

*Effective Date:* 12/05/2012.  
*Physical Loan Application Deadline Date:* 02/04/2013.  
*Economic Injury (EIDL) Loan Application Deadline Date:* 09/05/2013.

**ADDRESSES:** Submit completed loan applications to: U.S. Small Business Administration, Processing And Disbursement Center, 14925 Kingsport Road, Fort Worth, TX 76155.

**FOR FURTHER INFORMATION CONTACT:** A. Escobar, Office of Disaster Assistance, U.S. Small Business Administration, 409 3rd Street SW., Suite 6050, Washington, DC 20416.

**SUPPLEMENTARY INFORMATION:** Notice is hereby given that as a result of the President's major disaster declaration on 12/05/2012, Private Non-Profit organizations that provide essential services of governmental nature may file disaster loan applications at the address listed above or other locally announced locations.

The following areas have been determined to be adversely affected by the disaster:

*Primary Area:* District of Columbia.

The Interest Rates are:

	Percent
For Physical Damage: Non-Profit Organizations With Credit Available Elsewhere ...	3.125
Non-Profit Organizations Without Credit Available Elsewhere .....	3.000
For Economic Injury: Non-Profit Organizations Without Credit Available Elsewhere .....	3.000

The number assigned to this disaster for physical damage is 134158 and for economic injury is 134168.

(Catalog of Federal Domestic Assistance Numbers 59002 and 59008)

**James E. Rivera,**  
*Associate Administrator for Disaster Assistance.*

[FR Doc. 2012-30418 Filed 12-17-12; 8:45 am]

**BILLING CODE 8025-01-P**

**SMALL BUSINESS ADMINISTRATION**

[Disaster Declaration #13413 and #13414]

**Virginia Disaster #VA-00051**

**AGENCY:** U.S. Small Business Administration.

**ACTION:** Notice.

**SUMMARY:** This is a notice of an Administrative declaration of a disaster for the Commonwealth of Virginia dated 12/07/2012.

*Incident:* Tidal Surge, Rain and Wind from Hurricane Sandy.

*Incident Period:* 10/28/2012.  
*Effective Date:* 12/07/2012.  
*Physical Loan Application Deadline Date:* 02/05/2013.

*Economic Injury (Eidl) Loan Application Deadline Date:* 09/09/2013.

**ADDRESSES:** Submit completed loan applications to: U.S. Small Business Administration, Processing and Disbursement Center, 14925 Kingsport Road, Fort Worth, TX 76155.

**FOR FURTHER INFORMATION CONTACT:** A. Escobar, Office of Disaster Assistance, U.S. Small Business Administration, 409 3rd Street SW., Suite 6050, Washington, DC 20416.

**SUPPLEMENTARY INFORMATION:** Notice is hereby given that as a result of the Administrator's disaster declaration, applications for disaster loans may be filed at the address listed above or other locally announced locations.

The following areas have been determined to be adversely affected by the disaster:

*Primary Counties:* Accomack.

*Contiguous Counties:*

Virginia: Northampton.

Maryland: Somerset, Worcester.

The Interest Rates are:

	Percent
For Physical Damage: Homeowners With Credit Available Elsewhere .....	3.375
Homeowners Without Credit Available Elsewhere .....	1.688
Businesses With Credit Available Elsewhere .....	6.000
Businesses Without Credit Available Elsewhere .....	4.000
Non-Profit Organizations With Credit Available Elsewhere ...	3.125
Non-Profit Organizations Without Credit Available Elsewhere .....	3.000
For Economic Injury: Businesses & Small Agricultural Cooperatives Without Credit Available Elsewhere .....	4.000
Non-Profit Organizations Without Credit Available Elsewhere .....	3.000

The number assigned to this disaster for physical damage is 13413 8 and for economic injury is 13414 0.

The States which received an EIDL Declaration # are Virginia; Maryland.

(Catalog of Federal Domestic Assistance Numbers 59002 and 59008)

December 7, 2012.

**Karen G. Mills,**  
*Administrator.*

[FR Doc. 2012-30414 Filed 12-17-12; 8:45 am]

**BILLING CODE 8025-01-P**

**SMALL BUSINESS ADMINISTRATION**

[Disaster Declaration #13394 and #13395]

**Maryland Disaster Number MD-00025**

**AGENCY:** U.S. Small Business Administration.

**ACTION:** Amendment 1.

**SUMMARY:** This is an amendment of the Presidential declaration of a major disaster for Public Assistance Only for the State of MARYLAND (FEMA-4091-DR), dated 11/20/2012.

