



#5926

December 16, 2010.

Her Excellency Ambassador Meera Shankar
Embassy of the Republic of India
2107 Massachusetts Avenue, NW
Washington, DC 20008

Dear Ambassador Shankar:

We are delighted that the Republic of India has agreed to begin its relationship with Podesta Group (PG). Please accept this letter of Agreement ("Agreement") to work on your behalf.

Scope of Work: PG's representation will encompass providing strategic counsel, tactical planning and public relations assistance on policy matters before the US Government, the US Congress, and select state governments, as well as academic institutions and think-tanks. PG will also provide strategic public relations counsel as needed and as directed by the Embassy.

Fees, Expenses & Term: In consideration for the Services provided by PG, the Republic of India agrees to pay PG a fee of \$350,000 for services between January 17, 2011 and July 16, 2011.

Invoicing: An invoice for services provided between January 17, 2011 and February 16, 2011 is attached. PG will subsequently invoice the Republic of India on February 28, 2011 for services provided between February 17, 2011 and March 16, 2011. Thereafter, PG will continue to invoice the Republic of India on the last day of each month during the validity of this contract.

Termination & Cancellation: Either PG or the Republic of India may terminate the Agreement for any reason upon ninety (90) days written notice, with no further obligation, other than to pay such fees that have accrued up to and through the 90-day notice period.

Confidentiality: PG recognizes that in the course of our representation, we could become aware of information, practices or policies, which you wish kept confidential. PG agrees to maintain that confidentiality and will not disclose to any outside party the information either during the period of a contract or afterwards, to the extent permitted by law.

Entire Understanding: This Agreement contains the entire understanding between the parties. Amendment, modification or waiver of this Agreement may be accomplished with a written instrument signed by both parties.

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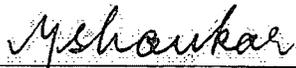
Please sign both copies of this Agreement and return one to us. We look forward to continuing our relationship with the Republic of India.

Podesta Group


Kimberley Fritts, CEO

Date: 12.16.10

The Republic of India


Ambassador of India to the United States

Date: 22nd December, 2010

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