUST SPEND AT LEAST 2 DAYS IN LONDON ON THE WAY BACK TO AVOID DEBILITATING SYMPTOMS. IF NECESSARY, NATIVE BELIEVES THAT HE COULD OBTAIN A COPY OF THE DOCTOR'S PRESCRIPTION ON OFFICIAL LETTERHEAD.**

The Responsible Manager is (i) the Country Manager for all Too Big to Fail, Inc. Personnel in the country organizational structure and (ii) the Regional Vice President for all Too Big to Fail, Inc. Personnel in the regional organizational structure. Where Too Big to Fail, Inc.-paid travel is provided by a Country Manager or a Regional Vice President or above, the Responsible Manager is the direct supervisor of that employee. For those employees whose direct supervisor is Too Big to Fail, Inc.'s Chief Executive Officer ("CEO") or where the Too Big to Fail, Inc.-paid travel is provided by the CEO, any required approvals must be obtained from Too Big to Fail, Inc.'s Chief Compliance Officer.

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APPENDIX D

FORMD-1

REQUEST FOR APPROVAL OF CONTRIBUTIONS

The Foreign Corrupt Practices Act ("FCPA") imposes legal requirements on the conduct of business activities abroad, especially when working with "Covered Persons" as that term is defined in the Company's Anti-Corruption Compliance Manual. This form is intended for use in obtaining prior approval of the disbursement of funds for contributions related to training, to charities or for similar social or community purposes. Should you have any questions, contact Regional Compliance Counsel. **For an electronic version of the form, [click here](#)**

Part I: Recipient Information

a. Name of individual, title of individual, and name of organization to receive funds:

John Minister, Sr. MOI, People's Clinic Foundation

b. Is this individual a decision-maker for his/her organization or does he/she influence decision-makers? **XX** Yes No

c. Does this individual have regulatory authority over Too Big to Fail, Inc.? **XX** Yes No

d. Has this individual made any decisions with regard to Too Big to Fail, Inc. within the past 12 months or is the individual expected to do so within the next 12 months? **XX** Yes No If "Yes", please explain below:

The MOI approved the transfer of 40% interest to Too Big to Fail from SWF

e. Has a contribution been provided to this individual/organization within the calendar year? Yes **XX** No

If "Yes", please provide details below:

f. Is Too Big to Fail, Inc. currently working on a project with the individual's agency /company? **XX** Yes No

If "Yes", please provide a description of the project:

Too Big is a 60% owner of Caveat Emptor which has a concession with the MOI _____

g. Is Too Big to Fail, Inc. currently bidding or planning to bid within the next 12 months on new work for the individual's agency/company? Yes **XX** No If "Yes", please provide details below:

h. Were these expenditures requested by anyone? Yes **XX** No

If "Yes", please provide the name, position, and organization/company of the requestor:

John Minister, Sr. made formal request on official letterhead that the Company use the money required to be spent annually by Too Big for local training to build 3 clinics since clinics were much more needed, and, he has assured us that Low CPI policy treats clinics and training both as forms of CSR and so there would be no problem under the concession with the simple re-allocation of training budget to the clinics if MOI requests in writing.

i. If the request pertains to a training, please attach the following items: (1) written request from the government entity or the government-owned or -controlled company for the training; (2) name(s) and title(s) of the individual(s) to be trained; (3) a copy of the contract requiring the training; and (4) an accurate estimate of the training costs, including fees (if any) to any third-party entity performing the training, travel expenses, accommodations, and any other related expenses.

Part II: Payment Information

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a. Please provide amount/value and the payment method (i.e., cash, check, wire transfer, other) of the proposed contribution:
100,000 per clinic for 3 clinics; or 300,000 which equals the annual training budget payable to John Minister Foundation.

b. Please explain the purpose of the proposed contribution:
To build 3 local vaccination/care clinics for needy populations in villages identified by Mr. John Minister, Sr in his letter. The first village is John Minister Place of Birth Village; the second village is John Minister's Wife Place of Birth Village; the third village is John Minister's Most Important Campaign Manager's Village.

c. If the contribution is recurring (i.e., the same organization or individual(s) have received a contribution, or either has been requested within the prior twelve months for the same individual or organization), please provide the following information:

Purpose	Amount/Value	Payment Method	Date Given
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d. Please provide any other information that may be relevant to considering whether the proposed contribution should be authorized.

Note to Too Big Counsel. G. Native calls us while we are reviewing request and tells us not to worry about the information in the press/blogosphere about the MOI and his electoral ambitions in the upcoming election in 9 months. These have nothing to do with the clinic project. All of the villages identified have really poor populations. In addition, it has been agreed with the Minister that the contractor's for each school will be selected by an impartial committee chaired by John Minister's wife, who is an urban planner and who is NOT a government official. Too Big is invited to join the committee

f. Please attach any supporting documentation to the completed form and return it to Regional Compliance Counsel.

Part III: Requestor Information

Title: *General Director*

Business Unit: *Caveat Emptor*

Country: *Low CPI* _____ Region: *Africa*

Proposed Payment Method: *Direct Pay to Vendors/Cash (for per diems)*

Signature: *G. On Native*

Date: _____

Part IV: Approvals

RESPONSIBLE MANAGER

Name: _____

Title: _____ Date: _____

FCPA REVIEW COMMITTEE

Director, E&C Group: _____ Date: _____

Director, Special Projects Group: _____ Date: _____

Director, Trade Compliance Group: _____ Date: _____

Chief Compliance Officer: _____ Date: _____

The Responsible Manager is (i) the Country Manager for all Too Big to Fail, Inc. Personnel in the country organizational structure and (ii) the Regional Vice President for all Too Big to Fail, Inc. Personnel in the regional organizational structure. The Responsible Manager for the Country Manager or a Regional Vice President or above is the direct supervisor of that employee. For the Company's CEO or those employees whose direct supervisor is the CEO, any required approvals must be obtained from the Chief Compliance Officer.