

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division**

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	Criminal No. 1:18-cr-00083-TSE
)	
v.)	Trial Date: July 31, 2018
)	
PAUL J. MANAFORT, JR.,)	Judge T.S. Ellis, III
)	
Defendant.)	

PAUL J. MANAFORT, JR.'S SECOND SUPPLEMENTAL MOTION *IN LIMINE*

Pursuant to the Court's order at the hearing on July 23, 2018, Paul J. Manafort, Jr., by and through counsel, hereby submits the following second supplemental motion *in limine* in connection with the jury trial scheduled to commence on July 31, 2018 and asks that the Court preclude irrelevant, prejudicial and unnecessarily time-consuming evidence or argument concerning Mr. Manafort's prior political consulting activities in Ukraine.

As stated in Mr. Manafort's prior supplemental motion *in limine* (Doc. 143), the Special Counsel provided Mr. Manafort with copies of exhibits that the government intends to offer at trial. In reviewing the proposed exhibits, it is readily apparent that the Special Counsel intends to offer evidence concerning matters that are irrelevant to this tax and bank fraud trial and, therefore, this evidence should be precluded at trial. (*See* Doc. 143 at 3 (the proposed exhibits should be precluded pursuant to Rules 401 and 402 of the Federal Rules of Evidence)). Moreover, even if the Special Counsel's proposed exhibits were relevant, their admission should nevertheless be barred because their probative value is substantially outweighed by risks of unfair prejudice, issue

confusion, delay and waste of time. (*See id.* at 4 (the proposed exhibits should be precluded pursuant to Rule 403 of the Federal Rules of Evidence)).

In accordance with the Court's directive at the July 23, 2018 hearing, below is a list of the Special Counsel's proposed exhibits ("SC PE") to which Mr. Manafort moves *in limine* for exclusion.

- SC PE No. 5. This proposed exhibit is a memorandum regarding campaign messaging for Ukrainian media outlets. (*See Ex. A*).
- SC PE No. 7. This proposed exhibit is an email that purportedly includes the text of former Ukrainian president Victor Yanukovich's election night speech. (*See Ex. B*).
- SC PE No. 8. This proposed exhibit is an email regarding Mr. Yanukovich's election victory in Ukraine. (*See Ex. C*).
- SC PE No. 10. This proposed exhibit is an email with attached memorandum regarding "strategic assumptions", "key messages", "advertising themes", and "the initial message" for Mr. Yanukovich's presidential campaign. (*See Ex. D*).
- SC PE No. 11. This proposed exhibit is an email with attached list of "talking points" for Mr. Yanukovich's presidential campaign. (*See Ex. E*).
- SC PE No. 12. This proposed exhibit is an email with attached draft survey questions "about public and economic issues" facing Ukrainian citizens. (*See Ex. F*).
- SC PE No. 13. This proposed exhibit is an email exchange regarding political consulting work in Ukraine. (*See Ex. G*).
- SC PE No. 14. This proposed exhibit is an email exchange and attached memorandum outlining the Party of Regions campaign strategy. (*See Ex. H*).
- SC PE No. 15. This proposed exhibit is an email exchange discussing the logistics for scheduling a campaign conference call. (*See Ex. I*).
- SC PE No. 16. This proposed exhibit is an email exchange and attachment regarding a third-party consulting agreement with Devine Mulvey Longabaugh, Inc. (*See Ex. J*).
- SC PE No. 17. This proposed exhibit is an email exchange regarding compensation for third-party consultant's work on Ukraine campaign. (*See Ex. K*).

- SC PE No. 18. This proposed exhibit is an email exchange regarding travel itinerary and goals for third-party political consultant's trip to Ukraine. (*See Ex. L*).
- SC PE No. 19. This proposed exhibit is an email and attachment regarding "messages and talking points [f]or interviews during and after the Party Congress". (*See Ex. M*).
- SC PE No. 20. This proposed exhibit is a memorandum prepared by a third-party political consultant regarding a proposal related to upcoming elections in Ukraine, a "draft TV and radio plan" and the consultant's "proposed terms for engagement". (*See Ex. N*).
- SC PE No. 21. This proposed exhibit is another memorandum prepared by a third-party political consultant regarding a proposal related to upcoming elections in Ukraine, a "draft TV and radio plan" and the consultant's "proposed terms for engagement". (*See Ex. O*).
- SC PE No. 22. This proposed exhibit is memorandum regarding a plan for a television advertisement promoting the Party of Regions. (*See Ex. P*).
- SC PE No. 25. This proposed exhibit is a memorandum regarding "the initial stages of the media campaign for the 2012 Ukrainian Parliamentary elections". (*See Ex. Q*).
- SC PE No. 26. This proposed exhibit is a memorandum regarding the production of political television advertisements in Ukraine. (*See Ex. R*).
- SC PE No. 27. This proposed exhibit is a memorandum regarding production meetings in Kyiv related to the production of political television advertisements in Ukraine. (*See Ex. S*).
- SC PE No. 28. This proposed exhibit is an email exchange regarding strategy for political advertisements in Ukraine. (*See Ex. T*).
- SC PE No. 29. This proposed exhibit is a memorandum regarding issues related to Ukrainian film crews. (*See Ex. U*).
- SC PE No. 33A through No. 33C. These proposed exhibits are photographs of Mr. Yanukovych. During the July 23 hearing before the Court, the Special Counsel explained that these photographs were made at the direction of Mr. Manafort. Nevertheless, Mr. Manafort fails to understand how these photographs are probative of any of the charged offenses in the Superseding Indictment. (*See Ex. V*).
- SC PE No. 40. This proposed exhibit is a copy of the "VY Agenda" for January 15, 2013. (*See Ex. W*).
- SC PE No. 41. This proposed exhibit is a memorandum regarding "[public relations] efforts this week in Kyiv". (*See Ex. X*).

- SC PE No. 42. This proposed exhibit is a memorandum regarding the efforts that U.S.-based political consultants made on Mr. Yanukovych's behalf in Ukraine over a three month period. (*See* Ex. Y).
- SC PE No. 44. This proposed exhibit is a PowerPoint presentation regarding the Ukraine Opposition Bloc's campaign strategy and plan. (*See* Ex. Z).
- SC PE No. 45. This proposed exhibit is a memorandum regarding the Ukraine Opposition Block's "daily talking points" for September 24, 2014. (*See* Ex. AA).
- SC PE No. 46. This proposed exhibit is a memorandum regarding a plan for campaign leaflets. (*See* Ex. BB).
- SC PE No. 47. This proposed exhibit is a memorandum regarding the goals for a Party of Regions political rally. (*See* Ex. CC).
- SC PE No. 60B. This proposed exhibit is a collection of various "Ukraine documents" that include, *inter alia*, strategy documents and consultants' professional biographies. (*See* Ex. DD).
- SC PE No. 60C. This proposed exhibit is another collection of various documents related to Mr. Yanukovych's campaign and the Party of Regions, including, *inter alia*, draft political speeches and strategic memoranda. (*See* Ex. EE).
- SC PE No. 60E. This proposed exhibit is a collection of memoranda regarding Ukraine political strategy. (*See* Ex. FF).
- SC PE No. 339. This proposed exhibit is a list of names, email addresses, and phone numbers for Davis Manafort's "Ukraine team" in 2007. (*See* Ex. GG).
- SC PE No. 341. This proposed exhibit is a memorandum regarding an update for Mr. Yanukovych's "public affairs activity". (*See* Ex. HH).
- SC PE No. 342. This proposed exhibit is an email exchange and attachment regarding a draft political speech. (*See* Ex. II).
- SC PE No. 343. This proposed exhibit is a draft memorandum regarding a political polling project. (*See* Ex. JJ).
- SC PE No. 344. This proposed exhibit is an email exchange and memorandum regarding briefing "the international community" with respect to the Ukrainian election process. (*See* Ex. KK).

- SC PE No. 345. This proposed exhibit is an email and memorandum regarding the “[Party of Regions] Campaign Program at the 2012 parliamentary elections”. (*See Ex. LL*).
- SC PE No. 346. This proposed exhibit is an email and outline regarding the status of Mr. Yanukovych’s campaign three weeks before the election. (*See Ex. MM*).
- SC PE No. 347. This proposed exhibit is a memorandum regarding the impact of President Obama’s second term and the newly-elected Congress as they related to Ukrainian politics and government. (*See Ex. NN*).
- SC PE No. 348. This proposed exhibit is a memorandum regarding how U.S. policy changes resulting from the 2012 elections will affect Ukraine. (*See Ex. OO*).
- SC PE No. 349. This proposed exhibit is a memorandum regarding the activities of the Hapsburg team in promoting the Ukrainian government among “EU institutions, EU leaders and several key member states including France, Germany and Italy.” (*See Ex. PP*).
- SC PE No. 351. This proposed exhibit is a memorandum regarding “Campaign budget for national TV/Radio advertising”. (*See Ex. QQ*).
- SC PE No. 352. This proposed exhibit is a memorandum regarding activities of the Opposition Bloc towards the end of 2014. (*See Ex. RR*).
- SC PE No. 354. This proposed exhibit is a memorandum regarding Mr. Yanukovych’s strategy during the final week of the presidential campaign. (*See Ex. SS*).
- SC PE No. 357. This proposed exhibit is a copy of minutes from a staff meeting held in Ukraine. (*See Ex. TT*).
- SC PE No. 358. This proposed exhibit is a memorandum regarding the goals of a trip Mr. Yanukovych planned to make to the U.S. and his upcoming meetings with U.S. officials. (*See Ex. UU*).
- SC PE No. 414. This proposed exhibit is an email and memorandum regarding anticipated questions the news media might ask Mr. Yanukovych on or about his one-hundredth day as Ukraine’s president. (*See Ex. VV*).
- SC PE No. 415. This proposed exhibit is an email and attachment regarding a “press and diplomatic package”. (*See Ex. WW*).
- SC PE No. 417. This proposed exhibit is an email and attachments regarding draft testimonials for political television advertisements in Ukraine. (*See Ex. XX*).

- SC PE No. 418. This proposed exhibit is an email and attachments regarding strategic plans and communications for the mayor of Kyiv. (*See* Ex. YY).

WHEREFORE, Mr. Manafort respectfully requests that the Court grant his second supplemental motion *in limine*.

Dated: July 26, 2018

Respectfully submitted,

s/ Kevin M. Downing
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Counsel for Defendant Paul J. Manafort, Jr.

CERTIFICATE OF SERVICE

I hereby certify that on the 26th day of July, 2018, I will electronically file the foregoing with the Clerk of Court using the CM/ECF system, which will then send a notification of such filing (NEF) to the following:

Andrew A. Weissman
Greg D. Andres
Uzo Asonye

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Washington, DC 20530
Telephone: (202) 616-0800
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Counsel for Defendant Paul J. Manafort, Jr.

Exhibit A

Memo

To: Victor Yanukovich, Rinat Akmethov

CC: Anton Prigordski, Vasily Jhartzy, Eduard Prutnik

From: Paul J. Manafort
Tad Devine

Re: Messages for January: Next Wave of Television and Radio Ads

Date: January 3, 2006

The purpose of this Memorandum is to lay out the key messages for January. These messages will be the focus of all of the television, radio and print advertisements, the stump speech of the Leader, the Talking Points provided to the VIP surrogates for their campaigning, the Talking Points distributed to the Regional and District Leadership of the Campaign and all other communication mechanisms used during this month.

Themes for January

The themes for January will build on the foundations of November and December. We will be reminding the electorate of the failures of the current government and offering our record and plans as the solution. The economic plan and energy crisis solution will be framed around the leadership of Victor Yanukovich and his record of accomplishment is the credibility to make the claim that he knows what to do when he is returned to power.

In January, we will be moving the campaign into new territory. We will be presenting the framework of a program to get Ukraine moving again. We will do this with the backdrop of the latest crisis, the gas fight between Russia and Ukraine. The fact that Yanukovich has called for renewing the "special relationship between Russia and Ukraine" provides the credibility to make the statement that Yanukovich understands the importance of being a good neighbor and how it impacts directly on the interests of the Ukrainian people and is the basis to promise that Ukraine will not have this type of crisis once Yanukovich and the Party of Regions returns to power.

We must present this message by stressing that Yanukovich understands that Ukraine should not choose between the benefits of the east over the west and that as Prime Minister he will construct a bridge to both, not a one way street. This message will be incorporated into the revised stump speech that the Leader will be giving in his campaign appearances. Also, the VIP surrogates Talking Points need to stress that naiveté of Yushchenko and Tymoshenko to believe that the Government could slap Russia in the face and suffer no consequences. The key connection must be made to the poor judgment of the Government and the disastrous impact not only the Ukrainian economy but directly on the interests of the Ukrainian people. The message will emphasize that Yanukovich

will not make such a colossal misjudgment and has the relationships in Russian needed to fix the problem created by Yushchenko and his team. This spot focuses on the bridge from Ukraine to the East.

The second part of the strategy for January is to unveil the framework of our Economic Plan both in a major speech and in the second television spot.

The speech will be a serious policy presentation of what a Yanukovich economic Plan will include and contrast it with the failed policies of the Government over the last 12 months.

The television ad will show the cover of the Party of Regions Economic Plan and present the key points of the plan geared to creating good jobs, stabilizing wages and implementing a social policy framework to protect the delivery of social services. The significance of this ad is to create the impression that Yanukovich has a plan and with his experience will bring back stability and prosperity. This spot focuses on the bridge from Ukraine to the West.

This message schedule will allow the Party of Regions to maintain the offensive in the campaign. It will remind the electorate of what they are most unhappy about and that there is a need for a change and it will present Victor Yanukovich and the Party of Regions as an acceptable, credible change.

The Media Buy Schedule

The advertisement program for January should be as follows:

January

1 – 7 Holiday Greetings from Leader

8 – 15 The Ads that ran during the last 10 days of December (TV and Radio)
Orange Revolution
Leadership

16 – 29 Two New Ads and new Radio spot
Gas
Economic Plan of Party of Regions

30– Feb New ads to be created

Exhibit B

From: taddevine@aol.com
Date: February 03, 2010 3:29:41 PM (-08)
To: anna.p.devine@gmail.com
Subject: **Fwd: Election Night Speech**

Attachments: Victor Yanukovych Election Night Speech.docx;

-----Original Message-----

From: taddevine@aol.com
To: pmanafort@davismanafort.com
Sent: Wed, Feb 3, 2010 2:06 pm
Subject: Election Night Speech

Paul:
Just landed in NY. Here is the speech. Hope you like it.
Best,
Tad

Victor Yanukovich Election Night Speech

A New Beginning for Ukraine

Thank you all for being here tonight, and for being part of this campaign. And thank you for joining our cause – the fight for change - that is the heart and soul of this campaign.

On this day, the 7th of February, in the year of our Lord 2010, Ukraine has chosen to embrace a new beginning.

On this day, the proud, hardworking, intelligent and caring people of Ukraine came together and spoke - with a resounding voice.

You said the time has come for a government that works - and for a government that will put people back to work.

You said that part of being free is the freedom to earn a decent living to provide support and sustenance for yourself and your family.

You said the time has come for a government that cares about our elderly who need and deserve decent pensions; our children who need and deserve quality schools; our workers who need and deserve health care and jobs. You said the time has come for a government that cares about our poor and our destitute who need and deserve a helping hand.

You have spoken, and I have listened. From the beginning of the campaign as I crossed this great nation, I have seen your struggles; I have looked into your eyes and into your hearts; I have heard your call for change and now today, on this day, the world has heard your voice – the voice of the people expressed in a free and fair election.

Together we will build a new Ukraine, with a government that is worthy of its people, and a future that is bright for hard working people.

My goals for the months and years ahead are ambitious but attainable.

First, we must restore the economy of Ukraine so our people have jobs.

We must restore stability and order in our government and our society, so businesses can grow and prosper and people can live in peace and dignity.

We must restore effective leadership, so government begins to work again for people.

And we must restore Ukraine, and give our people and our children the future they deserve.

Let me say thank you to the people who came out today in every region of Ukraine to vote for me. Your faith in me and in the team I will assemble to lead the fight for change is a gift we will respect and treasure. We will work everyday to keep your trust.

And to Yulia Tymoshenko and all those who supported her, and to my fellow countrymen who supported other candidates in the first round of voting and still feel disappointment about their loss, I say we will work hard to earn your support, and we need your help – today and in the years ahead – to build our nation's economy and to rebuild the links that bind us a people. Because the greatest achievement of any President would be to unite our country – east and west, north, center and south – so that the many ties and bonds that can unite us will become the ties and bonds that define us as a nation.

In this campaign, I have devised a plan for prosperity and progress. It's called "*Ukraine for the People*", and the goal is to create jobs, unite our country, and restore hope and stability. In the days and weeks ahead, we will begin to implement that plan, so that we can start to achieve urgently needed progress.

We are all Ukrainians first, who love our country and want it to succeed and prosper. Let us resolve that today, on this day, we will begin the journey towards true national unity and purpose.

A journey towards a peaceful and prosperous Ukraine – that is part of the European community and one day part of the European Union, and a trusted friend and neighbor to Russia and other countries to the east. A journey towards building a bridge between Russia and the west, that uses our unique geographic, historical, economic and cultural position and ties to foster trade, commerce, peace and mutual respect.

That is the journey I intend to lead, and I know that, with God's help, together we will get there – all the regions of Ukraine – one nation with one future. We have a chance for a new beginning. Let's seize the moment, and make the most of precious opportunity.

Thank you all, God bless you, and may God bless Ukraine.

Exhibit C

From: taddevine@aol.com
Date: February 15, 2010 5:39:09 AM (-08)
To: pmanafort@davismanafort.com; dsackett@tarrance.com; dan@rabinstrasberg.com; adam@rabinstrasberg.com; julian@devinemulvey.com; cbarnes@davismanafort.com; collinb80@gmail.com; my22314@gmail.com; kit@kitspence.com; seangriffs@googlemail.com
Cc: rgates@pericleslp.com; pgriffin@davismanafort.com; kkilimnik@davismanafort.com
Subject: **Re: Job Well Done**

Attachments:

Paul:

Congratulations on a great campaign. It was textbook, and a great example of how campaigns can make the difference in the outcome. There was tremendous discipline and execution of the message, incredible research, and a fantastic team on the ground that met every challenge. You deserve enormous credit for pulling everything together, and for your leadership. It was great to be part of the team.

Best,
Tad

-----Original Message-----

From: Paul Manafort <pmanafort@davismanafort.com>
To: Dave Sackett <dsackett@tarrance.com>; Tad Devine <taddevine@aol.com>; Daniel Rabin <dan@rabinstrasberg.com>; Adam <adam@rabinstrasberg.com>; Julian Mulvey <julian@devinemulvey.com>; Catherine Barnes <cbarnes@davismanafort.com>; Collin Bond <collinb80@gmail.com>; Martha Young <my22314@gmail.com>; kit@kitspence.com; Sean Griffis <seangriffs@googlemail.com>; kit@kitspence.com
Cc: Rick Gates <rgates@pericleslp.com>; Philip Griffin <pgriffin@davismanafort.com>; Konstantin Kilimnik <kkilimnik@davismanafort.com>
Sent: Mon, Feb 15, 2010 3:59 am
Subject: Job Well Done

To the Team

The CEC certified Victor Yanukovich as the winner of the Presidential election last night. While Tymoshenko is threatening to challenge this decision, her threats will accomplish nothing other than harm to her political career for not recognizing the result.

So, it is with a sense of finality (only a sense though) that I say thank you for a fantastic job. This was the best campaign yet.

Everyone from Yanukovich to Demeko know that but for the efforts of this team, there would be no celebration. I spent 5 hours with Yanukovich on Election night and he made the point continuously to thank the team. This is not something that he has done much in the past. This time, he definitely gets it.

While I would have preferred a larger win, we even had the final result projected. In one of our conservative projections we were less than .02 off on Yank and .1 off on Tymo. So the data gathered did its job.

As I wind down in Kyiv I want you to know that there is no way I can adequately express my appreciation to you for your efforts. Our campaign was superior to the others in every respect. This is a tribute not just to your abilities but to your commitment. I know there were many time conflicts but the way everyone prioritized this campaign was noted and appreciated. Having work campaigns for

the last 35 years, this one will be at the top of the list of most satisfying. So, thank you for all that you sacrificed and the work that you contributed.

I expect to be back in the DC area in the next couple of weeks and will organize something this Spring for us to get together to relive the campaign, and begin the story telling.

I am most gratefully yours,

Paul

PS btw maybe we will celebrate the Presidential win at a strategy lunch for the upcoming Parliamentary elections...only kidding.

Exhibit D

From: Tad Devine
Date: August 31, 2010 11:40:52 AM (-07)
To: anne@devinemulvey.com
Subject: **another memo**

Attachments: Media Strategy & Presentation of Message-Adv 8-12-10.doc;

To: President Victor Yanukovich
CC: NA, AK, BVK,
BCC: SL, Demekyo

From: PJM

Re: Media Strategy & Presentation of Message/Advertising

Date: August 12, 2010

The purpose of this memorandum is to set out the strategic assumptions for the campaign, the key messages, the advertising themes and what should be the initial message presentation.

The strategy is laid out in detail in the July 11, 2010 memorandum. In that document I recommended that our national campaign be built on several strategic components that have wide acceptance with the Ukrainian people. These components should drive our plan, both in themes, messages and advertising.

Strategic Assumptions

A summary of those strategic components are:

1. A majority of voters believe that the Orange have proven that they cannot be effective; they had 5 years of total power and failed to improve the lives of the people.
2. A significant majority of voters have an unfavorable impression of Tymoshenko. She is in danger of being minimized the way Yushchenko was.
3. President Yanukovich is popular in all sections of Ukraine.
4. The job performance of the President is getting strong approval by all segments of Ukraine
5. PoR is viewed as the best party to improve the lives of people at the local levels and this is driving voters attitudes at this point in time.
6. There is a correlation in the minds of the voters of the importance of local officials being affiliated with the ruling national government in order to maximize the benefits to the local communities.

Strategic Framework of Local Elections Campaign Themes

The core of the PofR campaign must be a “throw the incumbents out” campaign in the West and many Central Oblasts. Our surveys show that the electorate views the opposition and their performance when in office as very weak, the incumbency ratings for local elected officials are weak, and the strongest sentiment that exists among Ukraine voters is that the opposition had their chance for the past five years, and failed. Ultimately this is less a campaign about bringing in the PofR and more a campaign of finishing the job started in the Presidential election of getting rid the failed opposition that did nothing.

It is very important for the PofR to focus on the message that only the PofR candidates and local office holders are capable of working with national officials on an “integrated” strategy that will protect jobs and bring new jobs.” This is our competitive advantage and we must constantly stress it.

In making this argument, it must be understood that **the credibility of this message is not that the PofR has a great track record or brilliant ideas on this issue, but that the opposition has been a miserable failure in dealing with this problem.** The point of the argument is to call on the voters to reject those who have had five years to fix the problems and have failed – the Orange.

This message has an abbreviated version and a more elaborate one.

1. Short Message

For five years Orange had their time and failed you. They controlled all of the levers of power. Yet they failed to improve the lives of Ukrainians.

The change at the national level has brought stability and reform to government. Things are beginning to work again.

To move forward, local and national leaders must be able to work together to make the changes necessary to improve the lives and help create jobs.

The local elections provide the opportunity to complete the changes. Only the Party of Regions can move us forward.

2. Long Message Statement

For five years the opposition controlled the government at the local and national level and not only did they fail to improve the economy, but they destroyed it. They could not work together even when they had full control.

The Presidential election changed the national level of government, now we must complete the change and elect representatives at the local level who can work with our new national leaders.

Since the new government took office, things are beginning to work again. But, to move Ukraine forward and improve people’s lives, we need a government at the local and national level that can work together. Only then can we bring jobs to the local communities and deliver the local services to improve the quality of life for all Ukrainians.

We need results and new leaders who will fight to protect your jobs, instead of fighting with each other. We cannot afford to have a divided government at the local and national levels.

The PoR is ready to serve the people in every oblast and make government work for you. Electing the PoR candidates as the local government leader is the best way to create the stability needed to make the changes that will improve your life and get Ukraine back to work.

Slogan

The recommended slogan is *Building a New Ukraine* or *Building a New Country*.

This slogan provides the framework to run both a negative campaign (Orange caused problems and failed to deliver) and positive campaign (Complete the power vertical which will allow PoR to deliver services needed to improve lives).

Advertising Campaign

The advertising campaign should open with a heavy emphasis on the negative message and a light emphasis on the positive message.

September should focus on the fact that the national government is turning the country around but the mess created by the failed Orange Government is even worse than originally thought. We need to tie the failures of the past 5 years to the local problems.

In September we should stress certain messages in those communities where the Orange held control of the local governments over the past 5 years. The messages should be consistent with the national messages and should be repeated with local emphasis:

- The Orange failed to deliver when they had control of the national government and local governments.
- Specifically, here in XXXX, things like XXXX have gotten worse.
- They cannot be expected to deliver now when they are not in power in Kyiv.
- The only way to ensure that your local needs are met is to elect a government that can work with the current national government.

The main positive message that should be laid down in September, to be elaborated more in October, is that the new government has brought stability to Kyiv and now we need to bring stability to the local governments in order to allow efficient and effective delivery of the services needed by the people. Citing a few examples of services delivered in the local communities by the new government, we should create the foundation for what we will promise in October.

In October, we will shift the emphasis of the negative and positive messages. The intensity of the balance of the two in October will be driven by what the polls are saying. Thus, the precise closing advertising construction will be determined in mid to late September.

Conclusion

This memorandum puts in context the national advertising messages and strategy on a calendar basis. Elements of both will be updated as the campaign progresses.

From: Tad Devine
Date: August 31, 2010 11:41:36 AM (-07)
To: anna@devinemulvey.com
Subject: **TPs for Party Congress**

Attachments:

From: Paul Manafort <pmanafort@davismanafort.com>
To: Tad Devine <tad@devinemulvey.com>
Cc: Paul Manafort <pmanafort@davismanafort.com>
Subject: TPs for Party Congress
Date: Tue, Aug 31, 2010 11:55 am

Tad

Could you develop TPs for Azarov, Yanukovich and some regional leaders emphasizing the themes in our strategy document.

