

MEMORANDUM

To: File

From: Steven Hearne
Special Counsel
Office of Rulemaking
Division of Corporation Finance
U.S. Securities and Exchange Commission

Date: November 15, 2010

Re: Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act Regarding Congolese Conflict Minerals

On November 15, 2010, Felicia Kung, Lillian Brown, Steven Hearne, and John Fieldsend of the Division of Corporation Finance met with Mabolia Yenga Paul of the Ministry of Mines of the Democratic Republic of the Congo, David Bensusan of Minerals Supply Africa, Ltd, Candida Owens of Cronimet Central Africa AG, and John Nsana Kanyoni, the head of the exporters association in the Democratic Republic of the Congo. The participants discussed the Commission's required rulemaking in Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which relates to reporting requirements regarding conflict minerals originating in the Democratic Republic of the Congo and adjoining countries.

Attachments

Attachment 1

ETHICAL FUNDAMENTALS AGREEMENT WITH SUPPLIERS

This is to confirm that I, _____, holder of identity Card Number _____, referred to as the **"Supplier"** have read and understood the Ethical Fundamentals adhered to by Minerals Supply Africa (the **"Purchaser"**) and I hereby confirm that I will uphold and abide by them wholeheartedly in all my operations.

The MSA Ethical Fundamentals are as listed below:

1. We uphold and value human dignity which is inviolable to us.
2. Our daily business operations do not support the oppression of minorities in any form whatsoever.
3. We do not advocate or involve ourselves in any forms of corruption.
4. We uphold and protect human life in all forms.
5. Our operations are guided by the fundamental requirement to improve the welfare of the people and the economy of Rwanda and the surrounding countries.
6. We do not knowingly conduct business with any persons or groups involved in acts of violence.
7. We do not knowingly conduct business with any persons or groups that purchase minerals from rebel or armed groups.
8. All our Suppliers acknowledge and sign acceptance that they adhere to the above ethical principles.

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9. In a continuous effort to apply and to improve these Ethical Fundamentals, we will, from time to time, make inquiries, request documentation and investigate, either directly, or through intermediaries, which investigations must be allowed by clients, Suppliers and contractors doing business with us.
10. All our Suppliers are issued a copy of the ITRI document and committed to adhering to its requirements which we, as a company and a group, whole heartedly support.
11. We agree to comply with the OECD 'Model Supply Chain Policy', set under Annex II of the OECD 'Due Diligence Guidance for Responsible Global Supply Chains of Minerals from Conflict-Affected and High-Risk Areas' (the "OECD Guidance").
- All our Suppliers are issued a copy of the OECD Guidance and committed to adhering to its requirements which we, as a company and a group, whole heartedly support.
12. All staff working for us is employed under the current employment contract which complies with the national laws.

SIGNED

	SUPPLIER	
DAVID BENSUSAN	CEO OF THE COMPANY	
RICHARD RWIHANDAGAZA	COMPANY LAWYER	

UNDERTAKING AND COMMITMENT ON PURCHASE AND SUPPLY OF MINERALS

It is the policy of MSA that neither its principals, employees, agents, nor its contractors shall conduct business with any illegal armed group or the FARDC. Accordingly, MSA requires their Suppliers to make affirmative efforts to identify the source of minerals which they sell to MSA. In particular, we require our Suppliers to investigate and make certifications with respect to the source of minerals and the role of illegal armed groups and the FARDC from the extraction of minerals to their receipt by MSA, including inter alia the levying of illegal taxes and tolls. We request that our Suppliers complete and sign the following declarations and describe in detail the efforts they made to enable them to make these declarations. The Suppliers agree that MSA may perform unannounced spot checks either directly or through intermediaries to verify this information.

Questions to the Suppliers:

I. Source of Minerals

Please describe in detail the source of the minerals acquired by you, and the conditions in which they were extracted, transported and/or processed before you acquired them.

Please describe the sources for this information, e.g., name individuals, companies, provide documents, or report personal observation.

Have you received any conflicting reports in this regard?

Please note any other concerns you have about risks of military or rebel involvement that have not been mentioned thus far.

Declarations by the Suppliers:

II. Absence of illegal armed group benefits

To the best of our knowledge, after due diligence (as described in accordance with Section IV. below), we declare the following:

- (i) None of the minerals purchased and/or processed by us have been acquired from or through an illegal armed group.
- (ii) No illegal armed group benefited directly or indirectly from the extraction, transport, sale or processing of the minerals before acquisition by us.
- (iii) No illegal armed group benefited directly or indirectly from the purchasing, processing or sale of minerals by us.

Further Declarations by the Suppliers:

III. FARDC benefits

To the best of our knowledge, after due diligence (as described in accordance with Section IV. below), we declare the following:

- (i) None of the minerals purchased and/or processed by us have been acquired from or through an FARDC brigade and/or commander.
- (ii) No FARDC brigade and/or commander benefited directly or indirectly from the extraction, sale or processing of the minerals before acquisition by us.
- (iii) No FARDC brigade and/or commander has benefited directly or indirectly from the extraction, transport, sale or processing of the minerals by us.

OR

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- (iv) An FARDC brigade(s) and/or commander(s) has(ve) benefited directly or indirectly from the extraction, transport, sale or processing of the minerals by us, or before acquisition by us.

In the event that (iv) above should apply, then the Supplier must provide the Purchaser with full details, including the names of brigades and/or commanders involved, and the nature and circumstances of the benefits they are receiving and the Supplier must further indicate the measures being undertaken to end these benefits.

Please also note that it is not permissible under any circumstances for the Supplier to provide the Purchaser with minerals of which the Supplier is aware that they have directly or indirectly benefited FARDC brigades which are involved in serious human rights abuses. A list of these brigades will be made available to the Supplier.

IV. Due Diligence

Please explain and give details of the steps taken by you, as the Supplier, which enable you to make and verify the declarations provided above, e.g. whether they are based on field research, interviews, and/or documentation.



SIGNED

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CLIENT



Mr

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Date:

RE: PURCHASE OF MATERIAL

In line with the contract signed by yourself and our company, please be informed that Minerals Supply Africa Ltd do not trade or transact with any person, company or supplier who is involved in any way in the smuggling of minerals.

You are therefore informed that if it comes to our attention that your company or any of your company representatives have been involved in smuggling of any type or quantity of material, we will cancel your contract with immediate effect.

By the date of your signature on this letter, you affirm that you fully understand the contents of this letter and its implications.

Regards

David Bensusan
CHIEF EXECUTIVE

Richard Rwihandagaza
COMPANY LAWYER

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CLIENT.....

DATE