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ISSUANCE DEED OF REPRESENTATION

BY

[BEIJING INTERNATIONAL NEW ENERGY CO. LTD.]

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**THIS DEED OF REPRESENTATION** is made on [31 May 2012]

BY

[Beijing International New Energy Co. Ltd.].

No.6 Xibahe Road Chaoyang District Beijing, China

**THIS DEED WITNESSES** as follows:

1. **INTERPRETATION**

1.1 In this Deed:

**"Accountholder"** means any person holding a VCU account with a VCS Registry;

**"Approved GHG Program"** means a GHG program that has been approved by the VCS Board, through a gap analysis, as a VCS-approved GHG program;

**"GHG Program"** means a formal or organized program, scheme or arrangement for the recognition of activities leading to Reductions, or the crediting or issuance of instruments representing, or acknowledging, Reductions;

**"Issuance Representor"** is the party to this Deed, as set out at the start of this Deed, being one or more of: (i) the Project Proponent (ii) any entity to whom the Project Proponent has assigned all of its rights to the Project's Reductions for the entire Project Crediting Period, or (iii) any entity which can demonstrate sole right in respect of the entire volume of a Project's Reductions where such Reductions have been verified and the corresponding Verification Report has been issued on or before 30 September 2009;

**"Monitoring Report"** means the document that records data to allow the assessment of the Reductions generated by the Project during a given time period in accordance with the monitoring plan set out in the Project Description (Report no. [2], dated [30 June 2011], covering the Reductions generated from [1 May 2009 to 5 May 2010]);

**"Project"** means Inner Mongolia Ximeng Zheligentu Wind Farm Phase I Project;

**"Project Crediting Period"** means the time period for which Reductions generated by the project are eligible for issuance as VCUs, the rules with respect to the length of such time period and the renewal of the project crediting period being set out in the *VCS Standard*;

**"Project Description"** means the document that describes the Project's Reduction activities and that uses either the *VCS Project Description Template* or the project description template specified by the relevant approved GHG program;

**"Project Documents"** means the documents required to register the project and/or issue VCUs, as set out in VCS document *Registration and Issuance Process*;

**"Project Proponent"** means the individual or organization that has overall control and responsibility for the project, or an individual or organization that together with others, each of which is also a project proponent, has overall control or responsibility for the project;

**"Reduction"** means a reduction or removal of one metric tonne of CO<sub>2</sub> equivalent caused by the activities of a Project during the Project Crediting Period;

**"Validation/Verification Body"** means an organization approved by the VCSA to act as a validation/verification body in respect of providing validation and/or verification services in accordance with the VCS Rules;

**"VCSA"** means the Verified Carbon Standard Association;

**"VCS Project Database"** means the central project database that records all projects registered and VCUs issued under the VCS Program, and provides public access to all project and VCU information, including retirement and tracking of the AFOLU pooled buffer account;

**"VCS Registry"** means a registry operating within the VCS Registry System and holding a current registry approval from the VCSA, which interacts with the VCS Project Database to issue VCUs, and which holds, transfers (to and from other VCS Registries), retires, suspends, cancels and provides custodial services for VCUs on behalf of its Accountholders;

**"VCS Registry System"** means the system established by the VCS Program, comprised of the VCS Project Database and the VCS Registries, to provide project proponents with the ability to register projects, and issue, transfer, hold and retire VCUs;

**"VCS Rules"** means the rules and requirements set out in the *VCS Program Guide*, *VCS Standard* and the other VCS Program documents, as such rules and requirements may be updated from time to time;

**"Verification Period"** means the time period ([1 May 2009 to 5 May 2010]) specified in a verification report during which the Reductions were generated and have been verified by a Validation/Verification Body;

**"Verification Report"** means the written report of the verification made by the Validation/Verification Body in accordance with the VCS Rules (Report no. [2011-9383], dated [27 August 2011], covering the Reductions generated from [1 May 2009 to 5 May 2010]). and

**"Verified Carbon Unit" (VCU)** means a unit issued by, and held in a VCS Registry representing the right of an Accountholder in whose account the unit is recorded to claim the achievement of a Reduction in an amount of one (1) metric tonne of CO<sub>2</sub> equivalent that has been verified by a validation/verification body in accordance with the VCS Rules. Recordation of a VCU in the account of the holder at a VCS Registry is prima facie evidence of that holder's entitlement to that VCU.

1.2 Documents referred to in this Deed but not defined shall be the VCS documents to which the relevant definition relates.

## 2. REPRESENTATIONS

2.1 I comply with the definition of an "Issuance Representor", as set out in Clause 1 of this Deed, in relation to the Project.

2.1.1 I hereby represent that:

- (a) The Monitoring Report and any other Project Documents for which I am responsible and am supplying to a VCS Registry are true and accurate in all material respects;

