

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)	2. Registration No.  4990						
3. Name of Foreign Principal Government of the Republic of Korea	4. Principal Address of Foreign Principal Embassy of the Republic of Korea 2450 Massachusetts Avenue NW Washington, DC 20008						
5. Indicate whether your foreign principal is one of the following:							
<input checked="" type="checkbox"/> Foreign government <input type="checkbox"/> Foreign political party <input type="checkbox"/> Foreign or domestic organization: If either, check one of the following: <table style="width:100%; margin-left: 20px;"> <tr> <td><input type="checkbox"/> Partnership</td> <td><input type="checkbox"/> Committee</td> </tr> <tr> <td><input type="checkbox"/> Corporation</td> <td><input type="checkbox"/> Voluntary group</td> </tr> <tr> <td><input type="checkbox"/> Association</td> <td><input type="checkbox"/> Other (<i>specify</i>) _____</td> </tr> </table> <input type="checkbox"/> Individual-State nationality _____		<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> ) _____
<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> ) _____						
6. If the foreign principal is a foreign government, state:							
a) Branch or agency represented by the registrant Embassy of the Republic of Korea							
b) Name and title of official with whom registrant deals Choon-Goo Kim, Counselor							
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 N/A							
c) Principal aim N/A							

Formerly CRM-157

FORM NSD-3  
Revised 03/11

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  No

Owned by a foreign government, foreign political party, or other foreign principal

Yes  No

Directed by a foreign government, foreign political party, or other foreign principal

Yes  No

Controlled by a foreign government, foreign political party, or other foreign principal

Yes  No

Financed by a foreign government, foreign political party, or other foreign principal

Yes  No

Subsidized in part by a foreign government, foreign political party, or other foreign principal

Yes  No

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.

N/A

#### 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
January 04, 2013	Kenneth A. Yates	/s/ Kenneth A. Yates 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  Government of the Republic of Korea	

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 Republic of Korea.

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 Republic of Korea with respect to the US Government, media, academic or think tank institutions, or other influential bodies in the United States.

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.

**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
January 04, 2013	Kenneth A. Yates	/s/ Kenneth A. Yates <span style="float: right;">eSigned</span>

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**

December 6, 2012

Choon-goo Kim  
Counselor  
Embassy of the Republic of Korea  
2450 Massachusetts Ave, NW  
Washington, D.C. 20008

Dear Mr. Choon-goo Kim,

I am writing to confirm the arrangements with regard to the services Jefferson Waterman International ("JWI") will perform for the Government of the Republic of Korea ("ROK Government"). The scope of work including JWI's revised proposal is contained in the attachment.

Summary and Terms of Representation

1. The terms and effective dates of this agreement are December 10, 2012 through December 31, 2012, renewable thereafter by mutual, written agreement on a six-month basis.
2. For the services rendered, JWI will be paid a retainer of twenty thousand dollars (\$20,000) per month. If the commencement date of this agreement falls on a day other than the first day of the month, the fee payable to JWI shall be a pro rata portion of the monthly fee based on the number of days that the agreement was in effect for that month. Fees are billed on the first day of the month and are due on the last day of the month. The ROK Government shall not be in default on account of late payment so long as it makes the payment within 14 days of the due date.
3. Either party can elect to terminate the agreement without penalty or additional cost with thirty (30) days' advance written notice.
4. Payments can be made by wire transfer to: [REDACTED], [REDACTED]  
[REDACTED] Account Number: [REDACTED]  
Account Name: [REDACTED] ABA Swift Number: [REDACTED]  
Necessary travel, per diem and other direct costs will be invoiced separately, payable 30 days from the date of the invoice.

5. All major activities that would require a commitment of additional resources would be subject to prior approval of the Embassy of the Republic of Korea to the United States of America (here in after referred to as "the Embassy") or other designated representative of the ROK Government.
6. JWI's services will include providing such further advice as the ROK Government may specifically request from time to time concerning other diplomatic issues arising from Korea-Japan's past history.
7. JWI has performed a conflict-of-interest review and determined that JWI does not represent any current client adverse to the ROK Government in any matter, and has not represented any client in the past adverse to the ROK Government on a matter that is substantially related to the current engagement for the ROK Government.
8. At the termination of JWI's service at any time, for any cause, the ROK Government papers and any of the ROK Government's other property will be returned promptly upon JWI's receipt of a written request from the ROK Government for their return.
9. JWI shall comply with the fullest obligation of confidentiality with respect to all the activities conducted and advice proffered under this agreement and shall keep in utmost reserve all activities and studies carried out in these matters, even after the termination of this agreement.
10. The parties shall exert their best efforts to resolve any dispute or differences arising out of or relating to this agreement, including the nature and quality of JWI's work for the ROK Government, or disputes over fees and charges, through negotiations. If the matter is not resolved by negotiations within 30 days of receipt of a written invitation to negotiate, the parties agree to finally settle the dispute by arbitration in the country of the claimant. In case the claimant is the ROK Government, the arbitration shall be held at the Korean Commercial Arbitration Board. In case the claimant is JWI, the arbitration shall be held at the International Centre for Dispute Resolution, a division of the American Arbitration Association.
11. JWI agrees to use its best efforts to provide effective service for the ROK Government.

Sincerely,

  
Signature

Mr. Charles E. Waterman  
Jefferson Waterman International

Accepted and agreed to on behalf of  
the Government of the Republic of Korea

By   
Name: Choon-goo Kim  
Title: Counselor

Date: December 7, 2012