

**CORPORATE PROFESSIONALS
CAPITAL PRIVATE LIMITED**

CODE OF CONDUCT

CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

CODE OF CONDUCT

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CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

THIS CODE OF CONDUCT HAS BEEN ADOPTED BY CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED TO COMPLY WITH THE APPLICABLE LEGAL PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA AND CERTIFICATE OF REGISTRATION DATED 05.01.2009.

1. Preamble

This code of business conduct and ethics for Board of Directors and Senior Management of the Company (“Code”) helps maintain the standards of business conduct for Corporate Professionals Capital Private Limited (hereinafter referred to as “Company”) and ensures compliance with the legal requirements, specifically SEBI and Stock Exchange requirements. The purpose of the Code is to deter a wrong doing and promote ethical conduct. The matters covered in this Code are of the utmost importance to the Company, the shareholders and business associates.

The Code is applicable to the following persons referred to as Top Management:

- Board of Directors
- Compliance Officer
- Executive Staff
- All professionals serving in the roles of Finance, Tax, Accounting, Treasury, Internal Audit, Financial Analyst and Investor Relations with respect to the matters relating to the Company i.e. Corporate Professionals Capital Private Limited and its client as detailed below.

As ethical business conduct is critical to the business of the company, Top Management Personnel are expected to read and understand this Code, uphold the standards in day-to-day activities, and comply with applicable laws, rules and regulations, service regulations and other conduct, and all applicable policies and procedures adopted by the company from time to time governing the conduct of the employees.

Because the principles described in this Code are general in nature, the top management personnel should also review the company’s other applicable policies and procedures for more specific instruction. Nothing in this Code or in any Company Policies and Procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

The top managerial personnel should sign the acknowledge form at the end of this Code and return the form to the Company Secretary indicating that they have received, read and

understood, and agree to comply with the Code. The signed acknowledgement form will be located at the Registered Office of the Company. Each year as part of the annual review, top managerial personnel will be asked to sign an acknowledgement indicating their continued understanding of the Code.

2. Objective:

The Company desires to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

The Company is committed to transparency and fairness in dealing with all shareholders and in ensuring adherence to all laws and regulations.

Every insider & designated employee has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No insider & designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, the Company hereby notifies that this code of conduct is to be followed by:

- Board of Directors
- Compliance Officer
- Executive Staff
- All professionals serving in the roles of Finance, Tax, Accounting, Treasury, Internal Audit, Financial Analyst and Investor Relations.

3. Definitions:

- a) **'Company'** means Corporate Professionals Capital Private Limited;
- b) **'Compliance Officer'** means the Company Secretary of the Company;
- c) **'Connected Person'** means any person who
 - i) is a director of the company or deemed to be a director of the Company

Or

 - ii) an officer or employee of the company; or
 - iii) has a professional or business relationship with the company, whether temporary or permanent and who may reasonably be expected to have an access to unpublished price sensitive information.

Connected Person shall also mean any person who is a connected person six months prior to the act of insider trading.

- d) **'Dealing in Securities'** means subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent and includes exercising of options;

- e) **'Deemed Connected Persons'** means and includes:
 - i) A Company under the same management or group or any subsidiary of the Company; or
 - ii) An intermediary as specified in section 12 of the SEBI Act, Investment Company, Trustee Company, Asset Management Company or an employee or director thereof or an official of a stock exchange or of clearing house or corporation.
 - iii) A merchant banker, share transfer agent, registrar to an issue, debenture trustee, broker, portfolio manager, Investment Advisor, sub-broker, Investment Company or an employee thereof, or, a member of the Board of Trustees of a mutual fund or a member of the Board of Directors of the Asset Management Company of a mutual fund or is an employee thereof who have a fiduciary relationship with the Company.
 - iv) Member of the Board of Directors, or an employee, of a public financial institution.
 - v) An official or an employee of a Self Regulatory Organization recognized or authorised by the Board of a regulatory body.
 - vi) A relative of any of the aforementioned persons.
 - vii) A banker of the Company.
 - viii) Relatives of the connected person.
 - ix) A concern, firm, trust, Hindu Undivided Family, company or association of persons wherein any of the connected persons as defined in 2c(i) above or any of the persons mentioned in sub-clauses (vi),(vii), or viii of this clause have more than 10% of the holding or interest.

- f) **'Investigating Authority'** shall mean any Officer of the Board or any other person, not being a firm, body corporate or an association of person, having experience in dealing with problems relating to the securities market and who is authorised by the Board.

- g) **'Relatives'** shall mean a person, as defined in Section 6 of the Companies Act, 1956.

- h) **‘Dependent Family Members’** shall mean the employee’s spouse, dependent parents and dependent children;
- i) **‘Designated Employee’** shall mean:
 - i) Managing and Whole-time Directors;
 - ii) Presidents / Functional Director/ Vice Presidents;
 - iii) Sr. General Managers/ General Managers;
 - iv) All management staff in the Finance and Secretarial Departments of the Head Office of the Company; and
 - v) Employees designated by the Board of Directors/ Chairman and Managing Director from time to time to whom the trading restrictions shall be applicable.
- j) **‘Free Period’/‘Trading Window’** means any Period other than the **Prohibited Period**.
- k) **‘Insider’** means any person who is or was a “Connected Person” or a “Deemed Connected Person” and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of a company or who has received or has had access to such unpublished price sensitive information.
- l) **‘Insider Trading’**- When insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions, the action is referred to as insider trading;
- m) **‘Officer’** means any person as defined in clause (30) of section 2 of the companies Act 1956, including an auditor of the Company;
- n) **‘Management Committee’** means a committee consisting of two members as may be appointed or reappointed by the Board of Directors from time to time;
- o) **‘Price Sensitive Information’** any information which relates directly or indirectly to the company and which if published is likely to materially affect the price of securities of the Company.

Explanation: The following shall be deemed to be price sensitive information:-

- i) Declaration of financial results of the company (quarterly, half-yearly and annually).
- ii) Declaration of dividends (both interim and final);
- iii) Issue of Securities by way of Public/Rights/Bonus etc.
- iv) Any major expansion plans or execution of new projects;

- v) Amalgamation, mergers or takeovers and buy-back.
 - vi) Disposal of the whole or substantially whole of the undertaking;
 - vii) Any changes in policies, plans or operations of the company.
- p) **“Prohibited Period”** means the period of 7 days prior to the meeting in which the Board of Directors are to consider any price sensitive information and ending after 24 hours from the time such information is made public.
- i. Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman & Managing Director.
 - ii. This is the period during which the Trading Window is closed.
- q) **“Unpublished Information”** means information which is not published by the Company or its agents and is not specific in nature.

Words and expressions not defined in these regulations shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India Act, 1992

4. General Standards of Conduct

The Company expects top management to exercise good judgment to ensure the safety and welfare of the employees, business associates and to maintain cooperative, efficient, positive, harmonious and productive work environment and business organisation. These standards apply while working on Company premises, at Offsite locations, Company sponsored business and social events or at any other place where the personnel are representing the Company.

Notwithstanding anything contained in this document, every person on whom this document is applicable, shall:

- i) Make all the efforts to protect the interest of all investors.
- ii) Maintain high standards of integrity, dignity and fairness in the conduct of its business.
- iii) Fulfill its obligations in a prompt, ethical, and professional manner.

- iv) Exercise due diligence, ensure proper care and exercise independent professional judgment at all times.

5. Human Resource and obligation of the company

- i) The top managerial personnel shall ensure that any person employed or appointed to conduct business is fit and proper and otherwise qualified to act in the capacity so employed or appointed (including having relevant professional training or experience).
- ii) It shall be ensured that adequate resources are available to supervise diligently and does supervise diligently persons employed or appointed by it in the conduct of its business, in respect of dealings in securities market.
- iii) The company shall be responsible for the acts or omissions of its employees and agents in respect of the conduct of its business.

6. Corporate Business Opportunities

In carrying out their duties and responsibilities, directors should avoid:

- i) appropriating corporate business opportunities for themselves that are discovered through the use of Company property or information or their position as directors;
- ii) using Company property or information, or their position as directors, for personal gain; and competing with the Company.

A corporate business opportunity is an opportunity;

- a) which is in the Company's line of business or proposed expansion or diversification;
- b) which the Company is financially able to undertake and
- c) which may be of interest to the Company.

A director who learns about such a corporate business opportunity and who wishes to avail it, should disclose such opportunity to the Company's Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in such opportunity, then, and only then, the director may avail it, provided that the director has not wrongfully utilized the Company's resources in order to acquire such opportunity.