*Incident:* Hurricane Sandy.

*Incident Period:* 10/26/2012 through 11/04/2012.

*Effective Date:* 12/03/2012.

*Physical Loan Application Deadline Date:* 01/21/2013.

*Economic Injury (EIDL) Loan*

*Application Deadline Date:* 08/20/2013.

**ADDRESSES:** Submit completed loan applications to: U.S. Small Business Administration, Processing and Disbursement Center, 14925 Kingsport Road, Fort Worth, TX 76155.

**FOR FURTHER INFORMATION CONTACT:** A. Escobar, Office of Disaster Assistance, U.S. Small Business Administration, 409 3rd Street SW., Suite 6050, Washington, DC 20416.

**SUPPLEMENTARY INFORMATION:** The notice of the President's major disaster declaration for Private Non-Profit organizations in the State of MARYLAND, dated 11/20/2012, is hereby amended to include the following areas as adversely affected by the disaster.

*Primary Counties:* Anne Arundel; Cecil; Prince Georges.

All other information in the original declaration remains unchanged.

(Catalog of Federal Domestic Assistance Numbers 59002 and 59008)

**James E. Rivera,**  
*Associate Administrator for Disaster Assistance.*

[FR Doc. 2012-30416 Filed 12-17-12; 8:45 am]

**BILLING CODE 8025-01-P**

**SMALL BUSINESS ADMINISTRATION**

**Small Business Investment Companies—Early Stage SBICs**

**AGENCY:** U.S. Small Business Administration.

**ACTION:** Call for early stage fund managers.

**SUMMARY:** This Call invites experienced early stage fund managers to submit the preliminary materials discussed in Section II, in the form of the Small Business Investment Company ("SBIC")

Management Assessment Questionnaire (“MAQ”), for consideration by the Small Business Administration (“SBA”) to be licensed as Early Stage Small Business Investment Companies. Licensed Early Stage SBICs may receive SBA-guaranteed debenture leverage of up to 100 percent of their Regulatory Capital, up to a maximum of \$50 million. Early Stage SBICs must invest at least 50% of their investment dollars in early stage small businesses. For the purposes of this initiative, an “early stage” business is one that has never achieved positive cash flow from operations in any fiscal year. By licensing and providing SBA guaranteed leverage to Early Stage SBICs, SBA seeks

to expand entrepreneurs’ access to capital and encourage innovation as part of President Obama’s Start-Up America Initiative launched on January 31, 2011. More information on the Early Stage SBIC Initiative and the regulations governing these SBICs may be found at [www.sba.gov/inv/earlystage](http://www.sba.gov/inv/earlystage).

In order to expedite licensing of qualified applicants that have already raised the required capital, SBA has established two “tracks” for the Early Stage SBIC Licensing Process as follows:

► Track 1—Applicants with Capital:

This includes all applicants that have signed commitments for at least \$15 million in Regulatory Capital and the remaining capital needed to achieve the minimum \$20 million in Regulatory

Capital for Early Stage SBICs “soft-circled.” (This may include drop-down funds.) Track 1 applicants that receive a Green Light letter will need signed commitments of at least \$20 million in Regulatory Capital when they file their Licensing Application on or before June 7, 2013. SBA will accept a commitment that is conditioned upon issuance of an Early Stage SBIC license and/or approval of the applicant’s organizational documents, but will not accept a commitment that is subject to any other conditions.

► Track 2—All Other Applicants.

**DATES:** The following table provides the key milestones for the Early Stage SBIC Initiative.

Milestone	Track 1—due dates	Track 2—due dates
Initial Review Period:		
• Management Assessment Questionnaires (“MAQs”) Due .....	5 p.m. EST, March 1, 2013 .....	5 p.m. EST, March 30, 2013.
• Interview Period .....	March 25, 2013–March 29, 2013 ..	June 3, 2013–June 14, 2013.
• Anticipated Green Light Decision .....	April 30, 2013 .....	September 27, 2013.
Licensing Period:		
• For those Licensing Applicants with at least \$20 million in Regulatory Capital and desiring to be licensed by September 30, 2013.	5 p.m. ET June 7, 2013	
• All other Applicants with Green Light Letters .....	.....	No later than one year from issuance of Green Light Letter.

