TRADE AND INVESTMENT COOPERATION AGREEMENT BETWEEN THE GOVERNMENT OF UKRAINE AND THE GOVERNMENT OF THE UNITED STATES OF AMERICA

The Government of Ukraine and Lhe Government of the United States of America (individually a "Party" and collectively the "Parties"):

Desiring to enhance the bonds of friendship and spirit of cooperation, to expand trade, and to strengthen economic relations between the Parties;

Recognizing the importance of fostering an open and predictable environment for international trade and investment;

Recognizing the benefits the Parties can derive from increased international trade and investment, and that trade-distorting investment measures and protectionist trade batTiers can reduce these benefits;

Seeking to promote transparency and to eliminate bribery and corruption in international trade and investment;

Recognizing the essential role of private investment, both domestic and foreign, in furthering growth, creating jobs, expanding trade, improving technology, and enhancing economic development;

Recognizing the increased i_mportance of trade in services between the Parties;

Taking into account the positive impact of reducing non-tariff trade barriers in order to facilitate increased trade among the Parties;

Recognizing the importance of providing adequate and effective protection and enforcement of intellectual property rights and observing the obligations of membership and adherence to conventions for the protection of intellectual property rights;

Recognizing the importance of providing adequate and effective protection and enforcement of worker rights in accordance with each Party's labor laws and of improving the observance of internationally recognized labor rights;

Recognizing the importance of protecting and preserving the environment in accordance with each Party's environmental laws, and desiring to ensure that trade and environmental policies are mutually supportive in the furtherance of sustainable development of the Parties;

Desiring lo encourage and facilitate contacts between enterprises and other private entities in the territory of each Party;

Acknowledging the desirability of resolving trade and investment problems between the Parties as expeditiously as possible;

Desiring to reinforce the multilateral trading system by entering into further reciprocal and mutually advantageous arrangements under the auspices of the World Trade Organization ("WTO");

Confirming that this Agreement is without prejudice to the rights and obligations of the Parties under the agreements, understandings, and other instruments related to or concluded under the auspices of the WTO;

Noting the Treaty between The United States of America and Ukraine Concerning the Encouragement and Reciprocal Protection of Investment ("Bilateral Investment Treaty"), signed on March 4, 1994, between the Parties and affirming that this Agreement is without prejudice to the rights and obligations of the Parties under that Treaty;

Seeking to create a mechanism for further dialogue on initiatives for expanding trade through enhanced cooperation and more comprehensive agreements,

HAVE AGREED as follows:

Article One.

The Parties affirm their desire to promote an attractive investment climate and to expand and diversify trade in products and services.

Article Two.

1. The Parties hereby establish a Ukraine-United States Council on Trade and Investment ("Council"), comprising representatives of each Party. The Ukrainian side shall be chaired by the Ministry of Economy of Ukraine and the United States' side shall be chaired by the Office of the U.S. Trade Representative ("USTR"). Both Parties may be assisted by officials of other government entities as circumstances require.

2. The Council shall meet at such times, in such places, and through such means as the Parties may agree. The Parties shall endeavor to meet no less than once a year.

Article Three.

The Council shall:

1. monitor trade and investment relations between the Parties, identify opportunities for expanding trade and investment, and identify relevant issues, such as those related to the protection of intellectual property rights, worker rights, and the environment, that may be appropriate for negotiation in the framework of the Council sessions;

2. consider specific trade and investment matters of interest to the Parties;

3. identify and work to remove impediments to trade and investment between the Parties; and

4. seek and receive the advice of the private sector and civil society, where appropriate, on matters related to the Council's work.

Article Four.

A Party may refer a specific trade or investment matter to the Council by delivering a written request to the other Party that includes a description of the matter concerned. The Council shall take up the matter promptly after the request is delivered unless the requesting Party agrees to postpone discussion of the matter. Each Party shall endeavor to provide an opportunity for the Council to consider a matter before taking actions that could adversely affect trade or investment interests of the other Party.

Article Five.

This Agreement shall be without prejudice to the law of either Party or to the rights and obligations of either Party under any other agreement.

Article Six.

This Agreement shall enter into force on the date that the Parties notify each other in writing that they have completed any internal procedures necessary to implement the Agreement.

Article Seven.

1. Any disputes between the Parties that may arise from the interpretation and/or implementation of provisions of this Agreement shall be resolved through consultations and negotiations between the Parties.

2. On mutual agreement, the Parties may amend this Agreement. Such amendments shall be in writing and shall constitute an integral part of this Agreement.

Article Eight.

Either Party may withdraw from this Agreement by providing written notice concerning its intention to withdraw to the other Party. The withdrawal shall take effect on a date the Parties agree or, if the Parties cannot agree, 180 days after the date on

which the notice of withdrawal from this Agreement is delivered.

IN WITNESS WHEREOF, the undersigned, being duly authorized, have signed this Agreement.

DONE at Washington, D.C., on the 28th day of March, 2008, and at Kyiv, Ukraine, on the 1st day of April, 2008, in two copies each in the English and Ukrainian languages, both texts being equally authentic.

FOR THE GOVERNMENT OF UKRAINE

FOR THE GOVERNMENT OF THE UNITED STATES OF AMERICA