

U.S. Department of Justice

Washington, DC 20530

Exhibit A to Registration Statement

Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS. Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

| | |
|---|---------------------------------|
| 1. Name and Address of Registrant JWI, LLC (dba Jefferson Waterman International) 1401 K Street NW, Suite 400, Washington, DC 20005 | 2. Registration No. 4990 |
|---|---------------------------------|

| | |
|--|--|
| 3. Name of Foreign Principal The Government of the Republic of The Gambia | 4. Principal Address of Foreign Principal State House, Banjul, The Gambia |
|--|--|

5. Indicate whether your foreign principal is one of the following:

- Foreign government
- Foreign political party
- Foreign or domestic organization: If either, check one of the following:

| | |
|--------------------------------------|---|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Committee |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group |
| <input type="checkbox"/> Association | <input type="checkbox"/> Other (<i>specify</i>) _____ |
- Individual-State nationality _____

6. If the foreign principal is a foreign government, state:

- a) Branch or agency represented by the registrant
 Office of the Presidency
- b) Name and title of official with whom registrant deals
 Secretary General Njogou Bah

7. If the foreign principal is a foreign political party, state:

- a) Principal address
 N/A
- b) Name and title of official with whom registrant deals
- c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party:

a) State the nature of the business or activity of this foreign principal.

N/A

b) Is this foreign principal:

| | |
|---|--|
| Supervised by a foreign government, foreign political party, or other foreign principal | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| Owned by a foreign government, foreign political party, or other foreign principal | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| Directed by a foreign government, foreign political party, or other foreign principal | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| Controlled by a foreign government, foreign political party, or other foreign principal | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| Financed by a foreign government, foreign political party, or other foreign principal | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| Subsidized in part by a foreign government, foreign political party, or other foreign principal | Yes <input type="checkbox"/> No <input type="checkbox"/> |

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page must be used.)

N/A

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

| Date of Exhibit A | Name and Title | Signature |
|-------------------|--------------------------|-------------------------|
| December 31, 2012 | Charles E. Waterman, CEO | /s/ Charles E. Waterman |
| | | eSigned |

U.S. Department of Justice

Washington, DC 20530

**Exhibit B to Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended**

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

| | |
|--|---------------------------------|
| 1. Name of Registrant JWI, LLC (dba Jefferson Waterman International) | 2. Registration No. 4990 |
|--|---------------------------------|

3. Name of Foreign Principal

The Government of the Republic of The Gambia

Check Appropriate Box:

4. The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

The registrant agrees to provide advisory and advocacy services on behalf of the government of The Gambia.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Registrant may provide advocacy services on behalf of the government of The Gambia with respect to the US Government, media, academic or think tank institutions, or other influential bodies in Washington.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Some of the registrant's activities may include contact with the US Government as well as public relations efforts. As of the date of this filing the registrant has not undertaken political or advocacy activities on behalf of the foreign principal.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

| Date of Exhibit B | Name and Title | Signature |
|-------------------|--------------------------|------------------------------------|
| December 31, 2012 | Charles E. Waterman, CEO | /s/ Charles E. Waterman eSigned |

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.



JEFFERSON WATERMAN
INTERNATIONAL

1401 K Street, NW
Suite 400
Washington, DC 20005

Tel 202.216.2200
Fax 202.216.2999

Retainer Agreement

This Agreement is made between The Government of the Republic of The Gambia (The Government) and JWI, L.L.C. doing business as Jefferson Waterman International (JWI). Each entity may be referred to as Party, and both entities may be referred to as Parties.

The Government and JWI have agreed that JWI shall render various professional, strategic advisory, and public relations services to assist the Government in efforts to accelerate economic growth and improve its relations with the United States of America and other countries. This scope of work shall be the subject of sustained dialogue between the Parties, and it will evolve as circumstances dictate, with the understanding that any significant additions may require amendments to this Agreement as well as additional payments.

The term of the Agreement is for five years commencing from the date of the signing of this Agreement by both parties, with the proviso that the Agreement shall be reviewed by the Parties each year, with the option to continue, terminate, or revise the contract.

The Government shall pay JWI a retainer fee of six hundred thousand dollars (U.S. \$600,000) each year, payable in advance, upon the signing of this Agreement and at subsequent yearly intervals if the Agreement is so confirmed at the time of review.

In addition to the retainer specified above, an escrow account will be set up for the payment to JWI of vouchered travel and other expenses in the amount of two hundred thousand dollars (U.S. \$200,000) per year, to be established upon the signing of this Agreement and at the beginning of each subsequent twelve-month period.

[Handwritten initials]
[Handwritten initials]

All payments shall be made in advance in full to the following JWI account upon signature of this engagement letter:

[REDACTED]
[REDACTED]
[REDACTED]
Account Number: [REDACTED]

Account Name: [REDACTED]

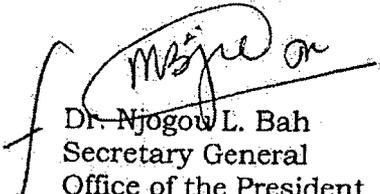
ABA Swift Number: [REDACTED]

In connection with its representation, it is understood that JWI, in certain circumstances, may be required under applicable U.S. law, to register its representations of The Government with the United States Government and that JWI will comply with all requirements of U.S. law. In any event, JWI will not disclose without explicit authorization any information which The Government has made known to it in relation to activities undertaken under the present Agreement.

In witness where whereof, the parties have caused this Agreement to be executed by their duly authorized representatives.

**For: Government of the Republic
of The Gambia**

For: JWI, L.L.C.


Dr. Njogow L. Bah
Secretary General
Office of the President
Republic of The Gambia


Jackson McDonald
Vice President

Date: 22nd March 2012

Date: 22 MARCH 2012