**Notes:**

- SBA reserves the right to extend its interview, due diligence, committee, and approval timelines as appropriate. SBA will update its Web site at [www.sba.gov/inv/earlystage](http://www.sba.gov/inv/earlystage) should these dates change. Applicants will be notified by email should these dates change.
- SBA expects to issue additional calls for Early Stage SBICs on an annual basis.
- SBA will announce these calls via a call notice in the **Federal Register**.

**ADDRESSES:** Email [MAQrequest@sba.gov](mailto:MAQrequest@sba.gov) to obtain a copy of the Management Assessment Questionnaire (“MAQ”) for your proposal as discussed in Section II. MAQ documents may be submitted in two distinct ways: (1) MAQ documents may be submitted via express or next day delivery service to the following address: Scott Schaefer, Senior Investment Officer, Office of Investment, U.S. Small Business, Administration, 409 3rd St. SW., Suite #6300, Washington, DC 20416.

In this instance, MAQ documents must be contained on a CD-ROM and all files must be in either *MS Word* or *Excel* formats (not pdf). (2) Alternatively, MAQ documents may be submitted via email to [scott.schaefer@sba.gov](mailto:scott.schaefer@sba.gov). In this instance as well, MAQ documents must be in *MS Word* and *Excel* formats (not pdf). In both instances, alternative (1) and alternative (2), original hard copy signature pages must be sent to the above-referenced physical address via express or next day delivery service.

The applicant bears responsibility for ensuring the timely delivery of the MAQ to the correct address.

**SUPPLEMENTARY INFORMATION:**

**I. Background Information**

SBA invites early stage fund managers to submit the preliminary materials, as discussed in Section II, in the form of a Management Assessment Questionnaire (“MAQ”) for the formation and management of an Early Stage SBIC. In 2011, SBA introduced the Early Stage Initiative. Early Stage SBICs represent a new sub-category of SBICs that will focus on making investments in early stage small businesses. Go to [www.sba.gov/inv/earlystage](http://www.sba.gov/inv/earlystage) for information on the Early Stage Initiative and links to the Early Stage SBIC Final Rule (“Final Rule”). This initiative is part of President Obama’s “Start-Up America Initiative” to promote American innovation and job creation by encouraging private sector investment in job-creating startups and small firms, accelerating research, and addressing barriers to success for entrepreneurs and small businesses.

**II. Management Assessment Questionnaire/License Application Materials**

The first required submission in the Early Stage Licensing process is SBA’s MAQ. The MAQ consists of two forms

that cover qualitative and quantitative information on the management team, the proposed strategy for the SBIC, the principals’ investment track record, and the proposed fund structure and economics. The MAQ consists of SBA Form 2181 and the exhibits in SBA Form 2183.

If you are a Track 1 applicant and you are invited to be interviewed (see paragraph III.B.2), you will be required to bring to the interview a completed Exhibit N from SBA Form 2182, consisting of your financial forecast and a written narrative which identifies how you will manage SBA leverage as part of your business plan. Whether you choose discounted leverage or standard leverage with a 5 year interest reserve, each as described in the Final Rule, your plan must address how you will meet interest payments after 5 years from the date of debenture issue.

If SBA issues you a “Green Light letter” (described in paragraph III.B.5), you must submit the SBIC License Application, consisting of SBA Form 2181 (updated as needed) and SBA Form 2182, for the final licensing phase (paragraph III.D). Exhibit Q in SBA Form 2182 includes the fund’s limited

partnership agreement (“LPA”). Applicants should review Section IV of this notice for special instructions associated with the LPA for Early Stage SBICs.

To obtain a copy of the most recent versions of these forms, please send an email to [MAQrequest@sba.gov](mailto:MAQrequest@sba.gov). Read only examples of these forms may be found at [www.sba.gov/content/application-forms](http://www.sba.gov/content/application-forms).

### III. Early Stage Licensing Process

There are four stages in SBA’s Early Stage Licensing Process: (A) Call Period; (B) Initial Review; (C) Applicant Fundraising and Document Preparation; and (D) Licensing. Each of these stages is discussed below.

**A. Call Period.** This notice signals the start of the Fiscal Year 2013 Early Stage SBIC call period. SBA intends to hold no more than one Early Stage SBIC call period for accepting MAQs per fiscal year and SBA will issue a new notice in the **Federal Register** for the next call period. Interested parties should request a MAQ from SBA by emailing [MAQrequest@sba.gov](mailto:MAQrequest@sba.gov). Please take time to read the instructions included with each form identified in Section II. You should also review the information at [www.sba.gov/inv/earllystage](http://www.sba.gov/inv/earllystage) which includes a list of frequently asked questions (“FAQs”) regarding the Early Stage Initiative. If you still have questions regarding the Early Stage process, please email your questions to [startupamerica@sba.gov](mailto:startupamerica@sba.gov). SBA will endeavor to respond to your question within three business days, depending on volume. SBA may not be able to respond to fund specific questions or questions that require a legal opinion.

