

THE NEW SHAPE OF ENERGY

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221 Crescent St., Ste. 103A
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Dear Valued Supplier:

I would like to take the time to recognize the significant contribution that our suppliers make to the success of Ogin and to thank you for your continued support. We attribute the success achieved in the ever-challenging markets in which we operate in large measure to the cooperative spirit and teamwork of our supplier community.

As we proceed in that cooperative spirit, we wish to emphasize our continued commitment to adhering to the highest ethical standards and practices. Our employees participate in ethics awareness programs designed to assure that each employee is thoroughly familiar with Ogin's policies relative to ethical behavior in dealing with suppliers, and the disciplinary actions to which they may be subject should they fail to abide by those standards. The ethical standards that are established in those policies remain the most important element in the conduct of our business.

Both Ogin and its suppliers are obliged to comply with the requirements of the Anti-Kickback Act of 1986. Our policy further prohibits employees from accepting from any actual or prospective supplier any gratuities, gifts, entertainment or other favors which are more than nominal value and from engaging in any other activities which create even the appearance of a conflict of interest or divided loyalty.

We are confident that our employees and suppliers conduct their business in a manner that is proper in all respects. This letter, however, is simply a reminder that our policy requires that any improper practice by any employee or supplier be dealt with promptly. We would appreciate your assistance in assuring compliance with those policies. We request that you advise the undersigned and/or General Counsel, P. Kealy, both at the above address if you discover any attempt by an Ogin employee to solicit a kickback, gratuity or other favor as a condition of doing business. Please be assured that any information you may provide will be handled with discretion and will be investigated thoroughly with appropriate action taken.

Thank you for your continued cooperation. I know your company shares the same interest as we do in conducting business in accordance with these standards.

Sincerely yours,

Robert B. Kane
Vice President, Procurement & Contracts
E-mail: rkane@oginenergy.com, telephone 781.609.4766

cc: Patrick Kealy, VP & General Counsel

SUMMARY OF ANTI-KICKBACK ACT REQUIREMENTS

Federal law prohibits any person from providing, attempting to provide, or even offering to provide any kickback, or from soliciting, accepting, or attempting to accept any kickback. "Kickback" means anything of value exchanged for an improper award or for improper favorable treatment in connection with a Government or commercial purchase order, contract or subcontract at any tier. Even indirect exchanges may be illegal kickbacks, if made in return for improper award or improper favorable treatment.

The law requires suppliers, contractors and subcontractors to report possible violations to the company, a Government contracting agency and/or the Department of Justice whenever they have "reasonable grounds" to believe a violation has occurred. Persons convicted of knowing and willful violations may be punished by a maximum prison term of ten years. Further, a convicted company and responsible employees may be fined within the entire range of fines, reaching as high as \$10 million, provided by the federal criminal code; they may also be debarred from Government contracting. A company and responsible employees may also be subject to civil fines for knowing violations, in the amount of twice each kickback involved in the violation plus up to \$10,000 for each kickback. In addition, any contract tainted with kickbacks may be cancelled without liability and the company or Government may recover any payments made under the contract. Finally, the Government may debar a company or an employee violating this law from further awards of government contract work. The devastating effect of these penalties makes strict compliance with the law and continuous attention to this policy by company employees a necessity for doing business with the Federal Government, whether as a prime contractor or a subcontractor.