

Paragraph 116 of the *Request for Proposals* states:

The RFP Document is intended to provide all information necessary to enable entities to prepare and submit proposals. Any entity requiring clarification or additional information should send an email request to: info@unidroit.org no later than one month prior to the closing date for the receipt of proposals (that is, no later than 29 August 2010). The Preparatory Commission shall consider such requests and if clarification or additional information is provided, this shall also be posted on the UNIDROIT and OTIF websites without information that would identify the entity that made the request

Set out below are the requests for clarification or additional information that have been received pursuant to the process set out in paragraph 116 of the RFP, together with the clarification or additional information provided by the Preparatory Commission:

Question / Request for Clarification	Answer
<p>Q1. Can a bid be submitted by a partnership, provided the full details of the future proposed Luxembourg corporate structure are set out in the bid? Would a bid presented by a partnership be, for that reason, at any disadvantage as compared to a bid presented by a different type of legal entity?</p>	<p>Answer: Paragraph 12 of the <i>Request for Proposals</i> provides: “Proposals must provide details as to the proposed corporate structure of the Registrar, however it is not necessary that a bid be submitted by the same corporate entity that would act as Registrar pursuant to the proposals contained in the bid.” The Request for Proposals does not specify any requirements as to the nature of entities submitting bids. Accordingly, it would be acceptable for a bid to be presented by a partnership. Provided the requirements set out in paragraph 12 of the <i>Request for Proposals</i> are satisfied, a bid presented by a partnership would not be, for that reason, at any disadvantage as compared to a bid presented by a different type of legal entity.</p>
<p>Q2. Please clarify if €25,000 is the amount that should be attributed to marketing in annual financial plans, and if this is a sum that the Registrar would be expected to contribute or whether there would be another source of these funds?</p>	<p>Answer: Paragraph 93 of the Request for Proposals lists the items that must be contained in each bid’s breakdown of estimated yearly operating costs of the International Registry. The amount of €25,000 per year is the amount that the Preparatory Commission has estimated should be spent for promotion and marketing – because this is an estimate, it is possible that the amount that will ultimately be spent in any single year may be greater or less than €25,000. As noted in paragraph 7 of the Request for Proposals, the fees of the International Registry will be established so as to recover the reasonable establishment, implementation and operating costs of the International Registry: those costs would include amounts spent for promotion and marketing. Paragraphs 95-97 of the Request for Proposals contain information about ancillary services, including information about application of revenue from ancillary services.</p>

<p>Q3. Please clarify if we will be able to get “operator owns” branding rights to allow our company/logo to be visible on all “client-facing” online platforms, system generated forms and certificates. For example, whether a specified percentage of the web real estate of the rail registry would be able to include statements such as “The registry has been designed and is operated by [name of company]”.</p>	<p>Answer: The question as to what, if any, branding rights will be able to be used by the Registrar will be subject to the discretion and decision of the Supervisory Authority. Accordingly, while it is possible that the Supervisory Authority would approve branding rights, it is recommended that bids do not assume that such approval would be given. Paragraph 57 of the Request for Proposals notes that the Supervisory Authority shall own the intellectual property in the domain names, logos etc of the International Registry, and the contract between the Supervisory Authority and the Registrar will provide for the Registrar to be granted a licence to use such intellectual property for the purposes of the International Registry for the duration of the contract.</p>
<p>Q4 How many States have become Contracting States to the Luxembourg Protocol? Are there any States that are planning to use the “registry”?</p>	<p>Answer: As at 27 August 2010, the Luxembourg Protocol had been signed by 4 States (Gabon, Italy, Luxembourg and Switzerland) as well as the European Union. There were no Contracting States, although it should be noted that 36 States plus the European Union have ratified the Convention and 32 States plus the European Union have ratified the Aircraft Protocol. At the Information Session for Potential Bidders, which was held at the Unidroit Headquarters on 25 February 2010, representatives of the Government of Luxembourg represented that the Government of Luxembourg would ratify the Luxembourg Protocol soon after the summer. Up-to-date information about the status of the Luxembourg Protocol is available from the following link to the UNIDROIT website: http://www.unidroit.org/english/implement/i-2007-railprotocol.pdf</p>
<p>Q5. Are there more details available about the URVIS numbering system referenced in paragraph 21 and Annex 3 of the Request for Proposals (eg number, data and data types).</p>	<p>Answer: The requirements of the International Registry in relation to unique identification numbers are set out in paragraphs 32-35 of the Request for Proposals. The Rail Working Group has published a paper entitled “Allocation and Marking of Permanent Numbers on Rolling Stock”, and that paper will be taken into account in finalising the provisions of the Regulations dealing with issue of 20-digit identification numbers. The most recent version of that paper, published in 2010, is available from the following link to the Rail Working Group website: http://www.railworkinggroup.org/r0184_240210%20RWG.pdf.</p>

<p>Q6. Please provide details on the relevant data privacy regulations that would be applicable to the International Registry located in the Grand Duchy of Luxembourg. What precisely is meant by the term and what is involved in it from an operator's perspective?</p>	<p>Answer: The processing of data is mainly regulated by the law of 2nd August 2002* which transposes a European Directive relating to data protection (Directive 85/46/EC dated 24 October 1995). The law aims at protecting the privacy of individuals (and so even the interest of corporate bodies) with regard to the processing of their personal data by third parties. The authorities, companies, professionals, associations and other organisations who collect, record, use and disclose personal data cannot do so without restrictions. They must notify the identifiable person ("data subject") and inform them of the purpose of what the law calls "the processing of personal data". This processing must be limited to what is necessary and proportionate to the aims stipulated at the outset. Data must therefore always be used in accordance with strict rules, under the supervision of the Commission nationale de protection des données (www.cnpd.lu). To ensure transparency, any filing system must previously be either declared or authorised (depending on the type of data and processing). The legislation on the protection of personal data does not only apply to computer files, but covers every kind of medium (paper files, audio and video recordings).</p> <p>* http://www.cnpd.public.lu/fr/legislation/droit-lux/doc_loi02082002mod_fr.pdf#page=16&pagemode=none&zooom=125,0,500</p>
<p>Q7. Please confirm that the entity operating the registry will, or will not, be excluded from the Grand Duchy of Luxembourg's financial services regulations.</p>	<p>Answer: The Preparatory Commission has been advised that it is the understanding of the Luxembourg Supervisory Authority for the Financial Sector (CSSF) that, on the basis of the Law of 5 April 1993 on the financial sector, the entity operating the International Registry would be excluded from the Grand Duchy of Luxembourg's financial services regulations. That entity would not be considered as carrying on a financial business and thus a prior authorisation and supervision of the Luxembourg Supervisory Authority for the Financial Sector would not be required.</p>
<p>Q8. Please provide clarification on what precisely is meant by the term "technical validation certificate" and what is involved in it from an operator's perspective.</p>	<p>Answer: The technical validation certificate should be a certificate from a reputable IT systems expert which will certify that the system being proposed by the operator will meet the Supervisory Authority's requirements as to its ability to provide a secure, tamper-proof system which will reliably process, hold and retrieve the data stored within it. From an operator's perspective, it is envisaged that the operator will propose the identity of the independent expert (to be approved by the Supervisory Authority) and engage the expert in issuing the technical validation certificate.</p>