

OMB NO. 1124-0004; Expires February 28, 2014

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
Myrmidon Group LLC

2. Registration No.
6057

3. Name of Foreign Principal

The Government of Republika Srpska (including Zeljka Cvijanovic, Minister of Economic Relations and Regional Cooperation, and Milorad Dodik, President of Republika Srpska)

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 agreement is to be implemented through a series of meetings, events, informational materials, and communications with media and the business community in the US during the time frame of August to December 2011, as well as through the provision of advisory service to the foreign principal.

Formerly CRM-155

FORM NSD-4
Revised 03/11

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

The registrant will provide services, including organizing meetings, conferences, briefings and the dissemination of materials, intended to promote investment in Republika Srpska. The focus on this outreach will be media, business-oriented media, investors, investment funds, and corporations.

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.

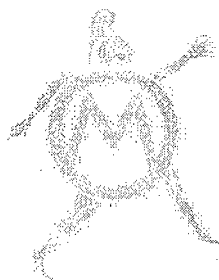
While the primary focus on activity will be investment promotion and business community outreach, such outreach will inevitably involve broader discussions of such issues as political stability, and the broader domestic and foreign policies of the government of Republika Srpska. Such outreach will further likely involve the participation of leaders of the government of Republika Srpska, who in the course of their business and economic policy briefings are likely to engage in a wider range of policy issues.

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
Oct 4, 2011	ADRIAN KARATIMCZY Managing Partner	

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.



**To: Minister of Economic Relations and Regional Co-operation,
Željka Cvijanović**

**From: Adrian Karatnycky, Managing Partner, Myrmidon Group
LLC**

**Re: Consultancy Proposal Scope of Work (August 2011-December
2011)-AMENDED VERSION**

Date of Preparation: 23 September 2011

**Republika Srpska: Telling a Story of Market Based Growth,
Democratic Practice, and Pragmatic Governance**

This document represents an agreement between the government of Republika Srpska and Myrmidon Group LLC and supplants any and all previous documents and agreements and shall constitute the basis of activities undertaken by Myrmidon Group LLC and its staff and consultants under the terms of this agreement.

Republika Srpska (RS) can greatly benefit its image and increase foreign direct investment if it can more systematically tell the story of its internal accomplishments as one of the two recognized entities within Bosnia & Herzegovina. It needs to reintroduce itself to the business, policy, and media communities of the US and Europe in a new key.

One of the main characteristics of globalization has been the reduction of barriers to international capital flows. As a consequence, these have expanded enormously relative to trade flows. We believe that trade and FDI complement each other in building international confidence. The policy implication is that further international cooperation in reducing barriers to both trade and capital flows can promote a more positive image of Republika in Europe and North America and allow it to be seen as a pillar of Southeast European stability.

The focus of this proposal is on materially increasing FDI and other types of capital flows into Republika Srpska. This process can be complemented by building on the favorable policies Republika Srpska has already taken, but that are not widely known in North America.

Banja Luka has moved towards reducing significantly the number of days required to start a business, resolve commercial disputes, obtain construction permits, and register property, all with a significant reduction in the number of steps and required procedures. Also, the recent amendments to the Bosnia-Herzegovina Law on Policy of Direct Foreign Investments and the Republika Srpska law on Foreign Investment allowing the RS Government to eliminate the 49 percent restriction on special purpose industry acquisitions and to reduce the number of procedures for registration of foreign investment all work to make RS increasingly attractive to foreign investors.

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This positive story and the attractive team of RS government leaders moving the country toward a more open market economy must be at the center of our proposed outreach efforts.

This proposal is focused on the US, where Myrmidon Group LLC has strong contacts with the business community and media. In the view of Myrmidon Group LLC, the approach proposed herein can greatly benefit from cooperation and coordination with outreach efforts focused on the US government and the foreign policy and think tank community.

The scope of work envisioned is for the period August 2011 to December 31, 2011 at a rate of US\$ 55,000 per month for a total of US\$ 275,000 inclusive of budget and expenditures as itemized in Addendum 1, which is a part of this proposal.