The Party Congress is on Sept 9. I really need these TPs by COB tomorrow. The themes of the TPs should be organized as follows:

- a. Azarov will speak for about 10-12 minutes (in Russian). He will
 - i. Criticize Tymoshenko for the mess she left
 - ii. Present the election platform, with focus on our core message that the only way to ensure that the local needs are met is to elect a local government that can work with the current national government
 - iii. Say that only consolidated government can be effective
 - iv. PofR will work with all parties and elements of the society to build a new country. The days of conflicts and wars are over
- b. Then, VFY will deliver a short 5-7 minutes inspiring speech (in Ukrainian), in which he will share his vision of the future and say that
 - i. His program "Ukraine for the people", with which he ran for President, is going to lay the foundation of the stability and sustainable development
 - ii. This program is real and implementable, but the country needs help of our united team to make it work and to ensure that local communities benefit
 - iii. The controversies and conflicts of the past, which were tearing the country apart at the national level and harmed the people, are now history.
 - iv. Now we need to do the same at the local level, so that all branches work for the benefit of the people in a consolidated manner
 - v. PofR is a powerful and influential force, whose competent leaders take the lead and responsibility for improving everybody's lives, and give a real hope to the nation.
- c. After that, several regional leaders will speak, focusing on
 - i. The need of all responsible political forces to work together for the sake of the country,
 - ii. The benefits which implementation of the VFY program and leadership will give to the people, etc

Exhibit E

From: taddevine@aol.com
Date: September 01, 2010 3:44:45 PM (-07)
To: pmanafort@davismanafort.com
Cc: dan@rabinstrasberg.com; julian@devinemulvey.com; rgates@pericleslp.com;
adam@rabinstrasberg.com; pgriffin@davismanafort.com
Subject: **Talking Points**

Attachments: Ukraine_Talking_Points.doc;

Paul:

Draft talking points attached.
Best,
Tad

TALKING POINTS - UKRAINE

TO: Paul Manafort

FROM: Tad Devine

SUBJECT: Talking Points

DATE: 09/01/2010

AZAROV

- When our party came to office, Ukraine's economy was hanging in the balance.
- For five years Orange held power over the government at the local and national level, and not only did they fail to improve the economy, they practically destroyed it.
- The Orange left a mess that was unprecedented in scale, and the increases in prices and reduction of services today were caused by their failures in government.
- The Orange had their time to improve your lives and they failed.
- How can we expect them to make improvements in people's lives when they are out of national power when they couldn't do it while they were in power?
- During Orange control, the value of the Hryvnia plummeted, and unemployment skyrocketed.
- The change in Government at the national level has brought *stability* and *reform* to government, and is bringing *stability* and *reform* to Ukraine.
- Things are beginning to work again, but in order for government to work for everyone it must work well together.
- That means not only the Rada must work effectively with the President and governmental departments, but also that the *local governments* must work cooperatively with the national agenda.
- Instead of fighting with one another we need everyone to pull their oars in the same direction. That's the only way to turn the ship of state around.
- The best way to accomplish this is to elect people and parties that support President Yanukovych's platform of reform and revitalization.

- The PoR is willing to work with all parties to bring the changes needed to achieve real relief and reform.
- But by electing candidates from the PoR we can ensure that the local and national governments will work hand in hand, stand shoulder to shoulder, to pull their oars together in unison, and get Ukraine back on course.
- The local elections provide the opportunity to complete the changes that we started in the last election.
- Only the PoR can move us forward because we are the most committed to the real reforms necessary to *Building A New Ukraine*.
- The last government showed us how government should not work.
- They thrived on turmoil and encouraged political battles at every turn.
- Our goal is economic growth achieved through consensus politics.
- Our political strategy is not to divide and conquer, but to unite and liberate—unite and liberate Ukraine’s people and Ukraine’s economy.

VFY

- When I ran for president I made a simple promise that Ukraine would once again be for the people.
- “*Ukraine For The People*” is not just a political slogan— it is a solemn pledge and a concrete program.
- We are fulfilling the promises we made in the campaign to return the government of Ukraine to the people of Ukraine.
- Unlike our predecessors, our program is not full of platitudes and empty promises.
- The PoR is working with the best economists, business leaders, and technocrats to deliver economic growth that is real, implementable, and sustainable.
- We have relegated the poisonous politics of the past to the dustbin of history.
- We have turned our back on the discord and division that characterized the years of Orange rule.
- Instead we have worked to unify our nation and to achieve not just consensus here at home, but consensus across the world that we are on the right path, because to implement

the reforms that are necessary, Ukraine must reach out to other nations, and earn their trust, respect, and support.

- That is why I have and will continue to travel to other nations, to build the bonds of trust, cooperation and economic endeavor that are critical to rebuilding our broken economy.
- Since the PoR took office, we have already begun to reach out to the rest of the world, and that trust, respect, and support is quickly being achieved. But there is more to do.
- The next step forward for Ukraine is to end the divisions between local governments and national government.
- By electing representatives of the PoR we will ensure that the much-needed consensus between the local and federal levels will be achieved.
- We have brought stability to the national and oblast governments, and with victory in the local election we can ensure that the benefits are delivered to all people at the local level.
- Once that step forward has been taken we can accelerate our progress and not only turn our back on the broken economy and ruptured political system that the last government left to us, but begin to build a government worthy of the people of Ukraine, and an economy that will offer security and sustenance to every man, woman, and child in our nation.
- That's why these elections are so important - because the future of Ukraine hangs in the balance.
- The Orange put their personal and political interests above the people.
- The suffering and increases in prices that are occurring today are a direct result of the failed economic and social policies of my predecessors, and the atmosphere of instability and chaos created by those policies.
- Since the PoR won office we have taken steps to restore power to the Ukrainian people, and stability to our government and society.
- While the Orange refused to work with anyone who did not do exactly what they wanted, our government is willing to work with all parties to make the changes needed to bring real relief and reform.
- So far we have worked across all regions with all people, irrespective of politics, on a massive construction effort to ensure that Ukraine does not lose the UEFA cup.

- The PoR is committed to putting real change ahead of old style politics, and eliminating the crippling cronyism that defined the last administration.
- This administration is dedicated to democracy, and I expect clean and honest elections, where all political parties will be included in an orderly process.
- And with the implementation of fair and transparent elections I am confident that the PoR will prevail.
- We must finish the job of bringing stability to the power structure by electing local leaders from the PoR so that the people will feel the reforms being implemented at the national level quickly and effectively.
- With the election of local leaders from the PoR, the reforms crafted at the national level will flow directly to local communities across Ukraine.
- Programs like my administration's social protection system, which will provide relief to those who need it, especially during the transition to the new economy. This includes healthcare and medical reform, and a new focus on quality education for our children.
- The implementation of the new and fairer tax code, which will create a society that will tax everyone consistent with his or her ability to pay.
- And new reforms within the criminal justice system to equalize the administration of justice and protect citizens from rogue official actions.
- Electing members of the PoR to local office will help these national reforms reach you, the people of Ukraine, in the timeliest way possible, so that your standard of living will be improved as soon as possible.
- I am committed to building a new and modern Ukraine, devoid of the corruption and instability that characterized the previous administration. But I can't do it alone. You have the power to vote to continue the reforms the PoR has begun at the national level. The local elections give you the chance to finish the job and create real change by voting for the PoR at the local level.
- We are ***Building A New Ukraine***, piece-by-piece, brick by brick. And we will build a stronger and better nation than ever before by bringing people together with the common goal of a peaceful, prosperous, and free Ukraine that we will leave to our children and grandchildren so that they can realize their full potential.

REGIONAL LEADERS

- Regional leader identifies himself and notes his region.
- Regional leader then discusses the challenges faced in his region.
- Regional leader discusses how strong ties between the local and national government can help to achieve solutions at the local level.
- Regional leader pledges his support and fidelity to President Yanukovich's program of "Ukraine for the People, and a commitment to work together to ***Build A New Ukraine***".
- Regional leader makes specific promises to improve local conditions and connects promised changes with the importance of having local leaders who can deal with the national government.
- Regional leader may speak to specific reforms and changes that they will bring to their oblasts.
- Focus on ability to deliver needed services and economic progress because of their ties directly to the national government.

From: taddevine@aol.com
Date: September 01, 2010 4:18:37 PM (-07)
To: pmanafort@davismanafort.com
Subject: **Re: Talking Points**

Attachments:

No, sorry your note said AZ, VY and leaders, but if you want BVK I will do some tonight.

-----Original Message-----

From: Paul Manafort <pmanafort@davismanafort.com>
To: taddevine@aol.com
Sent: Wed, Sep 1, 2010 7:08 pm
Subject: RE: Talking Points

tad
did u do any for BVK?

From: taddevine@aol.com [<mailto:taddevine@aol.com>]
Sent: Wednesday, September 01, 2010 6:45 PM
To: Paul Manafort
Cc: dan@rabinstrasberg.com; julian@devinemulvey.com; Rick Gates; adam@rabinstrasberg.com; Philip Griffin
Subject: Talking Points

Paul:
Draft talking points attached.
Best,
Tad

Exhibit F

From: "Daniel Rabin" <dan@rabinstrasberg.com>
Date: September 20, 2011 10:06:58 PM
To: "Julian Mulvey" <julian@devinemulvey.com>; "Adam Strasberg" <adam@rabinstrasberg.com>
Subject: **Fwd: Ukraine - First Draft**

Attachments: October 2011 Ukraine National.doc; ATT174628.htm;

Hey Adam and Jules. Just got this from PJM...

Begin forwarded message:

From: Paul Manafort <pmanafort@dmpint.com>
Subject: **FW: Ukraine - First Draft**
Date: September 20, 2011 5:48:06 PM EDT
To: "K. Kilimnik" <kkilimnik@dmpint.com>, Rick Gates <rgates@dmpint.com>, Daniel Rabin <dan@rabinstrasberg.com>, Tad Devine <taddevine@aol.com>

Gentlemen

As we prepare the benchmark survey I would appreciate your thoughts on this questionnaire. I need to hear back with any comments or matters that you think we should test that are not on this questionnaire.

Rick will be in touch with you, if he has not already been, to begin discussions about the upcoming VR election. In the meantime, we will go into the field and your thoughts are much appreciated.

Thanks

Paul

Subject: Ukraine - First Draft

Attached please find the first draft per your memo. As you review, please make note of the following –

- * This thing is really long. You invariably have other things you want to look at. You will have to DELETE some stuff that is in here
- * About a third of the stuff you said you wanted in the analysis is stuff that will be drawn from the cross-tabs, and don't require new questions
- * Questions in yellow on computer or shaded on hard copy are NEW questions – questions that have not been asked before and have no trendline
- * Q77 – I added Strong Ukraine to the list of parties that would be in White coalition. Not sure if that is appropriate or not.
- * Q78-79 – in a perfect world we would only ask these two questions of voters in the

TO region, but RGB doesn't handle skip patterns. Will ask of everyone and just pay attention to results from TO

* D9-11 – added back in past vote demographics so we can look at past vs. current.

Ukraine National

FIRST DRAFT / SEPTEMBER 19, 2011

STUDY #XXXXX

RESEARCH AND BRANDING GROUP

N=3,000 eligible voters throughout the Ukraine

Field Dates: September XX – October XX, 2011

Hello, I am _____ of _____, a national research firm. We're talking to people in the Republic of Ukraine today about public and economic issues facing us all.

Now, thinking specifically about President Victor Yanukovich --

1. How do you feel about the job Victor Yanukovich is doing as President? Would you say that you strongly approve, somewhat approve, somewhat disapprove, or strongly disapprove?

Approve/strongly	1
Approve/somewhat	2
Disapprove/somewhat	3
Disapprove/strongly	4
UNSURE (DNR)	99
REFUSED (DNR)	97

Now, thinking about things in Ukraine --

2. Do you feel things in Ukraine are going in the right direction, or do you feel things have gotten off on the wrong track?

IF CHOICE MADE, ASK: And
do you feel strongly or
somewhat about that?

Right direction/strongly	1
Right direction/somewhat	2
UNSURE (DNR)	3
Wrong track/somewhat	4
Wrong track/strongly	5

Still thinking about the future of the country --

3. Taking everything into account, would you say that you are mostly -- (ROTATE) -- • optimistic, or
• pessimistic -- about the future, say over the next three years?

IF CHOICE MADE, ASK: And
do you feel strongly or
somewhat about that?

Optimistic/strongly	1
Optimistic	2
BOTH (DNR)	3
NEITHER (DNR)	4
Pessimistic	5
Pessimistic/strongly	6
UNSURE/DK (DNR)	7

Now I would like to read you a list of issues that some people here say are important for the President of the Ukraine to deal with. Please read the list and tell me which one issue you think is most important for the President of the Ukraine to deal with. **(READ AND ROTATE ISSUES)**

	Q4 MOST <u>IMPORTANT</u>
• Rising prices	1
• Increasing salaries, pensions, stipends	2
• Fighting unemployment	3
• Improving the living standard	4
• Establishing law and order in the country	5
• Improving the economy	6
• Preventing inflation	7
• Creation of new good-paying jobs	8
• Improving the system of medical care	9
• Eliminating poverty	10
• Better relations with Russia	11
• Financial crisis	12
• Fighting corruption	13
• Securing Ukraine's entry into NATO	14
• Reforming the constitution	15
• Reforming the government	16
• Reforming the economy	17
• Protecting civil liberties	18
• COMBINATION/EQUALLY (DNR)	19
• OTHER (DNR)	20
• NONE (DNR)	21
• UNSURE (DNR)	22

Now, thinking about the issue of official language in Ukraine –

5. Would you favor or oppose the government passing a law to make Russian an official second language for Ukraine?

<u>IF CHOICE IS MADE, ASK:</u>	Favor/strongly	1
And do you strongly	Favor/somewhat	2
(Favor/Oppose) or	UNSURE (DNR)	3
somewhat (Favor/Oppose)?	Oppose/somewhat	4
	Oppose/strongly	5

Still thinking about this issue –

6. Would you favor or oppose the government passing a law to allow each individual oblast to decide for themselves if Russian should be made an official second language in that oblast?

<u>IF CHOICE IS MADE, ASK:</u>	Favor/strongly	1
And do you strongly	Favor/somewhat	2
(Favor/Oppose) or	UNSURE (DNR)	3
somewhat (Favor/Oppose)?	Oppose/somewhat	4
	Oppose/strongly	5

Still thinking about things in Ukraine –

7. In your view, is Ukraine now really a democratic and legal state?

<u>IF CHOICE MADE, ASK:</u>	Yes/strongly	1
And do you feel strongly	Yes	2
about that?	UNSURE (DNR)	3
	No	4
	No/strongly	5

Now, thinking about the issue of reform –

8. How important would you say it is to you, personally, that reforms take place in Ukraine? Would you say that this is – (ROTATE, FRONT TO BACK, BACK TO FRONT) -- • extremely important, • very important, • somewhat important, or • not at all important – to you, personally?

Extremely important	1
Very important	2
Somewhat important	3
Not at all important	4
UNSURE/DK (DNR)	5

9. Do you believe that “reforms” have been enacted or taken place since Victory Yanukovich took over as President and a new governing coalition took over control of the Rada?

IF CHOICE MADE, ASK:

And do you feel strongly
about that?

Yes/strongly 1
Yes 2
UNSURE (DNR) 3
No 4
No/strongly 5

Still thinking about the issue of the reforms that have been passed by the Rada since the new coalition took over –

10. Which of the following views on this issue comes closest to your own – **(ROTATE)** –

- The reforms that have passed by the Rada are “real reforms” and will help improve the situation

OR

- The reforms that have been passed by the Rada are not real reforms, and will not do anything to improve the situation.

Real reforms 1
Not real reforms 2
BOTH (DNR) 3
NEITHER (DNR) 4
UNSURE/REFUSED (DNR) 5

Still thinking again about the priorities for the government of the Ukraine –I would like to read you a list of different “reforms” that some people from this part of the Ukraine have said are important for the government to focus on. Please listen as I read the list and tell me which one reform you think is most important. **(READ AND ROTATE ISSUES)**

Q11
MOST
IMPORTANT

- Reforms to social programs to provide more services 1
- Economic reform that will create more good paying jobs 2
- Reforming the judiciary to make it more honest and transparent 3
- Reforms to fight against and reduce corruption 4
- Reforms to the tax code to make it more fair and reasonable 5
- COMBINATION/EQUALLY (DNR) 6
- OTHER (DNR) 7
- NONE (DNR) 8
- UNSURE (DNR) 9

Now, thinking about the most important priorities for reform –

12. Which of the following would you say is most important to you in terms of reforms – **(ROTATE)** –

- Reforms to bring down prices, even if it means fewer jobs

OR

- Reforms to create better jobs that pay more, even if it means prices are higher?

Bring down prices.....	1
Create better jobs	2
BOTH (DNR)	3
NEITHER (DNR)	4
UNSURE/DK (DNR)	5

Exhibit G

From: TAD
Date: April 02, 2012 6:53:45 AM (-07)
To: "Julian Mulvey <jmulvey@devinemulvey.com
Subject: **Fwd: Ukraine**

Attachments:

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>
To: Daniel Rabin <Dan@brightideacreative.com>; Tad Devine <taddevine@aol.com>; Julian Mulvey <julian@julianmulvey.com>
Sent: Mon, Apr 2, 2012 7:02 am
Subject: Ukraine

Gents-

I hope everyone is well. We have once again reached the point in time where we should cast aside all US political work in favor of everyone's most beloved country - Ukraine. Let me know a good time to call each of you so we can discuss further. Paul is looking to be on air by June 1.

My new cell phone is 917 209-7176. Thanks and I look forward to catching up.

Regards,
Rick

From: TAD
Date: April 02, 2012 7:29:28 AM (-07)
To: rgates@dmpint.com
Subject: **Re: Ukraine**

Attachments:

Rick:

Julian and I left a message on your voice mail. We are in our office (202-337-9600) or you can always reach me on my cell (202-441-8893). We look forward to catching up.

Best,
Tad

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>
To: Daniel Rabin <Dan@brightideacreative.com>; Tad Devine <taddevine@aol.com>; Julian Mulvey <julian@julianmulvey.com>
Sent: Mon, Apr 2, 2012 7:02 am
Subject: Ukraine

Gents-

I hope everyone is well. We have once again reached the point in time where we should cast aside all US political work in favor of everyone's most beloved country - Ukraine. Let me know a good time to call each of you so we can discuss further. Paul is looking to be on air by June 1.

My new cell phone is 917 209-7176. Thanks and I look forward to catching up.

Regards,
Rick

From: TAD
Date: April 05, 2012 2:59:28 AM (-07)
To: rgates@dmpint.com
Cc: julian@devinemulvey.com; dan@brightideacreative.com; adam@brightideacreative.com
Subject: **Re: Ukraine**

Attachments:

Rick:

I wanted to get back to you as soon as possible regarding Ukraine. After talking it through with Julian, I regret that we will not be able to work with you on the election this year. Julian and I have very much appreciated the opportunity to work with you, Paul, Phil and others over the years on this project. Good luck with the upcoming campaign, and thank you again for the opportunity to work with you.

Best,
Tad

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>
To: TAD <taddevine@aol.com>
Sent: Tue, Apr 3, 2012 11:24 am
Subject: Re: Ukraine

I am on. Did you guys drop off?

On Apr 3, 2012, at 11:17 AM, "TAD" <taddevine@aol.com> wrote:

Should we do this at 12 noon?

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>
To: TAD <taddevine@aol.com>
Sent: Tue, Apr 3, 2012 11:11 am
Subject: Re: Ukraine

Sorry give me 2 mins to get to a better cell area.

On Apr 2, 2012, at 10:29 AM, "TAD" <taddevine@aol.com> wrote:

Rick:

Julian and I left a message on your voice mail. We are in our office (202-337-9600) or you can always reach me on my cell (202-441-8893). We look forward to catching up.

Best,
Tad

Exhibit H

From: TAD
Date: August 06, 2012 2:46:43 PM (-07)
To: pmanafort@dmpint.com
Subject: **Re: Memo**

Attachments: Memorandum_to_Paul_RE_PoR_campaign-3.doc;

Paul:

Attached is the memo we discussed. Great to talk with you today.
Best,
Tad

-----Original Message-----

From: Paul Manafort <pmanafort@dmpint.com>
To: TAD <taddevine@aol.com>
Sent: Mon, Aug 6, 2012 11:14 am
Subject: Re: Update and Call

What works for you today preferably between 200 and 300pm

Sent from my iPhone

On Aug 6, 2012, at 10:59 AM, "TAD" <taddevine@aol.com> wrote:

Paul:
Great. I will review the memo and charts. Do you want to set a time for the call?

-----Original Message-----

From: Paul Manafort <pmanafort@dmpint.com>
To: TAD <taddevine@aol.com>
Sent: Mon, Aug 6, 2012 10:40 am
Subject: Update and Call

Tad

I decided to write this memo first so that I could send to you to think about before I called you. As you can see the race is similar to the one we had in 2007 when we won the VR elections but lost the govt by a few votes.

Pls think it through from the standpoint of what our media/advertising campaign should be.

I will call later today if that is good for you. Let me know

Paul

From: Tad Devine <taddevine@aol.com>
Date: Friday, August 3, 2012 11:53 AM
To: paul manafort <pmanafort@dmpint.com>
Subject: Re: Time for a call

Paul:
Sure, happy to talk. I am on my cell (202-441-8893). You can call anytime, or I would be happy to call you at your convenience.
Best,
Tad

-----Original Message-----

From: Paul Manafort <pmanafort@drmpint.com>

To: Tad Devine <taddevine@aol.com>

Sent: Fri, Aug 3, 2012 11:23 am

Subject: Time for a call

Tad

Hope all is well and your races are developing nicely.

As you can expect Ukraine is a mud fight about to get really muddy.

I would like to spend a few minutes with you discussing the current state of play in the race in Ukraine and get your thinking on the matter.

Do you have the time? If so, when would be a good time to call and what number

Paul



To: Paul Manafort
From: Tad Devine
RE: PoR Campaign
Date: 8/6/2012

The purpose of this note is to follow up on a telephone conversation regarding the Party of Regions campaign. After reviewing the research, I have a number of thoughts about what can be done in the remainder of the campaign.

Obviously the situation you face in Ukraine this year is very difficult. Nevertheless, there are some actions that could make a difference, and a more favorable message terrain that I think is available to you in the upcoming Rada elections.

Difficulty Feeding Family

The number of people who admit they are having difficulty feeding their family throughout Ukraine today is stunning. This is an issue that needs to be addressed in some meaningful way by the government. If actions can be taken with respect to the cost and availability of food, from price cuts to some form of government assistance (something resembling food stamps) that would make sense given the enormous numbers of individuals who are expressing doubts about whether or not they can feed themselves and their family. The difficulty in obtaining food is likewise reflected in the second most important concern being expressed by voters: controlling rising prices. The fact that those two economic issues score higher than jobs as voter concerns is truly stunning, and the government and the Party of Regions would be well-advised to signal to voters strongly that they hear their concerns on the issue of food costs.

Emergency Job Plan

Similarly, if there is any emergency jobs plan that the government could at least talk about or in some part implement immediately, it would go a long way towards signaling to voters that the government and Party of Regions understand the challenge individuals are facing in terms of their economic situation. The fact that 50% of Ukrainian households are being touched by unemployment is likewise a staggering number that the government would be well advised to address, either through emergency action or through signaling that they understand the situation being faced by people across the country by taking short term action.

Strong and Effective Leadership

At times like this, it's important for a government to look towards its political strengths and to signal to people that it is best equipped to deal with the enormous challenges of joblessness, hunger, and the general despair being



expressed by most people in Ukraine. I would argue for a message that moves towards the strongest ground currently held by the Party of Regions. In reviewing the poll, it seems to me that the dimension of "providing strong leadership" is the one place where the government consistently scores an advantage over the previous government and the current opposition, and it is a dimension that is believable even if the image of some of the PoR leaders has been eroded in recent months and years.

I think a message that says something to this effect is the best possible place for a potentially strong and believable contrast:

In troubled times at home and around the world, we need strong and effective leadership to get things done.

The proof points for the strong and effective leadership that seem most believable and relevant would be the:

1. Euro 2012
2. Sberbank Depositors
3. Growing Social Payments

Those are recent and relevant proof points of the fact that the Party of Regions leaders are strong and effective. But, it is important that a new generation of leaders be presented front and center as the old generation is simply carrying too much political baggage to be effective communicators in this election cycle. This new generation of leaders can cite the recent mantra of achievements - from Euro 2012 to protecting depositors to growing social payments - as proof of the strong and effective leadership the country needs today to deal with its dire economic problems.

Attacking the Opposition

Finally, I think the attacks on the opposition should be straightforward. First, the opposition is the Orange in disguise. This can be accomplished through advertising like morph ads or by showing Orange leaders and opposition leaders saying the same things about the same issues. Also, it's important that if *strong and effective leadership* is adopted as a central positive message, the attacks against the opposition be the mirror opposite: that they are weak and ineffective. This contrast between strong and effective leadership and weak and ineffective leadership should be the heart of the campaign. I would recommend a roughly 3:1 negative to positive ratio in the advertising, but would not move towards a wholly negative campaign since voters have too many options in terms of parties in an election like this and there's a need even in the TOs and certainly the EOs for some fundamental reassurance about the Party of Regions leaders and their priorities.



I hope this is helpful. It was great to talk to you, and I hope we catch up in person soon.

Exhibit I

From: TAD
Date: March 31, 2014 8:59:01 AM (-07)
To: rgates@dmpint.com
Cc: julian@dmlmessage.com; mark@dmlmessage.com
Subject: **Re: Call - Important**

Attachments:

Rick:

I spoke to my partners (Julian who you know and our new partner Mark Longabaugh) and we are ready to take on this project. Let me know when you want to talk. I have reviewed the presentation and we are looking at the other materials as well. I look forward to hearing from you. I am in the office (202-337-9600) or you can always reach me on my cell (202-441-8893).

Best,

Tad

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>
To: Tad Devine <taddevine@aol.com>
Sent: Mon, Mar 31, 2014 9:29 am
Subject: Re: Call - Important

Tad-

Good talking to you. Here are the documents I mentioned to you during our call. I look forward to hearing from you later today.

Regards,
Rick

On 3/31/14, 7:10 AM, "Tad Devine" <taddevine@aol.com> wrote:

>Ok call my cell 202-441-8893

>

>Tad Devine

>Sent from my iPad

>

>On Mar 31, 2014, at 6:56 AM, Rick Gates <rgates@dmpint.com> wrote:

>

>> Tad-

>> I will call you around 730am this morning. If there is another time that
>> works better just let me know. Thanks very much.

