

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 <https://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: <https://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: <https://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, Counterintelligence and Export Control 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 Potomac International Partners, Inc.	2. Registration No. 6459
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3. Name of Foreign Principal Mr. Valerii Babych through Medowood Management, LLC	4. Principal Address of Foreign Principal 5757 W Century Blvd Suite 700 Los Angeles, CA 90045 c/o John Hamilton, Esq.
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5. Indicate whether your foreign principal is one of the following:

Government of a foreign country¹

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 Ukraine

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

a) Branch or agency represented by the registrant
N/A

b) Name and title of official with whom registrant deals
N/A

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

a) Principal address
N/A

b) Name and title of official with whom registrant deals

c) Principal aim

¹ "Government of a foreign country," as defined in Section 1(e) of the Act, includes any person or group of persons exercising sovereign de facto or de jure political jurisdiction over any country, other than the United States, or over any part of such country, and includes any subdivision of any such group and any group or agency to which such sovereign de facto or de jure authority or functions are directly or indirectly delegated. Such term shall include any faction or body of insurgents within a country assuming to exercise governmental authority whether such faction or body of insurgents has or has not been recognized by the United States.

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.

N/A

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.)*

N/A

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.

N/A

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	Digitally signed by: Duo Device Authentication DN: CN = Duo Device Authentication Date: 2018.03.17 14:45:33 -04'00'
March 17, 2018	Electronically signed by Mark Cowan, CEO	Duo Device Authentication	

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 <https://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: <https://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: <https://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, Counterintelligence and Export Control 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

Potomac International Partners, Inc.

2. Registration No.

6459

3. Name of Foreign Principal

Mr. Valerii Babych through Medowood Management, LLC

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.

Mr. Babych, through Medowood Management, LLC, has agreed to pay the registrant a fee for services, as specified in the attached written contract. Despite the February 20, 2018 date of the contract, the registrant's engagement by, and start of work for, the foreign principal occurred in the week of March 4, 2018.

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

Arrange meetings with U.S. government officials, think tanks, and media to discuss U.S. foreign policy regarding Ukraine.

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 registrant will arrange meetings with U.S. government officials to discuss U.S. foreign policy regarding Ukraine.

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 March 17, 2018	Name and Title Electronically signed by Mark Cowan, CEO	Signature Duo Device Authentication Digitally signed by: Duo Device Authentication DN: CN = Duo Device Authentication Date: 2018.03.17 14:47:55 -04'00'
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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.



Letter of Engagement

To: Medowood Management, LLC
From: Potomac International Partners
Date: February 20, 2018

Mr. Valery Babych (Client) represented by Medowood Management, LLC (Medowood) has requested Potomac International Partners (Potomac) to provide a variety of advisory services to establishing himself in US as a known and credible source of accurate information and analysis on politics, government, economics, and business in Eastern Europe, and to make this information available to US media, business, and government interests.

Potomac will represent Client through Medowood and will provide public affairs services for Client through the 2019 elections in Client's country. Medowood will manage all communication between Client and Potomac, and act as Client's direct representative. To achieve these objectives, we will engage in activities that will establish and raise the visibility of Client in the US through:

- Broad based advocacy with important constituencies in the US;
- Media relations introducing Client to US media representatives and outlets;
- Managing important information provided by Client to be shared with US politicians, business, cultural, NGO and government communities.

This engagement will commence February 20, 2018 and extend through March of 2019. It may continue thereafter on a quarter to quarter basis by mutual agreement between Client, and Potomac.

Potomac will be paid a quarterly retainer fee of \$US216,000.00 to be paid in advance via wire transfer.

In addition, all out of pocket and pass through expenditures necessary to implement the project and approved by the Client will be billed at cost and paid via wire transfer. Expenses will be estimated in advance of actual expenditure, and 50% will be billed in advance and paid before activities commence with the remainder due and payable upon invoicing.

We are honored to be retained for this important project and pledge our full attention to it from inception through completion.

A handwritten signature in black ink, appearing to be "V. Babych", is located in the lower right quadrant of the page.



To signify your agreement with the foregoing terms, please sign below and advise us of the exact and full name of the client entity, its business address and the full name and title of the individual to receive our invoices. To commence this engagement please transfer funds in the amount of \$US216,000.00 to the financial institution at the below address:

Signed,

A handwritten signature in black ink, appearing to be "Mark D. Cowan".

Date 2/20/18

Mark D; Cowan
Chief Executive Officer
Potomac International Partners

Signed,

A handwritten signature in black ink, appearing to be "Medowood Management, LLC".

Medowood Management, LLC

Wire Funds To:
Chain Bridge Bank
1445-A Laughlin Avenue
McLean, VA 22101
ABA: [REDACTED]
Acct: [REDACTED]