

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 140 K St. NW Ste 400 Washington, DC 20005	2. Registration No. 4990
3. Name of Foreign Principal La Présidence de la République La République du Togo	4. Principal Address of Foreign Principal La Présidence de la République Lomé, Togo
5. Indicate whether your foreign principal is one of the following: <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Government of a foreign country¹ <input type="checkbox"/> Foreign political party <input type="checkbox"/> Foreign or domestic organization: If either, check one of the following: <ul style="list-style-type: none"> <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Committee <input type="checkbox"/> Voluntary group <input type="checkbox"/> Other (specify) _____ <input type="checkbox"/> Individual-State nationality _____ 	
6. If the foreign principal is a foreign government, state: <ul style="list-style-type: none"> a) Branch or agency represented by the registrant Presidency b) Name and title of official with whom registrant deals Patrick Tevi, Secrétaire général de la Présidence de la République 	
7. If the foreign principal is a foreign political party, state: <ul style="list-style-type: none"> a) Principal address b) Name and title of official with whom registrant deals c) Principal aim 	

¹ "Government of a foreign country," as defined in Section 1(e) of the Act, includes any person or group of persons exercising sovereign de facto or de jure political jurisdiction over any country, other than the United States, or over any part of such country, and includes any subdivision of any such group and any group or agency to which such sovereign de facto or de jure authority or functions are directly or indirectly delegated. Such term shall include any faction or body of insurgents within a country assuming to exercise governmental authority whether such faction or body of insurgents has or has not been recognized by the United States.

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.

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.)*

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
April 01, 2015	Jackson McDonald, President	/s/ Jackson McDonald
		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	2. Registration No. 4990
3. Name of Foreign Principal La République du Togo	

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 shall assist the Foreign Principal in developing policy reforms that improve governance, economic freedom, and social investments to improve country scores on Millennium Challenge Corporation (MCC) indicators.

The Registrant shall assist the Foreign Principal in obtaining access to MCC and other relevant organizations to inform them of country reform efforts.

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

Advise the Foreign Principal on policy reforms to improve country scores on MCC indicators.

Discuss country reform efforts with MCC officials and other relevant organizations.

Arrange for appointments for officials of the Foreign Principal to discuss country reform efforts with MCC officials and other relevant organizations.

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.

Improve country scores on MCC indicators.

Discuss country reform efforts to improve scores on MCC indicators with MCC officials.

Arrange appointments for officials of the Foreign Principal to discuss country reform efforts to improve scores on MCC indicators with MCC officials and other relevant parties.

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
April 01, 2015	Jackson McDonald, President	/s/ Jackson McDonald 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

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Washington, DC 20005
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CONTRAT DE CONSULTANCE/CONSEIL POUR LE PROGRAMME MCC DE LA REPUBLIQUE DU TOGO

Le gouvernement de la République du Togo a amélioré ses scores de manière significative pour se positionner comme un candidat sérieux au programme MCC en 2015 pour un programme "seuil".

Jefferson Waterman International (JWI) est la société de conseil de premier ordre spécialisée dans les programmes MCC. Elle dispose d'une équipe spécialisée et expérimentée. Son expert, Monsieur Matt McLean, est l'ancien directeur de cabinet puis vice-président du programme MCC. Il a contribué à aider d'autres pays à améliorer leurs scores. L'ambassadeur Lannon Walker est le coordonnateur de terrain de JWI pour les programmes MCC en Afrique. Quant à l'équipe du siège de JWI, elle assure le soutien administratif et de gestion ainsi que les relations avec les acteurs importants à Washington, DC.

Comme il est décrit dans le memorandum joint des services de base à fournir, ce contrat traite des différents points qui permettront à JWI de délivrer les conseils détaillés et l'assistance nécessaire à l'équipe MCA du Togo et aux décideurs politiques de haut niveau dans le but d'atteindre le programme « seuil » en 2015. Un effort maximum sera bien entendu fait pour obtenir un programme complet, mais l'expérience montre qu'un programme « seuil » est une cible plus probable.

Ce contrat est en deux phases. Dans la première phase, l'Ambassadeur Walker et Monsieur McLean ont déjà commencés leur collaboration avec l'équipe MCA par méls et liaison téléphonique ainsi que par une première mission au Togo dans la semaine du 23 au 27 mars afin de débiter les procédures d'analyses des indicateurs et faire leurs recommandations sur les mesures clés.

La deuxième phase est décrite dans le memorandum ci-joint et reste à accomplir. Les détails et le coût de cette approche par phase sont indiqués ci-dessous:

PHASE I (ACCOMPLIE ET PAYEE):

Mars:

- 40 heures de travail à Washington: recherche; liaison avec l'équipe MCA; examen du plan d'action MCA 2015; analyse initiale des indicateurs: \$15,000
- Voyage au Togo de l'Ambassadeur Walker et de M. McLean: \$18,300
- Honoraires Amb. Walker (\$10,000) et McLean (\$21,000): \$31,000
- Frais de gestion: \$15,700
- **Total de la Phase I:** **\$80,000**

PHASE II (RESTE A FAIRE ET A PAYER):

- 40 heures de travail à Washington, DC pendant 9 mois suivant le programme joint: \$135,000
- Amb. Walker: 1 mission de 5 jours au Togo: voyage + honoraires: \$17,700
- McLean: 4 missions de 7 jours et 1 mission de 5 jours au Togo: voyage + honoraires: \$152,000
- Frais de gestion: \$51,799
- **Total de la Phase II:** **\$356,499**

Dès la signature du présent contrat, le gouvernement de la République du Togo effectuera le virement de \$356,499 en paiement de la phase II sur le compte suivant:

JWI, LLC
Capital Bank, NA
One Church Street
Rockville, MD 20850

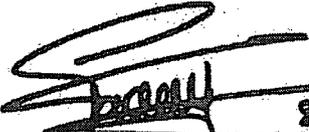


La réduction affichée dans le coût du présent contrat par rapport aux estimations initiales, prennent en compte l'accord du gouvernement du Togo pour la fourniture de l'hébergement à l'hôtel, des per diem, des voitures et chauffeurs, des liaisons téléphoniques locales et des services de traduction au profit des membres de l'équipe JWI lors de leur séjours au Togo.

A handwritten mark or signature in the bottom right corner of the page.

Pour le gouvernement de la
République du Togo

Pour JWI


27/3/15
(date)

Patrick Tevi
Secrétaire général
de la Présidence de la République


27/3/15
(date)

Jackson McDonald
Président
Jefferson Waterman International

Pièces jointes: Services à fournir par JWI et programme de travail pour la période
d'avril à fin décembre 2015.