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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

| for reducing | information. Send comments regarding this burden estimaths burden to Chief, Registration Unit, Counterespionage and to the Office of Information and Regulatory Affairs, Office of Information and Regulatory Affairs and Regulatory | Section, National Security Division, U.S. Dep | artment of Justice, Washington, |
|-----------------------------------|---|---|---------------------------------|
| 1. Name ar S.G.R. L Washing | 2. Registration No. | | |
| | Foreign Principal Democratic Republic of Ethiopia | Principal Address of Foreign Principal c/o Embassy of Ethiopial 3506 International Dr. NW Washington DC 20008 | l |
| Ø (| whether your foreign principal is one of the followin Government of a foreign country ^I Foreign political party | g: | |
| | ☐ Corporation ☐ | e of the following: Committee Voluntary group Other (specify) | |
| 6. If the for | eign principal is a foreign government, state: Branch or agency represented by the registrant Embassy of Ethiopia | | |
| b) | Name and title of official with whom registrant dea Girma Geda, Ambassador | ls | , |
| | eign principal is a foreign political party, state: Principal address NA | | |
| b) c) | Name and title of official with whom registrant dea Principal aim NA | als NA | |
| | | | |

^{1 &}quot;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. FORM NSD-3

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| | e nature of the bi | usiness or ac | ctivity of this | foreign princip | al. | • | | |
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| b) Is this f | oreign principal: | | • | | | | • | |
| Supervised | by a foreign gov | emment, fo | reign political | party, or other | r foreign princ | ipal | | Yes 🗌 No |
| | foreign governn | | | | • | | | Yes □ No |
| | a foreign govern | | | | - | | | Yes ☐ No |
| | y a foreign gove | | | | | | | |
| | • | | | | | | • | Yes □ No |
| | a foreign gover | | | | | | | Yes 🗌 No |
| Subsidized i | n part by a foreig | zn governm | ent, foreign po | olitical party, c | r other foreig | ı principal | | Yes 🗌 No |
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| Explain fully all i | ems answered " | Yes" in Item | 18(b). (If add | itional space i | s needed, a fu | ll insert page | e must be us | ed) |
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| If the foreign pri | cipal is an organ | nization and | is not owned | or controlled | ny a foreign o | wernment f | oreign nolit | ical party or o |
| foreign principal | state who owns | and control | s.it. | or vondoned (| y a totologi g | , voilinitionit, it | oroign pone | ical party of o |
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| in accordance wit | rth in this Exhib | it A to the m | noigueu swea egistration stat | tement and the | nucr penally o it he/she is fan | ı perjury ma ıiliar with th | it ne/she has e contents t | read the |
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| contents are in the | Name and Title | | · · · · · · · · · · · · · · · · · · · | | Signature | \mathcal{A} | | . ′ |

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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 sequired 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.fura.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.

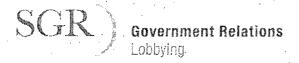
| 1. Na S. | ame of Registrant G.R. LLC Government Relations and Lobbying | 2. Registration No. 6379 | | | |
|-----------------|---|--|--|--|--|
| | ame of Foreign Principal ederal Democratic Republic of Ethiopia | | | | |
| -, 1 | Check A | ppropriate Box: | | | |
| 4. 🔀 | The agreement between the registrant and the above-natchecked, attach a copy of the contract to this exhibit. | med foreign principal is a formal written contract. If this box is | | | |
| 5. 🗆 | foreign principal has resulted from an exchange of corre | nt and the foreign principal. The agreement with the above-named espondence. If this box is checked, attach a copy of all pertinent I which has been adopted by reference in such correspondence. | | | |
| 6. 🗆 | contract nor an exchange of correspondence between th | and the foreign principal is the result of neither a formal written e parties. If this box is checked, give a complete description below of standing, its duration, the fees and expenses, if any, to be received. | | | |
| 7. De | escribe fully the nature and method of performance of the | above indicated agreement or understanding. | | | |
| S | GR will work with the client to develop and executive | a public affairs plan to enhance the dialogue and | | | |

SGR will work with the client to develop and executive a public affairs plan to enhance the dialogue and relationships with policymakers, media, opinion leaders and business leaders. The campaign will promote a better understanding of Ethiopia's political, social and economic environment, assist in day-to-day press inquiries, shore up support for politicians and government officials as they address Ethiopian issues, collaborate with the principal's diplomatic teams in the US to tell the nation's story and enhance the relationships with US diplomats, and broaden government outreach to legislators acknowledging the importance of the nations' bilateral relationship. SGR will also work to strengthen US-Ethiopian business outreach and grow foreign direct investment in Ethiopia.