>>

>> Rick

>>

>> On 3/31/14, 6:43 AM, "Tad Devine" <taddevine@aol.com> wrote:

>>

>>> Rick:

>>> Just saw your note. I am around today either on my cell (202-441-8893)

>>>or

>>> in my office(202-337-9600).

>>> Best,

>>> Tad

>>>
>>> Tad Devine
>>> Sent from my iPad
>>>
>>> On Mar 30, 2014, at 6:48 PM, Rick Gates <rgates@dmpint.com> wrote:
>>>
>>>> Tad-
>>>> Let me know when you have a brief moment to talk possibly this evening
>>>> if you are available but if not then in the morning. Thanks very much.
>>>>
>>>> Rick
>>

Exhibit J

From: TAD
Date: March 31, 2014 12:18:39 PM (-07)
To: rgates@dmpint.com
Cc: julian@dmlmessage.com; mark@dmlmessage.com
Subject: **Re: Draft Proposal**

Attachments: Consulting_Agreement_Ukraine 2014.docx;

Rick:

Attached please find a draft agreement for our firm to work on the election in Ukraine. This proposal anticipates that we will spend a lot of time between now and the election on the ground in Kiev. Let me know if you need us to make adjustments to the proposal.

As I mentioned, our recent work in Serbia for the new Prime Minister elect, Aleksandar Vucic, has convinced us that a powerful introduction of PP could resonate in Ukraine the way our campaign in Serbia resonated with voters. Our slogan in Serbia was : "A Future to Believe In" , which is probably something that people in Ukraine are looking for and desperate to likewise achieve.

Thank you for reaching out to us. We look forward to talking with you more in the days ahead.

Best,

Tad

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>
To: TAD <taddevine@aol.com>
Cc: julian <julian@dmlmessage.com>; mark <mark@dmlmessage.com>
Sent: Mon, Mar 31, 2014 12:23 pm
Subject: Re: Call - Important

Excellent news – can you talk at 100pm? If not just name the time and we will speak when you are able.

From: Tad Devine <taddevine@aol.com>
Date: Monday, March 31, 2014 at 11:59 AM
To: Rick Gates <rgates@dmpint.com>
Cc: "julian@dmlmessage.com" <julian@dmlmessage.com>, "mark@dmlmessage.com" <mark@dmlmessage.com>
Subject: Re: Call - Important

Rick:

I spoke to my partners (Julian who you know and our new partner Mark Longabaugh) and we are ready to take on this project. Let me know when you want to talk. I have reviewed the presentation and we are looking at the other materials as well. I look forward to hearing from you. I am in the office (202-337-9600) or you can always reach me on my cell (202-441-8893).

Best,

Tad

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>

To: Tad Devine <taddevine@aol.com>

Sent: Mon, Mar 31, 2014 9:29 am

Subject: Re: Call - Important

Tad-

Good talking to you. Here are the documents I mentioned to you during our call. I look forward to hearing from you later today.

Regards,
Rick

On 3/31/14, 7:10 AM, "Tad Devine" <taddevine@aol.com> wrote:

>Ok call my cell 202-441-8893

>

>Tad Devine

>Sent from my iPad

>

>On Mar 31, 2014, at 6:56 AM, Rick Gates <rgates@dmpint.com> wrote:

>

>> Tad-

>> I will call you around 730am this morning. If there is another time that

>> works better just let me know. Thanks very much.

>>

>> Rick

>>

>> On 3/31/14, 6:43 AM, "Tad Devine" <taddevine@aol.com> wrote:

>>

>>> Rick:

>>> Just saw your note. I am around today either on my cell (202-441-8893)

>>>or

>>> in my office(202-337-9600).

>>> Best,

>>> Tad

>>>

>>> Tad Devine

>>> Sent from my iPad

>>>

>>> On Mar 30, 2014, at 6:48 PM, Rick Gates <rgates@dmpint.com> wrote:

>>>

>>>> Tad-

>>>> Let me know when you have a brief moment to talk possibly this evening

>>>> if you are available but if not then in the morning. Thanks very much.

>>>>

>>>> Rick

>>>>

DRAFT CONSULTING AGREEMENT - 2014

This Agreement (the "Agreement") is entered into on this 1st day of April 2014 between _____ and Devine Mulvey Longabaugh Inc., herein after: ("Consultant").

The parties hereto agree as follows:

1. *Engagement.* _____ hereby engages Consultant and Consultant hereby agrees to hold himself available to render media and consulting services to _____ for the 2014 Presidential election in Ukraine, upon the terms and conditions hereinafter set forth.

2. *Term.* The term of this Agreement shall begin on the 1st day of April 2014 and shall be in effect through the end of the last round of the Presidential election and all extensions renewable upon mutual agreement. This Agreement may be terminated by either party for any reason prior to the end of its term upon notice of termination to the other party of no less than fifteen (15) days.

3. *Compensation.* As compensation for the media and consulting services rendered by Consultant under this Agreement, _____ shall pay Consultant as follows:

FIRST ROUND ELECTION

For the first round election scheduled for May 25, 2014, _____ shall pay Consultant \$100,000.00/month, to be paid as follows:

\$100,000.00 on April 1, 2014;

\$100,000.00 on May 1, 2014

RUN OFF ELECTION

In the event of a run off election, _____ shall pay Consultant \$25,000.00 per week for each week of the run off election.

SUCCESS FEE

_____ shall pay Consultant a success fee of \$50,000 (fifty thousand dollars) upon the candidate being certified as winning the Presidential contest.

It is agreed that the Consultant is an independent contractor and accordingly, compensation shall be payable without deduction, including no deduction for federal income, social security, or state income taxes.

4. *Expenses.* _____ shall reimburse Consultant for all documented out-of-pocket expenses related to work in conjunction with this contract during the effective period of this agreement. Expenses shall include but not be limited to business class/first class airfare, lodging, telephone, postage, and taxi/car transportation. _____'s obligation to reimburse Consultant pursuant to this subparagraph shall be subject to the presentation to _____ by Consultant of an itemized account of such expenditures, together with supporting receipts. For the purposes of air travel, Consultant shall use the specific travel routes designated by _____, and Consultant shall work with _____ to secure all travel reservations. Any exception to the travel requirement must be approved by _____ prior to the agreed date of travel.

Scope of Services. Consultant shall hold itself available to render, and shall render to _____ media services. Consultant will provide deliverables in each area according to a plan agreed to by _____. The principal responsibilities of Consultant shall be:

- Provide media services including but not limited to the production of television and radio advertisements to include direct involvement in the planning, oversight, editing and finalization of television and radio advertisements, and the drafting of all scripts and other preparatory material as directed by _____.
- Provide personnel to oversee production of all advertisements.
- Participation in the strategy and planning of the media campaign for the Presidential election.
- Travel to Ukraine as directed by _____ in order to complete the scope of work.
- Other tasks as assigned by _____ including speechwriting or other communications assistance.

6. _____'s *Responsibility*. _____ is responsible for the accuracy and completeness of the information that it provides to the Consultant concerning _____. _____ agrees to indemnify and hold harmless the Consultant, its affiliates and their respective officers, directors, employees, agents and controlling persons (collectively, the "Indemnified Parties"), from and against any losses, claims, damages, liabilities and expenses, joint or several related to or arising in any manner out of any services rendered to _____ under this Agreement (the "Services") and will promptly reimburse the Indemnified Parties for all expenses (including reasonable fees and expenses of legal counsel) as incurred in connection with the investigation of, preparation for, or defense of, any pending or threatened claim related to or arising in any manner out of the Services, or any action or proceeding arising there from (collectively, "Proceedings"), whether or not such Indemnified Party is a formal party to any such Proceeding. Notwithstanding the foregoing, _____ shall not be liable for any losses, claims, damages, liabilities or expenses that a court of competent jurisdiction shall have determined by final judgment resulted solely from the gross negligence or willful misconduct of an Indemnified Party. This paragraph shall survive the termination of this Agreement.

7. *Confidentiality* – It is anticipated that during the term of this Contract, the Consultant will be provided with information of a proprietary and confidential nature by _____ and its client. To maintain the confidentiality of such information, the Consultant agrees:

- (a) Not to disclose confidential information to third parties, or to publish or electronically post such information, unless authorized to do so, in writing, by _____;
- (b) Not to make any reproductions, disclosure, or use of confidential information except in the performance of the Consultant's obligations under this Contract or in accordance with written authorization received by _____.
- (c) To refrain from comment in response to media inquiries and to refer such inquiries to _____ corporate headquarters.

8. *Notice*. Any notice required or permitted to be given hereunder shall be sufficient if in writing and if sent by registered or certified mail, postage prepaid, addressed as set forth on the signature page of this Agreement.

9. *Governing Law*. This Agreement shall be governed by the laws of _____, both as to interpretation and performance. It is agreed that any dispute under this Agreement shall be resolved solely and exclusively by means of arbitration to be conducted in Washington DC in accordance with the rules of the American Arbitration Association.

IN WITNESS WHEREOF, the Parties hereto, by their respective and duly authorized officers, have hereunto set their names as of the date first above written:

By: _____
Paul J. Manafort

Devine Mulvey Longabaugh, Inc.
2141 Wisconsin Ave., N.W.
Suite H
Washington, DC 20007

By: _____
Tad Devine, President

Exhibit K

From: TAD
Date: June 09, 2014 8:08:13 PM (-07)
To: rgates@dmpint.com
Bcc: anne@dmlmessage.com; julian@dmlmessage.com; mark@dmlmessage.com
Subject: **Re: Kyiv**

Attachments:

Rick:

OK. My rate for something like this would be \$10,000/day, including travel days. So if you want me to leave the US on Monday 6/16 and return on Friday 6/20 that would be 5 days at \$10G/day for \$50,000.00. You would need to make the travel arrangements, and transfer the \$50G before the trip. If you want me to come on Monday and leave Thursday it would be \$40G. Let me know. I will be in RI so I can fly out of NY or Boston, not DC. I will need to spend some time going through the materials before hand but that will be included in the day rate, not a separate charge. Let me know if that works for you.

Best,
Tad

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>
To: TAD <taddevine@aol.com>
Sent: Mon, Jun 9, 2014 9:28 pm
Subject: Re: Kyiv

Tad-

This is great. In terms of comp I suggest we come up with a daily rate if that works for you and then just calculate the rate out. If you have a better idea let me know. KK or Vlad Steponov will likely be the translator and we will definitely have a video camera and anything else you need. Thanks very much.

From: Tad Devine <taddevine@aol.com>
Date: Friday, June 6, 2014 at 11:14 AM
To: Mac Computer <rgates@dmpint.com>
Cc: "anne@dmlmessage.com" <anne@dmlmessage.com>
Subject: Re: Kyiv

Rick:

I can make it that week. What are you thinking in terms of compensation? I will need a good translator for all this, and it would be helpful to have a video camera and TV for playback for my sessions with individuals.
Tad

-----Original Message-----

From: Rick Gates <rgates@dmpint.com>
To: Tad Devine <taddevine@aol.com>
Sent: Fri, Jun 6, 2014 11:08 am
Subject: Kyiv

Tad-

The goals for your visit would be to work with some of the new founders of the party to help them with:

1. Messaging on the new party (message development although I will be sending you a bunch of this in the next few days).
2. Media training (speaking to cameras, live audiences, etc)
3. Speech (diction, demeanor, and presentation)

Ideally, we would have you come out for a few days the week of June 14th leading up to the new Party Congress which is on June 21st. Please let me know if there are a few dates that week that work. Thanks.

Exhibit L

From: Tad Devine
Date: June 16, 2014 3:18:03 AM (-07)
To: K. Kilimnik
Cc: Rick Gates; Anne Tully
Bcc: Tad Devine
Subject: **Re: Ukraine Trip**

Attachments:

Thanks

Sent from my iPhone

> On Jun 16, 2014, at 1:36 AM, "K. Kilimnik" wrote:
>
> Tad,
>
> You are staying at the Hyatt. I will send confirmation as separate email. You will be met upon your arrival like in the past.
>
>> 16 июня 2014 г., в 5:26, "Tad Devine" написал(а):
>>
>> Thanks Rick. I will review the materials in the morning. Will someone meet me when I land to help me through immigration as they have in the past? Also do you have the details of where I will be staying?
>> I look forward to seeing KK when I get there.
>> Thanks,
>> Tad
>>
>> Tad Devine
>> Sent from my iPad
>>
>>> On Jun 15, 2014, at 10:16 PM, Rick Gates wrote:
>>>
>>> Tad-
>>> Happy Father's Day to you. I hope you had a good day in Boston. I wanted to outline several key items based on various conversations we have had, and also those I have had with KK. Also, I want to loop you in with KK so he can pass any other relevant material to you as well as any logistical information including schedule, etc.
>>>
>>> As you are aware we are in the process of building a new party, one that is national in scope and can appeal to more than just potential supporters in the South and East.
>>> The major themes of the party are to unify the country, eradicate corruption, and rebuild the economy so that all can prosper.
>>>
>>> In preparation for the June 21st inaugural party congress event, the goals of your visit are crucial to the development of the event and the VIP speakers. As we discussed the goals are to:
>>> 1. Help specific members (identified by KK) with message strategy and development
>>> 2. Provide media training for specific members of the leadership and regional VIPs
>>> 3. Assist in specific development efforts of the new party based on your experiences

>>>

>>> I am attaching several document which will help with the goals above. Please review and let me know if you have any questions. The documents include:

>>> 1. A working draft of the new party's platform, core positions, etc. (this is confidential so please keep to yourself)

>>> 2. A recent PPT on the basis for the rationale for a new party

>>> 3. Key messages and TPs to be used after the party congress. These messages are in development based on the platform and other information available at this time.

>>>

>>> Hopefully this will provide some useful information for your trip. Please let me or KK know if you have any questions. Also, please let KK what you might need while you are on the ground. I know you have requested a video camera to tape practice sessions of the speakers. But if there is anything else that is needed please put a list together so preparations can be made before you arrive.

>>>

>>> Regards,

>>> Rick

>>>

>>>

>>>

>>> <140609 UKR Platform of New Party FINAL.docx>

>>> <140512 UKR New Party PPT FINAL.pptx>

>>> <140615 UKR New Party Messages and Talking Points.docx>

From: Tad Devine
 Date: June 17, 2014 4:46:44 AM (-07)
 To: K. Kilimnik
 Bcc: Tad Devine
 Subject: **Re: Ukraine Trip**

Attachments:

Hi KK. Just landed in Kiev and was whisked through immigration and customs. Very smooth. Heading to the hotel. I will await word from you as to the schedule.
 Tad

Sent from my iPhone

> On Jun 16, 2014, at 8:36 AM, "K. Kilimnik" wrote:
 >
 > Tad,
 >
 > You are staying at the Hyatt. I will send confirmation as separate email. You will be met upon your arrival like in the past.
 >
 >> 16 июня 2014 г., в 5:26, "Tad Devine" написал(а):
 >>
 >> Thanks Rick. I will review the materials in the morning. Will someone meet me when I land to help me through immigration as they have in the past? Also do you have the details of where I will be staying?
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 >> Tad
 >>
 >> Tad Devine
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 >>
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 >>> Tad-
 >>> Happy Father's Day to you. I hope you had a good day in Boston. I wanted to outline several key items based on various conversations we have had, and also those I have had with KK. Also, I want to loop you in with KK so he can pass any other relevant material to you as well as any logistical information including schedule, etc.
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iences

>>>

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>>>

>>> Regards,

>>> Rick

>>>

>>>

>>>

>>> <140609 UKR Platform of New Party FINAL.docx>

>>> <140512 UKR New Party PPT FINAL.pptx>

>>> <140615 UKR New Party Messages and Talking Points.docx>

Exhibit M

From: TAD
Date: June 19, 2014 11:06:32 AM (-07)
To: kkilimnik@dmpint.com
Subject: **Re: Can u resend the talking points**

Attachments:

here they are

Messages and Talking Points

(For interviews during and after the Party Congress)

The following are key messages and talking points that are recommended for use during and after the Party Congress. These TPs should be used by speakers, VIPs and others.

A FRESH START FOR UKRAINE/MAKE UKRAINE WORK AGAIN

The new Party of Development represents a *fresh start for Ukraine*, and an opportunity for people who want to build a better future to come together as a political force and as a nation to *make Ukraine work again*.

UNITY/TRANSPARENCY/PROSPERITY

The focus of the new Party will be on the core issues that people care about – *unifying* our country; ending corruption through unprecedented *transparency* in government; and returning economic *prosperity* to Ukraine.

- The results from the recent Presidential election were significant. It signaled major changes occurring in Ukraine today. But a single election of an individual is not enough to overcome the complex and regional challenges facing the country today.
- Ukraine is a markedly different nation today than the demographics of the Ukraine that existed at the beginning of independence:
 1. Generations of leaders trained and educated by the Soviet system are being replaced by younger people who are more western, better educated, more mobile, and connected to the world and one another through new technologies
 2. The young generations are moving into the new majority and becoming active in politics and civil life
 3. The old ways of the past are quickly fading
 4. Those who don't recognize this trend will become increasingly irrelevant
- With the new majority rising, political leaders and new parties must emerge to represent the needs of the people
- Today the SE is without a voice in Kyiv – this is why the government is having trouble ending the crisis there:
 1. The criminals extorting society represent a small part of the SE
 2. The problem is no unified political party or leader exists to lead the SE in responding to the crisis
 3. People of the SE are really not different from people of other sections of Ukraine as far as what they want from their leaders
 4. Peace, unity, jobs, ability to live their lives without corruption or police abuse are key desires of all voters (not just those in the SE)

5. An opportunity exists for a new party to emerge to represent these interests

- A new national political force is needed to represent the millions of voters who deserve a better life.
 - The Party of Development supports those principles that are so important to voters across our country. We want *unity*, an *end to corruption* and a *better economy*.
 - Our party will be ideologically based but will focus on an economic platform. The economic strategy will be driving by a simple principle – destroying corruption is the only path to stability and economic growth.
 - We will build the Party on an ideological and substantive foundation and it will be guided by principles and values, not individuals and personalities, so there is no danger of leaders becoming more important than the Party's standards.
 - Our mission is to create a new political force built on centrist and pragmatic values, that is inclusive of all citizens of Ukraine who long for peace, stability, democratic freedoms and a better quality of life.
 - Our Party will be national and will have appeal to those in the SE and in the West and Center:
1. We want one Ukraine – that is united, independent and free
 2. We want an end to corruption in all of its forms and to prevent police abuse
 3. We want businesses to operate and thrive without undue government interference
 4. We will work to create opportunities and good jobs to improve the quality of life for our citizens
 5. We will protect those that cannot be protected and care for them
 6. We will protect the Russian culture as Ukrainians
 7. We will empower a new generation of leadership
 8. We will work to give Ukraine a fresh start and build a better future for all

-----Original Message-----

From: K. Kilimnik <kkilimnik@dmpint.com>

To: TAD <taddevine@aol.com>

Sent: Thu, Jun 19, 2014 8:43 pm

Subject: Can u resend the talking points

You gave me today?

Thanks

K

Exhibit N



TO: Davis Manafort
FR: Devine Mulvey & Rabin Strasberg
RE: 2010 Message Strategy & Proposal
DT: July 12, 2010

The purpose of this memo is to:

- 1) Draft a message for the upcoming elections to be held on October 31st of this year
- 2) Recommend a draft TV and radio media plan
- 3) Propose terms for engagement

We appreciate Davis Manafort asking for a proposal to advise on the upcoming elections and look forward to the possibility of another campaign.

OVERVIEW:

We are very pleased to note that the numbers found in the latest polling are remarkably robust and generally very positive. Yanukovich has emerged from the relatively close outcome of the February election as the country's most popular leader (67/25% favorable/unfavorable) while his chief rival's approvals have fallen into tatters (22/68% favorable/unfavorable). A majority of 64% disapprove of the actions of the opposition, while 50% of voters believe the country is on the right track. This is a remarkable achievement for the new President. The "honeymoon is on" as Dave Sackett noted. We must take advantage of the positive feelings the new President has inspired and while memories of the failed Orange years are still fresh in the minds of so many (73% agree the Orange "have proven can not be effective in improving people's lives").



SHORT MESSAGE STATEMENT:

For five years Orange had their time and failed you.

Now things are beginning to work again. To move forward local and national leaders must stop bickering and start working together to improve lives and help protect and create jobs.

Only the Party of Regions can move us forward.

LONG MESSAGE STATEMENT:

For five years the opposition controlled the government at the local and national level and not only did they fail to improve the economy, they destroyed it.

Now things are beginning to work again.

But to move Ukraine ahead and improve people's lives, we need government at the local and national level to work together to bring jobs here and deliver local services.

We need results and new leaders who will fight for your job instead of fighting with each other.

The Party of Regions is ready to serve the people in every region, and make government work for you. The Party of Regions—the best way to improve your life and get Ukraine back to work.



MEDIA PLAN: 8 WEEK CAMPAIGN

Election date is set for October 31st, 2010.

Given budget restraints, the traditional August holidays in Ukraine, and our estimates of opponents' resource strength, we recommend an eight-week media campaign starting on September 1st. We recommend running 500 points a week and building to approximately 650 points a week by the close of the campaign.

Under this plan the campaign would produce approximately 4 TV and radio ads, with each spot running for two weeks and about a 1000 points total.

Filming & Timeline:

Once engaged the Media Team would prepare scripts, a message plan, and shoot memos for Davis Manafort's approval. Within the bounds of our resources we strongly recommend acquiring new footage for the elections. Once scripts are approved we would draft shoot memos. The Ukrainian team would go into the field and shoot the required footage, and deliver the images to the edit studio for cutting. We would aim to have a total of two shoots with the primary goal of acquiring images representative of the entire country.

Exhibit O



TO: Davis Manafort
FR: Devine Mulvey & Rabin Strasberg
RE: 2010 Message Strategy & Proposal
DT: July 12, 2010

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ENGAGEMENT:

The timing of the election is tricky given domestic obligations, but we appreciate the offer to submit a proposal and value our relationship with Davis Manafort.

We propose the following:

Option 1:

\$40,000 a month retainer starting August 1 and continuing through October 31.
Includes two 5-day trips to Ukraine.

Success bonus: \$40,000.

Option 2:

\$25,000 a month retainer starting August.
No trips to Ukraine. Production managed and supervised remotely.

Success bonus: \$25,000.

We look forward to talking more about this campaign.

Exhibit P

DEVINE MULVEY

MEDIA MESSAGE

CLIENT: Party of Regions
TITLE: Every Level V4
TRT: 30
DATE: 09/09/10

VIDEO	AUDIO
Reference: Mad Men Intro.	Narrator:
Cut-out: Man looks stable, but in fact he is falling.	The Orange held power at every level And they failed.
Man falling through air – skyline of “Lost Jobs”, “Chaos in Parliament”, and “Weak President.”	Lost jobs Chaos in Parliament And a weak President.
Splashes of Orange.	They had all the power and made things worse.
Man “higher prices”	Their failures then...caused high prices today.
Man falls to ground, and starts walking.	Why should we believe that anything has changed?
Man turns into video. Construction site. Health care. Settings.	Only the Party of Regions can work with every level of government to create and protect jobs and improve local services.
3D – Party of Regions. Building the country.	The Party that builds The Party of Regions.

Exhibit Q

To: Paul Manafort
Rick Gates
Fr: Dan Rabin
Adam Strasberg
Date: April 16, 2012
RE: Ukraine Media

The purpose of this memo is to outline the initial stages of the media campaign for the 2012 Ukrainian Parliamentary elections. This memo covers the "social advertising" part of the campaign which runs through the end of the summer -- only production on flights one and two are covered in this memo. Once we begin making spots, we can create additional travel and production schedules for the rest of the social ads.

This memo is meant to give some initial thoughts and suggestions on the best way to move forward with ad production. Because of the timing with the US elections, our travel schedules will be very tight and we want to make the most of our time on the ground.

Initial Working Trip:

Depart... April 23
In Kyiv... April 24-26
Return... April 27

As in past years, the initial trip is to assess the current production capabilities. Although no ad production will take place, we will meet with all of the players and make sure that the team is ready to go on day one:

- Ensure all elements are in place for the start of production
- Review footage on hand and make sure older footage is accessible
- Compile initial list of images to be acquired
- Have ground team begin assembling footage library.
- Over see process of assembly and footage access

The goal is to complete this trip prior to the May 1-9 Ukrainian holiday.

Working trips throughout the campaign:

Exhibit R

TO: KONSTANTIN KILIMNIK
CC: PJM
RG
FROM: DAN RABIN/ADAM STRASBERG
RE: MEETING AGENDA
DATE: APRIL 19, 2012

INTRODUCTION

As in past years, the initial trip to Kyiv is to assess the current production capabilities. Although no ad production will take place, we will meet with all of the players and make sure that the team is ready to go on day one:

- Ensure all elements are in place for the start of production
- Review footage on hand and make sure older footage is accessible
- Compile initial list of images to be acquired
- Have ground team begin assembling footage library.
- Over see process of assembly and footage access

The goal is to complete this trip prior to the May 1-9 Ukrainian holiday.

Depart... April 23
Meetings in Kyiv... April 24-26
Return... April 27

If the goal is to have ads ready to air at the end of May, it is vital that the production process begin immediately. This includes contacting and securing the film crews, the production facilities and the different personnel necessary to the process of creating a media campaign

PRODUCTION CAPACITY

In the past two campaigns, we have worked very closely with Dmitri Danilov (contact: danilov@thecoffeeost.com.ua) and his team at Coffee House Post to help in the creation of the ads. Dmitri was in charge of the edit rooms, the graphics, music, voice-overs and other elements needed for ad creation.

In the past, the Party of Regions has contacted and contracted them directly and negotiated the deal. They are creative, fast and smart and a good addition to our

team. Having been through two political seasons, they understand the process and we strongly recommend adding them to the team for the 2012 campaign media.

Once they are contacted, they will need to come to an agreement with the POR about pricing for the next six months of production. We should meet with them next week to talk about capacity, the footage library, re-loading all existing POR footage, filming and acquiring stock images.

EXISTING STOCK FOOTGE

Ads will be created out of three elements: existing POR footage, newly filmed images and acquired stock images.

If we have new or easier access to existing footage catalogs, we should move quickly to identify the gatekeepers to those image banks and meet with them next week. Upon meeting with footage representatives, we will need to introduce the Coffee Post edit team, who will be responsible for screening through footage from our request lists and bringing it back to the edit room for use in ads.

FILMING B-ROLL FOOTAGE

In the past we used the Coffee House production team as well as Sergei and his team from the network (they worked for Viktoria) to film footage for new ads. We recommend doing the same for the 2012 elections.

