

Terms & Conditions for SOCIALCARBON Registration Process

Parties:

Instituto Ecologica de Palmas, Nongovernmental organization, with registered head office at Qd. 604 Sul, Alameda 14, Lote 37, ZIP 77022-030 Palmas, Tocantins, Brazil (hereunder the “Ecologica Institute”),

And

Sustainable Carbon - Projetos Ambientais Ltda. a Brazilian company located at Rua Doutor Bacelar, 368 / Conj. 54 - Vila Clementino, Zip code: 04026-001 São Paulo/SP, Brazil, registered under the Brazilian Law n. 09510073-0001 06 (hereunder the “Sustainable Carbon”)

Whereas:

The Ecologica Institute as the operator of the SOCIALCARBON® certification program for carbon offset projects, requires the acceptance of these Terms & Conditions for registration of projects and carbon units at the SOCIALCARBON Registry
<http://www.markitenvironmental.com/social.php>.

The SOCIALCARBON Registry is operated and owned by **Markit Group Limited**, a company incorporated in England (company number 04185146) whose registered office is at Level 5, 2 More London Riverside, London, SE1 2AP (“Markit”).

The following Terms & Conditions are defined by the Ecologica Institute as requirements for the registration of projects and carbon units at the SOCIALCARBON Registry. Registration is also subject to any rules defined by Markit.

Sustainable Carbon is a carbon offset project developer who wishes to issue units within the SOCIALCARBON Registry and therefore, accepts and commits to the Terms & Conditions hereunder.

1. Acceptance

- 1.1. **Sustainable Carbon** accepts this Terms & Conditions by returning a signed copy to the Ecologica Institute via e-mail: info@socialcarbon.org and to Markit via the pages on the Markit Environmental website www.markitenvironmental.com.
- 1.2. Any written notices to Sustainable Carbon shall be mailed according to the contact data below, or to any other that Sustainable Carbon may inform from time to time:

Name: Marcelo Haddad
Title: Technical coordinator
E-mail: marcelo@sustainablecarbon.com
Address: Rua Doutor Bacelar, 368 / Conj. 54 - Vila Clementino, Zip code: 04026-001 São Paulo/SP, Brazil
Phone: + 55 11 2649-0036
Fax:-

2. Identification of the Project

2.1. This Terms & Conditions apply to the following Project to be registered at the SOCIALCARBON Registry: **Argibem, São Sebastião and Vulcão Ceramic Fuel Switching Project**

3. Conformity with the SOCIALCARBON rules

3.1. When using the SOCIALCARBON Registry, Sustainable Carbon agrees in being in conformity with the SOCIALCARBON rules, including but not limited to the SOCIALCARBON Standard; the SOCIALCARBON approved indicators for the project and any Templates and Guidance available at www.socialcarbon.org.

4. Providing the required documents for registration

4.1. Sustainable Carbon shall send all the documents required by the Ecologica Institute for obtaining the additional SOCIALCARBON Standard certification by uploading these documents in the Markit Environmental Registry.

5. Payments

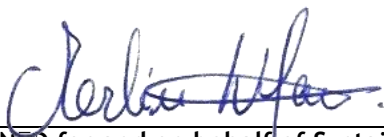
5.1. The Ecologica Institute will waive the payment of the SOCIALCARBON levy fee of US\$ 0.02 per tCO₂ issued for the **Argibem, São Sebastião and Vulcão Ceramic Fuel Switching Project**.

6. Term and Termination (or Sanctions)

6.1. If the Sustainable Carbon does not meet these conditions, the Ecologica Institute will notify the project developer about the non-conformity. In case the project developer does not address the non-conformity within 30 days after notification, the Ecologica Institute will inform Markit to do not authorize further registrations of SOCIALCARBON units for the project.

6.2. Only credits issued to the Project prior to the information sent to Markit may continue with the SOCIALCARBON certification, but the project will not be able to issue SOCIALCARBON units for the next periods.

These Terms & Conditions has been accepted as of the 8 day of December, 2011 ("**Effective Date**")



SIGNED for and on behalf of Sustainable Carbon - Projetos Ambientais Ltda by:
Name: Stefano Merlin
Title: Director