

Part I

Legal context of PAP S.A.

1.1. - PAP SECURITE SERVICES
Delmas 52, Imp. Chevalier # 4

1.2. - PAP SECURITE SERVICES, a business concern working in the field of security, surveillance and conveyance of bank funds since March 1994, duly authorized by the Department of Interior and Territorial Authorities, is a division of PAP S.A., licensed public corporation governed by enforceable Haitian laws, by Notice of the Department of Commerce and Industry dated February 1, 1990, published in the Official Gazette "Le Moniteur" No. 54 of June 25, 1990, fiscally identified under number 000-93-203 and taxed and imposed under number 0295563.-

The Company has a workforce of more than a thousand agents covering the entire territory of the Republic, as it provides services to two (2) prominent banking institutions with branches throughout the country.

Since May 2004, PAP Sécurité Service is a member of the Professional Association of Security Firms (Association professionnelle des Agences de Sécurité, APAS) and Mr. Mario VIAU is chair of this Association.

As a member of said Association, PAP Sécurité Service, along with other member companies, has committed itself to play a more important role on the social level. Indeed, aware of the complexity of the environment in which security agents work, these companies have implemented various programs aimed at creating a more secure atmosphere, allowing the agents to perform in more stable conditions, securing them in their commitments in order to provide a better service.

These programs consist in the construction of public housing, schools and the creation of a relief and aid fund.

1.3. - The Company is managed and controlled by a team of professionals led by:

Mr. Mario VIAU, Chief Executive Officer
Mrs. Marie Lourdes VIAU, Director of Administration and Personnel
Mr. Stanley SAINT-LOUIS, Technical and Operations Manager

A team of young executives assists them in their mission.

1.4. - All legal instruments attached hereto (**Re. Annex I**), such as: copies of License and Authorization to operate, "Le Moniteur", Business License Tax, are proof that PAP Sécurité Service is operating in the country as a ethical body, reliable and trustworthy.

1.5. - Work accomplished for more than Ten (10) years:

List of Customers:

The Company provides daily security services to Embassies, Non-Governmental Organizations, Banking Institutions, Government Offices, Private Institutions, Businesses, and Private Residences

Embassies

- Embassy of The Bahamas
- Embassy of Spain
- Embassy of Brazil
- Embassy of Japan

Non-Government Organizations

- CCHC
- Aupelf-Uref
- CGF
- MINUSTAH
- Implementation Cell FCPHC
- DID, Développement International Desjardins (Desjardins International Development, DID)
- Paul Guérin Lajoie Foundation
- UNICEF
- FAO
- OAS
- Save the Children
- PALIH
- PARC

Banking Institutions

- UNIBANK
- Capital Bank
- Capital Carte
- National Micro credit
- Unicarte
- Unitransfer

Private Institutions and Businesses

- Vieux Law Firm (Cabinet Vieux)
- Capital Consult
- DHL
- Haytian Tractor
- IMSA (Fleuriau & Corail)
- IMT Warehouse
- INUQUA
- Jeafa
- Maison Dupuy
- Berne Street Medical Center (Polyclinique de la ruelle Berne)
- Signal FM Radio Station
- Metropole Radio Station
- TOTAL Service Station
- Star Mart (Airport Road)
- Access Haiti
- Unapon
- Video Gaming Haiti S.A.
- Tanis Jumelle Complex
- Geo Wiener
- Jr Stationery Shop (Jr Papeterie)
- Arc-en-Ciel Foundation
- Gim S.A.
- Gill S.A.
- Enamex
- Sipco
- Samco
- Famosa

Private Residences

- Residence of Les Moulins d'Haïti executives
- Mr. Joseph Issa's residence
- Mr. Franck Helmcke's residence
- Atty. Serge Henri Vieux' residence
- Mr. Raphael Ismery's residence
- Residence of the Ambassador of Brazil
- Residence of the Ambassador of Spain
- Residence of the Ambassador of The Bahamas
- Residence of the Expert of the Royal Gendarmerie of Canada
- Residence of the Chargé d'Affaires of Japan
- Residence of Japanese Experts
- Mr. Carl Braun's residence

Part II

AGENTS RECRUITING PROCESS

2.1. - PAP SECURITE SERVICES employs all persons qualified within their competence without discrimination as to social level, race, sex, and religion. All candidates must fulfill the necessary form and content requirements and abide by the Company's criteria.

