

Exhibit A
To Registration Statement
Pursuant to the Foreign Agents Registration Act of 1938, as amended

Privacy Act Statement. 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, D.C. 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. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

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, Criminal 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.

Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant Dickens & Madson Canada Inc. 310 Victoria #204, Westmount Montreal, Quebec, Canada H3Z 2M9		2. Registration No. 5485
3. Name of foreign principal Government of the Republic of Ghana	4. Principal address of foreign principal Office of the Minister of Finance P.O. Box MB40 Accra, Ghana	
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: <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Individual-State nationality <input type="checkbox"/> Committee <input type="checkbox"/> Voluntary group <input type="checkbox"/> Other (specify) _____		
6. If the foreign principal is a foreign government, state: a) Branch or agency represented by the registrant. Ministry of Finance b) Name and title of official with whom registrant deals. Hon. Yaw Osafo-Maafa, Minister of Finance		
7. If the foreign principal is a foreign political party, state: a) Principal address. 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,

N/A

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.

Date of Exhibit A May 21, 2002	Name and Title Ari Ben-Menashe, President	Signature 
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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. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. 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, D.C. 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(e) 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. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

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, Criminal 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 Dickens & Madson Canada Inc.	2. Registration No. 5485
3. Name of Foreign Principal Government of the Republic of Ghana	

Check Appropriate Boxes:

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.

See attached statement.

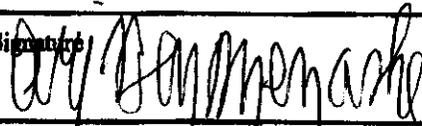
8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See attached statement.

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.

See attached statement.

Date of Exhibit B May 24, 2002	Name and Title Ari Ben-Menashe, President	Signature 
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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 interests, policies, or relations of a government of a foreign country or a foreign political party.

Exhibit B to
Registration Statement of
Dickens & Madson Canada, Inc.

Supplementary Information

7. The services being rendered and to be rendered by the registrant on behalf of the foreign principal involve meeting with both government officials and members of the press, in various countries, to include the United States. In addition, press releases may be issued in those countries. These activities relate essentially to the goals of the contract, fostering greater international goodwill towards the Government of Ghana and lobbying for grants and loans and other assistance.

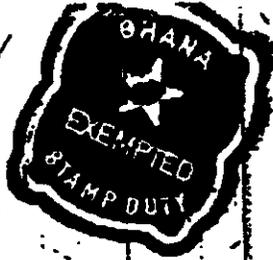
8. The activities engaged in and to be engaged in include, as noted above, meetings with government officials and members of the press in various nations, and the issuance of press releases.

9. The activities noted are inherently "political," as they relate to the acceptance of the Government of Ghana, its policies and activities, as well as to the securing of grants, loans, and other assistance from other governments. The desired results, as noted in the contract, are "to securing greater goodwill" for the Government of Ghana.

Note: With respect to the attached contract, it should be noted that, although the written contract was signed in September 2001, it was not until a few days ago that the Government of Ghana decided to go forward with this agreement, and made the first payment to the registrant for its services.

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Dickens & Madson (Canada) Inc.

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Westmount (Montreal), Quebec
Canada H3Z 2M9
Tel: (514) 483-3344
Fax: (514) 483-3467
E-mail: consult@dickensmadson.com

CONSULTANCY AGREEMENT

YOU HEREBY RETAIN US, AND WE HEREBY AGREE, AS MORE FULLY SET FORTH BELOW, TO RENDER PUBLIC RELATIONS SERVICES TO YOU AND TO LOBBY THE EXECUTIVE AND/OR LEGISLATIVE BRANCHES OF THE GOVERNMENTS OF THE UNITED STATES, CANADA AND ANY OTHER COUNTRY OR COUNTRIES AND ORGANIZATIONS MUTUALLY AGREED UPON ON BEHALF OF THE GOVERNMENT OF THE REPUBLIC OF GHANA, AND ALSO PROVIDE OTHER SERVICES TO SECURE FAVORABLE ASSISTANCE.

1. OUR PUBLIC RELATIONS SERVICES SHALL CONSIST OF SERVING YOU AS PUBLIC RELATIONS COUNSEL, ADVISING YOU ON MATTERS RELATING TO PUBLIC RELATIONS, AND WORKING WITH THE VARIOUS MEDIA OF COMMUNICATIONS WITH THE PUBLIC WITH A VIEW TO SECURING GREATER GOODWILL FOR YOU AND CREATING INCREASED ACCEPTANCE THEREOF.
2. OUR LOBBYING SERVICES SHALL CONSIST OF MAINTAINING SUCH CONTACTS WITH THE EXECUTIVE AND/OR LEGISLATIVE BRANCHES OF THE AFORESAID GOVERNMENTS AS YOU SHALL, IN CONSULTATION WITH US, DEEM ADVISABLE, IN ORDER TO OBTAIN SHORT-TERM AID, RELATED GRANTS AND LOANS AS WELL AS OTHER ASSISTANCE INCLUDING MILITARY EQUIPMENT AND SECURITY ADVICE. WE WILL ALSO ASSIST YOU IN ACCESSING FOOD PROGRAMS IN THE UNITED STATES AND OTHER COUNTRIES, AND IN OBTAINING FINANCIAL AID FROM WORLD FINANCIAL ORGANIZATIONS I.E., I.M.F., WORLD BANK, ETC.

