

ICF International, Inc.
Form SC 13D/A
October 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

ICF International, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title Class of Securities)

44925C103
(CUSIP Number)

Dan Friedberg
Sagard Capital Partners, L.P.
325 Greenwich Avenue
Greenwich, CT 06830
(203) 629-6700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 8, 2013
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 44925C103

1 NAME OF REPORTING PERSON: Sagard Capital Partners, L.P.

I.R.S. Identification No. of Above Person (Entities Only): 20-3332164

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER:
SHARES		
BENEFICIALLY		0
OWNED BY EACH	8	SHARED VOTING POWER:
REPORTING		
PERSON WITH	9	1,531,488
		SOLE DISPOSITIVE POWER:
	10	0
		SHARED DISPOSITIVE POWER:
		1,531,488

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,531,488

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

7.7%

14 TYPE OF REPORTING PERSON:

PN

CUSIP No. 44925C103

1 NAME OF REPORTING PERSON: Sagard Capital Partners GP, Inc.

I.R.S. Identification No. of Above Person (Entities Only): 20-3331555

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER:
SHARES		
BENEFICIALLY		0
OWNED BY	8	SHARED VOTING POWER:
EACH		
REPORTING		1,531,448
PERSON WITH	9	SOLE DISPOSITIVE POWER:
	10	0
		SHARED DISPOSITIVE POWER:
		1,531,448

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,531,448

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

7.7%

14 TYPE OF REPORTING PERSON:

CO

CUSIP No. 44925C103

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1 NAME OF REPORTING PERSON: Sagard Capital Partners Management Corp.

I.R.S. Identification No. of Above Person (Entities Only): 20-2402055

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER:
SHARES		
BENEFICIALLY		0
OWNED BY EACH	8	SHARED VOTING POWER:
REPORTING		
		1,531,448
PERSON WITH	9	SOLE DISPOSITIVE POWER:
	10	0
		SHARED DISPOSITIVE POWER:
		1,531,448

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,531,448

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

7.7%

14 TYPE OF REPORTING PERSON:

CO

Introduction

This Amendment No. 3 to Schedule 13D (this “Statement”) relates to the beneficial ownership of Common Stock, \$0.001 par value per share (the “Shares”) of ICF International, Inc., a Delaware corporation (the “Issuer”). This Statement is being filed on behalf of the Reporting Persons and amends and supplements the Schedule 13D filed by the Reporting Persons dated November 1, 2012, as heretofore amended. Unless otherwise defined, all capitalized terms used herein shall have the respective meanings given such terms in the initial Schedule 13D. This Amendment No. 3 is being filed as a result of the death of Paul G. Desmarais on October 8, 2013.

Item 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety as follows:

(a) – (c) and (f).

The persons filing this Schedule 13D are Sagard Capital Partners, L.P., a Delaware limited partnership (“Sagard”), Sagard Capital Partners GP, Inc., a Delaware corporation (“GP”), and Sagard Capital Partners Management Corp., a Delaware corporation (“Manager,” and together with Sagard and GP, the “Reporting Persons”).

Sagard is the direct owner of the securities of the Issuer reported herein as beneficially owned by each of the Reporting Persons. Sagard is principally engaged in the business of investing in securities. GP is the general partner of Sagard. Manager is the investment manager of Sagard.

For each of the Reporting Persons, the principal business address, which also serves as the principal office, is 325 Greenwich Avenue, Greenwich CT 06830.

As a result of direct and indirect securities holdings, Power Corporation of Canada (“PCC”) and The Desmarais Family Residuary Trust (the “Trust”), which was created on October 8, 2013 under the Last Will and Testament of Paul G. Desmarais, the executors and trustees of which being Jacqueline Desmarais, Paul Desmarais Jr., André Desmarais, Michel Plessis-Bélair and Guy Fortin, may be deemed to control the Reporting Persons. Jacqueline Desmarais, Paul Desmarais Jr. and André Desmarais, as executors and trustees, determine how to vote the shares of PCC directly or indirectly held by the Trust. Exhibit A hereto identifies persons through whom the Trust may be deemed to control PCC and, in turn, Sagard. PCC, a corporation organized under the laws of Canada, is a diversified management and holding company with its principal place of business at 751 Victoria Square, Montreal (Québec), Canada H2Y 2J3. The Trust was formed under the laws of Québec and has its address at 751 Victoria Square, Montreal (Québec), Canada H2Y 2J3. The filing of this Statement, including the exhibits, shall not be construed as an admission that any of the control relationships enumerated herein actually exist.