- Candidates must be 22 years of age or more.
- They must know how to read and write. High School equivalency is required by the Company.

Candidates must submit a complete dossier, which shall be forwarded to the Human Resources Division for verification of the information provided. Candidates will submit the following documents to be kept in the Company's archives:

- a) Copy of Birth Certificate
- b) Copy of Identification Card
- c) Medical Certificate of DASH
- d) Blood Type
- e) Certificate of Good Character from the Civil Court of the district of their last residence
- f) Finger print Certificate from the Identification Division of the National Police of Haiti
- g) Letter from last employer or certificate of end of studies
- h) Letter of recommendation from individuals deemed reliable by the Company.

Once the files are complete, each candidate shall be interviewed individually. Following the interview, the candidates will be declared competent or not to proceed with the endurance tests, upon which their performance is based allowing them to follow the training courses as security agents and pass the necessary exams to be admitted at PAP SECURITE SERVICES.

2.2. - Each candidate has an interview with the Director of Personnel, takes an admission test, and a physical test, as set forth by the Company. Should he pass such tests, he will follow the relevant courses to become a security agent:

- a) Introduction to the administration
- b) Role of interior surveillance
- c) Applied psychology
- d) Introduction to investigation technique
- e) Politeness and discipline
- f) Writing reports
- g) Communication
- h) First Aid (Theory and Practice)
- i) Self-defense (Theory and Practice)
- j) Shooting (Theory and Practice)

All year long, the Company provides refresher courses for its various agents.

2.3. - Agents are recruited and selected based on a physical evaluation and receive a training before being assigned to a post. Such training includes courses in theory and in practice on arms drill (.12 caliber rifles, .38 caliber handguns, and 9mm and .45 caliber pistols), the personal preparation of an agent (behavior and good manners on the job), discipline and courteousness, self-defense and overcoming an adversary without the use of a firearm (baton, neutralizing gas and handcuffs), reconnaissance and patrol (use of metal detectors), detection of explosive devices and similar equipment, the protection of very important persons (bodyguard).-

- a) A .12 caliber shotgun or a .38 caliber handgun
- b) A baton
- c) A pair of handcuffs
- d) Walkie-talkie and charger
- e) Identification badge
- f) One metal detector upon request

2.4. - Agents shall always wear the Company's uniform. They shall be provided with the following equipment:

- a) Walkie-talkie
- b) A .12 caliber shotgun or a .38 caliber handgun
- c) A pair of handcuffs and a baton
- d) Neutralizing gas
- e) Log book
- f) Flashlight
- g) Overcoat
- h) Uniform with PAP SECURITE SERVICES logo
- i) Identification badge
- j) Metal detector, if necessary

PROCEDURE AND PRINCIPLES APPLIED BY THE COMPANY

- 1) The directors of PAP SECURITE SERVICES as well as the agents shall abide by the bonding terms of the agreement concluded between both parties by serving and protecting the parties interested against illegal acts (armed robbery, various attacks and so forth) in accordance with the high level of responsibility of their profession.
- 2) In the performance of their duties, the agents shall show respect for human dignity, defend and protect the fundamental rights of all individuals placed under their protective perimeter.
- 3) The agents shall not commit any action of corruption. They shall also be against all similar actions and prevent them from occurring in their post. Under such circumstances, he shall be authorized to contact without delay his immediate superior through the most efficient means.
- 4) Agents may resort to force only if absolutely necessary and within the requirements of their attributions.

In the preparation of its agents, PAP S.A. gives strong emphasis to self-defense in the situation of an exterior attack; where the agent must primarily use all peaceful methods (for instance, the appropriate language to the circumstances) in order to overpower or restrain the attack, and finally where the response must be proportional to the attack so as to avoid any abuse of power.