For images from the Oblasts (Broll of people), images from POR events around the nation, and images of POR leader we should use Sergei's team. For shooting in Kyiv and getting images for concept ads, we should use the Coffee Post team. A meeting with both teams will be necessary to make sure we have a process in place to get crews in the field as quickly as possible when we need new footage.

We expect that over the next two months the POR will host various events in and around the target Oblasts. Ideally, we can have the camera crew attend some of these with a dedicated cameraman filming solely for our purposes. In the past we have had problems getting footage from the POR cameraman (Vasily) who films all of the events—his time was simply maxed out and he did not have the bandwidth to duplicate everything he filmed. Having our own people at the events should ensure that we quickly get the exact images we need.

When relying on the Party for footage, it should be standard operating procedure that all images shot by the Party of Regions cameraman gets automatically duplicated and sent to the edit facility. In past campaigns, we needed to submit request lists that took days, sometimes weeks for them to review and compile. Once we establish that standard operating procedure, we can meet with the cameraman to talk about images and shots

POR CONTACT AND PROCEDURES

We should talk about the right timing for meeting with members of the POR HQ. We may want to consider an early visit to meet with Dmidko, Goncharenko and Bondarenko (if they are still the right players). Part of the early conversation should be about process. Who ads and scripts will go to for approval and in what order, where finished ads should go upon completion, and who will approve budgets and work with the studio for payment.

SUMMARY AND ACTION LIST

This is much to accomplish over the course of our time on the ground, but should be able to complete everything on the list and get the production elements in order, with the goal of beginning editing by the second week of May.

- Contact Dimitri at Coffee House Post about working together for 2012
- Set up meeting #1 with Coffee House for Tuesday afternoon
- Set up meeting #2 with TV station reps who control stock footage libraries
- Set up meeting #3 with Sergei, the director (Vlad knows him) about filming new footage and events
- Set up meeting #4 (if necessary) with any POR HQ people that we may need to reach out to including Bonderenko, Dmidko and Goncharenko

ADDENDUM

SOCIAL CAMPAIGN MESSAGE

Upon taking office, it became apparent that the Party of Regions inherited a bigger mess than anyone could have imagined. The financial hole the previous government dug for Ukraine was deeper and wider than the previous government had revealed. Because of the catastrophic failures of Tymoshenko and her fellow Orange leaders, it has taken longer than the POR planned to dig out from under the financial crisis.

Yulia Tymoshenko and the failed Orange Revolution leaders took a bad situation and made it worse. Their lack of leadership, skill and foresight sunk Ukraine into a deep financial hole, and ordinary Ukrainians had to suffer the consequences. Instead of anticipating the global recession or working to lessen its effects on the country, Tymoshenko and her cronies made weak decisions and struck bad deals that would bury the country.

The gas deal struck by the former government was so detrimental to the economy of Ukraine that it has taken money from the pockets of Ukrainian families and food from their table. Money that should have gone to the people was going straight to Gazprom. Money for pension increases went to Gazprom. Money for young families went to Gazprom. Money for veterans went to Gazprom. Tymoshenko's deal has been a financial backbreaker for the nation.

In spite of the challenges they have faced, the Party of Regions has delivered much needed stability and brought the country back from the brink of collapse caused by Orange's failed leadership and bad deals.

Now that the economy is stabilized, the groundwork has been laid to begin much needed reforms. Even at this early stage, people are beginning to feel the positive effects as the POR early efforts are bearing fruit. As the Party of Regions leads Ukraine out of the Orange recession more and more people will benefit from the new social reforms.

INITIAL STOCK FOOTAGE LIST

This is an initial list of images that we will need for the social campaign ads. We will add to the list upon completion of scripts, but in the meantime we should acquire as many of these images as possible from existing POR footage or from stock footage sources. If needed we will create a shoot memo so we can budget and film images that do not exist.

Images of people:

Pensioners

Families with young children

Young working men and women

Older working men and women

Unemployed men and women

Veterans

University students

Images of places:

Gazprom images

Images of the gas lines that run through Ukraine

Recession images:

Food prices at markets

Lines at banks

Businesses closed

Images of the 2012 soccer construction

Exhibit S

To: PJM
CC: KK, RG, VS
FR: DR/AS
DA: April 24, 2012

This evening we wrapped up our meetings in Kyiv. This memo is a summary of what we accomplished, what still needs to be done, and the current state of the media production.

The post-production studio was tasked with re-loading all of the footage from previous campaigns into their edit system to be used as soon as possible in new ads. They are also in close contact with Maxim Denk at Inter and are ready to acquire any additional stock images that we may need. They contacted the Part Of Regions about engaging on the project and spoke Valarie Onopriekno in Elena Bonderenko's office. He was expecting their call and they are working out the details of their contract.

We met with Maxim Denk from Inter who is ready to help however he can. He will be in direct contact with the studio personnel when we need stock footage and will most likely be our point of contact when we film new Broll.

Igor Shavolov offered up his arsenal of production services to help our cause. The studio we have used in the past is our best choice to edit the ad campaign, but we will be pushing their bandwidth in September and October. In the coming months we may want to give serious consideration to using Shavalov's team to help produce the 30:00 video and the corresponding cut downs. If we take that path, our team would write and oversee the process and his team can execute the production plan. Not a decision that needs to be made now, but we wanted to put it out there for consideration. We wrote two memos about footage for the social ads. The first memo is for a new Broll shoot and the second if for stock images that need to be acquired. Both memos were translated and delivered to Maxim Denk of inter and Dmitri Danilov at the studio. KK is going to deliver the memos to Shavolov as well.

On Thursday we had a long and productive meeting with Demidko and Goncharenko at HQ. Konstantin's summary does a great job of wrapping up the conversation, but there are a few media specific items that I wanted to summarize here:

- I. We were pressed into the conversation about slogan. As KK wrote, VD and AG were pre-sold on "from stability to prosperity" and said that it tested very well in their focus groups. Adam and I can help brainstorm additional slogans if you think it is necessary.
- II. We talked about ad approval in the hope that we could map out a more efficient process now, so that it does not have to be done on the fly:
 - A. Discuss each wave of advertising with VD and DG and come to consensus on message
 - B. Scripts go to VD and DG for approval, after which they will deliver to BVK for his signoff
 - C. They would like to see rough cuts of the ads in progress.
NOTE: I think this would be a mistake as it is easier to revise completed ads than it is to spend a half a day having them approve unfinished spots and trying to explain how the completed ad will look with graphics, color correction et al
 - D. VD and AG will screen final ads and make revision recommendations. Upon their approval, the final ad will go to BVK for his final sign off

There was no mention of any other approvals necessary, but I cannot imagine we will be let off that easy. At a minimum each ad and script should be seen by the lawyer as early in the process as possible to ensure legality of content.

- III. As KK mentioned in his memo, Demidko needs to ID the three waves of campaign advertising. We talked about the waves, but I did not want to commit to talking about a strategy, especially since we do not have the research back yet and have not thoroughly discussed it.
- IV. Demidko insisted on discussing themes for ads 1 and 2. Ad 1 was given the theme "Destroyed country by the Orange." Ad 2 was themed "Why it took so long for stability to arrive." They also wanted us to commit to percentages of positive and negative in each ad, but I think that they just wanted to understand how the ads would look and once they see scripts they will feel better about the process.

Overall the meeting went very well. It was good to break bread with the ideology team and get their input into the process. The schedule has time built into the script approval process for revisions and re-writes based on their feedback.

Below is a revised social advertising schedule along with a full summer production schedule, which takes us through the first 8 ads of the campaign. Demidko wants to be on air a week earlier than anticipated, but he also wants 14 day flights in July, which is probably a good idea since viewership goes way down in July/August.

On Monday, we will begin sketching out scripts for Flights 1 and 2. We will also be in daily contact with KK and Vlad about the progress on the ground and where we are in the process.

Summer "Social Advertising" Schedule

On air: May 22 2012-September 3
Total ads: 8

Flight 1

On air May 23-June 1 (10 days)

Flight 2

On air June 2-11 (10 days)

Flight 3

On air June 12-21 (10 days)

Flight 4

On air June 22-July 3 (12 days)

Flight 5

July 4-18 (15 days)

Flight 6

July 19-August 2 (15 days)

Flight 7

August 3-August 19 (17 days)

Flight 8

August 20-September 2 (14 days)

September 3

Begin Dual Track. Schedule TBD

Flight 1 & Flight 2 Production Timeline

Flight 1 on air May 22-May 31 (10 days)

Flight 2 on air June 1-10 (10 days)

Ad 1 and Ad 2 scripts developed and finalized **May 1-May 3**

Ad 1 and Ad 2 scripts delivered to Demidko **May 4**

Ad 1 and Ad 2 team begins compiling images **May 7**

Ad 1 and Ad 2 studio begins to assemble ads **May 8-May 11**

Arrive in Kiev May 14

Ad 1 and Ad 2 edit ON GROUND edit with team **May 14-May 16**

Ad 1 and Ad 2 ON GROUND approvals and revisions **May 17**

Ad 1 and Ad 2 ON GROUND revisions and final approvals **May 18**

Leave Kiev May 19

Ad 1 delivered for air **May 21**

Ad 1 on air **May 23**

Ad 2 delivered for air **May 30**

Ad 2 on air **June 1**

Flight 3 & Flight 4 Production Timeline

Flight 3 On air June 12-21 (10 days)

Flight 4 On air June 22-July 3 (12 days)

Ad 3 and Ad 4 scripts developed and finalized **May 21-May 23**

Ad 3 and Ad 4 scripts delivered to Demidko **May 24**

Ad 3 and Ad 4 team begins compiling images **May 25**

Ad 3 and Ad 4 studio begins to assemble ads **May 28-June 1**

Arrive in Kiev June 4

Ad 3 and Ad 4 edit ON GROUND edit with team **June 4-June 6**

Ad 3 and Ad 4 ON GROUND approvals and revisions **June 7**

Ad 3 and Ad 4 ON GROUND revisions and final approvals **June 8**

Leave Kiev June 9

Ad 3 delivered for air **June 8**

Ad 3 on air **June 12**

Ad 4 delivered for air **June 19**

Ad 4 on air **June 22**

Flight 5 & Flight 6 Production Timeline

Flight 5 July 4-18 (15 days)

Flight 6 July 19-August 2 (15 days)

Ad 3 and Ad 4 scripts developed and finalized **June 11-June 14**
Ad 3 and Ad 4 scripts delivered to Demidko **June 15**
Ad 3 and Ad 4 studio begins to assemble ads **June 18-June 22**

Arrive in Kiev June 25

Ad 5 and Ad 6 edit ON GROUND edit with team **June 25-June 27**
Ad 5 and Ad 6 ON GROUND approvals and revisions **June 28**
Ad 5 and Ad 6 ON GROUND revisions and final approvals **June 29**
Leave Kiev June 30

Ad 5 delivered for air **July 2**
Ad 5 on air **July 4**
Ad 6 delivered for air **June 17**
Ad 6 on air **July 19**

Flight 7 & Flight 8 Production Timeline

Flight 7 August 3-August 19 (17 days)
Flight 8 August 20-September 2 (14 days)

Ad 7 and Ad 8 scripts developed and finalized **July 08-July 11**
Ad 7 and Ad 8 scripts delivered to Demidko **June 12**
Ad 7 and Ad 8 studio begins to assemble ads **July 16-July 20**

Arrive in Kiev July 23

Ad 7 and Ad 8 edit ON GROUND edit with team **July 23-July 25**
Ad 7 and Ad 8 ON GROUND approvals and revisions **July 26**
Ad 7 and Ad 8 ON GROUND revisions and final approvals **July 27**
Leave Kiev July 28

Ad 7 delivered for air **August 1**
Ad 7 on air **August 3**
Ad 8 delivered for air **August 15**
Ad 8 on air **August 20**

Exhibit T

From: K. Kilimnik <kkilimnik@dmpint.com>
To: info@tolmach.com <info@tolmach.com>;
vlad.tolmach@gmail.com <vlad.tolmach@gmail.com>
Cc:
Bcc:
Subject: Fw: Euro 2012 Scripts
Date: Wed May 02 2012 22:55:55 EDT
Attachments: Dream.docx
Spirit.docx
We are Ukraine.docx

Vovchik, guten morgen

Kak dumaesh, smozhesh etu biaku s devami za segodnia perevesti?

Spasib

K

From: Paul Manafort
Sent: Wednesday, May 02, 2012 04:05 PM
To: K. Kilimnik
Subject: FW: Euro 2012 Scripts

K

I like these spots. See if we can get shavalov to go with them.

From: Adam Strasberg <adam@rabinstrasberg.com>
Date: Wed, 2 May 2012 15:51:20 -0500
To: Tony Fabrizio <tony.fabrizio@fabmac.com>
Cc: Paul Manafort <pmanafort@dmpint.com>, Daniel Rabin <dan@rabinstrasberg.com>, Konstantin Kilimnik <kkilimnik@dmpint.com>, Rick Gates <rgates@dmpint.com>, Bob Ward <bob.ward@fabrizioward.com>
Subject: Re: Euro 2012 Scripts

Paul,

Went back to the drawing board on these spots based on your comments.

These spots could be in VFY's voice or not. He could appear as one of closeups in the ad or not, depending on the politics of the situation.

Adam/Dan

On May 2, 2012, at 4:26 PM, Tony Fabrizio wrote:

Paul:

I go back to a comment I made before and that is if we are going to talk about "making progress" in the campaign, why not tee it up with these ads now using the accomplishments for the UEFA tournament as examples of progress? Then come back with the campaign and build on that "progress" brand.

Tony Fabrizio
Fabrizio, McLaughlin & Associates
www.fabmac.com
703-684-4510 -- Office
703-739-0664 -- Fax

From: Paul Manafort <pmanafort@dmpint.com>
To: Daniel Rabin <dan@rabinstrasberg.com>, Adam Strasberg <adam@rabinstrasberg.com>
Cc: "K. Kilimnik" <kkilimnik@dmpint.com>, Rick Gates <rgates@dmpint.com>, Anthony Fabrizio <tony.fabrizio@fabmac.com>, Robert Ward <bob.ward@fabrizioward.com>
Subject: FW: Euro 2012 Scripts

Dan

These draft spots are more political than uplifting. It may be all we can pull off.
Since these are not campaign spots, I think we need to be careful. The message is the feel good message not the "we deserve credit" political message.
It is more like the old 'morning in america' spots in 1984 that was built on the strength of the country and people and hope – in this case – accomplishment of getting Ukr ready.
Given that Merkel is trying to politicize the UEFA boycott, ideally the spots are the antidote meaning we make the tournament about Ukraine the country and people. The spots highlight this theme and the use of VY is to make the point that "WE DID IT" and now enjoy it.
P

From: Daniel Rabin <dan@rabinstrasberg.com>
To: Paul Manafort <pmanafort@dmpint.com>
Cc: Konstantin Kilimnik <kkilimnik@dmpint.com>, Adam Strasberg <adam@rabinstrasberg.com>, Rick Gates <rgates@dmpint.com>
Subject: Re: Euro 2012 Scripts

Take a look at the enclosed revisions which incorporate the comments in your email along with the concepts laid out in the memo. Considerably less political.

Each of these spots is very different:
Opens with a VFY welcome to the games ad
During the games is a testimonial spot
Post games is a VFY closing ad

I agree, the images are very positive, upbeat optimistic. Once we have script lock, I will add a video column that specifically lays out the shots.

Let us know your thoughts.

On May 2, 2012, at 8:38 AM, Paul Manafort wrote:

Dan

This is too much of a political ad.

We need something less obvious. Message should be mostly uplifting, other than claim some said it was impossible. Images should be rapid fire images of a stadium or bridge or facility for UEFA being built with positive messages about

1. We knew Ukr could get the job done. Our people are hard working, determined, etc
2. Ukrainians are proud of their country and saw the opportunity to show Europe why Ukr is special
3. Today, Ukr welcomes Europe and the world to the 2012 UEFA Football championship. Play ball

From: Daniel Rabin <dan@rabinstrasberg.com>

To: Paul Manafort <pmanafort@dmpint.com>

Cc: Rick Gates <rgates@dmpint.com>, Adam Strasberg <adam@rabinstrasberg.com>

Subject: Euro 2012 Scripts

Paul, I sent this earlier in the week and wanted to make sure you received the email below.

Thanks.

Dan

Paul,

Take a look at the three scripts enclosed. One is for the open of the games, one for during the games, and one for the close.

The visuals would all be exactly as you described in your memo. Once we have consensus on the narration I will add a video column so everyone understands the exact types of images that these ads need.

Looking forward to your thoughts.

Dan/Adam

Rabin Strasberg Media
media moving people

c: 202.550.1795

www.rabinstrasberg.com
(under construction)

Rabin Strasberg Media
media moving people

c: 202.550.1795
www.rabinstrasberg.com
(under construction)

Rabin Strasberg Media
media moving people

c: 202.550.1795
www.rabinstrasberg.com
(under construction)

Adam Strasberg
Rabin Strasberg MEDIA
media moving people
c: 202.302.3094
Read my blog on political advertising @ Ad Nauseam
Follow me on Twitter

EURO 2012 "DREAM"

CONCEPT:

This spot is built on big sweeping, emotional images. Think "Morning in Ukraine." We see close ups of faces, silhouetted workers, machines sitting quietly by a pile of dirt, a worker's weather beaten hands. We see architects with plans, a dad coming home late (the kids are already in bed), we see two workers staring up together at the stadium.

It started as a dream.

But dreams don't materialize overnight.

They happen because of our sweat.

They happen because of long hours of dedication... and sacrifice.

They happen because we put differences aside and work together recognizing that what unites us is always stronger than what drives us apart.

Euro 2012 is here. Born from determination, built with hard work and achieved out of a belief in Ukrainian potential.

It started with a dream... but today that dream is our reality.

EURO 2012
"SPIRIT"

CONCEPT:

This spot is built on big sweeping, emotional images. Think "Morning in Ukraine." We see close ups of faces, silhouetted workers, machines sitting quietly by a pile of dirt, a worker's weather beaten hands, a child kicking a ball, a mother looking at her baby.

The Euro 2012 shots will have shots of the stadium being build, the preparation, the pride of a worker or the amazement of a passerby.

What is the spirit of our country?

Does it bend to the impossible?

Or wilt in the face of daunting odds?

What is the spirit of Ukraine?

It's defined by hard work, determination and pride.

The spirit of Ukraine IS Euro 2012.

It's in the hands of every worker.

In the wonder of every child

In the love of every mother.

The spirit of Ukraine is all around us.

Euro 2012 is here.

This is who we are.

EURO 2012

"We are Ukraine"

CONCEPT:

This spot is built on big sweeping, emotional images. Think "Morning in Ukraine." We see close ups of faces, silhouetted workers, machines sitting quietly by a pile of dirt, a worker's weather beaten hands. Close up of a machine digging up dirt cut to a wide shot of all the work left to do. Close up of a worker's face wiping sweat off his brow, leaving work with the stadium looming beautifully behind him.

Determination in the face of a tough job.

The will to finish what we start.

The ingenuity to get it done right.

The pride in a job well done.

We are Ukraine and what divides us is no match for that which unites us.

Euro 2012 is here. Our opportunity to show the world our potential, our chance to show them our strength.

We are Ukraine, and this is what we can do... together.

Exhibit U

To: PJM
From: Dan Rabin & Adam Strasberg
RE: New film crew recommendations
Date: June 29, 2012

We have been giving thought to our conversation on changing direction with the film crew. We agree that to date, the images have been the achilles heel of media. Over the years we have seen the gamut of Ukrainian directors and crews. Whatever course we choose, there are some basic characteristics that the new director/crew needs to fill:

1. The new production group needs to film on modern, up to date equipment.
2. The new group needs to be overseen by a creative, talented, experienced and reliable Director.
3. We need a crew that understands the nature of the advertising, can think on their feet, call an audible when necessary, and move quick.
4. The new team must be able to move quickly, sometimes within days, to produce a shoot, capture images and deliver them for edit.

To those ends, we have four options available to us. Each has its own pluses and minuses. There are probably also politics involved in each choice, some of which we may not be aware. We have not been able to touch base with KK yet about *OPTION D*, but we added it to the list so we know the universe of choices available as the POR moves forward with this decision.

OPTION A

Currently, the POR is using the production crew and services of Maxim Denk (Inter) for filming and image acquisition. Their equipment is very high quality similar to what we would recommend for domestic clients. If the POR wants to continue this relationship, we highly recommend that Maxim immediately recommend a new Director with whom we could work. The Director is responsible for the composition and creativity of the images. A new direction would certainly result in different images.

OPTION B

Work directly with Igor Shuvolov to find a new producer, director and crew. In our meeting with him, Shuvolov told us that he had access to any and all parts of production. Unsure of the politics involved in soliciting his help, but Shuvolov seems to understand what we are tasked to accomplish, and could be in the position to recommend a favorable alternative.

OPTION C

Dimitri Danilov is the owner of the studio "Coffee Post" where the POR ads are being edited. They have filmed for the POR in the past, and shown that they can capture very

good, high quality images. They film on good equipment and have directors that are creative and understand what we need to accomplish. There is an advantage to vertical integration here. As the edit house, they understand the nature of the campaign advertising; they know what we need to film, and how it would be used in the advertising. That synergy might be exactly the extra kick the ads need.

OPTION D

As discussed, the media team can solicit recommendations for a new film crew from BVK or any member of his team. Upside: BVK and his team would be invested in the film crew decision and there may be less chance of future issues with footage quality. Downside: We do not know what we will be getting into. They do not understand the nature of media, and there is a good chance they will recommend a company that is not a good match for what their production needs. Filming evergreen images for political ads can be counter-intuitive for many directors. As we have already experienced, Ukrainian shoots can easily become bogged down in hierarchy and “the way that things are done.”

MOVING FORWARD

The latest Ad schedule has a positive dual track beginning on July 25. To accomplish that goal, we would need this decision to be made as soon as possible so the new group/new director can begin planning the shoot immediately. Upon landing on 7.9, I will need to head out to begin filming the testimonials. This is an ambitious plan. In a worse case scenario we can push the dual track by a week while this gets solved, but we should aim to make this happen immediately.

We think that these are the best four options available to us. Whatever option we chose moving forward, having a closer relationship between the group that’s filming and the group that’s editing will enhance the image quality of the ads. Additionally, bringing us into the pre-production process and giving us greater oversight on the filming process can help us gather the images we need.

That does not mean that there is not a better solution of which we have not thought. We would be glad to talk through any option that could help to capture better, higher quality, more creative images.

Looking forward to discussing.

Exhibit V







Exhibit W

VY Agenda
Jan 15, 2013

1. Lady
 - a. Attitude changing in Europe and US
 - i. EU friends are making progress/changes in USG -bad for YT
 - ii. She is sensing this
 1. Civil disobedience is meant to cause us to over reach
 - b. Slattery, JT, Sasha – new track is coming from too many places
 - c. First Quarter strategy on YT
 - i. Components
 1. Sasha, Alessandro, GC, Hapberg – lobbying
 - ii. start from Europe – AB tasks
 1. Switz
 2. banks
 3. B get letters, then meetings,
 4. Then raise with Gov
 5. Tie into Eur network
 6. Media leaks re: investigations of banks on LUY
 - iii. Then Ukr begins investigations
 1. Contacts Swiss
 2. Information sharing
2. Sasha tomorrow
 - a. C is bad, needs trial put off – health plays well in Europe (post feb 25 Summit is best to get out of way)
 - b. Looking for some breakthrough – Lutsenko is his idea
 - c. Wants to broker deal on YT – play him so that the AB strategy plays out publicly –
 - i. AB stories will change his view on solution
 - ii. VY is good guy for looking like he was searching for solution but now the new facts are too overwhelming to ignore
3. US update
 - a. Kerry
 - i. Back channel - AK
 - b. WH
 - i. Back channel - SL
 - c. Congress - Kozhara
 - d. Consultants – Podesta/Devine/Weber/ Barry Jackson
 - e. Chain of command
 - i. visits need to be co-ordinated & our people involved the meetings can be prepped and followed up
4. Europe
 - a. First Q
 - i. PJM Goals
 1. EU Summit a success
 2. Visa free regime announced & timetable established
 3. IMF process – how we say is as important as what we say
 4. OSCE –

- a. Goal = use to promote Ukr and good partner with other European countries & to build good relations with several EU leaders, including new ones
 - ii. EU Summit on Feb 25
 - 1. Issues – visa free, cpc, election law reform,
 - 2. Key is dialog - `AK – Fule
 - 3. Fule is at end of term – needs a success
 - iii. Others
 - 1. IMF
 - 2. OSCE
 - b. Hapsberg
 - i. Increase members
 - ii. Briefings = new USG appmts - Kerry, Royce, Dana,
 - c. Fule, Barosso
- 5. Campaign
 - a. Politics needs to drive Government
 - b. Chain of Command is VIP
 - c. Situation room – tied to CoM and Bankova,
 - d. New technology - Micro targeting - Obama
 - i. Tie into Larin program
 - e. Benchmark
 - f. Goal for 2013
 - i. Build on mini projects – fixing things up (Larin)
 - ii. Micro targeting layering of country – targets/policies/ achievements
 - iii. Financial assistance
- 6. Review various projects
 - a. Funding – same levels
 - b. Zev project
- 7. IMF
 - a. New narrative
 - b. Conflict betw technical and political
 - c. Approach – no incr in tariffs to people/ new approach –
 - d. instructions need to develop plan CoS
 - e. CoS – KG/IA to meet confidentially to lay out new approach
 - f.
- 8. Abruzov
 - a. Set up contact

Exhibit X

TO: SL
FROM: PJM
RE: PR EFFORTS THIS WEEK IN KYIV
DATE: APRIL 5, 2013

GOAL

Based on the important announcement expected this week, we want to be aggressive in defining our decision.

Additionally, it is important that we put the opposition on defense this week. We can do so by citing their obstructionist tactics in the VR and the impact on Ukraine's European integration. This week it is important to position the opposition as obstructionists.

AUDIENCE

The main audience this week is the international community. We want them to focus on the fact that the Government is performing on a number of levels to comply with the EU conditions. Additionally, we want the international community to see that, notwithstanding their words, the opposition is acting in ways that inhibit Ukraine from meeting its obligations to the EU.

OPPORTUNITY

Yatsynuk's request for copies of the legislation that was passed by the Deputies who convened outside of the BR chamber provides us with an opportunity to make several points.