The name, citizenship, occupation and principal business address of each of the directors and executive officers of GP and Manager are listed in Exhibit B and the name, citizenship, occupation and principal business address of each of the directors and executive officers of PCC and the trustees of the Trust are listed in Exhibit C hereto.

(d) – (e).

During the last five years, none of the Reporting Persons, nor any of their respective directors or executive officers, nor any of the persons listed on Exhibit A, Exhibit B or Exhibit C, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or been a party to a civil proceeding of a judicial or

administrative body of competent jurisdiction and, as a result of such proceeding was, or is, subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, United States federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented with the addition of the following:

The 42,200 additional Shares (in addition to the 1,489,248 Shares reflected in the initial Schedule 13D and Amendment No. 1 and Amendment No. 2 thereto) reported herein as being currently beneficially owned were acquired via open market purchases.

The aggregate purchase price for the additional Shares reported herein as beneficially owned by the Reporting Persons is \$973,593.63. All Shares held by Sagard were acquired with Sagard's working capital.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated in their entirety as follows:

(a) The Shares reported herein are held directly by Sagard. As of October 10, 2013, each Reporting Person beneficially owned 1,531,448 Shares, which represented 7.7% of the outstanding Shares, based upon 19,768,573 Shares outstanding on July 26, 2013, as reflected in the Issuer's Form 10-Q filed August 2, 2013.

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release") this filing reflects the securities beneficially owned by PCC and certain of its subsidiaries, including Sagard. The filing does not reflect securities beneficially owned, if any, by any subsidiaries of PCC whose ownership of securities is disaggregated from that of PCC in accordance with the Release.

The beneficial ownership reflected in the remainder of this Item 5, and in the cover pages, reflect beneficial ownership as of October 10, 2013.

(b) Sole power to vote or direct the vote: 0

Shared power to vote or direct the vote: 1,531,448

Sole power to dispose or to direct the disposition: 0

Shared power to dispose or direct the disposition: 1,531,448

The power to vote or to direct the vote or to dispose or direct the disposition of the Shares reported herein is shared among the Reporting Persons.

(c) The following transactions have been effected by Sagard over the last 60 days:

None.

Item 7. Material to Be Filed as Exhibits.

Exhibits A - C are hereby amended and restated in their entirety, as attached hereto.

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Exhibit A Persons Who may be Deemed to Control the Reporting Persons

Exhibit B Executive Officers and Directors of Sagard Capital Partners GP, Inc. and Sagard Capital Partners Management Corp.

Exhibit C Executive Officers and Directors of Power Corporation of Canada and the Trustees of the Trust

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 11, 2013

SAGARD CAPITAL PARTNERS, L.P.

By: Sagard Capital Partners GP, Inc., its general partner

By: /s/ Dan Friedberg
Name: Dan Friedberg
Title: President

SAGARD CAPITAL PARTNERS GP, INC.

By: /s/ Dan Friedberg
Name: Dan Friedberg
Title: President

SAGARD CAPITAL PARTNERS MANAGEMENT CORP.

By: /s/ Dan Friedberg
Name: Dan Friedberg
Title: President

Exhibit A

Persons who may be Deemed to Control the Reporting Persons

Set forth below is the (i) name, (ii) principal business address and (iii) place of organization of each person who may be deemed, for purposes of this Statement, to control the Reporting Persons.

(i) 4190297 Canada Inc.

(ii) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(iii) Canada

(i) 3249531 Canada Inc.

(ii) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(iii) Canada

(i) Power Corporation of Canada

(ii) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(iii) Canada

(i) Gelco Enterprises Ltd.