**B. Initial Review.** At the end of the Initial Review phase, SBA will issue Green Light letters to those applicants it believes preliminarily meet the evaluation criteria for an Early Stage SBIC, including the vintage year and geographic diversification criteria. Section V of this notice describes the criteria by which SBA will evaluate applicants. The process for SBA’s Initial Review is as follows:

1. **Submit MAQ.** SBA must receive your completed MAQ no later than the date and time specified under the Dates section of this notice. SBA will send a confirmation that it has received your MAQ within 3 business days of your submission. If you have not fully completed all sections of the MAQ or provided sufficient information to allow SBA to evaluate your management team, you may be ineligible for this call period. If so, SBA will notify you by email.

2. **Pre-Screen.** SBA will review all MAQs against the evaluation criteria identified in Section V. SBA may engage a contractor to assist in evaluating MAQs received in response to this Call. The Investment Committee (composed of senior managers from the Office of Investment) will consider each MAQ, and if the Investment Committee concludes that the management team may be qualified for an Early Stage SBIC license, the entire team will be invited to SBA Headquarters in Washington, DC for an interview. Those applicants not invited for interviews will be notified. Upon request, SBA will provide feedback to applicants not selected for an interview.

3. **Interview Period.** SBA’s invitation for an interview will identify a 1 hour time block during the Interview Period identified in the Dates Section. SBA will conduct interviews at SBA Headquarters, at 409 Third Street SW., Washington, DC. At the interview, Track 1 applicants must bring their financial forecast as described under Section II of this notice. Track 1 applicants are also encouraged to bring the following completed exhibits from SBA Form 2182 to the Interview:

- a. Exhibit B—Fingerprint cards and
- b. Exhibit C—Statements of Personal History.

If a Track 1 applicant receives a Green Light letter, SBA will forward the fingerprint cards and Statements of Personal History to SBA’s Office of Inspector General for processing by the FBI. (Note: applicants may wait until the licensing stage to submit these documents. However, you will not be able to draw SBA leverage until your FBI checks are complete.)

4. **Due Diligence.** SBA will conduct due diligence on all applicants that successfully pass the Interview process. SBA may be assisted in this process by a contractor engaged by SBA.

5. **Green Light Letter.** Following the interview, the SBA will issue a Green Light letter to all applicants that preliminarily meet the criteria identified in Section V, as preliminarily determined by the Investment Committee. Applicants approved by the Investment Committee can expect to receive the Green Light letter via email within a few days of the Investment Committee’s decision. The Green Light letter formally invites an applicant to submit its application for an SBIC License. The Green Light letter is only an invitation to proceed to the next stage in the process, not a guarantee that you will be issued an Early Stage SBIC license. Those applicants that do not receive a Green Light letter will also be notified by email within a few days of

the Investment Committee’s decision. SBA will provide feedback upon request to those applicants that do not receive a Green Light letter.

**C. Fundraising and Document Preparation.** If you receive a Green Light letter and desire to be licensed this fiscal year (ends September 30, 2013), you must submit your completed license application by June 7, 2013 and abide by all the conditions in Section IV of this notice. All other recipients of a Green Light letter must submit their completed application within one year from the date of the Green Light letter.

1. **Raise Regulatory Capital.** All Early Stage SBIC applicants must have signed capital commitments for the minimum Regulatory Capital needed to execute their strategy, but no less than \$20 million in Regulatory Capital prior to filing their license application.

2. **SBIC Education.** All principals of an Early Stage SBIC applicant that has received a Green Light letter must attend a one-day SBIC Regulations training class. This training is normally held several times per year in Washington, DC. The purpose of this class is to familiarize SBIC principals with the SBIC rules, regulations and compliance procedures. Classes are normally limited in size. Although an applicant may receive a license before all principals have completed the training, a majority of principals must do so before licensing and all must do so before a licensed Early Stage SBIC will be permitted to draw leverage. Information concerning registration for classes can be obtained at [www.sbia.org](http://www.sbia.org). Certain non-principals such as members of a board of directors may also be required to take the class. In addition, any employees or consultants whom you have assigned to handle regulatory matters or to interact with the Office of Investment should attend the class.

