

Privacy Act Statement. 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, D.C. 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. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

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, Criminal 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.

Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant Cohen and Woods International, Inc. 1621 North Kent Street Suite 1619 Arlington, VA 22209	2. Registration No. 5003
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3. Name of foreign principal Government of the Democratic Republic of the Congo	4. Principal address of foreign principal Embassy of the Democratic Republic of the Congo 1800 New Hampshire Ave. NW Washington, D.C. 20009
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5. Indicate whether your foreign principal is one of the following:

Foreign government

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 (specify) _____

Individual-State nationality _____

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

a) Branch or agency represented by the registrant.
Office of the President, Democratic Republic of the Congo

b) Name and title of official with whom registrant deals.
H.E. Faïda Mitifu, Ambassador of the Democratic Republic of the Congo

7. If the foreign principal is a foreign political party, state:

Not Applicable

a) Principal address.

b) Name and title of official with whom registrant deals.

c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party, **Not Applicable**

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

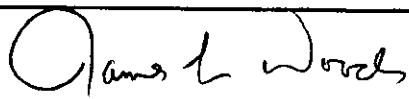
Subsidized in part by a foreign government, foreign political party, or other foreign principal Yes No

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*

Not Applicable

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.

Not Applicable

Date of Exhibit A 9 January 2002	Name and Title James L. Woods Senior Vice President	Signature 
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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. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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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, Criminal 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 Cohen and Woods International, Inc.	2. Registration No. 5003
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3. Name of Foreign Principal
Government of the Democratic Republic of the Congo

Check Appropriate Boxes:

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.

Cohen and Woods International, Inc. provides assistance to the Democratic Republic of the Congo in building a more constructive relationship with the Government of the United States, certain international financial institutions, and the business and investment community of the United States. CWI will also assist the DRC in dealing with the current crisis in Central Africa, including advice and assistance with associated negotiations.

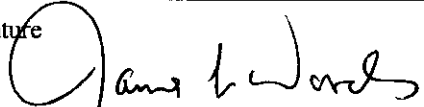
8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.
1. Provide information to key US Government personnel on improvements in human rights protection, the rule of law and good governance in the Democratic Republic of the Congo.
 2. Encourage increased US support for the transition to an elected democratic government.
 3. Provide information to key US Government personnel on "aggressor countries" in and around the Democratic Republic of the Congo.
 4. Provide advice to the President of the Democratic Republic of the Congo.
 5. Provide assistance to the Democratic Republic of the Congo in encouraging early and substantial assistance from international organizations and international financial institutions.
 6. Assist the Democratic Republic of the Congo in encouraging a return to the Congo of American business investors, with an emphasis on infrastructure development.

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.

See Block 8, above.

Additionally, Cohen and Woods International, Inc. may prepare and disseminate materials, as directed by the Government of the Democratic Republic of the Congo, to media and opinion makers; arrange press briefings; prepare and distribute press releases; and place advertisements.

Date of Exhibit B 9 January 2002	Name and Title James L. Woods Senior Vice President	Signature 
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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 interests, policies, or relations of a government of a foreign country or a foreign political party.

SERVICES CONTRACT

Contract made between Cohen and Woods International, Inc. (hereafter *CWI*), at 1621 North Kent Street, Suite 1619, Arlington, VA 22209 U.S.A. and the Government of the Democratic Republic of Congo (hereafter *DRC*). *CWI* and *DRC* are also referred to hereafter as "the Parties."

ENGAGEMENT

CWI is willing to be contracted and *DRC* is willing to contract *CWI* under the conditions set forth herein.

CWI will provide services to *DRC* as set forth in a separate work program, described in Attachment A ("Proposed Tasks") hereto. Signature of this Services Contract constitutes agreement and acceptance by the Parties of the work program described in Attachment A.

PURPOSE

The principal purposes of this contract are to assist *DRC* in building a more constructive relationship with the Government of the United States, certain International Financial Institutions, and the business and investment community of the United States; and to assist *DRC* in dealing with the current crisis in Central Africa, including advice and assistance with associated negotiations. More specific tasks are as defined in Attachment A hereto. In the event the Parties wish to add new tasks and activities to the contract, such tasks and activities and any associated supplemental funding shall be mutually agreed in writing by the two Parties, as an Amendment to this Services Contract.

COMPENSATION

DRC agrees that *CWI* will receive as compensation for the work detailed herein a fee of \$200,000.00 (two hundred thousand U.S. dollars), payable in advance. Payment may be wired directly to the following account:

Cohen and Woods International, Inc.
Account # 01-820-818
Riggs National Bank of Virginia
ABA Routing # 054000030

TERM/RENEWAL

This contract, and the associated performance of the work program set forth in Attachment A, are prescribed for a period of one year, commencing the day after receipt of funds. Renewal after the initial year may be accomplished by the agreement of both Parties in writing.

AMENDMENT OF CONTRACT

This contract and Attachment A hereto make up the complete contract between the Parties. No amendment is valid unless it is in writing and duly executed by the signatures of both Parties.

ACCEPTANCE/DATES

Derrman J. Allen
For Cohen and Woods International, Inc.

December 10, 2001
Date

Frattomelli
For the Government of DRC

December 14, 2001
Date

ATTACHMENT A: PROPOSED TASKS

I Political Transition:

Provide briefings and in-depth information to key Administration and Congressional power centers on improvements in human rights protection, the rule of law and good governance in the Democratic Republic of the Congo. Encourage increased US support for logistics, training and funding required for the transition to an elected democratic government. Encourage the United States to support increased UN assistance through Security Council resolutions. Encourage the US to support expanded programs of assistance from the World Bank and IMF. Discourage US and other external support or sympathy for so-called "rebel groups".

II Diplomatic:

Encourage the United States to maintain pressure on "aggressor countries" to fully remove their military forces and intelligence personnel from the Congo, and to stop all assistance to internal Congolese political groups and militias. Encourage the US to voice public outrage at the human rights atrocities being committed in eastern Congolese territories under aggressor occupation. Provide advice to the President of the Democratic Republic of the Congo on international aspects of the Lusaka process, including the Inter-Congolese Dialogue, the withdrawal of foreign forces, and the handling of refugees. Encourage increased funding for the MONUC so that the UN's peacekeeping responsibilities can be successfully fulfilled.

III Financial & Economic:

CWI will work with contacts in the US Treasury, State Department, the Agency for International Development, and the Congress to encourage early and substantial assistance from the International Financial Institutions (World Bank, IMF), the European Union and the African Development Bank. CWI will also take advantage of its membership in the Corporate Council on Africa to encourage a return to the Congo of American business investors, with an emphasis on infrastructure development (especially power generation, telecommunications, and transportation).