7. Conflicts of Interest

Each director should endeavor to avoid having his or her private interests interfering with;

- i) the interests of the Company or
- ii) his or her ability to perform his or her duties and responsibilities objectively and effectively.

Directors should avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from the Company, including loans from or guarantees of obligations by the Company. A director should make a full disclosure to the entire Board of any transaction or relationship that such a director reasonably expects could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions or relationships.

Examples include:

- i. **Employment/Outside employment:** In consideration of employment with the Company, top management is expected to devote their full attention to the business interest of the Company. Top management personnel are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the interest of the Company. The Company policy prohibits employees from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company or from taking part in any activity that enhances or supports a competitor's position. The top management personnel must disclose to the Company's Management Committee of any interest they have that may conflict with the business of the Company.
- ii. **Outside Directorships:** It is a conflict of interest to serve as a Director of any Company that competes with the Company. Top managerial personnel must first obtain approval from the Company's Management Committee before accepting a Directorship.
- iii. **Business interests:** If any of the top management personnel is considering investing in any customer, supplier, developer or competitor of the Company, then he or she must take care to ensure that these investments do not compromise on their responsibilities to the Company. The Company policy requires that approval of the Company's Management Committee should be obtained before making such investment. While analyzing any such investment proposal of top managerial personnel, the Management committee should consider various factors in determining whether a conflict exists,

including the size and nature of the investment, the ability to influence Company's decision, access to confidential information of the Company or of the other Company and the nature of relationship between the Company and the other Company.

- iv. **Related parties:** As a general rule, top management personnel should avoid conducting Company business with a relative or with a business in which a relative is associated in any significant role. Relatives include members of HUF, Husband, Wife, Father, Mother, Son, Son's wife, Daughter, Grandparents, Grandchildren, Aunts, Uncles, Nieces, Nephews, Cousins, Step relationships and In-laws. If such a related party transaction is unavoidable, the same should be taken up only with the approval of the Management Committee. The most significant related party transactions, particularly those involving the Company's directors or executive officers must be reviewed and approved in writing by the Company's Board of Directors. The Company must report all such material related party transactions under applicable accounting rules, Company Law, SEBI and Stock Exchange regulations and other applicable rules. In any dealings with a related party, it must be conducted in such a way that no preferential treatment is given to this business. The Company discourages employment of relatives in positions or assignments within the same department and prohibits the employment of such individual in position that has financial dependence or influence.
- v. **Payment or gifts from others:** Under no circumstances top management personnel accept any offer or payment, promised to pay or authorisation to pay money, gift, or anything of value from the customers, vendors, consultants, either directly or through any members of the family or in any other manner that is perceived as intended, directly or indirectly to influence any business decision, any act or failure to act, or any commitment of fraud, or opportunity for the commitment of any fraud. In expensive gifts, in frequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Gifts given by the company or received should be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The nature and the cost must always be accurately recorded in the Company's books and records.
- vi. **Other situations:** Because other conflicts of interest may arise, it would be impracticable to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, the Management Committee should be consulted.

8. Duties towards Clients:

While dealing with clients, the company shall follow the following principles:

- i. The top management shall not discriminate amongst its clients, save and except on ethical and commercial considerations.
- ii. The top management shall not make any statement, either oral or written, which would misrepresent the services that the Merchant Banker is capable of performing for any client or has rendered to any client.
- iii. The top management shall make appropriate disclosure to the client of its possible source or potential areas of conflict of duties and interest while acting as Merchant Banker which would impair its ability to render fair, objective and unbiased services.
- iv. A Merchant Banker shall always endeavor to render the best possible advice to the clients having regard to their needs.
- v. The top management shall ensure that any change in registration status / any penal action taken by the Board or any material change in the Merchant Banker's financial status, which may adversely affect the interests of clients / investors is promptly informed to the clients and any business remaining outstanding is transferred to another registered intermediary in accordance with any instructions of the affected clients.
- vi. The top management shall not indulge in any unfair competition, such as weaning away the clients on assurance of higher premium or advantageous offer price or which is likely to harm the interests of other Merchant Bankers or investors or is likely to place such other Merchant Bankers in a disadvantageous position while competing for or executing any assignment.
- vii. The company shall have internal control procedures and financial and operational capabilities which can be reasonably expected to protect its operations, its clients, investors and other registered entities from financial loss arising from theft, fraud, and other dishonest acts, professional misconduct or omissions.
- viii. While executing any assignment as Merchant Banker, the company shall demarcate the responsibilities of the various intermediaries appointed by it clearly so as to avoid any conflict or confusion in their job description.