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| 8. | Describe fully the ac | ctivities the registrant engage | s in or proposes to enga | ge in on behalf of the above | foreign principal. |
| | government outre gathering, broade on issues of conc | lude meetings with membership and acknowledge the ming state-level interaction for the principal and prand with members of the | Importance of the nat n and implementing fa ovide counsel to the p | ions' bilateral relationship ct-based content creation. | including intelligence Will conduct research |
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| 9. | Will the activities or the footnote below? | n behalf of the above foreign Yes ☑ No ☐ | principal include politic | al activities as defined in Sec | ction 1(0) of the Act and in |
| | economic and sec agreed. | curity Interests of the US. § | SGR will also provide | other public affairs activitie | es and services as |
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| | | | EXECUTION | | |
| in | formation set forth i | U.S.C. § 1746, the undersign this Exhibit B to the registrative and accurate to the | ation statement and that | he/she is familiar with the c | e/she has read the ontents thereof and that such |
| Da | te of Exhibit B | Name and Title | S | Signature | |
| 1) | 123/17 | Greg Lowman, Partner | . : | (Lown | |

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.



MEMORANDUM OF UNDERSTANDING

By this Agreement entered into on this 18th day of January 2017, between S.G.R. LLC, GOVERNMENT RELATIONS AND LOBBYING (hereinto referred to as "SGR") and The Federal Democratic Republic of Ethiopia, (hereinto referred to as "CLIENT"), the Parties agree as follows:

- Scope of Employment: SGR will work with the CLIENT to develop and execute a public affairs plan to enhance the dialogue and relationships with policymakers, media, opinion leaders, and business leaders. The campaign will promote a better understanding of Ethiopia's political, social, and economic environment. SGR will work to strengthen U.S-Ethiopia business outreach and grow foreign direct investment in Ethiopia.
- 2. <u>Term</u>: This Agreement takes effect January 18, 2017 and continues in force through January 18, 2018, at which time the engagement can be extended upon mutual agreement of the parties.
- 3. <u>Compensation</u>: As compensation for the performance of the services described above, SGR will be paid \$150,000/month.

Payment would be due on a quarterly basis at the beginning of each quarter. Additional campaign expenses, such as paid advertising and travel would be approved by CLIENT in advance and require an upfront deposit.

All payments are to be wired to:

Wells Fargo Bank N.A.

1300 | St. NW

Washington DC 20005

Swift Code:

Credit to: S.G.R. LLC, GOVERNMENT RELATIONS AND LOBBYING

Account #

- 4. <u>Termination of Services:</u> After July 18, 2017, either party may terminate this agreement with 15-days written notice. If neither party exercises this option as of July 18, 2017, the agreement is immediately renewed for the next six months until January 18, 2018.
- 5. Confidentiality: SGR agrees to maintain confidentiality of the provisions of this Agreement and any of the confidential information concerning the business, affairs, directors or employees of the CLIENT that comes into its possession during its performance of the services and not to use any such information for any purpose other than that for which it was provided. The provisions of the Article shall survive termination of this agreement. SGR will only release such information when required by federal, state, or local law or a valid court or regulatory agency order.



- 6. Foreign Agents Registration Act: The parties agree that SGR will register under the Foreign Agents Registration Act and, notwithstanding any other provision of this agreement, will submit the information required by those filings.
- 7. Liability and Indemnity: In no event shall SGR or its principals, affiliates, or personnel be liable to CLIENT, whether for claim in tort, contract, or otherwise, for any amount in excess of the total professional fees paid pursuant to the engagement except to the extent finally judicially determined by a court of competent jurisdiction (not subject to further appeal) to have resulted primarily and directly from the gross negligence, willful misconduct, or fraudulent behavior in breach of this Agreement by SGR or its affiliates relating to such services.

CLIENT will indemnify and hold harmless SGR, its principals, affiliates, and personnel against any and all liability, claims, suits, losses, costs, and legal fees caused by, arising out of, or resulting from the engagement provided that any such damages are not caused by SGR, its principals, affiliates, or personnel. These costs and fees shall be advanced monthly to SGR as it incurs them. The CLIENT shall only be responsible for legal fees and costs incurred by attorneys whom it and SGR mutually agree to select to provide representation in matters related to this engagement. The costs of any such indemnification shall be borne by CLIENT.

- 8. Prior Authorization: SGR is not authorized to make any public statements, presentations or publications in connection with this Agreement without advance authorization/approval from the CLIENT.
- 9. Governing Law: This Agreement shall be governed by the laws of the District of Columbia both as to interpretation and performance.

IN WITNESS WHEREOF, the parties hereto by their respective and duly authorized officers have set their names.

The Federal Democratic Republic of Ethiopia

Print Name: Girma Geda

Title: Ambassador

Date: Jan 18 2017

S.G.R. LLC, Government Relations &

Lobbying

Print Name: GREG LOWMAN

Title: PARTNER

Date: JANUARY 18, 2017