

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

Africa Growth Corporation	)	
	)	
Plaintiff,	)	
	)	
v.	)	Case No: 17-cv-2469
	)	
Republic of Angola, <i>et al.</i>	)	
	)	
Defendants.	)	
	)	

**DECLARATION OF ILDFONSO MASSANGO IN SUPPORT OF PLAINTIFF’S  
APPLICATION FOR A DEFAULT JUDGMENT AGAINST DEFENDANTS**

Under penalties of perjury, pursuant to 28 U.S.C. § 1746, and being duly authorized, I, ILDFONSO MASSANGO, declare as follows:

1. I am a citizen and resident of the Republic of Angola and a practicing attorney registered and based in Luanda, Angola. Since July 2017, I have been employed and continue to be employed as director and Gerente of Africa Growth Corporation’s (“AFGC”) wholly-owned Angolan-based subsidiaries, including Illico Lda. (“Illico”), AGPV Lda (“AGPV”) and Maximilio Lda (“Maximilio”) (collectively, the “AFGC Angolan Subsidiaries”).

2. The AFGC Angolan Subsidiaries own two residential real estate properties, consisting of three buildings (named “Isha 1”, “Isha 2” and “Pina”) that were divided into 64 apartments and 7 offices, in Luanda, Angola. AFGC also owns the surface rights to a fourth building under construction (named “Isha 2.5”), which contains another 40 apartments. Isha 1, Isha 2, Isha 2.5 and Pina are collectively referred to hereinafter as the “AFGC Assets.”

3. My own due diligence reveals that the AFGC Assets were acquired with the advice and assistance of AFGC’s Angolan legal counsel (“Angolan Legal Counsel”) and, as subsequently

represented to me by Angolan Legal Counsel, in full compliance with Angolan law. I also can confirm, based on my own investigation, that full legal title to the AFGC Assets passed to AFGC, through its wholly-owned subsidiaries, and was duly registered with the *Conservatoria do Registo Predial* (the official Angolan Real Estate Registry).

4. Defendants Angolan General Antonio Francisco Andrade (“General Antonio Andrade”), Angolan Army Captain Miguel Kenehele Andrade (“Captain Miguel Andrade”), and Angolan State Prosecutor Natasha Sulaia e Santos Andrade Santos (“Angolan State Prosecutor Natasha Santos”) (collectively referred to herein as the “Angolan Government Agents”), as well as defendants General Francisco Higino Lopes Carneiro, in his official capacity as Governor of the Province of Luanda, Angola (“General Carneiro”); Angolan General Joao Maria de Sousa, in his official capacity as Attorney General of the Republic of Angola (“General de Sousa”) and the Republic of Angola (“Angola”) (all collectively referred to as “Defendants” in this lawsuit), have no lawful title to, legal ownership interest in or lawful corporate position in AFGC, any of its Angolan-based subsidiaries, or the AFGC Assets.

5. On July 26, 2017, AFGC appointed me as director and Gerente of the AFGC Angolan Subsidiaries, positions that had been fraudulently assumed by General Antonio Andrade.

6. Once appointed as director and Gerente of the AFGC Angolan Subsidiaries, I was able to correct the bank signature authority for Illico, which had been changed to General Antonio Andrade through fraudulent and unlawful means.

7. As lawful director and Gerente of the AFGC Angolan Subsidiaries, I immediately observed that General Antonio Andrade, as part of Defendants’ efforts to exercise complete possession and control over the AFGC Assets, was using his official position within the Angolan government to intimidate the Angolan-based AFGC staff with threats of violence and demand that they recognize

him as the sole owner of the AFGC Assets. General Antonio Andrade also demanded that the local AFGC staff cut off all contact with me and other AFGC senior management going forward.

8. As lawful director and Gerente of the AFGC Angolan Subsidiaries, I learned that General Antonio Andrade made repeated armed visits to the AFGC Assets accompanied by his heavily armed security detail. During these visits, General Antonio Andrade used the power of his official position, force and threats to let the local AFGC staff know that they must either follow his instructions or suffer the consequences.

9. As lawful director and Gerente of the AFGC Angolan Subsidiaries, I learned that General Antonio Andrade, as part of the larger effort by Defendants to expropriate the AFGC Assets, used fraud and threats of physical force to insert himself into local AFGC management. In addition, falsely representing himself as the owner of the AFGC Assets, General Antonio Andrade attempted to sell off individual apartments that are part of the AFGC Assets to unsuspecting third-party buyers in Angola in an effort to take the sale proceeds for the benefit of the Angolan Government Agents and their associates.

10. Shortly after I was lawfully appointed as director and Gerente over the AFGC Angolan Subsidiaries, the corporate seals for the AFGC Angolan Subsidiaries were stolen from the AFGC Angolan Subsidiaries' offices and delivered to General Antonio Andrade, as part of Defendants' efforts to exercise complete possession and control over the AFGC Assets.

11. The Angolan Government Agents then falsely represented in writing that Captain Miguel Andrade was a lawful representative of the AFGC Angolan Subsidiaries and had the power to unilaterally change the directors of the AFGC Angolan Subsidiaries.