Challenges

1. To rebrand RS as an entity that a) is stable; b) is working within the context of BiH but benefiting from close relations with Serbia; c) is rebuilding in the aftermath of conflict; d) is growing on the basis of a commitment to free markets and market principles; e) has learned from the tragic lessons of the past.
2. To reach investors interested in smaller niche frontier and emerging markets.
3. To identify 5-10 investment opportunities to attract Western and in particular US investors.
4. To portray the current leadership as strongly protective of Serbian ethnic interests, while at the same time pragmatic, market-oriented, and committed to peaceful cooperation in multiethnic Bosnia and Herzegovina.
5. To combat perceptions of RS as an entity riddled by bureaucracy and corruption, and to show that its government is led by competent modern technocrats and experts, not ideologues.
6. To assist RS in its efforts to secure financing through the issuance of international bonds, initially by securing credit ratings from major US-based credit rating agencies.
7. To reach out to Serbian Americans active in the business world and interest them in the opportunities to invest in RS.

Strategy

1. To focus on the financial and investment side but also to work in tandem with a team focused on policymaker and USG outreach.
2. To work on a coordinated set of messages, including one that asserts that RS is cooperating with the international community within BiH, but at the same time is vigorously protecting its specific territorial interests and the interests of the Serb ethnic component of Bosnia...i.e. sending a subtle message that while inter-ethnic cooperation can work, it will do so best when the specific rights of Serb citizens of Bosnia are protected vis-à-vis their rights to religious and ethnic expression.
3. To point to niches where the RS can be attractive to outside investors or potential partners and consumers i.e., aerospace and aviation companies, the energy sector, technology, forestry and wood processing, paper, textile, leather, trade and tourism,

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and other sectors and (arms manufacture provided such activity is fully compliant with US law).

4. To develop broader awareness in the US of the stock market mechanisms present in RS that allow for rapid exit strategies for potential investors.
5. To better acquaint investors and analysts with the excellent products and analysis produced by the Republika Srpska Investment-Development Bank.
6. To widely introduce large cap and mid cap companies to the investment incentives offered by RS, including CEFTA, Free Zones, and preferential export regimes.
7. To assist Republika Srpska in its attempts to enter the international bond market, including assistance in securing credit ratings for RS paper from major US-based rating agencies.

Scope of Work

Working closely under the guidance of the RS Ministry of Economic Relations and Regional Development on the following:

1. A fact-finding trip to RS (Banja Luka) for Myrmidon senior personnel to gain a deeper knowledge of the RS economy, its business community, its policymakers and policy environment.
2. Organization of US road shows for RS companies and government officials.
3. A range of high-level business, investor, and analyst meetings for the RS President during his future US visits.
4. Small dinners and lunches involving business leaders and opinion leaders in New York, Washington DC (in cooperation with government-focused lobbyists).
5. Outreach through interviews and briefings for editors and writers from the Financial Times, Wall Street Journal, Washington Post, and Reuters.
6. Meetings and outreach in behalf of the RSIDB and dissemination of RSIDB research and information to investors and business media.
7. Advice on speeches, presentations, briefings by RS leaders on business issues to US audiences.
8. Developing a growing list of potential investors and analysts interested in RS and BiH.
9. Assistance in promoting participation in RS foreign investment conferences, including the first one scheduled for September 22-23, 2011.
10. Advising, as needed, the RS Ministry of Economic Relations and Regional Development.

Why Myrmidon Group LLC

Myrmidon Group is a boutique advisory group based in New York City that is ideally positioned to be of service to RS. Its work has mainly focused on enhancing economic contacts and understanding between countries emerging out of Communist rule and has a network of effective relationships with investors focused on emerging and

frontier markets.

The Myrmidon Team would consist of two senior advisors (biographical data included) plus legal support and administrative support as needed. The principal advisors would be two New York-based professionals.

In addition to the key personnel in the U.S., Myrmidon will hire: a) one professional based in RS to work as local liaison with the government, assist in RS based briefings and contacts with visiting foreign investors generated by the project, and to supervise the preparation of promotional materials and investment opportunity summaries as well as to coordinate the translation into English of key documents, as well as to provide interpretation services for Myrmidon Group personnel when visiting RS; b) one professional to serve as Senior Advisor based in the region and with experience of working for Western investment banks, with fluency in Serbian and English, and with knowledge of the US Serbian diaspora, to serve as regional consultant on capital market issues as well as on activities related outreach to the diaspora in the US. This Senior Advisor would have significant experience of work in Western investment banks and have experience on providing

Key Personnel

Overall Coordination, Strategic Advice:

Adrian Karatnycky, Managing Partner of Myrmidon Group LLC, has had a distinguished career in both the non-profit and for profit sector and has hosted and organized events and briefings for numerous world leaders, including three of Ukraine's presidents, former Hungarian President Arpad Goncz, Hungarian PM Viktor Orban, Lech Walesa, Russian President Boris Yeltsin, Polish Prime Minister Jerzy Buzek, Polish Foreign Minister Radoslaw Sikorski, President of the German Bundestag Norbert Lammert, and numerous ministers of the economy, finance and energy from Ukraine and Eastern Europe. In 2000, he was the organizer and director of the non-governmental World Forum on Democracy in Warsaw, the parallel event to the Community of Democracies government conference.