First is the fact that constructive work was conducted.

A second important point is that the work product was legislation that is important to the EU.

The third point to stress is that the opposition is inconsistent in its words and actions.

Finally, the request provides us the opportunity to legitimize the VR session by virtue of the work done.

The best way to comply is to post the actions taken by the Deputies on the VR Website. This will denote legitimacy by itself.

The legislation passed should be organized in such a way that it is apparent that the new laws assist Ukraine in complying with EU Conditions. The specific connection between the work product and EU conditions should be highlighted on the VR Website. This will serve as an example of the efforts being undertaken by the Government despite difficulties created by the opposition.

TALKING POINTS – VR ACTIONS

1. Despite Opposition behavior, the VR passed important legislation last week
2. This legislation allows Ukraine to meet several important conditions set out by the EU in order to be in compliance with EU laws and regulations
3. More actions are being developed both in the VR and in the various Ministries to comply with the EU conditions.
4. Specifically, this past week the VR passed following legislation
 - a. KK LIST BILL AND EU CONDITION MET
5. The Government believes that Ukraine integration into the EU supercedes any partisan political issue and all responsible political parties should refrain from politics and assist in the work to achieve the goals established by the EU
6. Blocking the podium in the VR is a violation of the duties that Deputies swore in their oath to uphold the Constitution and work to improve the quality of life of all Ukrainian citizens
7. Government will no longer tolerate these destructive tactics of the opposition. It will continue to work to pass positive legislation
8. To date, the Government has been working with a number of western NGOs on a number of important policy initiatives
 - a. KK LIST THEM
9. Once again, the opposition calls for help from western sources but does nothing to engage these resources. Their lies are being uncovered daily. While they make requests for western help, the Government continues to work with western experts to improve laws on a number of fronts, including
 - a. KK – INSERT A FEW EXAMPLES

TALKING POINTS – ANNOUNCEMENT

1. TPs will be developed once the decision is announced

Exhibit Y

MEMORANDUM

To: President VFY
From: PJM
Subject: US Consultants – Quarterly Report
Date: April 22, 2013

Over the last three months the Government of Ukraine has gained considerable ground in enhancing its relationship with the USG. This is largely a result of building a comprehensive strategy that adopted issues of importance to the USG, and focusing on key and positive messages to better inform key members of the USG about Ukraine's objectives which are in alignment with the West.

Strategy

Substantial effort was spent in 2012 to defend against proponents of YT and views that she was selectively prosecuted. At that time it was the priority of the USG to attempt to influence the process of her release. We learned quickly that we needed to do a comprehensive outreach that relayed important progress that Ukraine was making on multiple fronts. The strategy for the first quarter of 2013 was to heavily engage with the USG and US Congress, using a strategy I built called "Engage Ukraine" which focused the dialogue on positive key issues, and away from YT.

These key messages include:

- Ukraine's integration with the EU
- Energy Security
- Russia attempting to have Ukraine align with the Customs Union
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Impact

At the outset of 2013, the prospects for Congress imposing sanctions against Ukraine for perceived selective prosecution and regression in carrying out democratic reforms was high. Members of Congress, Executive Branch officials and opinion leaders criticized Ukraine on many fronts. Most importantly, these stakeholders hammered away at Ukraine for the imprisonment of YT. The challenges for changing the nature of the discussion were significant. The mood toward Ukraine was negative.

Following the holidays in December and early January it was widely expected that several members would be taking proactive and aggressive positions against Ukraine. However, one of the most critical goals that we have achieved during this quarter is to prevent the application of any sanctions against the GoU or its officials. We have been able to accomplish this by implementing key messages from the "Engage Ukraine" strategy, many of which resonate with key US officials.

Ub Q1m we have made progress in softening the perception of Ukraine in the US. Based on a sustained and aggressive implementation of our strategy, it is far less likely that Congress will impose sanctions against Ukraine. We have drawn out the White house, Dept of State and key Members of Congress on this issue and gotten them to endorse an "engage Ukraine" policy.

Messaging

Our “Engage Ukraine” messaging to policy makers focuses on two central themes.

1. We have and continue to emphasize the positive aspects of the US-Ukraine relationship. We highlight:

- **Defense and Security:** Ukraine has a proven track record of actively contributing to several NATO and international peacekeeping missions
- **Criminal Policy Reform:** This is one of the single best achievements that has been achieved by the GoU. This has shifted the debate significantly, and has resulted in reengaging expert European bodies to continue with more reforms.
- **Energy Cooperation:** The selection of Chevron and ExxonMobil to explore and develop shale gas and gas fields reflects a commitment by Ukraine to deepen its energy relationship with the U.S.
- **Combatting Maritime Piracy:** To combat piracy, Ukraine has taken a lead role and is an active partner in NATO’s anti -piracy operations in the Indian Ocean

These are just some of the substantive issues that we use with policy makers that are changing perceptions of Ukraine.

We have aggressively made the case to Congress and the Executive Branch that if sanctions are imposed against Ukraine it will undercut the European initiative to bring Ukraine into the European sphere. There is growing understanding that this would undermine both European and U.S. national security interests. This argument is resonating with policymakers in both political parties in Congress.

Who “lost Ukraine” will be a burden that Congress will shoulder should it pass legislation that mandates sanctions. We have been persistent on that point with key policy makers, and it is one of the single most effective arguments that turns the discussion away from YT and her imprisonment.

Outreach

We have carried our message to a wide audience. We have engaged dozens of Congressional offices including the leadership and every member of the Senate Foreign Relations Committee and House Foreign Affairs Committee. We have also worked with the Helsinki Commission and have educated members of the Senate and House Armed Services Committees on security questions.

Our engagement with senior officials of the Department of State is bearing fruit. While the U.S. policy continues to support Tymoshenko’s release, senior officials now agree with us that imposing sanctions could push Ukraine toward Russia. Thus, the State Department is now making that case to Congress, and continues to believe that engagement with Ukraine is the best course of foreign policy.

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Speeches, roundtables and programming at major think-tanks such as the Carnegie Endowment for International Peace have also helped the broader Washington community understand the importance of the US for Ukraine to further its relationships with the West.

The pardon of Yuriy Lutsenko and five other prisoners is also a positive development that we have used effectively to argue against sanctions and to make the argument that the European Union should sign the Association Agreement with Ukraine. This step has also allowed us to leverage the progress in the US and have its support for the AA signing in the Fall.

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Since the beginning of 2013, we have been working across traditional and social media platforms to build a positive narrative for Ukraine in the US. The underlying theme for this narrative is the following: **Ukraine is an important global strategic partner to the United States and West that is committed to the necessary reforms for EU accession.**

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In the next few weeks we will be capitalizing on the upcoming visit of Foreign Minister Kozhara and Sergei Klyuiev by placing an op-ed (authored by Kozhara) for publication in an influential newspaper during or around the time of their visit.

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Emerging Problem Areas

Given the changes in perceptions towards Ukraine, it is important to note the emergence of a broader issue agenda.

There are several issues that are growing in importance and will need to be addressed in the next 3 months.

1. IMF. There is a growing impression that Ukraine is unwilling to make the fiscal and monetary changes necessary to finalize a new loan facility. The new economic team led by DPM Arbuzov is viewed as competent and more organized than the previous team. However, there is a consensus hardening that the Govt of Ukr is not addressing the problems. While the gas tariff issue is a deal stopper, if a new strategy can frame a credible program that addresses the issues raised by the IMF Mission teams, some pressure can be applied with the new supporters in Washington. More than any other bilateral issue, the IMF matter is viewed as the litmus test of the seriousness of the Govt to fix its core problems.
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The US consultants team will seek to leverage the hard work and important actions taken by the GoU taken in the first quarter to continue with the strong progress that has been made and further advance the "Engage Ukraine" agenda for the second quarter.

The USG strategy looks to leverage the reforms being promoted in compliance with EU conditions for signing the AA and DCFTA. Because there is less direct awareness in Washington, we will bring European leaders to Washington to educate USG officials of the important changes occurring in Ukraine and the progress being achieved in the reform and modernization programs.

Two of the critical reform areas are in the implementation of the CPC and the electoral changes made based on OSCE recommendations from the VR elections. Using visits by Ukr officials and European leaders, we will educate targeted officials in the USG.

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Exhibit Z



Ukraine Opposition Bloc

Campaign Strategy and Plan

September 2014

DOJSCO-402992906

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- ❖ **Strategy**
 - Strategic Imperatives
 - Stakes of the Election
 - Key Voter Targets
 - Key Messages
- ❖ **Campaign Phases**
 - Phases I – IV (Timelines)
- ❖ **Next Steps**
 - Creation and Announcement of OB
 - HQ Organization and Key Roles
 - Regional Roadshows
 - Party Congress
 - Polling and Focus Groups
 - Media and Advertising
 - Blueprint – Donbas Reconstruction Plan

Strategy

Strategic Imperatives

- Currently, the Government bloc is not viewed in the SE as fairly representing the interests of the SE
- VR elections must result in the SE believing they have representation the VR or the threat to a United Ukraine will increase
- A vacuum exists in the SE with no real political representation
- The Opposition Bloc (OB) can become the champion of people in the SE
- Focus Groups must be conducted immediately to finalize strategy and messaging

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Strategy

Stakes of the Election

- Frame the choice between the Government Bloc and the OB
- To keep Ukraine united, the next VR must include political representation by a Party with credibility in the SE
- the OB is a collection of Parties and leaders are the only political force in the elections with a tie to the SE and who understand the SE
- The presence of the OB in the next VR is critical to the SE having a voice in Kyiv, even if only as a vocal minority
- As a presence in the VR, the OB will force the Govt to ensure a real economic and humanitarian reconstruction of the SE that will impact directly the people of the SE

Strategy

Key Voter Targets

- TO 6 plus Donbas
- Select oblasts in Center where importance of keeping Ukraine united can result in votes for the OB even if they differ on other OB positions.
- Select voter targets that are aligned with OB core issues including anti-corruption, stability and economic development
- Single Mandate Districts (SMDs) represent a target base for the OB

Strategy

Key Messages

- **Keep Ukraine United**
 - *Lay out principles governing this concept*
- **End the war now**
 - *Peace can only be achieved through political negotiations, not war*
 - *Will require new, more democratic relationships between all regions and central government*
 - *There must be a commitment to a united Ukraine*
 - *Federalization is not autonomy – it is decentralization of democracy to levels that are closer to the people*
 - *Examples – election of Governors, control over finances generated in regions, protection of cultural diversity*

Strategy

Key Messages

- **Economic reconstruction**
 - *Any program must include active involvement in real decision-making on all aspects of economic reconstruction*
 - *Priorities, implementation of programs to rebuild from the damages*
 - *Need to create a “blueprint” and show a tangible plan*
- **Humanitarian relief**
 - *Program must target poor and needy*
 - *Additional programs must focus on rebuilding the medical, educational and social sectors to assist all in area*

Strategy

Key Messages

- **Government has been unable to deliver on key promises**
 - *To bring peace to Ukraine*
 - *To enhance the economy*
 - *To reduce corruption*
 - *Lives are worse off today*
- **OB will protect Ukraine's interest in terms of impact of AA signing and EU integration**
 - *Ukraine must ensure that the economy is not further damaged*
 - *Ukraine must receive benefits from joining EU and these must be explained to voters*
 - *EU alignment is of concern to many voters especially in the SE*

Campaign Phases

Phase I

September 5th - 21st

- Announcement of OB and why it was created
- Key Goals
 - Establish the OB as a viable political option for VR and only credible party that can represent the SE
 - Establish the Stakes of the Election
- Organization of political network of OB
- Merger of all parties into a party HQ
- Appointment of representatives of OB to DEC/ CECs
- Complete Focus Groups and finalize strategy based on results

Campaign Phases

Phase I

- **Key Messages for Phase I**
 - OB must be part of new VR in order for SE to have a voice in Kyiv
 - Without a voice in Kyiv, isolation of SE will grow worse
 - OB are national patriots who believe in a united Ukraine
 - OB member parties are putting aside differences to create an opposition bloc that will ensure that interests of the SE in particular are protected and advanced and this does not exist today
 - The stakes of this election are to create a viable alternative to the Government Bloc which will ensure that the SE reconstruction program will be implemented in 3 main spheres – political, economic and social
 - The current Government has failed to deliver on key promises particularly with the economy

Campaign Phases

Phase II

September 22nd – October 5th

- Goals
 - Make the case against the Government Bloc in the SE
 - Establish OB as political voice of non-government parties and key to democratic development of Ukraine
- Campaign structures and outreach must penetrate the target oblasts
- DONBAS blueprint and campaign plan for reconstruction must be implemented
- Key messages will be built off of Focus Groups

Campaign Phases

Phase III

October 6th – 20th

- Goal – Focus on OB policy position program and why it must be a part of new VR
- **Key Messages**
 - OB program for economic reconstruction of SE
 - OB program for ending the war
 - OB program for political reforms (anti-corruption, economic, judicial, electoral and more)
 - OB program for Social and humanitarian assistance and reforms

Campaign Phases

Phase IV

October 21st – October 24th

- Goals
 - Summarize main arguments for OB
 - Create impression that OB will be part of new VR to establish motivation for voter turnout
- **Key Messages and Tactics**
 - Compare to failures of the Government Bloc
 - Establish OB as the only alternative for voters in SE and Donbas
 - Appeal to Central Ukraine on importance of OB in new VR to keep separatists movement from breaking off of Donbas into new Crimea

Next Steps

1. Creation of OB as a political entity

- Initial goals to implement – Must be completed by September 15th
- Organization of Party HQ
- Finalize structure of OB team
- Agree on composition of member Parties to become part of OB
- Organize top 20 on Party list for use in Phase 1 of campaign (through September filing date for complete list)
- Finalize SMD targets and assign responsibilities
- Appoint representatives to DEC and PECs
- Finalize a notional strategy with final strategy being approved by Sept 22 after initial Focus Groups information is presented

Next Steps

2. Press Announcement of OB

- Target Date September 8th
- Organization functions
 - Develop media plan for announcement
 - Finalize statement to announce the creation of OB
- **Organize press packet for announcement**
 - Reason for creation of OB
 - Statement of Principles – tied to core concepts of United Ukraine, end the war, political freedoms for regions (federalization concepts), economic reconstruction of society, humanitarian assistance for all especially poor
 - Mission, goals and purpose of OB
 - Leadership of OB – Chairman of campaign, HQ manager, Executive committee,

Next Steps

- **Organize announcement plan**
 - Announcement Date – Monday September 8th
 - Media selected for release of information on formation and private briefing sessions occur
 - Key international media and diplomats briefed
 - Plan organized to brief all embassies – approved Sept 5 with briefings to occur on Monday Sept 8
 - Press packet organized for domestic and international stakeholders (media, diplomats, others)
 - ST prepared with key statement and Q&A
 - Road show
 - Assign someone to manage announcement plan
 - 1d regional media announcement tour – where?
 - 1d regional media to target - especially in SE and DONBAS
 - 1d who is assigned to conduct interviews in regions
 - build out plan on this platform

Next Steps

3. HQ organization

- Roles to fill ASAP
 - Creation of Ideology Dept to manage communications, advertising and media
 - Communications manager – to handle all media – electronic, print, social
 - Advertising manager – to co-ordinate with consultants on creation of paid TV, radio and print advertising and to develop and implement the media buy plan
 - Creation of VIP Surrogate teams
 - Manager of DONBAS project
 - Special committee with ties to DONBAS who can deal with separatists to allow OB to conduct campaign
 - Goal – build campaign structure
 - Oversee distribution of campaign messages
 - Legal team
 - Need to identify all filing requirements and lay out master schedule by Sept 8
 - Election integrity is central to ensuring elections are transparent
 - Field Operations – Alex to provide update of schedule
 - Grassroots mobilization
 - Voter target programs
 - Outreach programs – direct mail, digital, social media

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Next Steps

4. Regional Roadshows

- Build a roadshow for ST and other key VIP surrogates – approved by September 8th
- Begins on Sept 10 and extends over 2 weeks
- Purpose of roadshow:
 - Explain why OB organized and how it can win a major percentage to become member party of new VR
 - Layout out stakes of the election – Government bloc v Opposition Bloc
 - Hand out materials with Statement of Principles and why OB will be effective representative of SE

Next Steps

5. Party Congress

- Goal of Congress
 - To focus attention on the Goals of the OB
 - To frame the stakes of the election as Government Bloc v Opposition Bloc
 - To lay out charges of Government failures
 - To promote manifesto of OB (should be no more than 4 key points/sections
 - Keep Ukraine united, end the war (political compromises), economic reconstruction, humanitarian assistance
- Media event
 - Second major event of campaign (first being announcement of creation of OB)
- Date – approximately Sept 12-14
 - If there are any legal requirements that necessitate an earlier, formal OB party meeting it should be a private meeting, not a public event
 - Date of public Party Congress must be agreed to by Sept 7
- Manager is appointed by Sept 7
- Plan developed for goals of Party Congress
- Venue plan is organized and finalized
- Materials created by Sept 11

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Next Steps

6. Polling and Research

- Benchmark polls
 - Draft and finalize poll ASAP
 - Put into field
 - Timeline for polls and tracking

7. Focus Groups

- First wave of Focus Groups organized to begin week of Sept 8 –
- Kopatko & US Consultants
 - Structure of participants finalized
 - Locations for FG finalized (oblasts)
 - Scripts finalized
 - Timeline and completion target date
- Results incorporated into strategy

Next Steps

8. Creative and production teams organized

- Plan to implement must be finalized by Sept 8 and implemented no later than week of Sept 15
 - Identify key locations for big boards
 - Develop framework and artwork for big boards
 - Merge locations secured by individual OB party members

9. TV and Radio Advertising campaign

- Media buyer hired – Sept 6
 - Role – to develop media buy plan for TV, radio and Print bot nationally and regionally
 - Plan must track political targeting

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Next Steps

10. Media plan approved – September 8th

- Lays out number of media waves
- Creates notional plan for the waves of campaign
- Initial media waves include:

Ad 1 Announce the creation of the Opposition Bloc. Outline why they are the best choice for Ukraine
Ad 2 Outline current Government failures that the Opposition Bloc will address in the next VR.
Ad 3 Begin to deliver negatives on the government. Message TBD pending FG and poll results.
Ad 4 Begin to present contrast of Opposition Bloc vs the government's managing of the crisis. Message TBD pending FG and poll results
Ad 5 Message TBD pending FG and poll results. A united Ukraine requires a legitimate political force to represent the interests of the SE. This is the OB.

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Next Steps

<p>Ad 6</p> <p>Message TBD pending FG and poll results.</p> <p>A united Ukraine requires a legitimate political force to represent the interests of the SE. This is the OB.</p>
<p>Ad 7</p> <p>Message TBD pending FG and poll results</p>
<p>Ad 8</p> <p>Messages TBD pending FG and poll results</p>
<p>Ad 9</p> <p>Begin to present contrast of Opposition Bloc vs the Government's managing of the crisis.</p> <p>Message TBD pending FG and poll results</p>
<p>Ad 10</p> <p>GOTV and call to action. Message TBD.</p>

- First advertising spots are finalized – September 10th
- Wave 1 begins – no later than September 12th

Next Steps

11. Build plan for DONBAS reconstruction and humanitarian

campaign

- Team must be organized to develop how to implement campaign in DONBAS area
- Plan must be submitted to management team of OB by September 15
- Components include
 - TV advertising on TV and Radios broadcasting in DONBAS
 - Campaign organizations set up
 - Distribution of material

- **Co-ordination with Separatists to allow campaign to be implemented and operated**

Exhibit AA

DAILY Talking Points
Opposition Bloc Messages
September 24, 2014

The following message points should be used in addition to the weekly talking points that were provided at the beginning of the week. The points below are in response to daily events that have occurred which we need to address as part of our messaging campaign.

Stakes of the Election

Failed leadership is harming Ukrainians

Since this government has been in power, there has been no organized opposition in the VR and no representation of the interests in the industrial regions of Ukraine.

And it is not only in the industrial regions but happening throughout Ukraine.

Yesterday, in Kyiv the City Council debated the possibility of turning off water and electricity to schools and hospitals. This is tragic and should not be the way that our citizens have to live. This is inexcusable.

In another example of how bad the economic situation is, A.Vilkul witnessed three citizens purchasing one sausage, and then split it three ways because none of these honorable Ukrainians had enough money to purchase one on their own.

The deteriorating quality of life is a direct result of the President's inability to lead and his weak policies.

The policies of the National Government have destroyed the economy, and will continue if the president and prime minister are not held accountable.

1. The economy is being impacted daily and more Ukrainians suffer.
 - a. Food prices have increased by 12.6% and the average cost of basic necessities such as bread and milk are hurting our citizens.
 - b. Inflation in Ukraine will reach 19-20% before the end of the year, which will continue to drive up prices.
 - c. Pensions and subsistence support cannot keep up with inflation and are decreasing.
 - d. Real wages cannot keep pace. Wages have dropped by 1.7% since the beginning of the year.
 - e. And the Government is failing to pay people's wages. Today wage arrears are 44%.

Imagine 5 years of this Government without any opposition. This is what the president is trying to do. He is trying to prevent people in the industrial regions from voting so he has no opposition.

The President and the Kyiv government do not care about the industrial regions of Ukraine.

We must protect citizens throughout all of Ukraine but especially in the industrial oblasts where they have no representation.

The OB will protect Ukrainians in the industrial regions. We will be the voice that speaks loudly about the needs and issues of the southeast. We cannot allow the President or Kyiv government to destroy our country.

Exhibit BB

MEMORANDUM

To: Campaign HQ
From: PJM
Subject: OB Campaign Leaflets
Date: October 7, 2014

The purpose of this memo is to outline the plan for developing leaflets for the remaining weeks of the campaign.

The next round of leaflets must focus on the 4 Point Plan that was announced on Monday by YB. We will develop 5 leaflets which will be broken out as follows:

- Leaflet 1** ***4 Point Plan*** – overview of the plan and some specificity of each of its four components.
- Leaflet 2** ***Pensions*** (Support the People) – targeted piece that will attack the current governments work and highlight the OB plan
- Leaflet 3** ***Donbas Reconstruction*** (Economic Recovery) – targeted piece that will outline the OB plan for rehabilitation of the industrial regions
- Leaflet 4** ***Job Security*** – saving current jobs and creating new jobs
- Leaflet 5** ***Energy Security and Independence*** (cold winter) – targeted piece that will highlight OB plan and position YB as the person that can fix this issue

The key is that the leaflet's tie into the overall strategy of the campaign. In addition, we will use the leaflets as an opportunity to be more aggressive with both our attacks on the government, and what the OB will do in each of these areas. Where TV and radio advertisements limit our ability to communicate certain messages, the leaflets will provide a viable distribution component for our core objectives and messages.

Exhibit CC

RE: May 17 Rallies

The purpose of this memorandum is to lay out the goals and messages for a PoR rally on May 17 that will compete with the Oppositions anti-VY rally.

Strategy

The plan should be to present a contrast between the 2 rallies.

The PoR rally must be well organized and messages should stress that reforms are being implemented that will have an historic impact on the future of Ukrainian people. Additionally, the plan should depict the opposition party as self-absorbed and incapable of leading the country during these difficult times.

Goals for PoR rally

There are several key goals of the PoR rally:

1. PoR wants to present itself as working to build a modern Ukraine
2. PoR wants to highlight that actions of the opposition are designed to be destructive not constructive
3. PoR wants to tie specific policies of VY Administration to the future of Ukr
4. PoR should note that the reforms being put into place will bring improvement in the quality of life of the Ukrainian people
5. Show that VY Adm is building important ties to Russia on Trade and EU on modernization and investment
6. Promote social program advancements under VY

Positive Messages at PoR Rally

1. VY Administration is achieving historic results as it moves closer to becoming a member of the EU
2. VY Administration is creating a modern Ukraine and is working closely with the Europe, Washington and important international NGOs
3. VY Administration is exploring ways to maximize the trade relations with the Customs Union
4. VY administration has begun an irreversible process of integration that will create conditions for FDI and job creation
5. VY administration is close to completing all of the requirements to acceleration the implementation of a VISA Free Regime that will allow Ukrainians to travel widely throughout Europe

Negative Messages at PoR Rally

1. RAISE EXPECTATIONS OF OPPOSITION
 - a. FAILED TO MEET EXPECTATIONS ACHIEVEMENTS
 - a.b. PUT OUT HIGH NUMBER OF ATTENDEES
2. Opposition personalizes their attacks on VY Administration officials to distract from their empty record

3. Opposition goals are to destroy the political structure of Ukr because they don't control it
4. Opposition is a group of leaders who have personal ambitions but no real policies that unite them
 - a. Facists, nationalists, opportunists are key characteristics
5. Opposition is trying to deceive the Ukrainian People regarding support for a rule of law society
 - a. New CPC has created major shift from Soviet law to western law yet opposition refuses to embrace the new Code as significant progress
6. When the Opposition was in power, it failed to achieve any of the important reforms required to apply for EU membership
7. Opposition claims to support Judicial reform but is constantly

Conclusion

It is important that our rally look professional and motivated. Speakers should be aggressive but not personal.

As the opposition demands bringing down the government, the PoR should note that anarchy will not bring improvement to Ukraine and would jeopardize the critical EU agreements being signed in Vilnius.