12. On August 10, 2017, in response to the official threats of physical violence and intimidation by the Angolan Government Agents, an AFGC representative flew to Luanda to meet with the

local Angolan police force. The purpose of this visit by the AFGC representative was to regain access to, and possession of, the AFGC Assets and to seek to secure the corporate books and records for the AFGC Angolan Subsidiaries that were located at the site of the AFGC Assets.

13. During this visit by the AFGC representative, I and the AFGC representative arrived at the site of the AFGC Assets with two Angolan police officers, Angolan Legal Counsel, and a private security team (G4S) hired to protect us, based on the reasonable fear of imminent physical violence from General Antonio Andrade and his heavily armed security detail. We presented certified copies of all legal documents proving land ownership of the AFGC Assets and full and lawful director and shareholder control over the AFGC Angolan Subsidiaries.

14. During this visit, we then demanded that those Angolan Government Agents who were then present at the site of the AFGC Assets, which included Angolan State Prosecutor Natasha Santos and General Antonio Andrade's heavily-armed security detail (General Andrade himself was outside Angola at the time), immediately vacate the AFGC Assets.

15. Angolan State Prosecutor Natasha Santos and General Antonio Andrade's heavily-armed security detail refused to vacate the site of the AFGC Assets. Rather than risk a physical confrontation and use of violence by the Angolan Government Agents, we were forced to withdraw from the AFGC Assets.

16. On August 11, 2017, the AFGC representative and I returned to the Angolan police station and again requested assistance in the removal of the Angolan Government Agents, and their heavily-armed security detail, from the AFGC Assets.

17. The Angolan police refused (at the express direction of Angolan State Prosecutor Natasha Santos) to take any action against the Angolan Government Agents or their heavily-armed security detail, thereby depriving AFGC of lawful ownership and possession of the AFGC Assets.

18. The Angolan police refused to take action against the Angolan Government Agents despite the fact that we had provided the police, in advance, with all of the legal documentation clearly demonstrating that AFGC had the sole legal right to ownership, possession, and control over the AFGC Assets.

19. Through their failure to act, the Angolan police continue to enable the Angolan Government Agents and their heavily-armed security detail to remain in physical possession and control of the AFGC Assets.

20. Until at least the end of January 2018, the Angolan Government Agents' heavily-armed security company continued to patrol the buildings that make up the AFGC Assets with exposed AK 47 assault rifles.

21. On August 10, 2017, following our attempt to retake physical possession and control of the AFGC Assets, I learned that Angolan State Prosecutor Natasha Santos made a criminal claim against us, as AFGC representatives, which falsely alleged that I and the AFGC representative had invaded the AFGC Assets purportedly owned by the Angolan Government Agents.

22. On August 18, 2017, by using their official titles and positions within the Angolan government, the Angolan Government Agents succeeded, with the complicity of the Angolan Guichet Unico de Empresa ("GUE"), the official corporate registry of Angola and a division of the Angolan Ministry of Justice, in again appointing and registering General Antonio Andrade as director and Gerente of the AFGC Angolan Subsidiaries.

23. On August 18, 2017, General Antonio Andrade also conspired with the GUE, an Angolan government agency, to amend the bylaws of the AFGC Angolan Subsidiaries to name himself as the sole legal representative and signatory of all official documents to be issued by the AFGC

Angolan Subsidiaries going forward, thereby fraudulently assuming full and complete control over the AFGC Angolan Subsidiaries.

24. In conspiring with General Antonio Andrade, Angolan government agency GUE acted contrary to its own governing procedures regarding the steps required to officially change a registered Angolan company's bylaws and corporate records and the need to subsequently publish and disclose any changes to an Angolan company's bylaws and corporate records.

25. The GUE made these improper changes to the corporate records of the AFGC Angolan Subsidiaries despite being informed in advance by AFGC's Angolan Legal Counsel of the fraudulent acts committed against the AFGC Angolan Subsidiaries by the Angolan Government Agents. Specifically, AFGC Angolan Legal Counsel met with the GUE on several prior occasions. During these meetings, the GUE was provided with all of the legitimate corporate documents relating to the AFGC Angolan Subsidiaries in order to prevent any such unauthorized changes to the corporate records.

26. Further, during these meetings between the GUE and AFGC's Angolan Legal Counsel, the GUE had been placed on notice that there may be another illegal attempt to change the corporate registration of the AFGC Angolan Subsidiaries and had agreed with the GUE representatives that, if such an attempt were made, the GUE would call AFGC's Angolan Legal Counsel prior to any such change. Despite these agreements reached at that meeting, the GUE failed to provide our Angolan Legal Counsel with notice either before or after the unlawful changes to the corporate registration of the AFGC Angolan Subsidiaries was made.

27. On August 18, 2017, AFGC appealed the decision by the GUE under the GUE's own standard procedures. We demanded that I be properly reinstated as the lawful director and Gerente of the AFGC Angolan Subsidiaries.

28. Beginning in August 2017, I learned that the Angolan Government Agents were approaching individual tenants residing or working at the site of the AFGC Assets, falsely claiming to be the lawful owners and managers of the AFGC Assets.

29. At this same time, I also learned that the Angolan Government Agents were demanding that the tenants at the AFGC Assets cease all communications with AFGC and AFGC's subsidiaries, renege on their current lease obligations, and direct all future rental payments to a corporate account established by the Angolan Government Agents.

