

OMB No. 1124-0003; Expires April 30, 2017

U.S. Department of Justice  
Washington, DC 20530**Amendment to Registration Statement  
Pursuant to the Foreign Agents Registration Act of  
1938, as amended**

**INSTRUCTIONS.** File this amendment form for any changes to a registration. Compliance is accomplished by filing an electronic amendment to registration statement and uploading any supporting documents 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 1.5 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
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3. This amendment is filed to accomplish the following indicated purpose or purposes:

- To give a 10-day notice of change in information as required by Section 2(b) of the Act.
- To correct a deficiency in
- Initial Statement
  - Supplemental Statement for the period ending \_\_\_\_\_
  - Other purpose (*specify*) To provide a translation of an Exhibit B.
- To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list:

English language version of JWI's contract with the Government of Togo (initially filed on 04/01/2015).

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. (*If space is insufficient, a full insert page must be used.*)

This is a French-to-English translation of the Exhibit B to the Filing pertaining to JWI's contract with the Government of Togo initially filed on 04/01/2015. The French version of this document was entitled "Contrat de consultance/conseil pour le programme MCC de la République du Togo".

FORM NSD-5  
Revised 03/14

**EXECUTION**

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

(Print or type name under each signature or provide electronic signature<sup>1</sup>)

12-2-2015



CHARLES E. WATERMAN

<sup>1</sup> This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.



JEFFERSON WATERMAN  
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## **CONTRACT FOR CONSULTING/ADVISORY SERVICES FOR THE REPUBLIC OF TOGO'S MCC PROGRAM**

The government of the Republic of Togo has significantly increased its scores and has become a serious candidate for a Threshold Program in 2015.

Jefferson Waterman International (JWI) is the lead Consulting Firm on MCC programs. The firm has a specialized and experienced team in this field. JWI's expert, Matthew McLean, held the positions of Chief of Staff and Deputy Chief Executive Officer at MCC. He has assisted other countries in raising their scores. Ambassador (ret.) Lannon Walker is JWI's field coordinator for African MCC programs. Staff at JWI headquarters provides administrative and logistical support as well as connections to important stakeholders in Washington DC.

As described in the attached memorandum of basic services, this contract addresses how JWI will go about providing detailed advice and related assistance to Togo's MCA team and to high-level political decision makers in order to be awarded a threshold program in 2015. All efforts will of course be directed toward obtaining a full program, but experience shows that a Threshold Program is the more likely outcome.

The contract is divided into two phases.

In Phase 1, which has already been completed, Ambassador Walker and Matthew McLean began their collaboration with the MCA team over email and telephone, as well as during a visit to Togo between March 23<sup>rd</sup> and March 27<sup>th</sup>, 2015. The purpose of the visit was to begin analyzing the indicators and recommend certain key measures.

Phase 2 is described in the attached memorandum has yet to be completed. The details and cost breakdown of each stage is as follows:

### **PHASE 1 (COMPLETED AND PAID):**

- 40 hours of work in Washington, DC, including research; liaising with the MCA team; reviewing the MCA 2015 Action Plan; initial analysis of the indicators: \$15,000

• Trip to Togo involving Ambassador Walker and Matthew McLean:	\$18,000
• Consulting fees for Ambassador Walker (\$10,000) and Matthew McLean (\$21,000):	\$31,000
• Management Fees:	\$15,700
<b>Total for Phase 1:</b>	<b>\$80,000</b>

**PHASE 2 (YET TO BE COMPLETED AND PAID):**

• 40 hours of work per month, for 9 months, in Washington, DC following the joint program:	\$135,000
• One trip by Ambassador Walker to Togo – expenses + fee:	\$17,700
• Four 7-day trips and one 5-day trip to Togo by Matthew McLean – expenses + fee:	\$152,000
• Management fee:	\$51,799
<b>Total for Phase 2:</b>	<b>\$356,499</b>

Upon signature of this contract, the government of the Republic of Togo will transfer \$356,499 USD as full payment for Phase 2 to the following account:

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

The contract cost quoted above is lower than the initial estimates because the Government of Togo has agreed to provide hotel accommodation, per diem allowances, cars and drivers, local telephone connections and interpretation services to JWI's team members during their visits to Togo.

For the government  
of the Republic of Togo

*[Signature of Patrick Tevi]*

For JWI

*[Signature of Jackson McDonald]*

**Patrick Tevi**  
Secretary General  
of the Presidency of the Republic

**Jackson McDonald**  
President  
Jefferson Waterman International