THEME – POR STANDS FOR UNITING COUNTRY/ OPPOSITION FOR DIVIDING

<u>YOUNG, -</u>	<u>EUROPE IS FUTURE FOR INVESTMENT</u>
<u>VET –</u>	<u>MAY 9</u>
<u>WOMAN –</u>	<u>EQUALITY</u>
<u>SOMEONE FROM WESTERN UKR -</u>	<u>UNITY –</u>
<u>YEFRAMOV</u>	
<u>ST</u>	
<u>ANTI NATO/WEST</u>	<u>FORMER MIN OF DEF</u>

MEMO ON STRATEGY FOR AK

Exhibit DD

To Do

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DOJSCO-400745220



1B010-ADMIN-000002
DOJSCO-400745221

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PJM Presentation to Weekly Campaign Management Meeting

Communications

1. Advertising
 - a. Strategy –
 - i. Drive message before others do
 - ii. To date, we are only one
 - iii. RESULT: we are able to create impact without serious competition
 1. being told that YT and OU not planning major advertising until February
 2. We will be able to harden support and maybe grow some more
 - iv. Key – don't let up
 1. new rotation
 - b. New scripts
 - c. Message for next 2 weeks
 - i. Economic plan
 - ii. Failed Leadership – Gas crisis
 - iii. **HANDOUT ?**
 - d. Sackett Memo on impact of advertising
 - i. Not any where close to saturation
 - ii. **HANDOUT**
2. Tour
 - a. Visuals planned
 - b. Crowd development
 - c. Images and themes matched
 - d. Bus travel – opportunity to motivate local leaders in traveling between sites and events
 - i. ***ACTION: Build daily manifest***
3. Schedule
 - a. GOAL: Connect Leaders tour with message communications
 - b. Footage
 - i. Studio on ground
 1. I have forwarded messages and visuals for each event
 2. tied to national theme
 3. connected with daily briefing with AG
 - ii. Edited version daily uplinked (national news time is assured)
 1. to Kyiv for National TV distribution
 2. to 20 regional TV stations for broadcast in TOs
 - iii. Weekly DVD of uplinks distributed to District PoR offices, local agitators, VIP Program
 - iv. website
4. Website
 - a. GOALS:
 - i. First to reorganize and add english button
 1. reorganization

- a. Poll section
 - b. Comments from Leader Section
 - c. Daily campaign events uplink
 - d. Newspaper articles of interest (PJM has created an English daily digest)
 - e. Important speeches or pronouncements ex. Referendum comments of Leader on Tuesday
 - ii. Second, Provide information to International media
 - 1. PJM has master list of key reporters in US and getting European data base who will get an email from PJM re: website address
 - iii. Third, build as a resource
- 5. Western Media program
 - a. GOAL: US first and then Europe
 - i. Create expectations of Yanukovich victory
 - ii. Build knowledge base of what is happening in campaign
 - iii. Educate media, and political leadership
 - b. Work of last 2 months in US
 - i. Leading Newspapers – NYTimes, Washington Post, Chicago Tribune, LATimes
 - ii. Laying groundwork
 - iii. Gas crisis was lynchpin – brought Ukraine to front pages
 - iv.
 - c. HANDOUT – NYTimes, Chicago Tribune

Office Space

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[REDACTED]

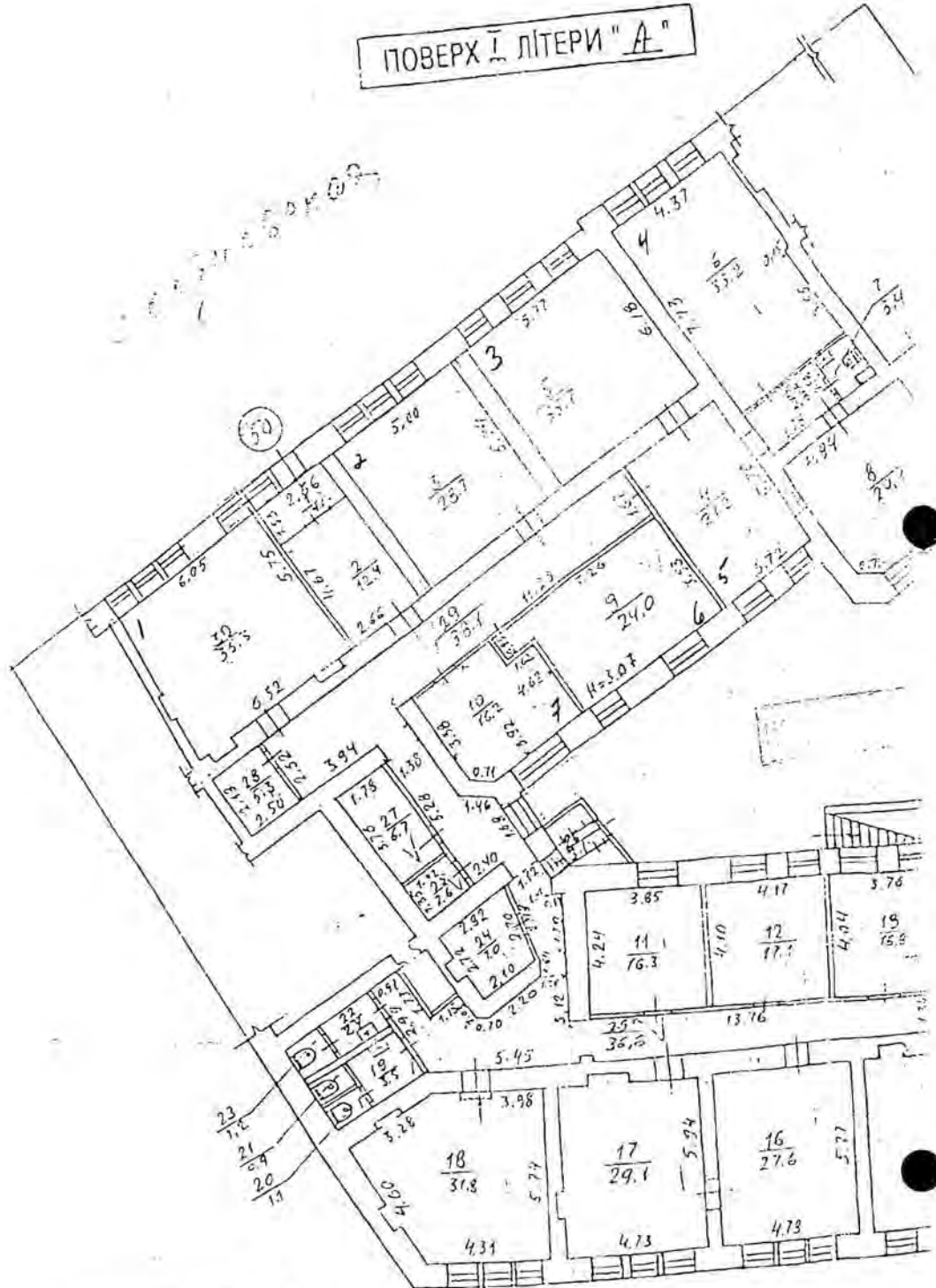
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ПЛАН ЗА ПОВЕРХ

на будівлю літер « А »
 М. Житомирська /
 по вулиці Сорітківська, буд. № 1
 району Лещерського

ПОВЕРХ І ЛІТЕРИ "А"



Масштаб - 1:200

М. Житомирська



Radisson

radissonsas.com

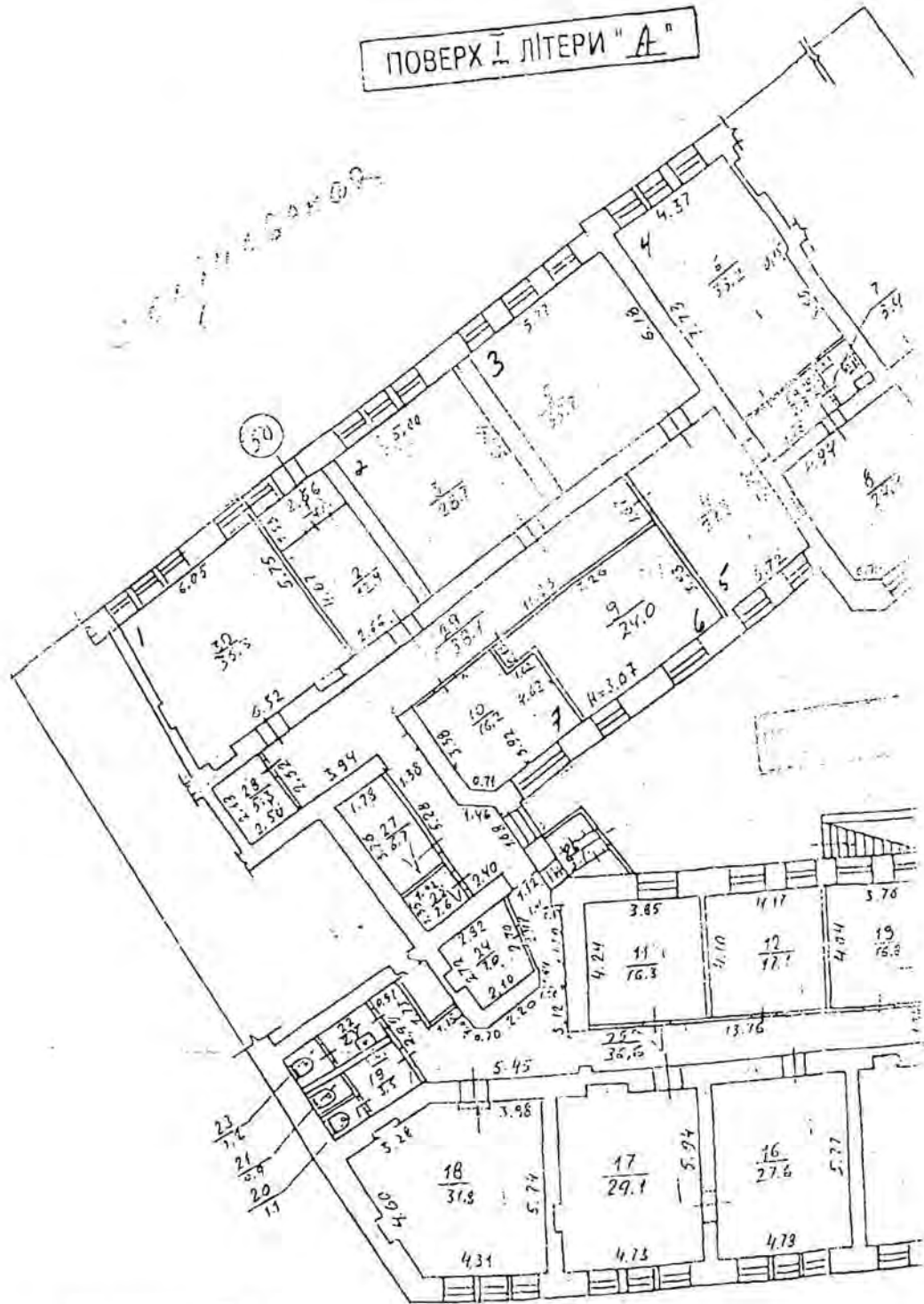
Printed on environmental friendly paper

planning / RPD	4	Disks	2	Computers	
DIN	4	Desk	2	Computers	
Trans / Admin	3	Desk	1	Computer	
CONF. Room		CONF. Table			Plasma TV / DVD
STAFF Room	4	DESKS	4	Computers	
ALLIANCE	3	DESK	1	Computer	
SEMIN STAFF			2	Computers	

ПЛАН ЗА ПОР

на будівлю літер « А »
 М. Житомирська /
 по вулиці Софіївська, буд. № ~~1~~
 району Печерського

ПОВЕРХ І ЛІТЕРИ "А"



Масштаб - 1:200

М. Житомирська

Confidential

List of Consultants



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Davis, Manafort Inc.

Davis, Manafort is a full service international firm specializing in offering comprehensive strategic services to assist in Global Lobbying and Communications Programs as well as developing and implementing national election campaigns in both Presidential and Parliamentary systems.

Davis, Manafort creates Country specific Teams of accomplished professionals to meet the precise needs of its Clients. The Firm has been engaged in managing campaigns in over 35 countries offering the full range of campaign and consulting services. Additionally, the Firm specializes in managing very high level international political networks to bring understanding and acceptance of unique circumstances of a regional or local nature for its Client nations, companies and individuals.

Recognizing that actions occurring in distant countries are often misunderstood in the West, Davis, Manafort has been successfully engaged for over 25 years in bridging the cultural and information voids of the West with those distant countries and systems. Because of its active involvement in the US and European political systems, Davis, Manafort integrates its personal awareness and knowledge of the political agendas of those Western Governments into comprehensive Governmental and Communications Programs for its Client Countries. Bringing Western technology and know-how to those Countries, Davis, Manafort enables its Clients to cogently present the basis for its actions. This capability has enabled Countries to resist populist uprisings, bring credibility to Government actions and elections and preserve policies of outgoing regimes.

Richard H. Davis

Richard Davis, Managing Partner of Davis Manafort, is a recognized leader in international and national political affairs. He has over 20 years of experience in both foreign and domestic political and public affairs. Most recently, Mr. Davis served Senator John S. McCain as his 2000 presidential campaign's National Campaign Manager. In that capacity, Mr. Davis managed the development of the campaign's strategy and was responsible for the implementation of all aspects of the campaign.

Internationally, Mr. Davis has run presidential and legislative campaigns in Europe, Asia, Africa, the Caribbean, and Central and South America. He has also helped build political parties and democratic coalitions around the world.

In the United States, Mr. Davis currently serves as Chairman of Senator McCain's political action committee, Straight Talk America and was recently a Fellow at the Institute of Politics at the John F. Kennedy School of Government at Harvard University. He also serves as President of the Reform Institute, a 501(c)3 organization dedicated to advancing campaign finance and election reform.

In addition to managing Senator McCain's Presidential Campaign, Mr. Davis' involvement in domestic politics includes serving as Consultant to the Bloomberg for

Mayor campaign in New York City in 2001, Deputy Convention Manager for the 1996 National Republican Convention and Deputy Campaign Manager for the 1996 Presidential Campaign of Senator Bob Dole. He started his political activity in 1979 as a staff member of the Republican National Committee; in 1980, as Regional Director of the Commitment '80, Reagan/Bush Campaign; in 1982, as Campaign Manager for Paul Trible's successful Senate campaign; in 1984, as the National Convention Director for the Reagan/Bush Re-Election Campaign and, the 1988 Presidential Debate Coordinator for the Bush/Quayle 1988 Presidential Campaign. He recently served as an advisor to Michael Bloomberg's 2001 Mayoral race in New York City.

Mr. Davis served on President Reagan's staff from 1985 until March 1987 as a Principal Associate Director in the Office of Cabinet Affairs and Special Assistant to the President. As the Associate Director, his responsibilities included the coordination and development of US domestic policy in the White House.

During his tenure at the White House, Mr. Davis was the coordinator of policies and projects which included the President's Catastrophic Illness Bill, the Omnibus Health Bill of 1986, the Privatization of Conrail, the President's Space Commercialization Policy, the Rogers Commission, and the President's Competitiveness Package of 1987.

As the White House Coordinator of Domestic Policy Issues, Mr. Davis was also a member of a number of the interagency working groups including the Special Interagency Working Group on Space, the Health Policy Working Group, the Working Group on Privatization, and the Federalization Working Group.

In addition to his public service, Mr. Davis' extensive experience in policy formulation and implementation includes serving as a member of the transition teams of President Reagan in 1980 and President Bush in 1988. He was the Special Assistant for Policy to the Secretary of Health and Human Services; Special Assistant for the Budget to the Secretary of the Interior; Special Assistant for Trade Development at the International Trade Administration in the US Department of Commerce, and a Consultant to the Secretary of Housing and Urban Development. In 1990, Mr. Davis served as Consultant to the White House Conference on Science and Economic Research Related to Global Change.

Mr. Davis is a board member of George Washington University, Graduate School of Political Management and the United Leaders Foundation. He also serves on the CFI Presidential Task Force, and is active in other public interest activities.

Richard Davis is married to Dr. Karen Davis and has two children, Lauren and Cole. A resident of Virginia, Mr. Davis holds a Bachelor of Science degree from the University of Alabama in Operations Research.

Paul J. Manafort

Paul Manafort, an attorney and a founding partner of Davis Manafort, has been active in business, government and international affairs for over two decades. Mr. Manafort has specialized in providing strategic advice and raising capital for young companies, as well as in project finance, trade, tax matters and geopolitics. Most recently, Mr. Manafort provided strategic advice to President George W. Bush's presidential campaign.

At Davis Manafort, Mr. Manafort has specialized in assisting new ventures in the technology and telecommunications sectors. He has provided counsel to these ventures in the areas of raising capital, developing international marketing strategies, entering new markets and strategic partnering. Several of the companies he has been involved with include: *Nexgen*, a telecommunications company offering long distance services to carriers servicing international markets; *Exel*, an international telehousing facility; *Biometrics Imagineering*, an advanced technology company offering proprietary products in biometrics, banking and financial services; *SIMPIL*, an advanced technology company in computer chip and software development; and *TTI*, a government contracting company providing services in telecommunications and software management.

Mr. Manafort and the principals at Davis, Manafort also provided several foreign governments with export and import strategies for "government-to-government" and "government-to-business" development deals. Included among these was the Mongolian Supercomputing Center, where Davis, Manafort assisted in US Government export-import strategy and provided merchant banking services. Prior to founding Davis Manafort, Mr. Manafort directed the international affairs activities at Black, Manafort, Stone & Kelly for 15 years.

Mr. Manafort has provided political counsel to Republican candidates and managed numerous state and national Republican campaigns. He has served as a senior strategist for several Republican Presidential campaigns, including that of President George W. Bush. He served as Political Director for the 1988 Bush campaign at the Republican National Convention and as Director of External Affairs in the Bush/Quayle general election campaign. Mr. Manafort was also a senior advisor to the 1996 Dole for President Campaign, and the Convention Manager of the campaign at the 1996 Republican National Convention in San Diego, California. He served as Southern Coordinator for the 1976 Ford and the 1980 Reagan presidential campaigns where he developed and directed the political strategies for fifteen southern states, and he acted as President Reagan's Political Director at the Republican National Conventions in 1980 and 1984.

Mr. Manafort served as an Associate Director in the Office of Presidential Personnel at the White House during the Ford Administration where he was responsible for liaison between the White House, international and national security and energy-related departments for all presidential appointments. Following his service with President Ford, Mr. Manafort joined the Washington office of the law firm of Vorys, Sater, Seymour, and Pease. While there, he specialized in practice before administrative agencies including the Federal Communications Commission (FCC), Securities and Exchange Commission (SEC), Federal Elections Commission (FEC), Agency for International Development

(AID), International Trade Commission (ITC), and the Immigration and Naturalization Service (INS).

In 1981, Mr. Manafort was appointed by President Reagan and confirmed by the U.S. Senate to serve as Director of the Overseas Private Investment Corporation (OPIC) and on the Investment Policy Advisory Committee (INPAC) at the Office of the US Trade Representative. While serving in these positions, he was actively involved in policy development with regard to US business investment in foreign markets and general trade-related investment issues. In addition, Mr. Manafort chaired a Georgetown University bipartisan study group, which analyzed the development of Executive-Legislative relations and power sharing over the last fifteen years.

Mr. Manafort is active in a number of international organizations and has served as a member of the Board of Directors for the Center for Study of Democratic Institutions, the Center for Democracy, the International Exchange Council, and as a Senior Fellow of the Center for Strategic and International Studies. Additionally, Mr. Manafort serves on the Boards of Directors of a number of private companies in the technology and telecommunications arenas. A native of Connecticut, Mr. Manafort is a member of the Bars of the District of Columbia and the State of Connecticut. He holds a Bachelor's degree from Georgetown University in Public Administration and a Juris Doctorate from the Georgetown University Law Center.

Philip Griffin

Philip Griffin has over 18 years experience in international political and government relations work. Prior to working with Davis-Manafort in Georgia, Mr. Griffin managed races for the firm in Nigeria and South Africa.

In 2002 and 2003, Mr. Griffin was a Senior Professional Staff member of the Senate Foreign Relations Committee and also worked as Field Director at the National Republican Senatorial Committee in 1996-1997. While at the Republican Senatorial Committee, Mr. Griffin was responsible for 10 races including those of Senator Hagel (Nebraska), Senator Smith (Oregon), Senators Brownback and Roberts (Kansas) and Senator Enzi (Wyoming).

Mr. Griffin was Political Officer with the International Republican Institute in Moscow 1995-1996 and was Country Director for IRI in Haiti in 1997. From 1999-2001 Mr. Griffin served as Country Director for the International Foundation for Election Systems in Dushanbe, Tajikistan.

Philip Griffin has been a campaign manager/finance director on numerous political campaigns in the U.S. including races in Virginia, Pennsylvania, Illinois, Wisconsin and Iowa. Mr. Griffin was a Legislative Aide to Congressman Courter (New Jersey) in 1989-1990.

Mr. Griffin has resided abroad for 16 years. He is fluent in French, German and Italian and possesses a good working knowledge of Russian.

Konstantin V. Kilimnik

Konstantin Kilimnik is a specialist in political training, political research and analysis and NGO management. He has over 10 years experience in management of political training programs and building NGO networks, as well as international development work involving political parties, domestic and international non-governmental organizations and executive and legislative bodies at the national and regional level.

Prior to joining Davis Manafort in 2005, Konstantin Kilimnik worked for 10 years as Program Officer, Deputy Director and Acting Country Director for Russia at the Moscow office of the International Republican Institute (IRI), a U.S.-based non-profit organization dedicated to advancing democracy worldwide. His responsibilities at IRI included planning and day-to-day management of the Institute's programs in Russia, development and maintenance of high-level contacts at the national and regional level in the Russian political establishment, Russian non-profit sector and international donor community. He organized and executed over 200 campaign training programs for a number of Russian democratically-oriented political parties, having done work in 50 out of 89 regions of the Russian Federation.

In addition to campaign training activities, Mr. Kilimnik oversaw NGO development, women leadership development, local self-government development and youth development segments of IRI's programs in Russia. He extensively liaised with IRI offices throughout the Eurasia region, helping them build program, administrative and financial components of their activities in Ukraine, Uzbekistan, Georgia, Kazakhstan, Belarus, Moldova and Kyrgyzstan.

Mr. Kilimnik participated as international observer in numerous election observations in Russia and other CIS countries, most recent of which included observation missions during Presidential elections in Ukraine in October-December 2004. Through his work at IRI he built an extensive network of contacts among international diplomatic and donor community in Russia and other CIS countries, national and regional executive and legislative branches of government in Russia, leading Russian mass media and political consultants' community.

Mr. Kilimnik grew up and went to school in Kriviy Rih, Ukraine and in 1992 graduated from the Military Institute of the Defense Ministry in Moscow with a degree in English and Swedish linguistics and information work. In addition to native Ukrainian and Russian, he is fluent in English and Swedish languages. He joined IRI in 1995, after working for 3 years as instructor in English and Swedish at the Military Institute and working as translator during official visits of official high-ranking U.S. and European delegations. He resides in Moscow, is married and has two daughters, 5 and 11 years old.

Christian Ferry

Christian Ferry joined Davis Manafort in 2003 and has been active in political campaigns, public policy development, government relations and strategy development for the past ten years. Mr. Ferry has worked with business and government on transportation, telecommunications, border security and natural resources policy and been active in political campaigns at the state and national level in the United States and around the world.

Prior to joining Davis Manafort, Mr. Ferry worked for the Union Pacific Corporation as Deputy Director for Political Affairs. Mr. Ferry managed Union Pacific's political action committee and political activity, as well as customs, border control and safety issues with the federal government.

From 1999-2000, Mr. Ferry worked as the Assistant Campaign Manager for Senator John McCain's campaign for President. Prior to joining Senator McCain's campaign, Mr. Ferry worked for Governor James Gilmore of Virginia as a Special Assistant to the Secretary of Natural Resources. In 1997, Mr. Ferry was the Field Director for the Gilmore for Governor campaign. In addition to the Gilmore campaign, Mr. Ferry has worked on numerous state legislative campaigns in Virginia, the 1996 Bob Dole for President campaign, and the 1996 Republican National Convention.

Mr. Ferry has served on the Board of Directors of the National Association of Business Political Action Committees and the Virginia Board of Conservation and Recreation.

A native Virginian, Mr. Ferry earned his Bachelor of Arts degree at the University of Virginia, where he majored in government and history. Mr. Ferry and his wife, Holly, reside in Arlington, Virginia with their daughter, Spencer.

National Media, Inc.

<http://www.natmedia.com>

National Media is a full-service, independent communications firm. We create survey-driven, campaign-style strategic communications to successfully navigate our clients through uncharted business, regulatory, legislative and legal waters. Over the last twenty-five years, National Media has led some of the highest profile public affairs campaigns in America and around the world.

The National Media team is made up of the most talented advertising, media, and political pros in the business who have managed high profile campaigns in America, and around the world.

We work together at the National Media Center, a state-of-art facility that provides us with the most advanced resources available, integrating all of our capabilities in one location to provide our clients with the best service in the industry.

Alex Castellanos

Alex Castellanos is one of the Republican Party's new generation of TV-advertising consultants. Castellanos has served as media consultant to five US Presidential campaigns. He has helped elect eight US Senators, six Governors, and enjoys over two decades of political consulting experience, both in the United States and abroad. Fortune singled out Mr. Castellanos as a "new style media master." Mr. Castellanos brings a wealth of campaign strategy, public opinion research and communications experience to corporate communications and public policy campaigns.

Mr. Castellanos, a native of Havana, Cuba, is fluent in Spanish and English. His parents, refugees who fled Castro's Cuba in 1961, came to this country with one suitcase, two children and eleven dollars.

A Morehead and National Merit Scholar at the University of North Carolina, Mr. Castellanos lectures frequently internationally and in the United States, from Harvard University to the United States Army Communication School.

Robin Roberts

Robin Roberts, co-founder and President of National Media is recognized as one of America's most experienced political/advocacy media planning and placement professional.

In addition to managing all day-to-day business operations, Robin oversees the media research and placement functions.

In 1995, he received the American Association of Political Consultant's award for "best development of new technology" for "Polaris," a proprietary system developed by National Media to monitor and quantify audience delivery of commercials in the top 100 TV markets.

In 1998 Robin was a Washington, DC finalist honored as "Entrepreneur of the Year" by Ernst & Young.

A native of South Carolina, Mr. Roberts holds a bachelor's degree in Advertising and Public Relations from the University of South Carolina, where in 2004 he was named as the year's Distinguished Alumnus of the School of Journalism and Mass Communication.

The Tarrance Group

<http://www.tarrance.com>

Founded in 1977, The Tarrance Group is one of the most successful full-service polling and strategic research firms in the United States.

The Tarrance Group clients include political candidates, trade associations, and major corporations. Eleven U.S. Senators, three Governors, and over thirty Members of Congress currently rely on The Tarrance Group for their research needs, as does Miller Brewing, Papa John's, and the American Society of Anesthesiologists.

Ed Goeas and his partners, Brian Tringali, and Dave Sackett, have built a team with diverse political and corporate research experience, both domestically and abroad. The members of The Tarrance Group combine years of experience in the disciplines of research design, questionnaire development, sampling, computer processing and analytical report writing.

But, they are not just pollsters. Every member of our team has real world experience combined with strong academic backgrounds. The Tarrance Group is committed to being a vital part of the strategic team. When crucial decisions must be made, the Tarrance Group will be there to provide clients with the full array of research and targeting tools necessary to know your world.