3. **Finalize Documents & Perform Checklist.** The following items must be completed and submitted in order to proceed to the Licensing phase:

Item
Updated SBA Form 2181 (See Section II for more information.)
SBA Form 2182 (See Section II for more information.)
At least \$20 million in Regulatory Capital evidenced by signed Capital Certificate in Form 2182 (Exhibit M)
\$25,000 Non-refundable licensing fee

**D. Licensing.** During this stage, SBA will review your completed application, perform further due diligence and analysis, and make the final licensing decision. If you filed under Track 1 and were issued a Green Light letter and

wish to be licensed in Fiscal Year 2013, SBA must receive your completed license application no later than 5 p.m. ET on June 7, 2013. All other applications must be filed within one year of receipt of the Green Light Letter. In addition, you must follow all guidance identified in Section IV. The process for Licensing is detailed below.

1. Submit License application. To proceed to the Licensing stage, applicants that have received a Green Light letter will need to submit all items listed in the Checklist above to the address indicated in your Green Light Letter. Upon receipt of the application, SBA will acknowledge receipt by email. Within three business days, SBA will determine whether the application is complete, meets the minimum capital requirements and satisfies management ownership diversity requirements. If so, SBA will formally accept the application. Submission of a complete application by the June 7, 2013 deadline does not guarantee that an applicant will be licensed by September 30, 2013. SBA's goal is to license all Track 1 applicants before September 30, 2013. However, applications that do not follow the guidance in Section IV may require extended processing time.

2. Background and Documentation Review. Once the application has been formally accepted, SBA will forward the fingerprint cards and Statements of Personal History to SBA's Office of Inspector General for processing by the FBI if the applicant did not previously submit such information during or after the Interview. Following a review of the application and legal documents, SBA will provide the applicant with a "comment letter." Applicants must respond in writing to the comment letter, via mail, fax or email within 30 days after the date SBA sends the comment letter (or within one week in order to be licensed in Fiscal Year 2013). Applicants that do not address, to SBA's satisfaction, all of the comments contained in SBA's comment letter may experience a delay in their licensing cycle in order to provide SBA and the applicant with sufficient time to resolve outstanding issues. Through this process, SBA hopes to resolve all issues specified in SBA's comment letter as expeditiously as possible. Promptness and responsiveness in responding to SBA's comment letter are important.

3. Divisional Licensing Committee. Once the applicant has satisfactorily addressed all issues and SBA has completed its review and any due diligence, if necessary, and the Office of General Counsel has signed off on legal sufficiency of the application (including the final form of the organizational and

other legal documents), the license application is presented to the Divisional Licensing Committee. This committee is composed of the senior managers of the Office of Investment. If approved by the Divisional Licensing Committee, the application is forwarded to the Agency Licensing Committee which is comprised of certain senior managers of the SBA. Prior to consideration by the Agency Licensing Committee, an applicant must provide a signed, up-to-date capital certificate showing that it has at least \$2.5 million in Leverageable Capital, consisting of cash on deposit, approved pre-licensing investments as permitted by this Notice, and/or approved organizational and operational expenses paid out of partners' contributed capital, and at least \$20 million in Regulatory Capital. The applicant's selected bank must certify that the requisite funds are in the applicant's account and unencumbered. An applicant must also submit a commitment request for the amount of leverage it is seeking.

4. Agency Licensing Committee and Administrator Approval. If the Agency Licensing Committee approves your license application, it will be forwarded to the SBA Administrator or her designee for final action as soon as you submit fully executed copies of all legal documents. (Please note that the executed documents must be identical to the "final form" of the documents approved by SBA.) If the Administrator or her designee approves your application, your Early Stage SBIC license is issued.

5. Leverage Commitments. SBA has allocated \$200 million in Fiscal Year ("FY") 2013 for Early Stage SBICs. SBA expects to allocate another \$200 million in each of FY 2014 and FY 2015, and \$250 million in FY 2016. If total leverage commitments requested for the FY 2013 licensing cycle exceed the amount available in FY 2013, SBA will allocate available leverage across all FY 2013 Early Stage SBICs on a pro rata basis. Early Stage SBICs licensed in FY 2013 will be eligible to request the remainder of their uncommitted leverage request in subsequent fiscal years and will be given priority consideration as a fund with prior year leverage commitments. SBA expects to be able to commit the full amount of leverage that an Early Stage SBIC requests. However, those commitments may be approved in multiple years, depending on availability in each year. Early Stage SBICs that raise additional private capital after licensing may request leverage commitments against that capital. However, such requests are subject to leverage availability and will

not be considered until all other licensee requests are satisfied.

