



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

LICENSE No. IA-11134b

IRANIAN TRANSACTIONS REGULATIONS

EXECUTIVE ORDER 13599, "BLOCKING PROPERTY OF THE GOVERNMENT OF IRAN AND
IRANIAN FINANCIAL INSTITUTIONS"

LICENSE

(Granted under the authority of one or more of 22 U.S.C. §§ 2349aa-9, 8501-51, 50 U.S.C. §§ 1601-51, 1701-06, Executive Orders 12957, 12959, 13059, and 13599, and 31 C.F.R. Parts 501 and 560.)


To: **Omid Foundation USA (the "Licensee")**
c/o Kirkland & Ellis LLP
655 Fifteenth St. NW
Washington, DC 20005
Attn: Laura Fraedrich, Esq., and Paloma Zepeda, Esq.

1. Based upon your letters of September 26, 2008, December 4, 2009, and November 29, 2011, and additional correspondence dated March 1, 2012, to the Office of Foreign Assets Control, on behalf of your client, Omid Foundation USA (the "Application"), License No. IA-11134a is hereby amended and the transactions and activities delineated herein are hereby authorized.
2. This License is granted upon the statements and representations made in the Application or otherwise filed with or made to the Treasury Department as a supplement to the Application, or is based on information otherwise available to the Treasury Department, and is subject to the condition, among others, that the Licensee will comply in all respects with all regulations, rulings, orders, and instructions issued by the Secretary of the Treasury under the authority of Section 505 of the International Security and Development Cooperation Act of 1985, Section 103 of the Comprehensive Iran Sanctions, Accountability, and Divestment Act of 2010 (22 U.S.C. § 8512), Section 1245 of the National Defense Authorization Act for Fiscal Year 2012 (22 U.S.C. § 8513a), the National Emergencies Act (50 U.S.C. §§ 1601-51), Section 203 of the International Emergency Economic Powers Act (50 U.S.C. § 1702), and the terms of this License.
3. The Licensee shall furnish and make available for inspection any relevant information, records, or reports requested by the Secretary of the Treasury or any other duly authorized officer or agency.
4. This License **expires on March 31, 2014**, and is not transferable. This License is subject to the authorities cited above, and any regulations and rulings issued pursuant thereto. It may be revoked or modified at any time at the discretion of the Secretary of the Treasury. If this License was issued as a result of willful misrepresentation on the part of the applicant, it may, at the discretion of the Secretary of the Treasury, be declared void from the date of its issuance or from any other date.
5. This License does not excuse compliance with any law or regulation (including reporting requirements) administered by the Office of Foreign Assets Control or another agency applicable to the transactions herein licensed, nor does it release the Licensee or third parties from civil or criminal liability for violation of any law or regulation.

Issued on behalf of the Secretary of the Treasury:

OFFICE OF FOREIGN ASSETS CONTROL

By


Andrea Gacki

Assistant Director for Licensing

Mar. 15, 2012

Date

SECTION 1 - AUTHORIZATION: To the extent authorization is required and subject to the conditions and limitations stated herein, Omid Foundation USA (the "Licensee") is hereby authorized to engage in transactions necessary to transfer up to \$500,000 annually to Omid Foundation UK for ultimate use solely by Omid-e-Mehr Foundation, an Iranian charity, in order to support Omid-e-Mehr Foundation's mission to fund programs and establish counseling and training centers to assist disadvantaged young Iranian and Afghani women in Iran, as described in the Application.

SECTION 2 - CONDITIONS: (a) This License does not authorize the exportation or reexportation to Iran of any goods, technology or software, including any goods, technology or software controlled by the United States Department of Commerce under the Export Administration Regulations (15 C.F.R. Parts 730 *et seq.*), or by the United States Department of State under the International Traffic in Arms Regulations (22 C.F.R. Parts 120 *et seq.*), without separate authorization from the Office of Foreign Assets Control.

(b) Any transfer of funds through the U.S. financial system pursuant to the authorization set forth in **SECTION 1** hereof must be effected in a manner consistent with 31 C.F.R. § 560.516 and may not involve the debiting or crediting of an "Iranian account," as such term is defined in 31 C.F.R. § 560.320.

SECTION 3 - WARNINGS: (a) Except as authorized in **SECTION 1** hereof, nothing in this License authorizes transactions prohibited by the Iranian Transactions Regulations (31 C.F.R. Part 560), by Executive Orders 12957, 12959, 13059, or 13599, or by any other laws or regulations administered by the Office of Foreign Assets Control.

(b) This License does not authorize the direct or indirect transfer of funds or services to or from the Government of Iran or officials or agents of the Government of Iran.

(c) The authorization set forth in this License applies only to laws and regulations administered by the Office of Foreign Assets Control, and should not be interpreted to excuse the Licensee from compliance with other laws, regulations, orders or rulings to which it may be subject.

(d) This License does not authorize any transactions that are otherwise prohibited by the Weapons of Mass Destruction Proliferators Sanctions Regulations (31 C.F.R. Part 544) ("WMDPSR") or the Global Terrorism Sanctions Regulations (31 C.F.R. Part 594) ("GTSR"). Please note that the WMDPSR and GTSR may prohibit transactions ordinarily incident to the activities authorized in **SECTION 1** of this License. In particular, pursuant to the WMDPSR, U.S. persons are generally prohibited from engaging in any transactions directly or indirectly involving Ansar Bank, Bank of Industry and Mine, Bank Mellat, Bank Melli, Bank Refah, Bank Sepah, Bank Tejarat, Europaisch-Iranische Handelsbank, Export Development Bank of Iran, Future Bank B.S.C., Kargoshaee Bank, Mehr Bank, or Post Bank of Iran, and pursuant to the GTSR, U.S. persons are prohibited from engaging in any transactions directly or indirectly involving Bank Saderat.

(e) This License does not authorize any transactions that occurred prior to the date of its issuance.

(f) Any transfer of funds through the U.S. financial system pursuant to the authorizations set forth in **SECTION 1** hereof should reference the number of this License to avoid rejection of the transfer.

(g) This License does not authorize the Licensee to raise money or solicit contributions in Iran or to provide funding for any operations in Iran except as authorized by **SECTION 1** above.

SECTION 4 - RECORDKEEPING AND REPORTING REQUIREMENTS: The Licensee is subject to the recordkeeping and reporting requirements of, *inter alia*, 31 C.F.R. §§ 501.601 and 501.602, including the requirement to maintain records concerning the transactions undertaken pursuant to this License for a period of five years. Such records shall clearly demonstrate the applicability of the authorization set forth in **SECTION 1** hereof.

SECTION 5 - PRECEDENTIAL EFFECT: The authorization contained in this License is limited to the transactions specified in the Application.