The Tarrance Group's emphasis on a team concept ensures that the most technically accurate, timely and effective strategic research is brought to bear on your needs and goals. The team members work together through the developmental, analytical and strategic planning stages of survey research. In this way, the strengths of each member of the team are maximized and directed on helping our clients achieve their goals.

Ed Goeas

Ed Goeas is President and C.E.O. of The Tarrance Group, one of the most respected and successful Republican survey research and strategy teams in American politics today.

Widely recognized as one of the country's leading political strategists, Goeas is an often sought after consultant. Goeas and his partners Dave Sackett and Brian Tringali currently serve as pollster to five Republican Governors, ten U.S. Senators, and forty-seven Republican Members of Congress. Among his clients are Senator Trent Lott (MS), Senator Mike DeWine (OH), Congressman John Boehner (OH), Congressman Zach Wamp (TN), and Governor Haley Barbour (MS).

In addition to his campaign work, Goeas works in partnership with Democratic pollster Celinda Lake on the nationally recognized "Battleground" poll - one of the country's most respected national, political research programs. Lake and Goeas also conduct an

array of bipartisan issue work for organizations across the nation, providing a balanced, bipartisan perspective on the key issues facing the nation.

Goeas consults on an array of policy concerns such as education policy, health care, immigration law, and youth voting trends to name a few.

Goeas has been widely published in professional and academic journals, including the Yale Law and Policy Review, on a variety of public policy issues based on his national research. Goeas has also worked on a number of foreign campaigns in Russia, Greece, Hungary, France, and the Philippines.

Frequently sought as a political analyst, Goeas regularly appears on national public affairs programs including: Meet the Press, This Week, Good Morning America, The Today Show, The News Hour with Jim Lehrer, FOX News with Brit Hume, C-Span and CNN Inside Politics.

During the 1994 election cycle, Goeas was recognized by Democrat and Republican members of the American Association of Political Consultants as "Pollster of the Year." In his more than twenty-five years of working professionally in politics, he has served as the National Political Director of the National Republican Congressional Committee (NRCC), a field operative for the Republican National Committee, campaign manager in several campaigns, and Chief of Staff to a U.S. Congressman.

Ed Goeas is married to Lisa Goeas who currently works raising funds for Cornerstone Community School, a private school in Washington, D.C. for inner-city kids. Ed has two daughters, Jenn (22), Emma (4), and a new son, Robert, who was born on October 23, 2004.

Dave Sackett

Dave Sackett is a founding Partner in The Tarrance Group, one of the most respected and successful Republican survey research and strategy teams in American politics today. Sackett has an extensive background in campaign strategy, political media and message development, and demographic targeting.

Sackett serves as the pollster and strategic consultant for over fifty Republican Governors, U.S. Senators, Members of Congress, and State leaders, including Colorado Governor Bill Owens, NRCC Chairman Congressman Tom Reynolds, U.S. Senator John Warner of Virginia, Idaho Senator Larry Craig, and Jacksonville, FL Mayor John Peyton. Sackett also serves as a strategic consultant for the National Republican Congressional Committee, and is the pollster for the State Senate and House campaign committees in Florida.

In both 2004 and 2002, Roll Call named Dave Sackett as one of the top twenty consultants in the country, calling him "one of the most influential pollsters in the business." for his role in expanding the Republican majorities in the House and Senate.

During the '04 cycle, Sackett served as member of the Bush-Cheney '04 polling team, and was charged with developing the national Republican strategy for messaging on the Prescription Drug Benefit to Medicare legislation, and Republican messaging to Hispanic voters in key target states. In addition to setting the strategy for over a two dozen successful campaigns, Sackett also played a key role in the I.E. efforts for the NRCC and Republican Governors Association. His work on the Prescription Drug Benefit follows the work he did during the '02 cycle on developing the national strategy which successfully neutralized Democrat attacks on Social Security privatization.

In addition to his domestic political work, Sackett is also very active in international politics, having served as a pollster and strategic advisor on national and provincial campaigns in Canada, France, Russia, the Philippines, and Romania.

Sackett's public affairs work centers around children's issues, and he has spent the last fifteen years working with foundations and organizations involved in children's health, adoption, before and afterschool programs, and abuse prevention strategies. In 2002, Sackett served as the pollster for California Prop 49 - Arnold Schwarzenegger's successful Before and After School Initiative.

Prior to joining The Tarrance Group, Dave Sackett served as a Political Director for the National Republican Congressional Committee, as a producer/director for a media consulting firm, and as communications director for a California Congressman.

Sackett grew up in Canada and is a graduate of Trent University. He switched to politics when his hockey career was cut short by a lack of talent.

Project Associates

<http://www.projectassociatesltd.com>

Project Associates, a communications consultancy, was founded in 1997 by David Rigg. David has built up a small team of people and has established a tight network of associate companies with complementary and diverse skills and experience.

Over the last seven years, Project Associates has developed a blue chip client list of businesses and high profile individuals on the principles of providing a bespoke, credible and results driven process.

Project Associates provides clients with advice and support on Corporate Positioning, Crisis and Reputation Management, Litigation, Public Affairs and Campaigning/Issues Management.

Project Associates does not expect our clients to have identical issues, so Project Associates does not offer identical teams or identical services – they provide them with what they require when they need it.

Strategic positioning for companies is a key part of our business. Understanding their aspirations, identifying political, media and other relevant opportunities and maximising their performance are the main drivers.

Working at the most senior levels within a corporation, Project Associates aims to add value by identifying key issues, working on core message development and providing strategic insight. Project Associates does not aim to replace or duplicate existing resources. Project Associates determines to enhance further value.

David Rigg

David is the founder of Project Associates and is actively involved with all of the company's clients. Previously, he worked for a number of years with De La Rue plc, at that time a FTSE 100 company. During this period he operated in over 100 countries around the world and was latterly responsible for strategic planning, mergers, acquisitions and disposals for the Group worldwide.

In 1993 he was instrumental in the formation of a consortium of five major international companies to bid for the first UK Government licence to establish a national lottery. The consortium was awarded the contract in 1994. David was a member of the main board of Camelot and its Director of Communications. During this period he had responsibility for external communications with Government, media and special interest groups. This entailed, amongst other responsibilities, undertaking some 2,500 television interviews and over 5,000 radio interviews.

Camelot took sales from zero to in excess of £5 billion a year in its first twelve months. He left the board of Camelot in October 1997 to start Project Associates.

FIPRA International

<http://www.fipra.com>

The FIPRA Group is an independent network of senior public policy and regulatory advisors. Specializing in strategic government relations, the group has offices in 34 countries and operates in 40. These highly trained "units" work together quickly and effectively to the most exacting professional common standards:

- Politicians, authorities, and regulators attempt to reconcile competing interests. The better they understand the issues, the better able they are to reconcile these interests, the better the reconciliation, the better the political process works to the benefit of all.
- The task of each interest involved is to inform political decision-makers of the relevant issues and to persuade them to accept its judgment of the issues. To do so well, a given interest must be able to distil the nature of its issues and concerns, and communicate them appropriately.
- The task of the FIPRA public affairs consultant is to assist a given interest to put their case appropriately and effectively to public policy makers and regulators. To do so well, a FIPRA public affairs consultant must be an expert in the political and institutional process, understand the nature of the issues and concerns of the interest he or she represents, and the time and resource constraints on political and public institutions.
- Any political institution should welcome such activities. A good public affairs professional is a source of accurate and current information, who recognizes different points of view, and who, therefore, assists in the reconciliation of different interests.
- To facilitate the political process, political institutions should ensure:
 - reasonable access to those representing any interest, providing the nature of the interest is identified;
 - a fair hearing for any interest, where the input is timely, relevant and courteous both to individuals and to the rules of the institution;
 - encouragement of public affairs activity, where it is based on high standards of research, analysis, presentation and a knowledge of the political process.
 - FIPRA consultants must:
 - maintain the highest standards of accuracy and care in their research and knowledge provision;
 - apply the fullest expertise to their interpretations of events;
 - be ready to identify themselves by name and company when approaching any political or public institution;

- o be ready to identify the nature of the interest they represent;
- o behave in a courteous manner, which is both morally and legally correct;
- o keep confidential all matters relating to their work; act in the best interests of the client, while reconciling these interests to the greatest possible extent with the public interest;
- o work within the rules of the political institutions.

The independent professionals within the FIPRA network include many very senior former regulators, ministers and politicians and some top figures from industry. All have years of extensive public policy expertise with a deep knowledge of and experience in government affairs at both the national and international level.

Our clients include both small and medium sized enterprises and some of the largest and most successful companies in the world. For example, one third of all companies in the Dow Jones index have drawn on FIPRA help in the last five years. Therefore, if you are looking for advice or an assessment of any local or international policy or regulatory communications matter, we can help. FIPRA is particularly strong in helping you devise and deliver strategies in several countries simultaneously.

Quinn Gillespie & Associates

<http://www.quinn-gillespie.com>

Quinn Gillespie & Associates (QGA) is one of Washington, D.C.'s top public affairs firms, providing strategic counsel, government relations and communication services to a diverse group of leading corporations, coalitions and trade associations.

The firm brings a bipartisan, multi-disciplinary approach to helping clients tackle public affairs challenges. QGA was formed by Democratic White House veteran Jack Quinn and Former Republican National Committee (RNC) Chairman Ed Gillespie.

The firm's government relations and communications professionals have a strong understanding of the White House, the U.S. Congress, Federal agencies, advocacy groups and the media. The firm and its members are consistently recognized as among Washington's most influential and effective by publications like The Washington Post, Fortune, National Journal, Influence, Roll Call and The Hill. The firm's principals also are frequent political commentators on television and radio.

A Campaign Mentality

QGA's success is directly attributable to its people and philosophy. Firm members have been intimately involved in electing the last two presidents, and we bring this same campaign mentality to the work we do for all our clients.

Solving problems, shaping public policy and delivering results are about more than just relationships and lobbying. Success requires use of the full range of tools for affecting public policy — including lobbying, communications, media relations, research and advertising. This approach has proven highly effective in shaping perceptions, developing allies, turning adverse circumstances into positive outcomes, and most importantly, producing exceptional results for our clients.

... And A Team Approach

All of the firm's members, including principals and directors, government relations and communications specialists, have a hand in addressing the challenges clients face.

While many firms adhere to a rigid account team structure, QGA brings the firm's collective expertise and contacts to bear on behalf of every client. In addition to the daily attention QGA's clients receive from their core team, the entire firm meets weekly to discuss every client and communicates constantly, in person and electronically, to enlist support, gather intelligence and share ideas.

Jack Quinn

Jack Quinn is a founder and co-chairman of Quinn Gillespie & Associates, LLC, a strategic consulting company he formed in January 2000 with Ed Gillespie. Quinn Gillespie & Associates provides clients with strategic counsel, government relations and communications in a wide range of areas including high technology, energy, financial services and insurance, telecommunications, international transactions, health care, regulatory issues and a host of other issues.

Before co-founding Quinn Gillespie & Associates, Mr. Quinn was a partner in the Washington, D.C. law firm of Arnold & Porter where he practiced for 20 years. Mr. Quinn served as Counsel to the President of the United States from November 1995 to February 1997. At the time of Mr. Quinn's appointment by President Clinton, he was Vice President Gore's Chief-of-Staff and Counselor, a position he undertook in June 1993. Before his government service, Mr. Quinn was also an Adjunct Professor of Law at Georgetown University Law Center where he taught a seminar in constitutional law for three years.

Mr. Quinn is a 1971 graduate of Georgetown University College of Arts and Sciences and is a 1975 graduate of Georgetown University Law Center where he was an editor of the Georgetown Law Journal. While in college and law school, Mr. Quinn served on the staff of the United States Senate Select Committee on Nutrition and Human Needs (1969-73), the Democratic National Committee (1973) and Senator Floyd Haskell (D-CO, 1974-75). In 1975-76, at the age of 26, Mr. Quinn served as Campaign Director of the Udall for President campaign.

He is a member of the Council on Foreign Relations and has served on a number of boards, including Fannie Mae (1997-2000), the Philadelphia Stock Exchange, the Robert F. Kennedy Memorial and the Center City Consortium.

Ed Gillespie

Ed Gillespie is a founder and co-chairman of Quinn Gillespie & Associates, a bipartisan public affairs firm that provides strategic counsel, government relations and communications services to corporations, trade associations and issue-based coalitions.

Mr. Gillespie is one of the most prominent and successful strategists in the Republican Party. Most recently, while on leave from QGA, he served as Chairman of the Republican National Committee (RNC) for the 2004 election cycle. He was the first RNC Chairman in 80 years to preside over the re-election of a Republican president while retaining Republican majorities in both the House and Senate. In recognition of these efforts, National Review magazine called Mr. Gillespie an "indispensable member of the triumphant troika under Bush" (along with campaign manager Ken Mehlman and White House strategist Karl Rove).

In 2002, he was general strategist for Elizabeth Dole's senate campaign in North Carolina, in which Dole garnered the biggest margin of victory of any Senate candidate in the state in over 25 years. Dole and former Clinton chief-of-staff Erskine Bowles

combined to wage the most expensive senate race in the country, and the Dole campaign has been cited by numerous political analysts as one of the best of the 2002 election cycle.

Mr. Gillespie's political work on behalf of President George W. Bush is well known, ranging from his management of the highly regarded convention program in Philadelphia in the summer of 2000 to his service as Senior Communications Advisor in Austin to his aggressive spokesman role during the historic recount in Florida, to serving as Communications Director for the President's inauguration in January of 2001.

In 1996, Mr. Gillespie served as Director of Communications and Congressional Affairs for the Republican National Committee under then Chairman Haley Barbour. Prior to that, he served for over a decade as a top aide to former House Majority Leader Dick Armey (R-TX). He was a principal drafter of the now famous "Contract with America," which in 1994 swept Republicans to control of the U.S. House of Representatives for the first time in 40 years. Mr. Gillespie edited the paperback book Contract with America, which climbed to number two on the New York Times' bestseller's list in February 1995.

The New Jersey native is a graduate of the Catholic University of America in Washington, D.C. While at CUA, he began his career on Capitol Hill as a Senate parking lot attendant. He is married to the former Cathy Hay, executive director of U.S. Rep. Joe Barton's political action committee (the Texas Freedom Fund). The two met playing softball in the Capitol Hill League. They have three children: John Patrick, Carrie and Mollie Brigid.

Before forming QGA with former Clinton White House Counsel Jack Quinn, Mr. Gillespie was President and CEO of Policy Impact Communications.

PodestaMattoon

<http://www.podesta.com>

PodestaMattoon understands how public opinion can determine your fate in the legislative arena. The firm is adept at navigating Washington. Reframing debates. Fulfilling agendas.

Since 1988, PodestaMattoon has provided their clients with superior strategic advice and access, combined with a creativity that is unique in Washington. Their Administration and Capitol Hill connections make the firm one of the city's most effective government relations firms. Yet PodestaMattoon is more agile and innovative than an old-fashioned lobbying shop. The firm looks to public relations and the grassroots for solutions, not just to traditional lobbying. PodestaMattoon is peerless at reaching across the corporate and public interest sectors to build broad-based coalitions to pursue their client's goal.

Emerging new industries and new ventures needing to break the Washington code turn to PodestaMattoon for this creativity and resourcefulness. Years of work with cutting-edge biotechnology, high-technology and telecommunications companies have made the firm thoroughly at home in handling complicated technologies on a mix of legislative and regulatory issues that play out not just nationally, but globally. The principals are long-time providers of advocacy services to the nation's leading biotechnology firms. They continue to advise many of the pioneers— now the powerhouses— of global electronic commerce. They are the principal lobbyists for broadcasters, cable companies and the motion picture industry on First Amendment and other telecommunications issues.

The variety of services PodestaMattoon offers is surprisingly broad for a company of its size. The team of a dozen Democratic and Republican principals, all experienced policy-makers and political strategists, offers a breadth and depth of experience typical of a much larger firm. Their clients are not only corporations and trade associations but law firms and other lobbying and public relations shops.

Anthony Podesta

Dubbed by Wired magazine as one of Washington's best-connected dealmakers, Anthony T. Podesta is a top legislative and public relations strategist. A fierce competitor in the Washington arena, Podesta has cultivated his self-started, three-person business into what is now one of the top lobbying firms according to Fortune, Influence, and Legal Times.

Clients as well as key players in Washington rely on Podesta's unparalleled legislative, public relations, and campaign management expertise, and Washingtonian magazine named him one of their Power 50. His long-standing personal ties to Members of Congress and the public interest community distinguish him from competitors, and when organizations—whether corporations, small businesses, or non-profits—need help in Washington, Tony Podesta is the man they call for direction.

Dan Mattoon

Dan Mattoon is a veteran of the Washington political arena. For more than thirty years, he has provided political and strategic legislative counsel to House Republican Members, and is a trusted advisor to many of the Washington political elite, including Speaker Hastert, House Majority Leader DeLay, House Majority Whip Blunt, House Republican Conference Chairwoman Pryce and NRCC Chairman Reynolds. During the 2000 election cycle, he was Deputy Chairman of the National Republican Congressional Committee, and, under his capable leadership, the Republicans maintained control of the House of Representatives for a fourth consecutive Congress for the first time since the 1920's. His previous fifteen-year tenure as Vice President of Congressional Affairs at BellSouth Corporation, where he was instrumental in helping to enact the landmark "Telecommunications Act of 1996," provided him with a unique insight into the workings of a major corporation and his hands-on approach with Members of Congress and the Administration has given him working knowledge of what it takes to get the job done in Washington. Dan has successfully married these two worlds, combining business know-how with political shrewdness to become a top Washington insider. He has consistently been named one of Roll Call's political "Fabulous Fifty" and The Hill's "Top Hired Guns." In the recent past, he has appeared on MSNBC and C-SPAN discussing current affairs and politics.

Alexander Strategy Group

<http://alexanderstrategy.com>

Alexander Strategy Group is a full-service lobbying and public affairs firm expertly equipped to handle all your advocacy needs. From K Street to Main Street, from the halls of power to the kitchen tables across America, Alexander Strategy Group understands clients needs may include more than the "old style" lobbying services that are now antiquated in today's legislative and regulatory environment.

Unlike traditional lobbying firms, Alexander Strategy Group offers an integrated suite of advocacy services that includes government affairs, strategic consulting, public relations, grassroots development, creative media, international representation, coalition building, business development and corporate/crisis communications.

Alexander Strategy Group has built a team of partners and associates that has made Alexander Strategy Group one of the most sought after lobbying and public affairs firms in the country. The experience put into practice is molding today's public policy decisions in Congress and influencing national debate on the most important policy decisions facing our clients and the nation.

Client's needs may be simply legislative. They may involve a complex public relations and government affairs challenge. They may require an understanding of how international policies are affected by domestic politics. They may present a corporate crisis that demands immediate expertise. No matter what approach is needed, the scope of services offered by Alexander Strategy Group can help you negotiate today's complex government affairs, communications and business development challenges.

Mike Mihalke

With over a decade of experience in the public affairs area, Mike Mihalke provides national and international corporate, trade association and organization clients with communications strategy, public relations, reputation management, branding and crisis communications services.

Mr. Mihalke's unique combination of experience on the public relations agency level, media training and work with numerous members of the U.S. House and Senate offers a unique perspective for clients who want all the skills offered at the large agencies with the personal attention that the large agencies simply cannot provide. It is this level of attention and years of honing savvy communications skill that has caused Mr. Mihalke to be characterized as one of "the most innovative public affairs strategists" in the country.

Prior to joining Alexander Strategy Group as Senior Partner, Mr. Mihalke was Managing Partner of Brabender Cox Mihalke, a media and public affairs agency that handled approximately \$40 million in annual billings from creative development and execution of media campaigns, corporate branding efforts, media placement, public relations, reputation management, crisis communications and strategic public affairs consulting for

clients that included: Highmark Blue Cross/Blue Shield; United Concordia Companies, Rent-a-Center, General Nutrition Center; The Pittsburgh Steelers; Walmart; and Ladbroke.

Prior to joining the private sector in 1995, Mr. Mihalke served as Director of Communications and Political Counsel to U.S. Senator Rick Santorum. In this capacity, he served as the Senator's spokesperson and political advisor on press and legislative strategy. He also oversaw state and national media strategy for the Senator's office and campaign organizations.

Mike began his career under Congressman Tom Ridge and went on to serve as Press Secretary in the U.S House of Representatives. Thirty-eight years old, Mike is a highest honor graduate from Pennsylvania State University. His insight on politics and media often appears in national publications and newscasts. His is a regular participant in lectures, seminars and campaign schools highlighting political strategy, public relations, reputation management, media and grassroots.

Mike is a Member of the Board of Trustee of the National Presbyterian School and the Colony Hill Neighborhood Association and a Board Member of the American Association of Political Consultants. He resides in Washington DC, with his wife, Julie, daughter, Amanda and son, Dylan.

Kevin Hassett

<http://www.aei.org/scholars/scholarID.26/scholar.asp>

Kevin A. Hassett is director of Economic Policy Studies and Resident Scholar at the American Enterprise Institute. Before joining AEI, Dr. Hassett was a senior economist at the Board of Governors of the Federal Reserve System and an associate professor of economics and finance at the Graduate School of Business of Columbia University. He was the chief economic advisor to John McCain during the 2000 primaries. He has also served as a policy consultant to the U.S. Department of the Treasury during both the former Bush and Clinton administrations. He holds a B.A. from Swarthmore College and a Ph.D. from the University of Pennsylvania.

Dr. Hassett is a member of the Joint Committee on Taxation's Dynamic Scoring Advisory Panel. He is the author, coauthor or editor of six books on economics and economic policy. He has published scholarly articles in the American Economic Review, the Economic Journal, the Quarterly Journal of Economics, the Review of Economics and Statistics, the Journal of Public Economics, and many other professional journals. His popular writings have been published in the Wall Street Journal, the Atlantic Monthly, USA Today, the Washington Post, and numerous other outlets. His economic commentaries are regularly aired on radio and television including recent appearances on the Today Show, the CBS Morning Show, Newshour with Jim Lehrer, Hardball, Moneyline, and Power Lunch.

Robert Dahl

SUMMARY OF QUALIFICATIONS

Robert Dahl has extensive experience as a practitioner in political law and advisor to democratization programs. Dahl served as Executive Assistant to a member of the U.S. Federal Election Commission from 1985 to 1991. He has practiced law in areas of election law and campaign finance and ethics regulation, and is recognized as an expert in political finance, transparency and political accountability issues in the USA and emerging democracies. Dahl also managed or worked in several USA political campaigns and served as a field operative for a national political party committee.

EDUCATION

Bachelor of Arts (Political Science), Augustana College, Rock Island IL, 1974

Master of Arts (American Government & Political Behavior),
University of Maryland, College Park MD, 1976

Juris Doctor, University of Chicago Law School, Chicago IL, 1980
(Illinois Bar 1980; District of Columbia Bar 1995)

PROFESSIONAL HISTORY

1993-Present

Election Law Consultant, International Foundation for Election Systems (IFES),
Washington, D.C.

Consultant for election law and administration, particularly: drafting of laws and regulations, integrity of voting process and ballot security, political finance regulation and disclosure, and adjudication of election complaints.

Project manager in Moscow for IFES assistance program to the Russian Central Election Commission (CEC) for national elections in December 1993; over 20 return missions to Russia in 1994-1999 consulting with CEC, political parties and State Duma (parliament). Election law advisor for IFES' Indonesia program since August 1998, including participation in observation missions for general elections in June 1999 and April 2004, and presidential elections in July and September 2004. Work in Indonesia has involved extensive time in-country, advising policy-makers regarding electoral reform and civic participation issues in the People's Representative Council (DPR), Constitutional Court, General Elections Commission (KPU), political parties, non-governmental organizations and within academic community.

1992-2001

Attorney (solo practice), Washington, D.C.

Law practice specializing in election law and campaign finance and ethics regulation, and consulting in election law and administration in emerging democracies. Domestic clients included national and state political party committees, national political organizations (PACs), federal and state candidates, and members of U.S. House of Representatives, often representing clients before the U.S. Federal Election Commission (FEC). Served in "of counsel" role for Sullivan and Mitchell law firm, 1999 - 2001.

1992-Present (volunteer capacity 1990-1991)

Election Law Consultant, International Republican Institute, Washington, D.C.

Consultant for election law, voting procedures, and ballot security. Participated in election observation missions and advised election officials, members of parliaments and democratic political party activists in Russia, Kazakhstan, Kyrgyzstan, Bulgaria, Romania, and former Yugoslavia. Advisor to local self-governance project in China in 1995. Election law and voting system specialist for advance advisory mission to Indonesia in June 1998, including assistance to 'Team Seven' election preparation committee. Currently member of expert panel advising on development of new constitution in Iraq.

1992

Attorney, Wiley, Rein & Fielding Law Firm, Washington, D.C.

Hired on six-month contract following government service to assist law firm's election law practice. Work primarily involved research and memorandum drafting on issues involving election, ethics and lobbying law.

1985-1991

Executive Assistant to Commissioner Thomas J. Josefiak, Federal Election Commission (FEC), Washington, D.C.

Advised Commissioner on legal and administrative matters at agency. Responsibilities primarily included: reviewing recommendations and reports of the FEC General Counsel regarding enforcement cases, litigation, advisory opinion requests and regulatory revisions; reviewing Audit Division recommendations and reports; conducting legal research regarding judicial and Commission precedent; drafting concurring and dissenting opinions, alternative drafts and amendments for advisory opinions; and drafting Statements of Reasons for closed enforcement cases.

1985

Director of Strategic Research, National Republican Congressional Committee, Washington, D.C.

Developed program for conducting research regarding voting records, legislative activities, district profiles and campaign finance reports. Managed research operation and staff.

1984

Field Director, National Republican Congressional Committee, Washington, D.C.

Coordinated NRCC support for Republican candidates for U.S. House of Representatives in northeastern United States.

RECENT CONFERENCE PARTICIPATION

Village Self-Governance in China
Beijing, China, July 1995 (International Republican Institute [IRI]).

Central Asian Election Officials
Almaty, Kazakhstan, November 1998 (International Foundation for Election Systems [IFES]).

Democracy and Good Governance in East Asia
Phnom Penh, Cambodia, August 2000 (IRI).

Political Finance Regulation in East Asia
Seoul, Korea, June 2001 (Sejong Institute and National Endowment for Democracy).

Role of Judiciary in Election Disputes
Sofia, Bulgaria, April 2002 (IFES).