#### IV. Early Stage SBIC LPA and Organizational Instructions

A. *Early Stage SBIC Model LPA*. In order to expedite the review of Early Stage SBIC license applications, SBA has adopted a Model Early Stage SBIC Limited Partnership Agreement ("Model LPA") that incorporates in Bold Arial type those provisions required by SBA. You must download the Model LPA at [www.sba.gov/content/earlystage-model-partnership-agreement](http://www.sba.gov/content/earlystage-model-partnership-agreement). Applicants must use the Model LPA as a template and follow the organizational structure of the Model LPA. Further, Applicants must include in their limited partnership agreements all of those provisions of the Model LPA that appear in Bold Arial type in the Model LPA. Additions, deletions and other changes or modifications to any of those provisions of the Model LPA that appear in Bold Arial type will not be accepted. Applicants are required to submit a copy of their limited partnership agreement black-lined against the Model LPA, with all of the provisions of the Model LPA in Bold Arial type retained in Bold Arial type, as explained in the instructions provided at the beginning of the Model LPA. Deviations from the guidance in this Section IV will add time to the licensing process. SBA provides the following further guidance on limited partnership agreements:

1. SBA encourages applicants to adhere to the Model LPA to the maximum extent possible. All deviations from those provisions of the Model LPA that do not appear in Bold Arial type must be accompanied by a narrative explanation for those deviations. Please note that any deviations must have a substantive basis and may be deemed unacceptable by SBA.

2. There must be no conditions or restrictions on the ability of the general partner to call private capital commitments except under the "no fault termination of the investment period" or "key person" provisions included in the Model LPA.

3. Withdrawal rights are limited to those permitted by the Model LPA.

4. Applicants must adhere to SBA's management fee policies available at [www.sba.gov/content/sbic-technotes-number-7a-revised-april-2008](http://www.sba.gov/content/sbic-technotes-number-7a-revised-april-2008). This policy sets a *maximum* allowable management fee only. The actual management fee will be set by negotiation between the management team and the limited partners and may be less than the maximum. Early Stage SBIC applicants should be aware that

the calculation of an SBIC's capital impairment percentage is affected by all fund expenses, including management fees. SBA will consider the management fee in its licensing evaluation criteria as part of fund economics. SBA believes that the primary incentive for fund managers should be carried interest rather than fees.

5. The designation of fund expenses and expenses to be paid out of the management fee must be consistent with SBIC program regulations (see 13 CFR § 107.520).

a. Organizational costs, expenses incurred in applying for a license and forming the SBIC and its entity general partner (but not its parent fund or any other affiliate), are considered a partnership expense. Organizational expenses typically include items such as the licensing fee, cost of legal and other professional and consulting services, travel and other fundraising expenses, costs of preparing, printing and distributing the private placement memorandum or other offering materials, and other related expenses such as telephone and supply costs. SBA strongly encourages applicants to include in the LP agreement a reasonable cap on the total organizational costs to be paid by the applicant. Costs deemed excessive can be paid by the general partner or management company or deducted from the applicant's Regulatory Capital prior to licensing.

b. Unreimbursed expenses on deals that do not close may be designated as a partnership expense but must be capped at a reasonable level.

6. Right of limited partners to remove general partner—Provisions allowing removal of the general partner without cause ("no-fault divorce" provisions) are permitted only after the Early Stage SBIC has repaid all outstanding leverage and any other amounts payable to SBA and has surrendered its SBIC license.

7. SBA will not consider amendments to an Early Stage SBIC's LPA for a minimum of six months after licensing.

**B. Organization.** Early Stage SBIC applicants must adhere to the following rules regarding organizational structure:

1. Applicant cannot be a BDC or other public entity or a subsidiary of any such entity.

2. All provisions governing the operation of the SBIC should be included in the limited partnership agreement to the maximum extent possible. Side letters may materially delay your processing time.

