

OMB No. 1124-0006; Expires April 30, 2017

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 Podesta Group, Inc. 1001 G Street NW, Suite 1000 West Washington, DC 20001	2. Registration No. 5926
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3. Name of Foreign Principal Republic of the Union of Myanmar	4. Principal Address of Foreign Principal 2300 S Street, NW Washington, DC 20008
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5. Indicate whether your foreign principal is one of the following:

Government of a foreign country¹

Foreign political party

Foreign or domestic organization: If either, check one of the following:

<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>) _____

Individual-State nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant
 Embassy of the Republic of the Union of Myanmar

b) Name and title of official with whom registrant deals
 H.E. U Kyaw Myo Htut, Ambassador to the United States

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

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.

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.)

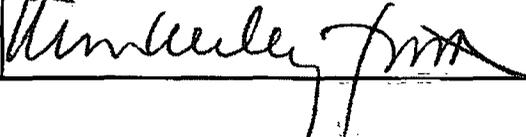
N/A

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
4-10-15	Kimberley Fritts CEO	

OMB NO. 1124-0004; Expires February 28, 2014

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 Podesta Group, Inc.	2. Registration No. 5926
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3. Name of Foreign Principal Republic of the Union of Myanmar
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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.

Research and analyze issues of concern to the principal; counsel the principal on U.S. policies of concern, activities in Congress and the executive branch and developments on the U.S. political scene generally; and maintain contact, as necessary, with members of Congress and their staff, executive branch officials, media, and nongovernmental organizations.

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

Registrant will provide strategic counsel to the principal on strengthening the principal's ties to the United States government and institutions. Registrant will also assist in communicating priority issues in the United States-Myanmar bilateral relationship to relevant U.S. audiences, including the U.S. Congress, executive branch, media, and policy community.

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.

The activities listed in Item 8 will be undertaken in order to communicate information to the principal, as well as to communicate information about the principal to interested persons in the public sector. At the request of the principal, meetings with members of Congress and their staff and executive branch officials may be arranged.

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
4-10-15	Kimberley Fritts, CEO	

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.

ENGAGEMENT AGREEMENT

THIS ENGAGEMENT AGREEMENT (hereinafter referred as "Agreement") is entered into this March 31, 2015, by and between the Embassy of the Republic of the Union of Myanmar (hereinafter referred as "Myanmar") having its principal office at 2300 S Street NW, Washington, DC 20008, and the Podesta Group (hereinafter referred as "the Provider"), having its principal office located at 1001 G Street NW, Suite 1000 West, Washington, DC 20001. Now therefore the parties hereby agree as follows:

Scope of Work

The Provider shall provide government relations and public relations services to strengthen the ties between Republic of the Union of Myanmar and United States institutions, as well as other services that may be agreed by the Parties in writing (hereinafter referred as the "Services").

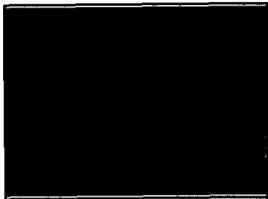
Term

The Provider shall perform the Services during the period commencing March 31, 2015, and continuing for a period of twelve (12) months.

Payment

Myanmar shall pay the Provider a fee of two hundred ten thousand U.S. dollars (U.S. \$210,000) every three (3) months, plus expenses, including business-class travel and deluxe accommodations. Myanmar shall pay the Provider in advance of each three (3) month quarter, including the beginning of the term of this Agreement. Expenses for each quarter shall be invoiced and paid with the fees due for the following quarter. Services shall commence upon receipt of payment by the Provider. Should any payment remain outstanding for more than thirty (30) days after Myanmar receives an invoice from the Provider, all services will cease until all outstanding amounts are paid in full. Wire instructions are as follows:

Bank Name:
Acct Name:
Acct #:
Routing #:
Swift Code:



Confidentiality

The Provider shall not, during the term of this Agreement and within two (2) years after its expiration, disclose any proprietary or confidential information regarding the Scope of Work, this Agreement or the operations of Myanmar without the prior written consent of Myanmar.

Assignment

The Provider shall not assign this Agreement or any portion of it to third parties without Myanmar's prior written consent.

Governing Law and Language

The Agreement shall be governed by the laws of the United States of America, and the language of the Agreement shall be English.

Amendment

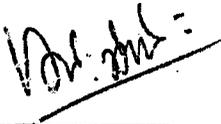
This Agreement may not be modified or amended except by an instrument in writing by the parties hereto.



For the Embassy of the Republic
of the Union of Myanmar



For the Podesta Group



For the Embassy of the Republic
of the Union of Myanmar