(ii) 44 Chipman Hill, Suite 1000, P.O. Box 7289, Station A, Saint John (New Brunswick), Canada E2L 2A9

(iii) Canada

(i) Nordex Inc.

(ii) 44 Chipman Hill, Suite 1000, P.O. Box 7289, Station A, Saint John (New Brunswick), Canada E2L 2A9

(iii) Canada

Exhibit B

Executive Officers and Directors of Sagard Capital Partners GP, Inc.

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the executive officers and directors of Sagard Capital Partners GP, Inc.

- (i) Dan Friedberg
- (ii) Director and Executive Officer (President and Chief Executive Officer)
- (iii) United States
- (iv) Managing Director, Sagard Capital Partners, L.P.
- (v) 325 Greenwich Avenue, Greenwich CT 06830
- (vi) None
- (vii) None

- (i) Henri-Paul Rousseau
- (ii) Director and Executive Officer (Chairman)
- (iii) Canada
- (iv) Vice-Chairman, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Denis Le Vasseur
- (ii) Director
- (iii) Canada
- (iv) Vice-President and Controller, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Arnaud Vial
- (ii) Director and Executive Officer (Treasurer)
- (iii) Canada
- (iv) Senior Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Pierre Larochelle
- (ii) Director and Executive Officer (Secretary)
- (iii) Canada
- (iv) Vice-President, Investments, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

Executive Officers and Directors of Sagard Capital Partners Management Corp.

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the executive officers and directors of Sagard Capital Partners Management Corp.

- (i) Dan Friedberg
- (ii) Director and Executive Officer (President and Chief Executive Officer)
- (iii) United States
- (iv) Managing Director, Sagard Capital Partners, L.P.
- (v) 325 Greenwich Avenue, Greenwich CT 06830
- (vi) None
- (vii) None

- (i) Henri-Paul Rousseau
- (ii) Director and Executive Officer (Chairman)
- (iii) Canada
- (iv) Vice-Chairman, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Denis Le Vasseur
- (ii) Director
- (iii) Canada
- (iv) Vice-President and Controller, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Arnaud Vial
- (ii) Director
- (iii) Canada
- (iv) Senior Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Gregory D. Tretiak
- (ii) Director
- (iii) Canada
- (iv) Executive Vice-President and Chief Financial Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Pierre Larochelle
- (ii) Director and Executive Officer (Secretary)
- (iii) Canada

- (iv) Vice-President, Investments, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Michael Braner
- (ii) Executive Officer (Vice-President and Treasurer)
- (iii) United States
- (iv) Partner of Sagard Capital Partners Management Corp.
- (v) 325 Greenwich Avenue, Greenwich CT 06830
- (vi) None
- (vii) None

- (i) Adam Weiss
- (ii) Executive Officer (Vice-President and Secretary)
- (iii) United States
- (iv) Partner of Sagard Capital Partners Management Corp.
- (v) 325 Greenwich Avenue, Greenwich CT 06830
- (vi) None
- (vii) None

- (i) Anil Shrivastava
 - (ii) Executive Officer (Vice-President and Assistant Secretary)
 - (iii) United States
 - (iv) Partner of Sagard Capital Partners Management Corp.
 - (v) 325 Greenwich Avenue, Greenwich CT 06830
 - (vi) None
 - (vii) None
-

Exhibit C

Executive Officers and Directors of Power Corporation of Canada

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, and (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the executive officers and directors of Power Corporation of Canada.