3. Applicant must adopt SBA Model Valuation Guidelines.

4. Drop-down SBICs

a. The drop-down structure should be used only when it has a clear business purpose:

i. Example 1—Parent fund has already raised capital and begun operating and wants to commit a portion of its capital to an Early Stage SBIC.

ii. Example 2—Substantial capital will be retained for investment at the parent level. (Managers might also consider the alternative of structuring a non-SBIC fund side by side with the SBIC.)

b. Drop-down funds must have one parent fund only and the parent fund must be a U.S. entity.

c. Parent must qualify as a traditional investment company based on established SBA precedent.

d. Parent must disclose the identity of all of its investors.

e. All of the investors in the parent fund (the SBIC's "Class A" limited partner) must agree to be "Class B" limited partners of the SBIC with an obligation to fund the Early Stage SBIC capital calls if the Class A limited partner does not. The obligation of the Class B limited partners to the Early Stage SBIC is reduced dollar for dollar as the Parent Fund contributes capital to the SBIC. The Model LPA contains required provisions for drop-down funds.

f. The Class B limited partners' commitments to the SBIC applicant must be expressed as a specific dollar amount (not just as the "proportionate share" of parent fund's commitment).

g. The total dollar amount of Class B commitments must be equal to the Class A limited partner's unfunded commitment to the SBIC. SBA will not require Class B commitments if the SBIC's Regulatory Capital will not include any unfunded commitments from the Class A limited partner.

**C. Capitalization.** Applicants must raise the minimum \$20 million in Regulatory Capital by the time the license application is submitted.

1. Capital commitments from limited partners must be made directly to the SBIC (and its parent fund, in the case of a drop-down) with no intermediaries involved.

2. The Early Stage SBIC applicant must have the unconditional ability to legally enforce collection of each capital commitment.

3. Capital Certificate. Capital commitments must be documented in the capital certificate (Section M of SBA Form 2182) and comply with the following:

a. A signed Capital Certificate must be submitted with the license application.

b. The only permitted conditions on private capital commitments are:

i. Receipt of Early Stage SBIC license.

ii. Approval of limited partnership agreement.

c. Individual investors must list primary residence address, not a business address.

d. Street addresses are required (no P.O. Box addresses).

4. A dual commitment may be obtained to back up the commitment of any direct investor in the SBIC who is not an Institutional Investor.

5. Capital commitments by the principals, general partner, or their affiliates must be payable in cash when called (cannot be satisfied with notes or management fee waivers).

#### *D. General Partner*

1. All principals must:

a. Hold direct ownership interests in and be the direct individual managers of the general partner, with no intervening entities.

b. Receive carried interest directly from the general partner; for drop-down SBICs, carried interest may be received from the parent fund's general partner.

2. A maximum of 25% of the carried interest may be allocated to non-principals.

3. Any provision to remove or terminate a principal must be spelled out within the general partner's organizational document and must not be tied to events occurring under other agreements (e.g., a principal's employment agreement with the management company).

**E. Investment Advisor ("Management Company").** Ownership of the Management Company that is highly disproportionate to the ownership of the general partner (e.g., one principal is the 100% owner) is not viewed favorably by SBA, but may be acceptable if there are adequate checks and balances on the powers of the dominant owner. Areas that cannot be subject to unilateral decision-making include the following:

1. Power to remove or terminate other principals.

2. Power to change the composition of the Early Stage SBIC's investment committee.

#### **V. Early Stage SBIC Licensing Evaluation Criteria**

**A. General Criteria.** SBA will evaluate an Early Stage SBIC license applicant based on the submitted application materials, Investment Committee interview with the applicant's management team, and the results of background investigations, public record searches, and other due diligence conducted by SBA and other Federal agencies. SBA will evaluate an Early Stage SBIC license applicant based on

the same factors applicable to other license applicants, as set forth in 13 CFR § 107.305, with particular emphasis on managers' skills and experience in evaluating and investing in early stage companies. As discussed in the Final Rule, evaluation criteria fall into four areas: (A) Management Team; (B) Track Record; (C) Proposed Investment Strategy; and (D) Organizational Structure and Fund Economics. You should review these regulations prior to completing your MAQ.

**B. Managing SBA Leverage.** SBA will pay particular attention to how a team's investment strategy works with proposed SBA leverage. Early Stage Debenture leverage either requires a 5 year interest and annual charge reserve from the date of issue or is structured with an original issue discount that covers the interest and annual charges for the first 5 years. In either case, Early Stage SBICs must identify how quarterly interest payments beginning in the 6th year from Debenture issue will be met. Sources of liquidity to make interest payments may include (a) private capital; (b) realizations; or (c) current income. As part of your plan of operations, you should carefully consider how your investment strategy will work with SBA leverage and make appropriate suggestions to manage risk. Risk mitigation strategies might include making some investments in current pay instruments; taking down less than a full tier of leverage, (i.e., leverage less than 100% of Regulatory Capital); taking leverage down later in the fund's life; lowering management expenses; and reserving more private capital. The strategies you choose to employ should be appropriate for your management team's track record and investment strategy.