Myrmidon's clients include JP Morgan, Elliott Advisors, Chadbourne and Park, Broad Street Capital, Draper Fisher Jurvetson, Washington Post Company (Newsweek), Vladimir Gusinsky's New Media Holding Company, Xerox-ACS-Inc., and a number of Ukraine-based companies, including Alfa Bank Ukraine and Magisters law firm.

Myrmidon's Managing Director has further organized numerous economic and business forums focused on Ukraine with the financial support of major Fortune 500.

companies.

As a non-resident Senior Fellow at the Atlantic Council of the US, he comments and writes widely on regional trends in Eastern Europe for *Foreign Affairs* magazine, the *Financial Times*, the *Wall Street Journal*, and *Newsweek* and is the author of three books and co-editor of over 15 volumes.

Coordination of Business and Investor Outreach:

Roman Kyzyk, Myrmidon Group Senior Advisor, is a venture capital and private equity investor. Using local presence and global reach he co-founded a venture capital fund with Tim Draper sourcing applicable technology in Ukraine, Russia, the former Soviet Union and Emerging Europe. The DFJ network of funds has produced such notable, industry changing winners as Athenahealth (ATHN), Baidu (BIDU), Skype (acquired by eBay), DivX (DIVX), Mobile 365 (acquired by Sybase), Massive (acquired by Microsoft), EnerNOC (ENOC), Feedburner (acquired by Google), Mozy (acquired by EMC), Myfamily.com (Acquired by Spectrum Equity Investors), Overture (acquired by Yahoo), Parametric (PMC).

As Principal and Co-Founder at Executive Partners and DKK, Roman dedicated 15+ years as a global strategy advisor for alternate investment partnerships in private equity, venture capital, hedge funds and to CEO's in aerospace & defense, IT & High Tech, financial services, energy and diversified industrial. 13+ years operating experience within Xerox Corporation cultivated financial, marketing, technology and general management experience. He has demonstrated ability for originating, structuring and executing capital formation, private placements, private equity and venture capital investments. Roman was President and CEO at Meridien Partners Group, LLC, an investment banking and private equity advisory group.

His client roster includes General Electric, McDonald's, Air Tran Airways, Allied Signal, Honeywell, New York Stock Exchange, Smith's Group, Hilton Hotels, Northwest Airlines, and Royal Dutch Shell.

Mr. Kyzyk has experience in frontier and emerging market development in the 90's throughout China's new economic development zones in Shen Zen, including organizing factory development through facilitating pioneer Western investment. Twenty years of experience in Ukraine, Russia and emerging Europe making investments and bringing development through close work with EBRD, World Bank, USAID, Export Import Bank, and OPIC.

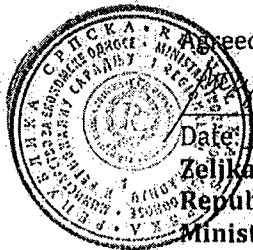
Mr. Kyzyk graduated from Fordham University and earned an MBA at the Wharton School of Business at the University of Pennsylvania.

Terms

The terms of the agreement will include payment for the services and activities outlined above of the monthly fee of US \$ 55,000 per month for five months (August-December 2011) to Myrmidon Group LLC. Payment shall be made through wire or electronic transfer by the tenth day of each month to a U.S. based account of Myrmidon Group LLC.

There will be a full financial accounting of expenditures as required by Republika Srpska.

Myrmidon Group LLC has registered in accordance with US law with the Department of Justice under the terms of the Foreign Agents Registration Act, and will file this contractual document with FARA and its public records upon the execution of this updated contract.



Agreed:

Zeljka Cvijanovic
Date: 29.09.2011.

Zeljka Cvijanovic, Minister
Republic of Srpska Government
Ministry of Economic and Regional Cooperation
Banja Luka

17.01. - 054-582/11
30.09.2011.

Adrian Karatnycky

Date: 23 September 2011
Adrian Karatnycky
Managing Partner
Myrmidon Group LLC
New York City