30. On August 23, 2017, acting on behalf of AFGC, I sent correspondence to the tenants at the AFGC Assets informing them that the Angolan Government Agents who were pretending to be the owners and managers of the AFGC Assets have committed fraud by asking tenants to make rental payments into accounts other than the lawful and proper accounts of the actual owners of the AFGC Assets. A true and correct copy of this August 23 correspondence by AFGC is attached hereto as Exhibit A.

31. AFGC on numerous occasions directly and through its Angolan legal counsel have provided the tenants with documentation of lawful ownership of the AFGC Assets by AFGC and reminded the tenants of their legal obligation to continue to make rental payments pursuant to their lease agreements.

32. On August 30, 2017, the Angolan Government Agents sent their own letter to the tenants on site at the AFGC Assets falsely informing them they were the lawful owners and managers of the AFGC Assets and that all future rental payments should be made to a company aligned with the Angolan Government Agents by the name of "Austral."

33. In response to the letter sent by the Angolan Government Agents dated August 30, 2017, AFGC again sent its own letter to the tenants at the AFGC assets informing the tenants that the

company Ausral has neither legal title nor any valid claim to any part of the AFGC Assets. The AFGC letter informed the tenants AFGC alone has legal title and valid claim to the AFGC Assets in their entirety.

34. The Angolan Government Agents, as part of Defendants' expropriation of the AFGC Assets, continued to falsely inform and use intimidation tactics, including appearing at the entrances to tenants' apartments with heavily armed guards threatening eviction, in order to unlawfully direct and seize rental payments owed to AFGC by the tenants of the AFGC Assets.

35. On August 11, 2017, I met with an Angolan criminal prosecutor in Luanda who, after reviewing the lawful corporate and land registry title documents, advised AFGC to open a criminal case in Luanda against the Angolan Government Agents.

36. Accordingly, on August 14, 2017, on behalf of AFGC and the AFGC Angolan Subsidiaries, I filed a criminal claim against the Angolan Government Agents based on their illegal, illicit, and unlawful attempt to gain control over the AFGC Angolan Subsidiaries and to convert the AFGC Assets. This criminal claim was given "Case number 3847/17IG," which was then registered with the local police station in Luanda.

37. In response to AFGC's registering of the criminal claim against the Angolan Government Agents with the police, I was informed that the police needed a local Angolan prosecutor to issue a written decision on the criminal claim as it relates to corporate control of the AFGC Angolan Subsidiaries and lawful ownership of the AFGC Assets before the police would act.

38. Since AFGC, through its Angolan Legal Counsel, filed the criminal claim against the Angolan Government Agents and sought assistance from Attorney General de Sousa, AFGC also contacted and enlisted the support of the US Embassy in Luanda, Angola, to protect AFGC's rights to the AFGC Assets.

39. On August 24, 2017, I attended a meeting at the offices of the *Procuradoria Geral da Republica de Angola* (the “PGR”, also known as the Attorney General of the Republic of Angola) on behalf of AFGC. At this meeting, I discussed with the PGR Director that Angolan State Prosecutor Natasha Santos was using her official office and influence within the Angolan government and the police to prevent any action from being taken against the Angolan Government Agents, and the clear rights of AFGC to possession and control over the AFGC Assets and the AFGC Angolan Subsidiaries were being ignored. The PGR Director expressed concern and asked me to return the following day for an update.

40. On August 25, 2017, I returned to the PGR and met with Zacarias Selalo, Assistant to the Director of the PGR Cabinet. Again, I provided the PGR official representative with an explanation of the unlawful conduct that had occurred up to that time by the Angolan Government Agents, and I showed the PGR official representative all of the supporting documentation attesting to, and proving, AFGC had lawful control over the AFGC Angolan Subsidiaries and full legal title and ownership over the AFGC Assets.

41. In response, at this second meeting at the PGR, the PGR representative informed me that AFGC had correctly followed all legal procedures in Angola. The PGR representative also expressed concern over the actions taken by Angolan State Prosecutor Natasha Santos in her official capacity. I was told to await a response from the PGR.

42. After this second meeting, I followed up by emailing to the PGR representative a letter, dated August 14, 2017, that had been prepared to seek the support of Angolan Attorney General Joao Maria de Sousa to take action against the Angolan Government Agents for their criminal conduct and to request police assistance to safeguard the ownership of the buildings and protection of AFGC’s commercial operations. A translated true and correct copy of this letter on behalf of

AFGC and the AFGC Angolan Subsidiaries to the Office of the Angolan Attorney General, dated August 14, 2017, is attached hereto as Exhibit B.

43. To date, after unreasonable delay and despite follow-up by me, the PGR has provided no response to me. To date, despite acknowledging that AFGC had correctly followed all procedures, the PGR has taken no action against the Angolan Government Agents and no action in support of AFGC's legal commercial and property rights in Angola.

44. On September 14, 2017, AFGC filed a new Criminal Complaint against the Angolan Government Agents for the crime of land invasion, fraud and damage.

45. On September 20, 2017, I learned that Angolan State Prosecutor Natasha Santos used her official position and title to effect the fraudulent transfer of the surface rights of the AFGC Assets from AFGC's Angolan subsidiary, Illico, into her own name by personally appearing at the Angolan Property Registry and ordering that the change be made by and through a transfer of title from Illico to Angolan State Prosecutor Natasha Santos.