**C. SBA Diversification Rights.** Per 13 CFR 107.320, SBA reserves the right to maintain diversification among Early Stage SBICs with respect to (i) the year in which they commence operations ("vintage year") and (ii) geographic location.

1. **Vintage Year Diversification.** Vintage year has a major impact on the return expectations of a fund and excessive concentration in a single year could substantially increase program risk. Therefore, SBA reserves the right, when licensing Early Stage SBICs, to maintain diversification across vintage years. SBA believes that it will be able to manage vintage year diversification through its call process. For example, if SBA approves a significant number of applicants in FY 2013, it may not hold a call in FY 2014. This will also help facilitate the allocation of early stage debenture leverage. As such, potential

applicants should not assume that SBA will hold calls for new MAQs each year. SBA will announce all new calls through the **Federal Register**.

2. **Geographic Diversification.** All Early Stage SBICs must first meet SBA's basic licensing criteria. After those criteria are met, SBA reserves the right to maintain diversification among Early Stage SBICs with respect to the geographic location in which the Early Stage SBIC expects to invest.

Dated: December 13, 2012.

**Sean Greene,**

*Associate Administrator, For Investment and Special Advisor for Innovation.*

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**BILLING CODE 8025-01-P**

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## SOCIAL SECURITY ADMINISTRATION

[Docket No. SSA 2012-0055]

### **Privacy Act of 1974, as Amended; Computer Matching Program (Social Security Administration (SSA)/Office of Personnel Management (OPM))—Match Number 1307**

**AGENCY:** Social Security Administration.

**ACTION:** Notice of a renewal of an existing computer matching program that will expire on January 14, 2013.

**SUMMARY:** In accordance with the provisions of the Privacy Act, as amended, this notice announces a renewal of an existing computer matching program that we are currently conducting with OPM.

**DATES:** We will file a report of the subject matching program with the Committee on Homeland Security and Governmental Affairs of the Senate; the Committee on Oversight and Government Reform of the House of Representatives; and the Office of Information and Regulatory Affairs, Office of Management and Budget (OMB). The matching program will be effective as indicated below.

**ADDRESSES:** Interested parties may comment on this notice by either telefaxing to (410) 966-0869 or writing to the Executive Director, Office of Privacy and Disclosure, Office of the General Counsel, SSA, 617 Altmeyer Building, 6401 Security Boulevard, Baltimore, MD 21235-6401. All comments received will be available for public inspection at this address.

**FOR FURTHER INFORMATION CONTACT:** The Executive Director, Office of Privacy and Disclosure, Office of the General Counsel, SSA, as shown above.

**SUPPLEMENTARY INFORMATION:**

### **A. General**

The Computer Matching and Privacy Protection Act of 1988 (Public Law (Pub. L.) 100-503) amended the Privacy Act (5 U.S.C. 552a) by describing the conditions under which computer matching involving the Federal government could be performed and adding certain protections for persons applying for, and receiving, Federal benefits. Section 7201 of the Omnibus Budget Reconciliation Act of 1990 (Pub. L. 101-508) further amended the Privacy Act regarding protections for such persons.

The Privacy Act, as amended, regulates the use of computer matching by Federal agencies when records in a system of records are matched with other Federal, State, or local government records. It requires Federal agencies involved in computer matching programs to:

(1) Negotiate written agreements with the other agency or agencies participating in the matching programs;

(2) Obtain approval of the matching agreement by the Data Integrity Boards of the participating Federal agencies;

(3) Publish notice of the computer matching program in the **Federal Register**;

(4) Furnish detailed reports about matching programs to Congress and OMB;

(5) Notify applicants and beneficiaries that their records are subject to matching; and

(6) Verify match findings before reducing, suspending, terminating, or denying a person's benefits or payments.

### **B. SSA Computer Matches Subject to the Privacy Act**

We have taken action to ensure that all of our computer matching programs comply with the requirements of the Privacy Act, as amended.

**Kirsten J. Moncada**

*Executive Director, Office of Privacy and Disclosure, Office of the General Counsel.*

### **Notice of Computer Matching Program, SSA With the Office of Personnel Management (OPM)**

#### **A. Participating Agencies**

SSA and OPM.

#### **B. Purpose of the Matching Program**

The purpose of this matching program is to establish the conditions under which OPM will disclose civil service benefit and payment data to us. This disclosure will provide us with information necessary to verify an individual's self-certification of eligibility for the Extra Help with