(i) Pierre Beaudoin
(ii) Director
(iii) Canada
(iv) President and Chief Executive Officer, Bombardier Inc.
(v) 800 René-Lévesque Blvd. West, 30th Floor, Montréal (Québec), Canada H3B 1Y8
(vi) None
(vii) None

(i) Marcel Coutu
(ii) Director
(iii) Canada
(iv) President and Chief Executive Officer, Canadian Oil Sands Limited
(v) 2500 First Canadian Centre, 350 – 7th Avenue S.W., Calgary (Alberta), Canada T2P 3N9
(vi) None
(vii) None

(i) Laurent Dassault
(ii) Director
(iii) France
(iv) Vice-President, Groupe Industriel Marcel Dassault SA
(v) 9, Rond-Point des Champs Elysées, 75008 Paris, France
(vi) None
(vii) None

(i) André Desmarais
(ii) Director and Executive Officer
(iii) Canada
(iv) Deputy Chairman, President and Co-Chief Executive Officer, Power Corporation of Canada
(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
(vi) None
(vii) None

(i) Paul Desmarais, Jr.
(ii) Director and Executive Officer
(iii) Canada
(iv) Chairman and Co-Chief Executive Officer, Power Corporation of Canada
(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
(vi) None
(vii) None

(i) Anthony R. Graham

- (ii) Director
- (iii) Canada
- (iv) President, Wittington Investments, Limited
- (v) 22 St. Clair Avenue East, Suite 2001, Toronto (Ontario), Canada M4T 2S7
- (vi) None
- (vii) None

- (i) Robert Gratton
- (ii) Director and Executive Officer
- (iii) Canada
- (iv) Deputy Chairman, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Isabelle Marcoux
- (ii) Director
- (iii) Canada
- (iv) Chair and Vice-President, Corporate Development, Transcontinental Inc.
- (v) 1 Place Ville-Marie, Suite 3315, Montréal (Québec), Canada H3B 3N2
- (vi) None
- (vii) None

- (i) R. Jeffrey Orr
- (ii) Director
- (iii) Canada
- (iv) President and Chief Executive Officer, Power Financial Corporation
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Michel Plessis-Bélair
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-Chairman, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) John A. Rae
- (ii) Executive Officer
- (iii) Canada
- (iv) Executive Vice-President, Office of the Chairman of the Executive Committee, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Henri-Paul Rousseau
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-Chairman, Power Corporation of Canada

- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) J. David A. Jackson
- (ii) Director
- (iii) Canada
- (iv) Lawyer, Partner Emeritus and Senior Counsel, Blake, Cassels & Graydon LLP
- (v) 199 Bay Street, Suite 4000, Commerce Court W., Toronto, ON M5L 1A9
- (vi) None
- (vii) None

- (i) Emőke J.E. Szathmáry
- (ii) Director
- (iii) Canada
- (iv) President Emeritus, University of Manitoba
- (v) 70 Dysart Road, Room 112, Winnipeg (Manitoba), Canada R3T 2M6
- (vi) None
- (vii) None

- (i) Gregory D. Tretiak
- (ii) Executive Officer
- (iii) Canada
- (iv) Executive Vice-President and Chief Financial Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Pierre Larochelle
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, Investments, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Stéphane Lemay
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, General Counsel and Secretary, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Peter Kruyt
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Luc Reny
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Arnaud Vial
 - (ii) Executive Officer
 - (iii) Canada
 - (iv) Senior Vice-President, Power Corporation of Canada
 - (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
 - (vi) None
 - (vii) None
-

Trustees of The Desmarais Family Residuary Trust

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, and (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the trustees of The Desmarais Family Residuary Trust.

(i) Jacqueline Desmarais

(ii) Trustee

(iii) Canada

(iv) Philanthropist

(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(vi) None

(vii) None

(i) Paul Desmarais, Jr.

(ii) Trustee

(iii) Canada

(iv) Chairman and Co-Chief Executive Officer, Power Corporation of Canada

(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(vi) None

(vii) None

(i) André Desmarais

(ii) Trustee

(iii) Canada

(iv) Deputy Chairman, President and Co-Chief Executive Officer, Power Corporation of Canada

(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(vi) None

(vii) None

(i) Michel Plessis-Bélair

(ii) Trustee

(iii) Canada

(iv) Vice-Chairman, Power Corporation of Canada

(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(vi) None

(vii) None

(i) Guy Fortin

(ii) Trustee

(iii) Canada

(iv) Attorney and Vice Chairman, Sanpalo Investments Corp.

(v) 759 Square Victoria, Montréal (Québec), Canada H2Y 2J7

(vi) None

(vii) None