46. The fraudulent documents used to transfer the surface rights detail that Angolan State Prosecutor Natasha Santos purportedly purchased the AFGC Assets, and with it all future rental income — valued at an estimated total of at least US\$55,000,000 — for no consideration.

47. On September 22, 2017, after the fraudulent transfer of title to the AFGC Assets had been recorded in the Angolan land registry, the Angolan Government Agents again sent a letter to one or more tenants residing on site at the AFGC Assets and demanded the tenants make rental payments directly to a new bank account at Banco SOL that was opened by General Antonio Andrade on behalf of Illico using fraudulent documentation, thereby perpetuating the theft and conversion of rents from the commercial properties owned by AFGC.

48. Only on September 22, 2017, when AFGC inquired as to how the Angolan Government Agents were able to open a new bank account on behalf of Illico, I then learned that General Antonio Andrade again managed to use fraudulent documentation to reappoint himself as the sole director and Gerente of the AFGC Angolan Subsidiaries.

49. On November 2, 2017, the GUE formally rejected AFGC's request to cancel the unlawful registration of General Antonio Andrade as director and Gerente and return the rightful director and Gerente of AFGC's Angolan subsidiaries to his proper position. In rejecting AFGC's request, the GUE, acting on behalf of the Angolan Ministry of Justice, has forced AFGC now to undergo a more lengthy and formal implementation process to enable the change in directorship and management – a process that was never applied to the Angolan Government Agents when they registered General Antonio Andrade as sole director and Gerente of AFGC's Angolan subsidiaries.

50. Having been granted license and official approval by Angolan governmental authorities over the unlawful seizure of the AFGC Assets, the Angolan Government Agents have continued in their pattern of harassment and intimidation of AFGC's tenants. Specifically, the Angolan Government Agents threatened to cut the water and electrical power supply—and did, in fact, cut the water and electrical power supply—to those apartments in which the tenants refuse to renege on their lease obligations to AFGC and redirect their rental payments to bank accounts controlled by the Angolan Government Agents.

51. For example, on November 7 and 8, 2017, I received an email exchange with a tenant who had the water supply to his apartment cut off and only restored after he agreed to enter into a new rental contact with a company established for and on behalf of the Angolan Government Agents and agreed to have future rental payments directed to the fraudulent corporate bank account controlled by the Angolan Government Agents.

52. Other tenants of the AFGC Assets who have chosen not to submit to the pattern of harassment and intimidation by the Angolan Government Agents have informed AFGC that they are vacating their properties and will cease all rental payments once they have done so. Some tenants already have vacated the properties, which has resulted in a loss of past, present and future rental income to AFGC.

53. As the result of a hearing before the Angolan Provincial Court that was conducted on behalf of AFGC by its legal counsel, Dr. Armindo Sa Silva, which included the production of witnesses, of which I was one, the Angolan Provincial Court issued a written verdict and opinion in favor of AFGC, dated November 23, 2017 (November 23 Court Order”).

54. After receiving the November 23 Opinion, I joined Dr. Armindo Sa Silva and, together with members of the Angolan civil police force, we attempted to execute the November 23 Court Order and remove the Angolan Government Agents who were in possession and control of the Properties. The Angolan Government Agents who were in possession and control of the AFGC Assets, and who had heavily-armed security services to enforce their will, refused to accept the jurisdiction of, and yield to the demands of, the Angolan civil police and likewise refused to vacate the AFGC Assets.

55. Unable to enforce the November 23 Court Order, Dr. Armindo Sa Silva reapplied to the Angolan Provincial Court for an amended order that would empower the Angolan police to return and compel those Angolan Government Agents present to vacate the AFGC Assets.

56. On December 19, 2017, Dr. Armindo Sa Silva, on behalf of AFGC, received an amended verdict and decision of the Angolan Provincial Court (“December 19 Court Order”) that reaffirmed the unlawful and violent nature of the Angolan Government Agents’ conduct and compelled the

Angolan police to return to the AFGC Assets to evict those Angolan Government Agents who were in unlawful possession and control.

57. On January 31, 2018, I again accompanied Dr. Armindo Sa Silva, and we returned to the AFGC Assets, together with the Angolan police, to enforce the December 19 Order. Although the police succeeded in temporarily removing those Angolan Government Agents present at the Properties, as soon as the police departed, most of the Angolan Government Agents returned to the Properties.

58. As of the date below on which I have signed this Declaration, AFGC:

- a. still is not in possession or control of the AFGC Assets;
- b. still is unable to have proper title to the AFGC Assets returned and cleared of all fraudulently obtained encumbrances on title;
- c. still is not in possession or control of its corporate subsidiaries;
- d. still is not in possession or control of its corporate bank accounts; and
- e. still is not able to draw rental income from the AFGC Assets.

59. As of the date below on which I have signed this Declaration, I continue to be harassed and intimidated by the Angolan Government Agents. Based on Defendants' ongoing pattern of unlawful conduct in supporting and furthering the expropriation of the AFGC Assets, I believe that AFGC will not find appropriate relief and damages within Angola for the taking of the AFGC Assets, AFGC Angolan subsidiaries and related bank accounts.

