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OMB NO. 1124-0003; Expires February 28, 2014

U.S. Department of Justice

Washington, DC 20530

Amendment to Registration Statement Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS. File this amendment form for any changes to a registration. Compliance is accomplished by filing an electronic amendment to registration statement and uploading any supporting documents at http://www.fara.gov or an original form signed by or on behalf of the registrant attached with any supporting documents.

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 1.5 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	2. Registration No.
JWI, LLC dba Jefferson Waterman International	4990

3. This amendment is filed to accomplish the following indicated purpose or purposes:

☐ To give a 10-day notice of change in information as required by Section 2(b) of the Act.

☐ To correct a deficiency in

☐ Initial Statement

☐ Supplemental Statement for the period ending _____

☐ Other purpose *(specify)* _____

☒ To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list:

Amended Exhibit B to Registration
Written Contract

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. *(If space is insufficient, a full insert page must be used.)*

The attached Exhibit B is filed to amend the terms of the agreement with the foreign principal, as reflected in the attached written contract.

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EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)	(Print or type name under each signature or provide electronic signature[1])	
August 01, 2011	/s/ Charles Waterman	eSigned

[1] This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

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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. Compliance is accomplished by filing an electronic Exhibit B form at http://www.fara.gov or an original form for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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	2. Registration No.
JWI, LLC dba Jefferson Waterman International 1401 K Street NW, Suite 400 Washington, DC 20005	4990

3. Name of Foreign Principal

Government of the Republic of Côte d'Ivoire

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.

The registrant agrees to provide advocacy services on behalf of the government of Côte d'Ivoire, in coordination with the Embassy of Cote d'Ivoire.

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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 may provide advocacy services on behalf of the government of Côte d'Ivoire with respect to the US Government, media, commercial organizations, and other influential bodies in Washington.

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.

Some of the registrant's activities may include contact with the USG as well as public relations efforts.

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
August 01, 2011	Charles E. Waterman, CEO	/s/ Charles Waterman 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.

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JEFFERSON WATERMAN
INTERNATIONAL

1401 K Street, NW
4th Floor
Washington, DC 20005

Tel 202.216.2200
Fax 202.216.2999

June 16, 2011

ENGAGEMENT LETTER FOR ADVOCACY SERVICES

JWI undertakes to provide advocacy services on behalf of the government of Cote d'Ivoire in Washington D.C. and in any other place the government so designates and to which JWI agrees. These advocacy services will be designed to enhance Cote d'Ivoire's image and reputation in government and private American circles to assure that the government's goals and objectives vis a vis the United States are brought to the attention of key decision makers and institutions which affect foreign and commercial policies. JWI will bend every effort to assure success of the government's goals through the implementation of the scope of work which has been separately agreed upon.

In summary, JWI will use its contacts in the executive, legislative and judicial branches of the U.S. government, as well as with the media, commercial organizations, think tanks, NGOs and other influential bodies including certain financial institutions located in Washington. We will pay particular attention to the attitudes of human rights organizations in this post conflict era. JWI will also, when requested, organize visits of senior Ivorian officials to the United States, as well as reciprocal visits of American officials to the Ivory Coast. All of JWI's efforts will be undertaken in close coordination with the Ivorian Embassies in Washington D.C and in New York, as is common practice in such advocacy contracts.

If, in the course of such advocacy work, the government of Cote d'Ivoire desires additional, specialized services such as significant media placements, JWI will help select and manage these sub-contracts for an agreed management fee.

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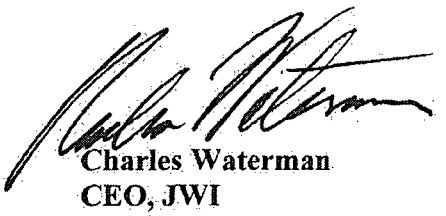
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This engagement has a time horizon of six months, commencing July 1, 2011 through December 31, 2011. The engagement is renewable at that time, if both parties are agreeable. Payment will be made for the full six months, in advance, in the amount of U.S. $750,000.00. It should be sent to the following JWI account:

[redacted]

ABA/SWIFT Number: [redacted]
Account Number: [redacted]
Account Name: [redacted]

AGREED:



Amadou Gon Coulibaly
Secretary General
Government of Cote d'Ivoire

Charles Waterman
CEO, JWI

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