THE LOBBYING SERVICES NOTED ABOVE SHALL BE CONDUCTED BY US ONLY IF AND TO THE EXTENT THEY ARE MUTUALLY AGREED UPON, AND ONLY TO THE EXTENT ALLOWED BY LAW AND IN PARTICULAR, BUT WITHOUT LIMITATION, ONLY TO THE EXTENT THAT ALL ACTIVITIES CONDUCTED BY US CAN BE, AND ARE, IN COMPLIANCE WITH ANY AND ALL LAWS AND REGULATIONS RELATING TO LOBBYING ON BEHALF OF A FOREIGN GOVERNMENT, INCLUDING REGISTRATION AND DISCLOSURE.

PAGE 1 OF 3

Handwritten signature: Geoff MacF...

Handwritten signature: J. Madson

Handwritten signature: Guy Benjamin

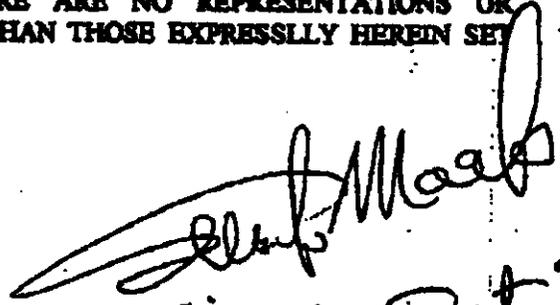
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4. WE WILL KEEP YOU FULLY ADVISED OF ALL OUR EFFORTS ON YOUR BEHALF, AND WILL FURNISH YOU A COPY OF ALL RELEVANT DOCUMENTS.
5. WE SHALL DEVELOP A SERIES OF GUIDELINES WITHIN WHICH WE SHALL HAVE THE DISCRETION TO ACT ON YOUR BEHALF, SUBJECT ALWAYS TO YOUR SPECIFIC INSTRUCTIONS.
6. WE SHALL EXERT ALL REASONABLE EFFORTS TO SECURE FAVORABLE PUBLICITY AND/OR FAVORABLE LEGISLATIVE AND /OR EXECUTIVE ASSISTANCE. YOU ARE AWARE, HOWEVER, THAT IT IS NOT POSSIBLE IN THESE FIELDS TO GUARANTEE ANY PARTICULAR RESULT. IT IS NOT POSSIBLE IN THESE FIELDS TO GUARANTEE ANY PARTICULAR RESULT. IN ORDER TO ENABLE US TO SERVE YOUR INTEREST EFFECTIVELY, CONSIDERING THE FOREGOING, YOU AGREE TO COOPERATE WITH US FULLY IN FURNISHING US WITH NECESSARY INFORMATION AS PROMPTLY AS POSSIBLE.
7. THE TERMS OF THIS AGREEMENT SHALL BE FOR ONE (1) YEAR.
8. THE AGREEMENT MAY BE TERMINATED BY EITHER PARTY ON A MONTH'S NOTICE.
9. THIS LETTER OF AGREEMENT SETS FORTH OUR ENTIRE UNDERSTANDING. THERE ARE NO REPRESENTATIONS OR UNDERTAKINGS OTHER THAN THOSE EXPRESSLY HEREIN SET FORTH.


14th Sept. 2001

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IF THE FOREGOING CORRECTLY SETS FORTH OUR UNDERSTANDING, PLEASE SO INDICATE BELOW. THIS LETTER WILL THEN CONSTITUTE A BINDING AGREEMENT BETWEEN US.

DATED THIS 1st DAY OF SEPT, 2001, IN ACCRA

CONFIRMED AND ACCEPTED ON BEHALF OF
DICKENS & MADSON (CANADA) INC.

BY: [Signature]
PRESIDENT

CONFIRMED AND ACCEPTED ON BEHALF OF
THE GOVERNMENT OF THE REPUBLIC OF GHANA

BY: [Signature]

14th Sept. 2001.

HON. YAW OSAFO-MAAFO
MINISTER OF FINANCE
P. O. BOX MB 40
ACCRA