I declare and have executed this Declaration under penalty of perjury under the laws of the United States of America, 28 U.S.C. § 1746, this 05 day of March 2018, that the foregoing is true and correct.

  
ILDFONSO MASSANGO

# **EXHIBIT A**

## Brenton Kuss

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**From:** Sandra Saraiva <sandra.saraiva@gla-advogados.com>  
**Sent:** 23 August 2017 13:05  
**Subject:** Informação aos inquilinos/Information to tenants  
**Attachments:** ILLICO Commercial Certificate v02.08.2017.pdf; AGPV Commercial Certificate v26.07.2017.pdf; MAXIMÍLIO Commercial Certificate v26.07.2017.pdf; ILICO - Certidão do Registo Predial.pdf

Caros Moradores e Inquilinos da ISHA e PINA,

Enviamos esta mensagem para V. Exas., pois o nosso Cliente (infra definido) terá tomado conhecimento de que pessoas que se arrogam de direitos de propriedade e gestão do ISHA e PINA tentaram cometer fraude e solicitar a inquilinos que efectuassem pagamentos de renda e serviços para contas bancárias que não as dos respectivos e legítimos titulares dos direitos sobre os edifícios.

Para clarificar o enquadramento legal e esclarecer o estado da propriedade e gestão, serve assim a presente para informar V. Exas. que estamos a agir em representação das sociedades **AGPV, LDA.**, matriculada na Conservatória do Registo Comercial de Luanda, 2.<sup>a</sup> Secção do Guiché Único, sob o número 3050-12, com o número de identificação fiscal 5417195448, com o capital social de Kz 1.000.000,00 (um milhão de Kwanzas), (ii) **ILLICO – COMÉRCIO E PRESTAÇÃO DE SERVIÇOS LDA.**, matriculada na Conservatória do Registo Comercial de Luanda, 2.<sup>a</sup> Secção do Guiché Único, sob o número 3311-13, com o número de identificação fiscal 5417247278, com o capital social de Kz 100.000,00 (cem mil Kwanzas) e (iii) **MAXIMÍLIO, LDA.**, matriculada na Conservatória do Registo Comercial de Luanda, 2.<sup>a</sup> Secção do Guiché Único, sob o número 1279-13, com o número de identificação fiscal 5417221694, com o capital social de Kz 100.000,00 (cem mil Kwanzas) (em conjunto as “**Sociedades**” ou “**Cliente**”).

**As Sociedades são as proprietárias e legítimas possuidoras dos apartamentos e instalações sítos nos Apartamentos da Ilha ISHA e PINA** (em conjunto os “**Apartamentos**”). Queiram por favor encontrar em anexo a respectiva certidão do registo predial do ISHA.

Queiram por favor notar o seguinte:

- (i) O actual único e exclusivo gerente das Sociedades é o Sr. **ILDFONSO MASSANGO**. Queiram por favor encontrar em anexo as certidões do registo comercial que evidenciam a sua nomeação como gerente. Note-se que, o gerente é o efectivo representante das Sociedades e quaisquer procurações ou autorizações concedidas por anteriores gerentes encontram-se canceladas, caducadas e sem efeito;
- (ii) Apenas o gerente (e os seus actuais representantes) têm capacidade para representar as Sociedades, pelo que quaisquer outros indivíduos **NÃO TÊM QUALQUER DIREITO** de representação das Sociedades nem tão pouco qualquer direito de disposição relativo aos Apartamentos e qualquer acto por estes praticado não vincula nem representa as Sociedades. Ou seja, qualquer pagamento feito a estas pessoas não se considera como um pagamento feito às Sociedades.

Nestes termos, solicitamos a V. Exas. que **continuem a efectuar os pagamentos das rendas e serviços para as contas das Sociedades, conforme o estabelecido nos contratos. Instruções de pessoas ou entidades que não sejam representantes das Sociedades são inválidas e não desoneram os inquilinos e residentes do pagamento de renda e serviços**, sendo que (i) permanecerão em dívida com as Sociedades e/ou (ii) terão que solicitar a recuperação judicial dos valores pagos a essas pessoas ou indivíduos, pois não existe qualquer substrato jurídico ou outro para o pagamento de valores ao abrigo dos contratos com as Sociedades.

Quaisquer alterações contratuais com V. Exas. serão indicadas pelo Sr. **ILDFONSO MASSANGO** ou por nós enquanto representantes legais das Sociedades.

Queiram por favor contactar o Sr. **ILDFONSO MASSANGO** através do email: info@africaic.com.

Sem outro assunto de momento, desde já apresentamos os nossos melhores cumprimentos.

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Dear Tenants and Residents of ISHA and PINA

We write this message to you as it has come to the attention of our Client (as defined below) that people pretending to be the owners and managers of ISHA and PINA have attempted to commit fraud by asking tenants to make rental payments in accounts other than the lawful and proper accounts of the building owners.

