

[PLEASE INSERT YOUR COMPANY LETTERHEAD]

[For Private Entity]

[Please Insert Date]

Joelle Chassard
Manager, Carbon Finance Unit
The World Bank, 1818 H St, NW
MSN MC 4-414
Washington, DC 20433
United States of America

Dear Ms Chassard:

We wish to express our interest in participating in the Carbon Partnership Facility (**CPF**) that may be established by the International Bank of Reconstruction and Development (**IBRD**). In order to assess our potential participation, we understand you may provide us with access to information relating to the CPF, including, but not limited to, the confidential Supplementary Information for the Information Memorandum for prospective buyer participants in the CPF and the Participation Agreement (collectively, the **Confidential Information**).

We understand that it is a condition of our access to the Confidential Information that:

1. We have the financial capacity associated with acquiring an interest in the Carbon Fund of the CPF for a minimum amount of Euro 35,000,000;
2. We are a qualified investor as shown in our answers to the “Subscriber Status Questionnaire” attached to this Letter;
3. We keep the Confidential Information confidential in accordance with the provisions outlined below.

We agree to keep confidential, and not to publish, disclose or otherwise divulge to anyone (and to cause our officers, directors, employees, agents and representatives to keep confidential, and not to publish, disclose or otherwise divulge to anyone) the Confidential Information and, at your request (except as provided below), promptly to return to you or destroy the Confidential Information and all copies thereof, extracts therefrom and analyses or other materials based thereon, except that we shall be permitted to disclose information (i) to the extent required by applicable laws and regulations or by any subpoena or similar legal process or (ii) to the extent you shall have consented to such disclosure in writing.

Finally, we hereby agree that this Letter contains the entire agreement between us, concerning the Confidential Information, and that no modifications of this Letter or waiver of the terms and conditions hereof will be binding except by a written Agreement between the IBRD and ourselves.

Signed and Agreed

By

Name of person authorized to access website:

Name:

Position:

Title:

Date:

Name and email address:

Position:

Title:

Date:

The International Bank for Reconstruction and Development

SUBSCRIBER STATUS QUESTIONNAIRE

The purpose of this Subscriber Status Questionnaire is to assure the International Bank for Reconstruction and Development (the "IBRD") that each prospective participant will meet the minimum standards established for participation in the Carbon Partnership Facility (the "Facility").

By signing this Subscriber Status Questionnaire, you agree that the IBRD may disclose the information contained herein if it is called upon to establish the availability of an exemption from registration or licensing requirements in any jurisdiction in which participation is offered. The undersigned understands that the IBRD will rely upon the following information for purposes of such determination.

The undersigned understands that this Subscriber Status Questionnaire is merely a request for information and is not an offer to sell or a solicitation of an offer to buy or a sale of the interests described by the IBRD and that no sale will occur prior to the acceptance of the undersigned's subscription by the IBRD.

ALL QUESTIONS MUST BE ANSWERED. If the answer to any question is "No" or "Not Applicable," please so state. Please print or type your answers.

CERTIFICATION

The undersigned understands that the IBRD will rely upon the accuracy and completeness of its responses to the foregoing questions and represents and warrants to the IBRD as follows:

1. The answers to the above questions are true and accurate as of the date hereof and will be true and accurate as of the closing time and may be relied upon by the IBRD in determining whether the subscription in which the undersigned proposes to participate is exempt from registration under the securities laws of any relevant jurisdiction;
2. The undersigned will immediately notify the IBRD in writing of any material change in any statement made herein that occurs prior to the closing of any participation by the undersigned in the IBRD;
3. The undersigned is aware that the interests in the Facility are meant only for sophisticated investors with comprehensive knowledge of and experience in financial and business matters as well as relevant carbon finance matters;
4. The undersigned is able to bear the economic risk of a subscription in the Facility of the size contemplated. In making this statement, consideration has been given to whether the undersigned can afford to hold the subscription for an indefinite period of time and whether the undersigned can afford a complete loss of its investment. The undersigned offers as evidence of its ability to bear the economic risk, the information contained in this Subscriber Status Questionnaire;
5. The participation of the undersigned in the Facility will be solely for its own account, and not for the account of any other person or with a view toward resale, assignment, fractionalization, or distribution thereof; and
6. The undersigned will provide the IBRD any information, including financial information, as it may need to ensure that the subscription the undersigned proposes to participate in is exempt from registration under the securities laws of any relevant jurisdiction.

IN WITNESS WHEREOF, the undersigned executed this Subscriber Status Questionnaire

this ____ day of _____, 2008.

INDIVIDUALS SIGN HERE:

ENTITIES SIGN HERE:

Printed Name

Printed Name of Entity

Signature

Type of Entity

Signature of Person Signing

Title of Person Signing

Address of Residence:

Address of Principal Place of Business:
