

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  Nelson Mullins Riley & Scarborough 1320 Main Street #17 Columbia, SC 29201	2. Registration No.  5928
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3. Name of Foreign Principal Republic of Guinea	4. Principal Address of Foreign Principal BP: 1005 Conakry - Republic of Guinea
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5. Indicate whether your foreign principal is one of the following:

- Government of a foreign country<sup>1</sup>
- 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

Presidency

b) Name and title of official with whom registrant deals

Ibrahima Khalil Kaba, Deputy Chief of Staff

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

<sup>1</sup> "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
March 23, 2015	Craig Metz, Partner	/s/ Craig Metz <span style="float: right;">eSigned</span>

OMB No. 1124-0004; Expires April 30, 2017

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  Nelson Mullins Riley & Scarborough	2. Registration No.  5928
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3. Name of Foreign Principal  Republic of Guinea
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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.  
See attached engagement letter. Signed agreement will be forthcoming.

FORM NSD-4  
Revised 03/14

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

Assist the government of the Republic of Guinea with issues related to the Ebola outbreak and regarding ebola-related foreign assistance.

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.

Conduct outreach to Members of Congress and State Department officials with the purpose of raising awareness of issues related to the Ebola outbreak and regarding Ebola related foreign assistance.

**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	
March 23, 2015	Craig Metz, Partner	/s/ Craig Metz	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.

# Nelson Mullins

**Nelson Mullins Riley & Scarborough LLP**

Attorneys and Counselors at Law  
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February 27, 2015

Presidency of the Republic of Guinea  
BP: 1005  
Conakry- Republic of Guinea

Dear Sirs:

We are pleased that you have asked Nelson Mullins Riley & Scarborough LLP ("Nelson Mullins") to provide strategic counseling and public policy representation to the Government of the Republic of Guinea. This letter will confirm our discussions regarding your engagement of Nelson Mullins and will describe the basis on which we will provide services to you. If you have any questions about these provisions, please do not hesitate to contact me.

**Scope of Representation**

Nelson Mullins will work closely with the Government of the Republic of Guinea to provide a sustained and coordinated effort using our network of relationships and our understanding of government policy and procedure to assist the Government of the Republic of Guinea with issues related to the Ebola outbreak and regarding Ebola-related foreign assistance.

We will devote our best efforts to representing Government of the Republic of Guinea and in doing so we will strictly adhere to both the legal and moral obligations of our profession. Those obligations may include the requirement that we register as lobbyists on behalf of the Government of the Republic of Guinea. If registration is required, we will review our lobbying activity on your behalf on a quarterly basis and file the necessary quarterly lobbying reports.

The services that Nelson Mullins is providing you, pursuant to this agreement, are government relations services. The government relations services are not legal services and the protection of the attorney/client relationship does not exist with respect to these services.

*With offices in the District of Columbia, Florida, Georgia, Massachusetts, North Carolina, South Carolina, Tennessee and West Virginia*

Government of the Republic of Guinea  
February 27, 2015  
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**Fees and Expenses and Term of Engagement**

Subject to the terms of this paragraph, the Government of the Republic of Guinea will pay Nelson Mullins a monthly retainer of \$25,000 payable quarterly in advance for a period of one (1) year, effective March 1, 2015 through December 31, 2015 to provide the above-identified services. The initial retainer payment for the first quarter should be paid upon execution of this agreement. Wiring instructions are attached. Subsequent monthly payments shall be made in advance on or before the start of the subsequent quarter. If mutually agreeable to both parties, at the end of the initial one (1) year retainer period, this engagement may convert to a month-to-month basis on the same terms. This engagement, however, may be terminated by either party for any reason after an initial three (3) month engagement period.

Upon pre-authorization, all client related travel shall be paid for by the Government of the Republic of Guinea. In addition, the Government of the Republic of Guinea will reimburse Nelson Mullins for reasonable and necessary out-of-pocket disbursements and costs, provided, however that Nelson Mullins receives prior authorization for any out-of-pocket disbursement or costs exceeding \$200.00. Administrative costs (phone, fax, administrative support) are included in the retainer. Payment of the previous month's expenses will be made by the Government of the Republic of Guinea upon receipt of the monthly expense statement from Nelson Mullins.

Once again, we are pleased to have this opportunity to serve you. Please call me if you have any questions about the terms of engagement. Otherwise, please indicate the Government of the Republic of Guinea's acceptance of these terms and conditions by signing a copy of this letter and returning it to me.

Very truly yours,



Vinoda Basnayake  
Of Counsel

By: \_\_\_\_\_  
Name:  
Title:

Date: \_\_\_\_\_