For the sake of legal clarity and to define the legal ownership and legal management control, we hereby inform you that we are acting on behalf of the companies (i) **AGPV, LDA.**, registered with the Companies Registrar of Luanda, 2<sup>nd</sup> Section of Guiché Único, under number 3050-12, taxpayer number 5417195448, with the registered capital of Kz 1,000,000.00 (one million Kwanzas), (ii) **ILICO – COMÉRCIO E PRESTAÇÃO DE SERVIÇOS LDA.**, registered with the Companies Registrar of Luanda, 2<sup>nd</sup> Section of Guiché Único, under number 3311-13, taxpayer number 5417247278, with a registered capital of 100,000.00 (one hundred thousand Kwanzas) and (iii) **MAXIMÍLIO, LDA.**, registered with the Companies Registrar of Luanda, 2<sup>nd</sup> Section of Guiché Único, under number 1279-13, taxpayer number 5417221694, with the registered capital of Kz 100,000.00 (one hundred thousand Kwanzas) (jointly the “**Companies**” or “**Client**”).

**The Companies own and are lawful holders of the apartments and premises located in the Ilha Apartments ISHA and PINA** (jointly the “**Apartments**”). Please see attached the real estate certificate for ISHA.

Please note as follows:

- (i) The current sole and exclusive Director (*Gerente*) of the Companies is Mr **ILDFONSO MASSANGO**. Please see the attached legal documents which evidences this appointment of Gerente. Also note that the director is the lawful representative of the Companies and that any powers-of-attorney or authorizations granted previously by former directors are cancelled, expired and without effect;
- (ii) Only the Director (and his legal representatives) represent the Companies and any other individuals **DO NOT HAVE ANY RIGHT** of representation of the Companies nor any right to dispose of the Apartments and any act executed by them does not bind or represent the Companies. In other words, any payment made to these persons shall not be assessed as a payment made to the Companies.

Therefore we hereby request that you **continue to make rent and service payments to the accounts of the Companies, as per the contracts. Instructions from individuals who are not Companies’ representatives defined herein are invalid and do not release the tenants and residents from payment of rent and services** and you shall (i) remain in debt towards the Companies and/or (ii) have to file a judicial claim to recover amounts paid those individuals as there is no legal framework or any other reason that justifies those payments under the contracts with the Companies.

Any changes to the contract terms shall be given or requested by Mr **ILFONSO MASSANGO** or by us whilst acting as legal representatives of the Companies.

Please reach Mr **ILFONSO MASSANGO** at info@africaic.com.

Without any further issues, we hereby present our best regards.

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**Sandra Saraiva**  
Advogada • Lawyer



Gabinete Legal Angola – Advogados

Nos termos da Lei 16/16, de 30 de Setembro, **a denominação GLA irá ser alterada**, tendo sido submetido um projecto de constituição de uma sociedade de advogados, **com nova denominação que aguarda aprovação pela Ordem dos Advogados de Angola.**  
*Under Law 16/16 of 30 September, **the name GLA will be changed.** A proposal to constitute a law firm with **a new name has been submitted and is awaiting the approval of the Angolan Bar Association.***

Gabinete Legal Angola – Advogados

Edifício Escom, Rua Marechal Brós Tito, 35-37, piso 13, Fracção B

Tel.: +244 935 147 578 • Email: [sandra.saraiva@gla-advogados.com](mailto:sandra.saraiva@gla-advogados.com) • Fax: • Mobile: +244 941 352 124

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# **EXHIBIT B**

## Certification of Accuracy

Re: Notification/Letter to the Federal Attorney-General's Office of Angola issued by Ildfonso Francisco Massango, dated August 14, 2017.

I, Elizabeth M. Herron-Sweet, hereby attest that I am a translator certified by the American Translators Association for Portuguese into English, that I have translated the attached document, and that to the best of my knowledge, ability, and belief this translation is a true, accurate, and complete translation of the original Portuguese document that was provided to me.



Verify at [www.atanet.org/verify](http://www.atanet.org/verify)

A handwritten signature in cursive script, appearing to read "Elizabeth M. Herron-Sweet".

Elizabeth M. Herron-Sweet, CT  
March 1, 2018

Certification credentials may be verified online at [www.atanet.org/verify](http://www.atanet.org/verify).

[logo: AGPV, Lda]

[stamp: Term of Receipt  
On [handwritten: August 14,  
2017], I received this record.  
[signature]]

**To**  
**FEDERAL ATTORNEY-  
GENERAL'S OFFICE OF ANGOLA  
UNDER DIRECTION OF THE  
DIVISION OF INGONMBOTA**

**C/O: The Hon. Attorney General**

Luanda, August 14, 2017

**DELIVERY IN PERSON**

**SUBJECT: SAFEGUARD OF THE RIGHT OF PRIVATE OWNERSHIP AND  
POSSESSION / UNLAWFUL POLICE INTERVENTION**

**ILDFONSO MACHADO FRANCISCO MASSANGO**, legal status: of age, marital status: single, resident at the address Rua General S. Freire, House No. 3, Ingombota, Luanda, bearer of Identity Card number 000154397KN011, issued by the National Identification Management on January 29, 2015, as Manager and legal representative of the following companies: (i) **AGPV, LDA.**, registered with the Commercial Registry Office of Luanda, 2<sup>nd</sup> Section of the Angolan *Guiché Único*, under number 3050-12, tax identity number 5417195448, with capital stock of one million *Kwanzas* (Kz 1,000,000.00), (ii) **ILLICO - COMÉRCIO E PRESTAÇÃO DE SERVIÇOS LDA.**, registered with the Commercial Registry Office of Luanda, 2<sup>nd</sup> Section of the Angolan *Guiché Único*, under number 3311-13, tax identity number 5417247278, with capital stock of one hundred thousand *Kwanzas* (Kz 100,000.00), and (iii) **MAXIMÍLIO, LDA.**, registered with the Commercial Registry Office of Luanda, 2<sup>nd</sup> Section of the Angolan *Guiché Único*, under number 1279-13, tax identity number 5417221694, with capital stock of one hundred thousand *Kwanzas* (Kz 100,000.00) (jointly, the “**Companies**”), hereby presents and claims the following:

1. The signatory of this letter is the manager and legal representative of the Companies, in accordance with copies of the updated commercial certificates of the Companies attached hereto;
2. The signatory concomitantly and ultimately represents the interests of the actual beneficiary of the majority member of AGPV, LDA. (the company that holds the majority capital in the other Companies), ADV Holding, a company that gained authorization to carry out an

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Address: Rua Joaquim Kapango No. 37, 3 Maculusso, Ingombota, Luanda  
Corporate Taxpayer Number (NIF) 5417195448

[logo: AGPV, Lda]

investment project in accordance with the Private Investment Registration Certificate attached hereto;

3. And the Companies regularly operated in Angola until November 2016;

4. It turns out that, in November 2016, by unlawful means and **without the knowledge of ADV Holding**, Mr. ANTÓNIO FRANCISCO DE ANDRADE was able to become appointed manager of the aforementioned company ILLICO, and strangely obtained the registration of said appointment with the Commercial Registry Office;

5. The purpose of said appointment is linked to the fact that ILLICO is the “operating” company of the group in Angola, which holds the rights granted on the plot of land called ISHA, in accordance with copy of the building registration certificate attached hereto;

6. Also note that AGPV is the holder of the rights for exploitation of the plot of land named Pina, in accordance with copy of the building registration certificate attached hereto;

7. After November 2016, Mr. ANTÓNIO FRANCISCO DE ANDRADE held the legal control over the companies, because he obtained the actual registration of his appointment as manager, which took the control over of ILLICO away from AGPV and consequently from ADV Holding;

8. However, AGPV recently managed to restore the legal situation, as stated in the aforementioned attached commercial certificates, and appointed the undersigned as Manager of the Companies;

9. The current Manager immediately endeavored his best efforts to restore the situation to normality, by visiting the facilities of ISHA and PINA and requesting that the police help with the normal and natural restoration of the situation;

10. Although the manager demonstrated and provided evidence of the legal documents that certify his legal and correct position in the Companies, Mr. ANTÓNIO FRANCISCO DE ANDRADE caused the Police to prevent the security company contracted by the current manager (G4S) from entering the facilities, and enabled the previous security company (STORM) to illegally remain in office;

[logo: AGPV, Lda]

11. Such behavior of the Police is not understood, especially considering that Mr. ANTÓNIO FRANCISCO DE ANDRADE does not have any legal or contractual right; furthermore, it is not possible to understand how the police can ignore the information that is fully extracted from the documentation provided;

12. The undersigned reminds that what is at stake is the **safeguard of (i) the investment project authorized by the Republic of Angola, (ii) the granting of a surface right to ILLICO; (iii) the private ownership rights and the economic establishment of the Companies and, ultimately, of the foreign investor ADV Holding and (iv) the defense of third parties in good faith, which are the clients of the Companies** and that have their expectations and rights defrauded as a result of business with Mr. ANTÓNIO FRANCISCO DE ANDRADE, an individual who does not hold representation powers of any of the Companies.

**IN THESE TERMS, Your Honor is hereby requested to carry out procedures with the applicable police authorities for correction and normalization of the police intervention, so that they may uphold order and safeguard the possession of the properties by the Companies, which are the actual and legal holders of the rights of use and fruition thereof.**

Grant is requested.

The Manager,

[signature]

**ILDFONSO FRANCISCO MASSANGO**

**Exhibits:**

- 1. Commercial certificates;**
- 2. Private Investment Registration Certificate (CRIP);**
- 3. Building Registration Certificate; and**
- 4. Land certificate and authorization of use.**



Para

PROCURADORIA GERAL DA REPÚBLICA  
DE ANGOLA JUNTO DO COMANDO DE  
DIVISÃO DA INGONMBOTA

Formo de recebimento  
Aos 14 dias do mês de Agosto  
do ano de 2017, recebi estes autos.  
Meova Katira