9. Disclosure to the Regulators and Public

The company policy is to provide full, fair, accurate, timely, and understandable disclosures and shall not make untrue statement or suppress any material fact, in reports and

documents that are filed with or submitted to the regulators and in other public communications. Accordingly, top management must ensure that they and others in the Company comply with the disclosure controls and procedures and internal controls for financial reporting.

The top management shall ensure that the Board is promptly informed about any action, legal proceedings etc., initiated against it in respect of material breach or non compliance by it, of any law, rules, regulations, directions of the Board or of any other regulatory body.

The top management shall ensure that adequate disclosures are made to the investors in a timely manner in accordance with the applicable regulations and guidelines so as to enable them to make a balanced and informed decision.

The top management shall endeavor to ensure that the investors are provided with true and adequate information without making any misleading or exaggerated claims or any misrepresentation and are made aware of the attendant risks before taking any investment decision and that copies of the prospectus, offer document, letter of offer or any other related literature is made available to the investors at the time of issue or the offer.

The company or any of its employees shall not render, directly or indirectly, any investment advice about any security in any publicly accessible media, whether real-time or non-real-time, unless a disclosure of his interest including a long or short position, in the said security has been made, while rendering such advice.

In the event of an employee rendering such advice, the company shall ensure that such employee shall also disclose the interests, if any, of himself, his dependent family members and the employer merchant banker, including their long or short position in the said security, while rendering such advice.

10. Investors' Grievance Redressal

The company shall, at all times, put in place a mechanism for redressal of investors' grievances/ complaints. In this regard, every person on whom this document is applicable shall follow the following principles:

- i. Investors be treated fairly at all times.
- ii. Complaints raised by investors are dealt with courtesy and on time.
- iii. The investors are fully informed of avenues to escalate their complaints/grievances within the organization and their rights to alternative remedy, if they are not fully satisfied with the response of the company to their complaints.

- iv. The company shall treat all complaints efficiently and fairly.
- v. The employee of the company must work in good faith and without prejudice to the interests of the investors.

11. Use of Company Assets or records

Care should be taken care to ensure that the assets of the Company are not misappropriated, loaned to others or sold or donated without appropriate authorisation. The Company records have to be maintained and managed properly.

12. Prevention of Corruption

The Company requires full compliance with the prevention of corruption regulations which has the objective of prevention of corruption of any nature.

13. Confidential Information

The Company's confidential information is a valuable asset. The Company's confidential information includes all trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, administration, research in connection with the Company and commercial, legal, scientific, technical data that are either provided or made available to the top management by the Company to facilitate their work or that the top management able to know or has obtained by virtue of their position with the Company. All confidential information must be used for the Company's business purposes only.

Directors should maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain.

The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any director or anyone other than the Company. These obligations apply not only during a Director's term, but thereafter as well.

14. Fair Dealing

In carrying out their duties and responsibilities, directors should endeavor to deal fairly, and should promote fair dealing by the Company, its employees and agents, with customers, suppliers and employees.

Directors should not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

Further, while executing any assignment as Merchant Banker, the top management personnel should maintain arms length relationship between its merchant banking activity and any other activity.

15. Compliance With Laws and Regulations

In carrying out their duties and responsibilities, directors should comply, and endeavor to ensure that the management is causing the Company to comply, with applicable laws, rules and regulations. In addition, if any director becomes aware of any information that he or she believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another director, then such director should bring such information to the attention of the Board of Directors of the Company. The company as well as the top managerial personnel should also comply with the award of the ombudsman passed under Securities and Exchange Board of India (Ombudsman) Regulations, 2003.

16. Insider Trading

Directors should observe all applicable laws with respect to the purchase and sale of the Company's securities. It is the responsibility of each director to become familiar with and understand these laws and regulations.

Insider Trading generally involves the act of subscribing or buying or selling of the Company's securities, when in the possession of any Unpublished Price Sensitive Information about the Company. It also involves disclosing any Unpublished Price Sensitive Information about the Company to others who could subscribe or buy or sell the Company's securities. Insider Trading invokes severe civil and criminal penalties not only on the Insider

but also on the Company in certain circumstances under the Regulations issued in India under the Securities and Exchange Board of India (SEBI) Act, 1992.

