

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 McKenna, Long & Aldridge 1900 K Street, NW Washington DC 20006	2. Registration No. 5772
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3. Name of Foreign Principal Republic of Senegal	4. Principal Address of Foreign Principal Office of the President Republic of Senegal Dakar, Senegal
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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 (<i>specify</i>) _____

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

b) Name and title of official with whom registrant deals
His Excellency Maitre Abdoulaye Wade, President

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

Formerly CRM-157

FORM NSD-3
Revised 03/11

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 <input type="checkbox"/> No <input type="checkbox"/>
Owned by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Directed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Controlled by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Financed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Subsidized in part by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>

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
November 22, 2011	Charles R. Nuckolls, Partner	/s/ Charles Randall Nuckolls
		eSigned

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

McKenna, Long & Aldridge

2. Registration No.

5772

3. Name of Foreign Principal

Republic of Senegal

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.

Lawyers from McKenna, Long & Aldridge will research and analyze the Senegalese Constitution and other relevant laws, and provide a legal opinion regarding the authority of the President of Senegal to seek a third term in office. Based upon the findings of this legal task, representatives of McKenna, Long & Aldridge may assist in the development of a protocol for sharing the findings of this legal analysis with appropriate officials and interested parties in the United States and in Senegal.

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

Based on the legal analysis provided to the Republic of Senegal, the registrant may assist in the development of a plan of work for sharing the findings of the legal analysis in the United States with federal officials and other interested parties. This plan of work, yet to be developed may include contacts with U.S State Department and other Executive Branch officials and Members of Congress.

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.

Based on the initial legal opinion developed through research and analysis, the registrant may assist in outreach to Executive Branch officials and Members of Congress in regard to U.S. foreign policy positions concerning the Republic of Senegal. The activities may include education of U.S. government officials on the pertinent laws of Senegal and the authority of the a President of Senegal to seek a third term of office.

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
November 21, 2011	Charles R. Nuckolls, Partner	/s/ Charles Randall Nuckolls 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.

Albany
Atlanta
Brussels
Denver
Los Angeles

**McKenna Long
& Aldridge**^{LLP}
Attorneys at Law

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tbaker@mckennalong.com

October 10, 2011

His Excellency Maitre Abdoulaye Wade
President of the Republic of Senegal
The Office of the President
Republic of Senegal
Dakar, Senegal

Re: Representation of The Office of the President, Republic of Senegal by McKenna Long & Aldridge with respect to the 2012 Elections for President of Senegal

Dear President Wade:

It is indeed an honor to consult with you and to provide representation for The Office of the President with respect to your efforts to seek a third term as President of The Republic of Senegal. I will lead a team of lawyers and professionals at McKenna Long & Aldridge (hereinafter "MLA") who have been assembled to research and analyze your authority to seek a third term under the Senegalese Constitution and other relevant laws, create a white paper that discusses our conclusions, and develop and implement an agreed upon protocol for sharing these findings with appropriate officials and interested parties in the United States and in The Republic of Senegal. We would like to present our white paper findings to you in Senegal in early November and in accordance with your schedule.

We can perform this work under the following terms:

- (1) A retainer in the amount of \$100,000 to be paid upon execution of this engagement letter;
- (2) A \$50,000 fee for researching and drafting the white paper; and
- (3) A \$50,000 per month flat fee for developing and implementing an agreed upon protocol whereby MLA will share the results of our findings with appropriate officials and interested parties in the United States and Senegal.

ATLANTA:5334204.1

His Excellency Maitre Abdoulaye Wade

October 10, 2011

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MLA charges separately for expenses incurred in the representation. I would note at the outset that we expect two trips to Senegal for myself and one other person between now and February of 2012 when the election will occur. I would appreciate your consideration of this expected expense in your budgeting process.

McKenna Long & Aldridge is a law firm of several hundred lawyers and non-lawyer professionals, with offices in multiple states in the U.S. and Brussels, Belgium. From time to time, clients of MLA will have business dealings, negotiations, and sometimes disputes (including litigation) with other clients of the firm. In consideration of MLA's acceptance of this engagement, The Office of the President, Republic of Senegal, agrees that MLA may in the future represent existing or new clients in any matter involving or related to The Office of the President, Republic of Senegal including, without limitation, litigation against The Office of the President, Republic of Senegal, so long as those matters are not substantially related to this representation or to any other matter on which The Office of the President, Republic of Senegal engages MLA. The Office of the President, Republic of Senegal agrees that services performed by MLA will not be considered, for conflict-of-interest purposes, services on behalf of other governmental agencies or departments in Senegal. For example, you agree that we may represent debtors, trustees, examiners, or official committees in bankruptcy cases in which you are a creditor or a party in interest and in regard to which you may have an adverse interest to those debtors, trustees, examiners, or official committees so long as such representation is not substantially related to MLA's representation of The Office of the President, Republic of Senegal.

MLA's record retention policy provides for client's files to be kept for ten (10) years after the client's matter has been closed. At the conclusion of the retention period, the file will be destroyed unless the client requests alternate arrangements. Upon request, we will return any personal property or original documents furnished to us in the course of representation as soon as the matter is closed.

His Excellency Maitre Abdoulaye Wade
October 10, 2011
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If the terms set forth in this engagement letter are satisfactory to you, please so indicate by signing below or having your designee sign below and returning a copy of this letter to me. We at MLA are extremely pleased to represent The Office of the President and thank you for this opportunity.

Very truly yours,



Attorney General (Ret.) Thurbert E. Baker

TEB/arg

cc: Asihou.mbaye@presidence.sn
Asithi2002@yahoo.fr
Ousmane.sy@presidence.sn
Ousmane.affan@gmail.com

Read And Agreed To 9 NOV 2011
This _____ Day of _____, 2011.

The Office of the President, Republic of Senegal

By:  *Diakane* *Blaw 1156/PR*
Its: _____

ATLANTA:5334204.1

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ATTORNEY CLIENT PRIVILEGED
TAX ID NO: 52-1237458

October 10, 2011

His Excellency Maitre Abdoulaye Wade
President of the Republic of Senegal
The Office of the President
Republic of Senegal
Dakar, Senegal

RETAINER NOW DUE..... \$100,000.00

Wire Instruction

BANK NAME/LOCATION:	SunTrust Bank, Atlanta, GA
ABA NO:	[REDACTED]
ACCOUNT NAME:	McKenna Long & Aldridge
ACCOUNT NO.:	[REDACTED]
NOTIFY:	Lisa Green (404) 527-4193 or Lisa Stipancic (404) 527-8366
REFERENCE TO: 33962.0001	Office of President, Republic of Senegal

ATLANTA:5334294.1