AIC: Excelentíssimo Senhor Doutor  
Procurador-Geral

EM MÃO

Luanda, 14 de Agosto de 2017

ASSUNTO: SALVAGUARDA DE DIREITO DE PROPRIEDADE PRIVADA E POSSE /  
INTERVENÇÃO POLICIAL ILÍCITA

**ILDFONSO MACHADO FRANCISCO MASSANGO**, maior, solteiro, residente na Rua General S. Freire Casa nº 3, Ingombota, Luanda, titular de Bilhete de Identidade número 000154397KN011, emitido pela Direcção Nacional de Identificação, aos 29 de Janeiro de 2015, na qualidade de Gerente e representante legal das seguintes sociedades (i) **AGPV, LDA.**, matriculada na Conservatória do Registo Comercial de Luanda, 2.ª Secção do Guiché Único, sob o número 3050-12, com o número de identificação fiscal 5417195448, com o capital social de Kz 1.000.000,00 (um milhão de Kwanzas), (ii) **ILLICO – COMÉRCIO E PRESTAÇÃO DE SERVIÇOS LDA.**, matriculada na Conservatória do Registo Comercial de Luanda, 2.ª Secção do Guiché Único, sob o número 3311-13, com o número de identificação fiscal 5417247278, com o capital social de Kz 100.000,00 (cem mil Kwanzas) e (iii) **MAXIMÍLIO, LDA.**, matriculada na Conservatória do Registo Comercial de Luanda, 2.ª Secção do Guiché Único, sob o número 1279-13, com o número de identificação fiscal 5417221694, com o capital social de Kz 100.000,00 (cem mil Kwanzas) (em conjunto as "**Sociedades**"), vem pela presente, expor e requerer o seguinte:

1. O signatário da presente carta é o gerente e o representante legal das Sociedade, conforme cópias das certidões comerciais actualizadas das Sociedades que seguem em anexo;
2. O signatário representa, concomitantemente e em última análise, os interesses do beneficiário efectivo da sócia maioritária da AGPV, LDA. (e sociedade que detém a maioria do capital nas restantes Sociedades), a ADV Holding, uma sociedade que obteve autorização para realizar um



projecto de investimento conforme Certificado de Registo de Investimento Privado que segue em anexo;

3. E as Sociedades operaram normalmente em Angola até Novembro de 2016;
4. Sucede que, em Novembro de 2016, através de meios irregulares **e sem o conhecimento da ADV Holding**, o Senhor ANTÓNIO FRANCISCO DE ANDRADE conseguiu ser nomeado gerente da sociedade ILLICO acima mencionada, tendo estranhamente conseguido o registo dessa nomeação na Conservatória do Registo Comercial;
5. O objectivo desta nomeação prendeu-se com o facto de ser a ILLICO a sociedade “operacional” do grupo em Angola e ser esta que detém os direitos concessionados sobre o terreno ISHA, conforme cópia da certidão do registo predial que segue em anexo;
6. Note-se ainda que a AGPV é a detentora dos direitos de exploração do terreno denominado Pina, conforme cópia da certidão do registo predial que segue em anexo;
7. Após Novembro de 2016, o Senhor ANTÓNIO FRANCISCO DE ANDRADE deteve o controlo legal das sociedades pois conseguiu o efectivo registo da sua nomeação enquanto gerente, o que retirou o controlo da ILLICO da AGPV e consequentemente da ADV Holding;
8. Contudo, a AGPV conseguiu repor a situação legal recentemente, conforme consta das certidões comerciais acima juntas, nomeando o presente signatário como Gerente das Sociedades;
9. O actual Gerente envidou de imediato os seus melhores esforços para repor a situação de facto à normalidade, visitando as instalações da ISHA e do PINA, pedindo aos órgãos policiais que auxiliassem à reposição normal e natural da situação;
10. Não obstante o gerente ter demonstrado e evidenciado os documentos legais que comprovam a legalidade e direito que assiste às Sociedades, o senhor ANTÓNIO FRANCISCO DE ANDRADE conseguiu que a Polícia impedisse que a empresa de segurança contratada pelo actual gerente (G4S) entrasse nas instalações e permitiu que anterior empresa de segurança (STORM) se mantivesse ilegalmente em funções;
11. Este comportamento da Polícia não se entende, especialmente, considerando que não assiste qualquer direito, legal ou contratual, ao Sr. ANTÓNIO FRANCISCO DE ANDRADE, nem tão pouco se compreende como podem ignorar os órgãos policiais a informação que cabalmente se retira da documentação providenciada;
12. O signatário relembra que em causa está a **salvaguarda de (i) projecto de investimento autorizado pela República de Angola, (ii) uma concessão de direito de superfície a favor da ILLICO; (iii) os direitos de propriedade privada e estabelecimento económico das**

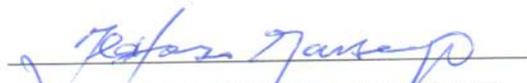


Sociedades e um última análise da investidora externa ADV Holding e (iv) defesa de terceiros de boa-fé que são clientes das Sociedades e poderão ver defraudadas as suas expectativas e direitos em virtude de negócios com o Sr. ANTÓNIO FRANCISCO DE ANDRADE, indivíduo que não tem poderes de representação de quaisquer das Sociedades.

TERMOS EM QUE, se requer a Vossa Excelência que, por favor, diligencie junto das autoridades policiais competentes a regularização e normalização da intervenção policial, para que possam manter a ordem e salvaguardar a posse dos imóveis pelas Sociedades que são os efectivos e legítimos titulares dos direitos de uso e fruição dos mesmos.

E.D.

O Gerente,

  
ILDFONSO FRANCISCO MASSANGO

Anexos:

1. Certidões comerciais;
2. CRIP;
3. Certidão do Registo Predial; e
4. Certidão matricial e autorização de uso.