

Exhibit A  
To Registration Statement  
Pursuant to the Foreign Agents Registration Act of 1938, as amended

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.

*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 Podesta Group, Inc. 1001 G Street NW Suite 900E Washington, DC 20001	2. Registration No. 5926
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3. Name of foreign principal National Security Council of Georgia	4. Principal address of foreign principal Ingorokv st. 7 Tbilisi, Georgia
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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 \_\_\_\_\_

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

a) Branch or agency represented by the registrant  
National Security Council

b) Name and title of official with whom registrant deals  
Eka Tkeshelashvili, Secretary of the National Security Council

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

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.)*

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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.

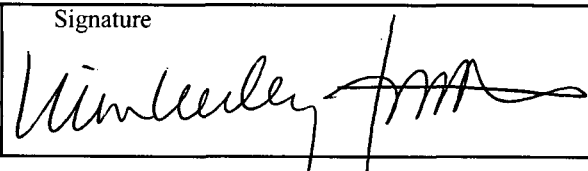
Date of Exhibit A	Name and Title	Signature
2-2-2010	Kimberley Fritts, Secretary-Treasurer	

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. 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, 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 Podesta Group, Inc.	2. Registration No. 5926
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3. Name of Foreign Principal National Security Council of Georgia
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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.  
see attached contract.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.  
 Provide strategic counsel to the principal on communicating priority issues in the United States-Georgia bilateral relationship to relevant U.S. audiences, including the U.S. Congress, administration, media, and policy community.

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.

The activities listed in item 8 will be undertaken in order to communicate information to the principal, as well as to communicate information about the principal and its issues of concern to interested persons in the public sector. At the request of the principal, meetings with Members of Congress and their staff, as well as with Executive branch officials may be arranged.

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Date of Exhibit B 2-2-2010	Name and Title Kimberley Fritts, Secretary-Treasurer	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 or public interests, policies, or relations of a government of a foreign country or a foreign political party.



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January 12, 2010

Eka Tkeshelashvili  
National Security Council of Georgia  
Ingorokva St. 7  
Tbilisi, Georgia

Dear Eka:

I am writing to confirm the arrangements with regard to the work the Podesta Group will perform on behalf of the National Security Council of Georgia. The Podesta Group agrees to provide lobbying, government relations, public relations, and media management services to Georgia, which services shall consist of those ordinarily and customarily provided in representing a foreign sovereign before the United States Congress, the Executive Branch, and the media. The team will be led by John Anderson and Molly McKew.

Summary and Terms of Representation

1. The term of this agreement is January 12, 2010, through June 30, 2010. This agreement will automatically renew for the period July 1, 2010 through December 31, 2010 with both parties agreeing to meet during May 2010 to discuss scope of work and fees.
2. For all services rendered by the firm, the Podesta Group will be paid a fee of \$300,000 for the initial term through June 30, which amount does not include any applicable Georgian taxes (and such taxes are not the responsibility of Podesta Group). Fees will be paid quarterly and billed in advance. Fees are due on the fifteenth day of the first month of each quarter: January 15, 2010; April 15, 2010—and, pending contract extension—July 15, 2010; and October 15, 2010; the Podesta Group will issue invoices for these payments at least 20 days in advance. Any additional expenses, upon the prior approval by the National Security Council of Georgia, including, but not limited to, international travel, public relations subscriptions and the like are passed through at cost and are payable by wire within 30 days of receipt. Travel expenses may include economy class tickets, standard room accommodation, and transportation to and from airport except for Tony Podesta whose travel expenses shall be reimbursed at business class rate. Wire instructions are as follows:

Bank Name: SunTrust Bank  
Bank Address: 1445 New York Avenue, NW  
Washington, DC 20005

Account Name: Podesta Group, Inc.  
Account Number: [REDACTED]  
ABA Number: [REDACTED]  
Swift Code: [REDACTED]  
Contact: Gene Meekins  
Bank Phone: 202-879-6429  
Bank Fax: 202-879-6427  
Email: [gene.meekins@suntrust.com](mailto:gene.meekins@suntrust.com)

3. Any dispute arising out of this agreement shall be governed by the laws of the District of Columbia and the United States.
4. As permitted by other applicable United States laws and regulations, the Podesta Group shall provide the National Security Council of Georgia with government affairs representation before the federal government of the United States and the United States Congress, and such other services as the parties mutually agree shall be provided under this agreement.
5. The Podesta Group shall use its best efforts to avoid any and all behavior which might damage the Government of Georgia's reputation or which in any way might adversely affect the interests, reputation or assets of the Government of Georgia.
6. The Podesta Group and the National Security Council of Georgia agree to keep this agreement strictly confidential. The Podesta Group will use all permissible efforts to protect privileged communications or other confidential information developed by the Podesta Group or provided to the Podesta Group during the course of the Podesta Group's provision of services described above. This obligation will survive the termination of this agreement. However, nothing in this provision is intended to prevent the Podesta Group from complying with all applicable laws and regulations of the United States.
7. The Agreement may be terminated by either party in writing by observing a notice period of one month. Should this Agreement terminate prior to its natural expiration, any fees paid to the Consultant by the Client that exceed the pro-rata share of earned fees apportioned on a daily basis up to the date of termination shall be refunded by the Consultant to the Client.
8. The Podesta Group shall deliver the National Security Council of Georgia monthly reports of its activities.
9. The Podesta Group shall comply with any and all restrictions and requirements of the Lobbying Disclosure Act, and other applicable laws and regulations of the United States.

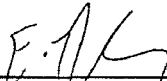
If this agreement is satisfactory to you, please sign below, retain a copy for your files and return a copy to us. If you have any questions, please do not hesitate to call. We look forward to working with you.

Sincerely,



Kimberley Fritts  
CEO

AGREED TO:



On behalf of the National Security Council of Georgia

11/12/10

Date

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