- 5) In the performance of their duties, the agents shall resort, as much as possible, to non-violent methods before using force or their service weapons. They shall use such weapons only if all other methods failed or did not have the wanted effects.
- 6) When duly authorized by the Company to use force and, in particular instances, the service weapon, the agent shall only strictly use it proportionately to the objective to attain.
- 7) No PAP S.A. agent shall inflict, cause or allow any act of torture or any other cruelty treatment, inhumane or degrading, or invoke an order by his immediate superior in special occasions such as the possible attack of a post, a threat against the safety of the persons present on the premises under his protection, or any other exceptional situation, to justify torture or any of the above-mentioned treatments.
- 8) All individuals apprehended at a post shall be placed under the responsibility of PAP S.A. through its agent(s) at that post and a connection is made with the National Police of Haiti for all necessary purposes. Such an individual shall not be submitted to violence or inhumane treatment while in the custody of the agents.

The agent witness to such prohibited conduct under the terms of these principles engages his own disciplinary responsibility if he does not take action to bring it to an end or fails to report it to management. A disciplinary board shall be constituted for that purpose with the Director of Interior Surveillance and the General Manager.

- 9) The agent has the responsibility to take all necessary measures to protect the life and properties of all persons duly identified within the perimeter of his service.
 - 10) Violation of any of these principles by an agent of PAP S.A. is reported to the Disciplinary Board for the proper disciplinary measures to be applied, as provided by the internal rules and regulations of the Company and in accordance with the applicable laws.
- 2.6. - The Company may provide agents speaking French, Creole, and some English to meet the requirements under the terms of agreements concluded between the Company and foreign organizations.
- 2.7. - High School equivalency is required by the Company.

Part III

Supervision of the Agents

- 3.1. - Supervision depends on the type service required by the customer.
- a) A vehicle with chauffeur and supervisor oversees the posts
 - b) Relief occurs from 06:00 to 18:00 hours and from 18:00 to 06:00 hours (every 12 hours with two vehicles)
 - c) In case of rapid intervention, two vehicles are available.

3.2. - Board of Directors and Management

Chain of Command

The Company is managed by a Board of Directors chaired by Mr. Mario VIAU, a Haitian citizen, living and domiciled in Port-au-Prince, and has the following administrative areas:

- a) General Direction
- b) Administrative Management
- c) Technical and Operations Direction

These different administrative areas are divided in services and sections in charge of training of agents, logistics, inspection, communication, and equipment. These areas are under the supervision of executives and technicians graduated from Haitian and foreign universities and have an extensive experience in their fields of operation.

The Company also has a Legal and a Financial Counsel.

Above executives have been part of the Company from the start and are members of the Board of Directors assisting Management in their mission.

Within the Company, hierarchy principles are very strict and applied literally. The Technical and Operations Director has seven (7) assistants covering specific regions, supervising different posts as well as personal contacts with customers. They are assisted by supervisors chosen according to their competence and receive an appropriate training at PAP Sécurité Service on management of personnel (supervision of agents).

3.3. - The Company has a Station or Base ensuring 24/24 coordination with the various posts through an autonomous system of radio communication, functioning in UHF, FRS, and VHF. Calls are placed every hour during the day shift and also every hour during night shift.

In addition, a Special Unit, the *Groupe d'Appui du Personnel, GAP* (Staff Support Group) under the supervision of the Technical and Operations Director of the Company and his assistants is ready to intervene 24/24, if necessary, with the help of the National Police of Haiti, in order to provide effective and efficient control.

Part IV

- a) The agents are covered by a private medical insurance plan with the *Mutuelle ProCare* Insurance Company and also by the mandatory OFATMA and ONA insurance plans as provided by the law. They also benefit from a loan and life-insurance plan offered by the Company.
- b) The agent is entitled to fifteen (15) days of sick leave with pay as provided by the law and the internal rules and regulations of the Company.
- c) The agent is entitled to fifteen (15) day paid vacation per year, as provided by the law and the internal rules and regulations of the Company.
- d) The agent is entitled to a bonus, which he receives in two installments: in September and in December.

Part V

Liabilities

In case of robbery on the premises protected by the agents, when all regulatory safety measures have been respected, the Company shall take full responsibility for the robbed equipment or object following due investigation and report confirm the agent's fault.