“Price sensitive information” is information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of Securities of a Company. It is important to note that both positive and negative information could be price sensitive.

The top management shall ensure that any person to whom this document is applicable, shall not be a party to or instrumental for -

- i) creation of false market;
- ii) price rigging or manipulation or;
- iii) passing of unpublished price sensitive information in respect of securities which are listed and proposed to be listed in any stock exchange to any person or intermediary in the securities market.

17. Political Contributions

It is the Company’s policy to comply fully with all local, state, foreign and other applicable laws, rules and regulations regarding political contributions. The Company’s funds or assets must not be used for or be contributed to political campaigns or political practices under any circumstances without the prior approval of the Board of Directors of the Company.

18. Encouraging the reporting of illegal or unethical behavior

Directors should endeavor to ensure that management is causing the Company to promote ethical behavior and to encourage employees to report evidence of illegal or unethical behavior to appropriate Company personnel. Directors should endeavor to ensure that the Company will not allow retaliation against any employee who makes a good faith report about a possible violation of the Company’s Code of Conduct.

19. Role and Duty of Compliance Officer

Company Secretary of the Company designated as compliance officer shall report to the Chairman and Managing Director of the Company. The role and duties of Compliance Officer Shall be as under:

- **Duties relating of Legal Compliances**

The compliance officer is responsible for ensuring the compliances relating to the Company under the SEBI (Merchant Bankers) Regulations, 1992, Companies Act, 1956, SEBI (ICDR) Regulations, 2009, Listing Agreement and any other law, if any, applicable to the Company.

- **Duties relating to Insider Trading:**

- To maintain a record of designated employees and any changes made to the list of Connected Persons.
- To specify Prohibited Period from time to time and immediately make an announcement thereof in consultation with the Chairman & Managing Director and as directed by the Board and also to maintain a record of Prohibited Period specified from time to time.
- To set forth policies, procedures & monitor adherence to the rules for the preservation of 'price-sensitive information', 'pre-clearing of designated employees' and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company.
- To maintain records of all the declarations submitted in the appropriate form given by the insider & designated employee for a minimum period of three years.
- To place before the Chairman & Managing Director, on a monthly basis all the details of the dealing in the securities by the insider & designated employees accompanying documents that such persons had executed the transaction under the pre-dealing procedure as envisaged in these rules.
- To inform all the Stock Exchanges on which the Companies shares are listed of any price sensitive information on immediate basis.
- To intimate to all Stock Exchanges on which the shares of the company are listed of the information received under clause 5.
- To oversee and co-ordinate disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman & Managing Director.
- To ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.
- To inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 1992 within 7 days of knowledge of violation.

- **Others**

- To observe and guide the Company in maintaining highest degree of Corporate Governance.
- To inform the Company immediately about the emergence of any situation that may disqualify him / her from directorship.
- Not to hold any office or place of profits in the company by himself / herself or by his / her relatives without full disclosure of information in connection therewith.

20. Non-Compliance

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Management Committee. All reported violations should be appropriately investigated.

Any waiver of this Directors' Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies or against any person who is assisting in any investigation or process with respect to such a violation is prohibited.

21. Waivers and amendment of the Code

The Company is committed to continuously reviewing and updating the policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors.

Approved by the Board of Directors of Corporate Professionals in its meeting held on 05.01.2009

For Corporate Professionals Capital Private Limited

Pavan Kumar Vijay

Managing Director

Enclosed: Consent Forms

Consent Forms

For the quarter ended.....

Personal Information	
Name: _____	<input type="checkbox"/> Male <input type="checkbox"/> Female
Mailing Address _____ _____ _____	Postal Code: _____
Phone: (Home): _____	Phone: (Work) _____
Email: _____	Designation: _____

I acknowledge that I have read and understood the contents of the code of conduct document (hereinafter referred to as **“this document”**) for Merchant Banker.

I acknowledge I have been given the opportunity to review the contents of this document and I am responsible for knowing its contents and for keeping myself aware of any changes to the Document’s contents.

I acknowledge I have been given the opportunity to ask questions on any policy whose meaning was not clear to me. In particular, I understand the meaning of my rights and responsibilities under this documents.

I acknowledge I have been given full opportunity to discuss the implications of this consent of my own free will and my decision is not based upon representations or advice by representatives of the Department.

I hereby give my consent, dated this ___ day of _____, 2009.

Signature