Resolving Election Disputes by Constitutional Court
Bogor, Indonesia, February 2004 (IFES)

LANGUAGE COMPETENCE

Basic conversational ability ('advanced beginner') in Bahasa Indonesia

CPG Partners

CPG Partners chooses to work with business-minded office seekers who espouse a deep sense of civic responsibility and principled integrity. We place our skills, energy and expertise in support of candidates, companies and organizations that demonstrate high character both in and out of the public spotlight.

CAMPAIGN OPERATIONS

The synergy of political campaigns and public policy is inseparable. Or to say it in a simple way, we elect good people to produce good government. Government, which promises justice and safety for our citizens. Government, which insures free and fair competition in the marketplace. Taming government through partisan elections is just one method of persuasion. Our flexibility to move votes on behalf of our clients includes directing:

- Media Outreach;
- Ballot Initiatives, Referendums, local and statewide;
- Profiling demographic trends;
- Crisis Management

Drafting the strategy and tactics of winning elections begins with the aim of persuading and motivating grassroots activity.

ISSUE ADVOCACY

Whereas political committees are challenged by their attempts to connect apathetic voters to their political causes, corporate clients are challenged by the growth of legislation affecting their businesses. CPG Partners provides the tools and strategies to accomplish your objectives to insure your business is not competitively disadvantaged when interfacing with government;

- Lobbying;
- Integrated Communications (market research drives advertising);
- Grassroots Canvassing (Database management applying census data);
- Association Management and Conduit Direction

We have been central in developing persuasive messages through applied issue research of local and national importance.

COALITION BUILDING

We believe the most influential lobbyists do not live in Washington, D.C. or state capitols; they live in our communities all across America.

We have mobilized key constituent groups such as conservation groups, senior associations, student groups, professional and civic organizations, and government leaders to unite behind a common cause for the betterment of our communities.

Influential constituencies such as local police associations, environmental clubs, chambers of commerce, health organizations, religious leaders, and taxpayers groups have been enlisted for various clients to meet common objectives;

- Citizen Action creation/mobilization;
- Influencing public opinion;
- Impacting public policy;
- Serving as "Chief Information Officer," or spokesperson

Community relations and mobilizing civic involvement is the cornerstone of our business. Our broad experience in coalition team-building and media relations insures our clients will receive the attention their issues deserve reinforced with the strength of local community involvement.

Brian Christianson

Brian Christianson established DecisionMakers, Inc., in 1997; a government relations and political consulting firm based in Chicago, IL.

Prior to forming CPG Partners, Christianson's experience includes serving as Field Director for the National Republican Senatorial Committee and has advised numerous state and federal associations, including directing the state Republican Party in Wisconsin.

Christianson has traveled abroad extensively with the International Republican Institute as guest faculty and has provided political commentary for nationally syndicated radio and cable programming. He is a graduate of The American University, Washington, DC.

Eurasia21.com

Eurasia21 is a web-based, independent think tank, whose mission is to provide government and business leaders in the world with strategic insights on economic, social and political issues and policy solutions to current and emerging trends in Eurasia. Eurasia21.com focuses on the following countries: Ukraine, Belarus, Moldova, Russia, Georgia, Azerbaijan, Armenia, Kazakhstan, Uzbekistan, Kyrgyzstan, Turkmenistan, and Tajikistan. Eurasia21 also launched a special project focusing on the development of the free market in Ukraine in the summer of 2005.

Eurasia21.com was built to serve two purposes. First, Eurasia21.com is a single source for the most recent news reports regarding the region. Each country of interest has its own page featuring the latest headlines from news sources around the world. Secondly, Eurasia21.com is a traditional think tank, offering original content and reports about economic, political and social issues in the region.

Saltanat Berdikееva

Saltanat Berdikееva is the site editor of Eurasia21.com and manages the online, full service think tank on political, economic, and social issues in Eastern Europe, the Caucasus, Central Asia, and Russia.

Prior to joining Davis Manafort, Ms. Berdikееva was a researcher at the Center for International and Strategic Studies, focusing on transnational threats, international crime, and terrorism. In addition, Ms Berdikееva was a Research Assistant at the Carnegie Endowment for International Peace working on issues related to the post-September 11 environment in Central Asia and the spread of Islamic militants. Ms Berdikееva has also worked at the Center for National Security Studies, the National Democratic Institute, the Swiss Peace Foundation, the US Congressional Research Service, and the National Councils for International Education.

Ms Berdikееva holds a Masters Degree in International Security Studies from Georgetown University and a Bachelor of Arts degree in International and Comparative Politics from the American University in Central Asia in Bishkek, Kyrgyzstan. She has also attended Indiana University in Bloomington, Indiana.

A citizen of Kyrgyzstan, Ms Berdikееva lives in Washington, DC. She is fluent in English, Russian, and Kyrgyz and is proficient in French.

Matthew C. Freedman

Matthew Freedman has more than 20 years of experience working with foreign governments and the private sector in providing government relations, strategic planning, marketing, public affairs and public education activities. He has participated in numerous corporate and private sector projects, particularly in the former Soviet Union.

Over the past decade, Mr. Freedman has also dealt with the U.S. Government foreign policy, trade and national security agencies. Mr. Freedman has promoted U.S. investment in foreign countries, specifically in Asia, Africa, Latin America and the former Soviet Union, and he provides strategic consulting on corporate affairs development for multinational companies, as well as international trade and barter arrangements. He has represented corporate interests in the U.S. Congress and has undertaken government relations programs in foreign countries.

In the former Soviet Union, Mr. Freedman has served as Chief Strategist for the U.S. Government's funded Privatization Public Education Program in Kyrgyzstan designed to build support for privatization and market reform. He developed and implemented a program as The Chief of the Party in assisting the Russian Commission on Securities and the Capital Markets in meeting their training and communication needs.

He also served as Senior Technical Advisor for a World Bank funded project in Armenia. He worked on public education activities to support vegetable wholesaling in Russia, and he undertook activities to support increased access to commercial real estate in Russia. He is noted for his contributions in undertaking "Healthy Russia 2000" for the Russian Ministry of Privatization, undertaking significant polling and research on privatizing the health care industry throughout Russia. He worked in Hungary to support AvRt, the privatization agency, and finally, Mr. Freedman served as the Chief Strategist for the U.S. Agency for International Development's public education program to support mass privatization in Moldova.

In addition, he has worked with and provided assistance to a range of countries including: the Philippines, China, Pakistan, South Korea, Nigeria, Togo, Kenya, Bahamas, Barbados, Dominican Republic, St. Lucia, Peru, and Hungary on democracy, economic development, trade development and business investment.

Mr. Freedman has provided technical advice on aspects related to national privatization programs, international trade and barter arrangements, macro-economic trends, barriers to trade, the establishment of free trade zones, international financial institutions, international debt issues, the role of U.S. Government agencies in promoting exports and strategic economic planning.

Mr. Freedman has devised and implemented world wide public and corporate affairs projects for major U.S. companies. These activities included working with the international and diplomatic journalist community, press correspondences, speech writers, assist with speakers' training, advise on the creation of newsworthy events in

order to develop support amongst the U.S. business community, the Congress and within the Executive Branch.

Mr. Freedman has also provided technical advice on promoting democratization in developing countries including human rights advocacy, administration of justice, governance and pluralism, political party development, standards and norms for free and fair elections in Asia, Africa and Latin America. He has extensive experience in the use of benchmark surveys and polling data.

Mr. Freedman has served as Staff Director in the Office of Public Diplomacy for Latin America and the Caribbean, in the Office of the U.S. Secretary of State in 1985. Prior to this appointment, he served as the International Development Policy Advisor and Agency Coordinator for Narcotics and Terrorism Control at the Agency for International Development. He participated in developing strategies for The President's Task Force on International Private Enterprise and the National Bipartisan Commission on Central America (Kissinger Commission), and he served as the representative to the U.S. Secretary of State's Commission on Security and Economic Assistance.

Originally from New York, Mr. Freedman holds a Master's Degree with Honors in International Affairs from Georgetown University. He has studied at the University of York, England, and the Hague Academy of International Law in the Netherlands. He has an undergraduate degree from Kenyon College in Ohio. Mr. Freedman has worked on the George Bush for President campaigns in 1988 and 1992, and is the Dole For President campaign in 1996. Currently, Mr. Freedman is a member of the Board of Overseers, International Press Center and Club, Moscow, and a member of the National Press Club.

D & D Media

D & D Media's principals, Tad Devine and Mike Donilon, have extensive campaign experience in the United States and around the world. The firm specializes in strategic communications – writing, directing and producing broadcast and print advertising, and preparing candidates for debates and media interviews.

Devine and Donilon have consistently been recognized as two of the leading political consultants in the U.S and around the globe. In April 2003, The Sunday Business Post in Dublin called their political consulting firm “one of the most highly regarded and influential in the world.” The National Journal named their firm, “political consultant of the year” for the 2000 election cycle. In 1998, an ad produced for Senator John Edwards was named the best :30 second television ad in a U.S. Senate race, and Campaigns and Elections named one of their commercials produced for Governor Parris Glendening of Maryland the “most brutally effective attack spot” in politics that year. Their firm has received Pollie awards from the American Association of Political Consultants for work on campaigns as diverse as Senator Ted Kennedy's re-election bid in 1994 to Sheriff Nat Glover's historic election as the first African-American Sheriff in the state of Florida.

D&D's Philosophy—Define and Win the Battle for Public Opinion

Most public battles are won or lost on the basis of who defines the battle. This requires an understanding of the presumptions that the public brings to that battle, the potential strengths that can be presented for the client, and the likely lines of attack from the opposition. This philosophy places a premium on the following elements:

Research that tests the impact of information and arguments. D&D believes research should be used to measure the impact of information and arguments before that information and those arguments are presented on a broad scale to the public. In short, research should be a tool not simply to tell the way things are, but to convey how the public can be moved.

Messages that are clear, simple, and repetitious. More than anything else, an effective message must be free of clutter and easy to understand. It must then be delivered with numbing repetition.

The power of a positive case. Negative attacks have come to dominate most political campaigns and public policy battles. One of the results of this trend has been a failure on the part of too many campaigns to make their positive case. This has repeatedly led to situations in which the best case for many clients is left out of the public debate. D&D's experience has shown that a strong and persuasive positive case is not only a threshold test for many clients to meet, but also that this positive case is frequently the best buffer against whatever attacks are presented by opponents.

Discipline in executing the communications strategy. Many a communications strategy has been undermined by the refusal to stick to the basic message in an effort to

accommodate secondary messages. Campaigns need the discipline to stick with messages devised by solid research, where the immediate impact may not be apparent in horserace numbers.

Rapid fire responses to attacks from the opposition. A campaign must determine what attacks pose real threats and then move quickly to defuse those attacks which hold the potential of reshaping the fight.

Inoculating against anticipated attacks. It is critical to anticipate lines of attack before they occur, and to use the front end of a campaign to communicate information that undermines the power of the expected attack.

Client List:

Presidents/Prime Ministers:

- Bill Clinton of the United States
- Tony Blair of Great Britain
- Ehud Barak of Israel
- Andres Pastrana of Colombia
- Bertie Ahern of Ireland
- Fernando Enrique Cardoso of Brazil
- Alejandro Toledo of Peru
- Gonzalo Sanchez de Lozada of Bolivia
- Mel Zelaya of Honduras

Senators:

- John Kerry of Massachusetts
- John Edwards of North Carolina
- Bill Nelson of Florida
- Jon Corzine of New Jersey
- Edward Kennedy of Massachusetts
- Mark Dayton of Minnesota
- Frank Lautenberg of New Jersey
- Joseph Lieberman of Connecticut
- Chris Dodd of Connecticut
- Barbara Mikulski of Maryland
- Jack Reed of Rhode Island
- Tom Harkin of Iowa
- Robert Torricelli of New Jersey
- Joseph Biden of Delaware
- Charles Robb of Virginia
- Paul Sarbanes of Maryland
- Harris Wofford of Pennsylvania
- Howard Metzenbaum of Ohio

Governors:

- Paris Glendening of Maryland
- Gerald Baliles of Virginia
- Bob Casey of Pennsylvania
- Zell Miller of Georgia
- Douglas Wilder of Virginia

Mayors:

- David Cicilline of Providence
- Anthony Williams of Washington, DC
- Alex Penelas of Miami-Dade County
- Harold Washington of Chicago
- Wellington Webb of Denver
- David Dinkins of New York

House of Representatives:

- Richard Gephardt of Missouri
- Brad Carson of Oklahoma
- Mike Andrews of Texas
- Louise Slaughter of New York
- Tom Allen of Maine
- Mel Watt of North Carolina
- Dan Glickman of Kansas
- Glen Browder of Alabama
- Owen Pickett of Virginia
- John Murtha of Pennsylvania
- Joe Kennedy of Massachusetts
- Thomas Foley of Washington
- Bernie Sanders of Vermont

Other Offices:

- Attorney General Thurbert Baker of Georgia
- Insurance Commissioner Bill Nelson of Florida
- Auditor General Bob Casey, Jr., of Pennsylvania
- Sheriff Nathaniel Glover of Jacksonville, Florida
- State Attorney Harry Shorstein of Florida

Tad Devine

Thomas A. (Tad) Devine was born in Providence, Rhode Island in 1955. Mr. Devine received his A.B. in American History from Brown University, and his J.D. from Suffolk University School of Law. He is a member of the Bar in Rhode Island and the District of Columbia.

Mr. Devine has extensive experience in national and international politics and is considered one of the leading experts on the Democratic Party's presidential nominating process and general election strategy. His presidential campaign experience began in 1980 when he worked on President Carter's reelection campaign as a delegate tracker. He went on to serve as Deputy Director of Delegate Selection in the nomination campaign of former Vice President Walter Mondale and Executive Assistant to the Campaign Manager in the 1984 general election.

In 1987-88, Mr. Devine served as Director of Delegate Selection and Field Operations in the nomination campaign of Governor Michael Dukakis. In the general election, Mr. Devine served as Campaign Manager for the Vice Presidential nominee, Senator Lloyd Bentsen of Texas.

In 1992, Tad Devine was Campaign Manager for Senator Bob Kerrey's campaign for President. Later that year, Mr. Devine served as a member of the Democratic Party Rules Committee and was a consultant to CBS News throughout their coverage of the Democratic National Convention in New York.

Mr. Devine has also worked in law, government, and academia. From 1982 - 83 he served as a law clerk to the Rhode Island Superior Court, and from 1985 - 87 he worked as an Associate Attorney in the Washington, D.C. office of the law firm of Winston & Strawn. From 1989 - 90, he served as a Chief of Staff to the Mayor of Providence, R.I.

From 1991 to 1993, Mr. Devine served as Assistant to the President of Boston University. In addition to his duties in the President's office, Mr. Devine taught a course on presidential campaigns in the Department of Political Science and was a frequent university lecturer.

Since early 1993, Mr. Devine has worked as a media consultant, writing, directing and producing television and radio advertising for leading Democratic candidates in the U.S. and providing strategic advice for national campaigns in Europe, the Middle East and South America. He has also taught campaign management and strategy courses at the Graduate School of Political Management at The George Washington University.

Tad Devine's work as a strategist and media consultant has been recognized by leading media and political consulting organizations. Mr. Devine has produced award-winning television advertising for Sen. Edward Kennedy (MA), Sen. John Edwards (NC), and Gov. Parris Glendening (MD).

In the United States, Mr. Devine has worked at the highest levels of the last two campaigns for President. In the 2000 general election, Mr. Devine served as a senior strategist to the Gore/Lieberman 2000 campaign and oversaw the day-to-day management of the campaign. In 2004, Mr. Devine served as a senior advisor and strategist to Senator John Kerry's campaign for President in both the primary and the general election. He frequently represented the campaign on national television programs like Meet the Press, Face the Nation and numerous other broadcasts.

Mr. Devine's international experience includes his work as a strategist and media consultant for winning campaigns in Columbia (President Andres Pastrana – 1998), Israel (Prime Minister Ehud Barak – 1999), Peru (President Alejandro Toledo – 2001), Bolivia (President Gonzalo Sanchez de Lozada – 2002) and Ireland (Taoiseach Bertie Ahern 1997 and 2002).

Mr. Devine lives in McLean, VA with his wife Ellen and their three children.

Mike Donilon

Michael C. Donilon was born in Providence, R.I. in 1958. He received an A.B. in History and English from Georgetown University and a J.D. from Georgetown Law School.

From 1981 until 1987, Mr. Donilon held the positions of senior analyst, Vice President, and President of Cambridge Survey Research. During that time, he worked on a wide range of political and corporate campaigns. These included campaigns for Governor Mario Cuomo, Governor Michael Dukakis, Senator George Mitchell, Senator Paul Simon, Mayor Harold Washington, Mayor Wilson Goode, Governor Gerald Baliles, Senator Alan Cranston, Amnesty International, the Los Angeles Olympic Organizing Committee and Major League Baseball. From 1988 until 1991, Mr. Donilon ran his own public opinion research firm where his clients included Governor Douglas Wilder, Governor Bob Casey, Senate-challenger Harvey Gantt, and Senator Joseph Biden.

From 1991 until 1993, Mr. Donilon was a partner in the firm of Doak, Shrum, Harris, Sherman and Donilon, where he was the lead pollster and media adviser in Senator Harris Wofford's upset victory over Dick Thornburgh in 1991. In 1992, Mr. Donilon was a member of both the Clinton/Gore creative advertising team and the Clinton War Room strategy group. From 1993 until 1995, Mr. Donilon was a partner in the firm of Grunwald, Eskew and Donilon where his responsibilities included Governor Zell Miller's successful re-election campaign in Georgia.

Since 1995, Mr. Donilon has worked as a senior strategist and media consultant. During that time he has played a lead role in campaigns of Senator Mark Dayton, Senator Jon Corzine, Senator Bill Nelson, Senator John Edwards, Senator Joe Lieberman, Senator Jack Reed, Senator Chris Dodd, Senator Bob Torricelli, Congressman Dick Gephardt, Congressman Brad Carson and the Attorney General of Georgia Thurbert Baker. In 2004, Mr. Donilon was Senior Advisor and Senior Media Consultant to the John Kerry for President campaign.

Mike Donilon also has extensive experience working in campaigns around the world. Mr. Donilon has worked as a pollster, strategist and media consultant in campaigns in Brazil (Fernando Enrique Cardoso 1994), Colombia (Andres Pastrana 1998), Israel (Ehud Barak 1999), England (Tony Blair 2001), and Ireland (Bertie Ahern 1997 & 2002).

Mr. Donilon has been recognized over the years as one of the leading Democratic strategists in the country. In 1990 his public opinion firm was named one of the "Ten Best" consulting firms in the nation by Campaign Magazine, and in 1991 he was named one of the "Rising Stars" of American politics by Campaigns and Elections Magazine. In 2000, Donilon led the firm to the best record for Democratic media consultants in U.S. Senate races, earning recognition as National Journal's "political consultants of 2000" in America.

Steve Goldberg

Steve Goldberg received his bachelor's degree in political science from the University of Massachusetts in 1977. From 1977-1980 he worked for the NTA, Inc, the preeminent direct marketing firm for the Democratic Party in Washington, DC. In 1980, as part of NTA, Mr. Goldberg worked on the presidential campaign of Senator Ted Kennedy. After the campaign he became Deputy Campaign Manager for Chuck Schumer's first congressional race. In that race he designed and implemented an innovative direct marketing campaign that resulted in a 57% vote in a four way primary.

Mr. Goldberg went to work for then Mayor Pete Wilson of San Diego in the US Senate race against Governor Jerry Brown. In the 1982 political cycle he also represented Congressman Tom Foley of Washington. (Congressman Foley went on to become Speaker of the House.)

As a result of his work on the Wilson Senate victory, where for the first time a republican campaign employed his techniques, Mr. Goldberg was recruited by Lee Atwater to work on President Reagan's reelection campaign in 1984. After the 1984 campaign he was asked to join then Vice-president Bush's effort for the 1988 nomination.

In 1986 Mr. Goldberg represented Governor's Jim Thompson of Illinois, Carrol Campbell of South Carolina, Tommy Thompson of Wisconsin, John Engler of Michigan as well as Senate and Gubernatorial races in Ohio, Georgia, Massachusetts, New Hampshire and John McCain's Senate race in Arizona.

In 1988 he worked on the Presidential campaign for Vice-president Bush. He along with Andy Card (now Chief of Staff to the current President) helped pull out the Vice-president's comeback victory in the New Hampshire primary. After Vice-president Bush's nomination Mr. Goldberg was the architect of the largest voter program up to that time. After the election Mr. Goldberg was nominated and appointed to the board of the Holocaust Museum in Washington, DC.

In the 1990, 1994 and 1998 he represented a majority of Republican Governors including races in Maine, Vermont, Massachusetts, Pennsylvania, Alabama, Florida, South Carolina, Tennessee, Michigan, Ohio, Wisconsin, Missouri, Texas, Illinois, California as well as numerous Senate and Congressional races.

In 1992 Mr. Goldberg once again worked for President Bush the Republican National Committee, the National Republican Congressional Committee and the Republican Senate Campaign Committee.

In 1995 Mr. Goldberg became a Senior Advisor to Scott Reed, campaign manager for Senator Bob Dole. From 1995 until November 1996 he was part of the Senior Staff for the campaign.

In 2002 and currently he began to do extensive grass roots lobbying and campaign work for trade and issue based organizations including referendums for the Americans for Gun Safety in Oregon and Washington State. Mr. Goldberg also has represented the US Chamber of Commerce in the Chambers drive for tort reform.

At present Mr. Goldberg has a close relationship with the House leadership and has worked with them and the Pharmaceutical industry to pass the recent Medicare Prescription Drug Bill.

Mr. Goldberg sits on the Board of the Hewitt School, the Lubovitch Youth Organization and the Galilee Foundation. He is married to his wife Lissa for 21 years and they have 4 children.

Event Strategies, Inc.

ESI brings a unique vision to the world of political campaigns, corporate communications, event management and promotions. Cultivated over years of producing "advance operations" for the White House, presidential campaigns and some of the nation's most memorable political and corporate events, ESI provides cutting edge event management and production services with the goal of producing events that target - and earn - positive media attention.

Specifically, ESI has used the experience of its principals in advance and logistics to produce message driven special events that generate earned media for their clients. By subscribing to the theory that people remember what they see, far longer than what they either read or hear, ESI designs events for their clients that feature thematic visuals that "visually amplify" a client's "message." These events typically feature complicated logistical arrangements, and are specifically designed to broadcast a client's specific message.

The ESI team has produced numerous events for corporations, government associations, non-profit organizations and the White House in nearly every major U.S. city, as well as a variety of international settings. And because of the volume of business ESI brings to their strategic partners, ESI is able to effectively control costs for their clients.

Whether an ESI client is looking for production of a large special event, a complicated road show, advance services for high-level dignitaries, or a nationwide guerilla-marketing tour, ESI's advance and logistical experience has allowed them to bring a new level of customer service to their clients. Often, their clients utilize ESI's services as just one component of a much larger campaign; as a result, they often work closely with communications departments of corporations and associations to reinforce a strategic message.

Tim Unes

Tim Unes is President of Event Strategies, Inc. (ESI). ESI is an Event Marketing company specializing in "advance" tactics and strategies gained while conducting "advance" operations for the White House, presidential campaigns, executive advance and varied political campaigns.

Immediately before forming Event Strategies, Inc., Mr. Unes was President of ProAdvance, Inc. Prior to that, Mr. Unes was employed by Edelman Public Relations Worldwide, where he managed several high-profile projects, including forming and leading a bipartisan advance operation for the Presidents' Summit for America's Future, an event chaired by General Colin Powell that included the Presidents Clinton, Bush, Carter and Ford, along with hundreds of other politicians and celebrities.

As President of ProAdvance, Mr. Unes won Event Solutions magazine 1998 "Spotlight Award for Rising Star" -- an award given to an individual or company new to the event industry. He was selected from more than a dozen nominations from across the country.

Mr. Unes served as Tour Director for Senator Bob Dole in the 1996 general election campaign, where he travelled with the candidate and was responsible for all aspects of the Senator's advance operation, including oversight of the advance teams, coordination with the Secret Service and media, and briefing the candidate on event logistics. During the primaries he was lead advance, responsible for the campaign's advance operation in New Hampshire, and as lead advance in San Diego coordinated all of Senator Dole's activities at the Republican National Convention.

During the first Bush Administration, Mr. Unes was lead advance at the Department of Transportation, where he accompanied Secretaries Skinner and Card on travel around the nation and the world. He also advanced President Bush and Vice President Quayle.

Mr. Unes holds a Bachelor of Arts degree in Political Science from The George Washington University in Washington, DC.

Resumes

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1pm tomorrow (Tuesday)

FELIX KERNER**OBJECTIVES**

- Seeking employment as a Russian Language Linguist on a contract or full-time basis

SUMMARY OF QUALIFICATIONS

- 15+ years of experience as a Russian language interpreter and translator, including numerous simultaneous and cabinet-level official government assignments
- Significant experience in providing simultaneous interpretation and language support services for U.S. military exercises and U.S. law-enforcement training and field operations
- Vast interpreter experience in technical fields: Aerospace, Energy and Power sector, and Military Technology
- Successfully tested for all levels of interpreting by the U.S. Department of State. Scored 5/5/5 on Defense Language Proficiency Test (DLPT)
- Native Russian. In-depth knowledge of current economic, political and cultural climate of Russia and other countries of the former USSR. Significant experience and understanding of the U.S. business culture and practices.

Personal qualities

- Proven ability to work with people, self-starter, able to learn quickly, responsible, able to take charge, make critical decisions and work with minimal supervision

Advanced PC skills

- Extensive knowledge of various popular PC and Internet applications.

EXPERIENCERussian Interpreters Network, Atlanta, GA www.russianinterpreter.org*Founder and member
Interpreter*

- 1998 – Present
 - ◆ Provided simultaneous and consecutive interpretation, translation, and other language support services for the USCENCOM, USEUCOM, and USJFCOM exercises (refer to following pages for a complete project listings)
 - ◆ Provided language support and administrative services for Northrop Grumman Mission Systems defense sector clients
 - ◆ Provided a variety of language support assignments for corporate clients in legal, energy, manufacturing, medical, aerospace and other fields.

U.S. Department of State, Office of Language Services, Washington, DC

Contract Interpreter

- 1995 - Present
 - ◆ Provided simultaneous and consecutive interpretation of over 30 law enforcement training programs and field exercises for the Bureau of Diplomatic Security of the Department of State under auspices of the Anti-Terrorism Assistance Program. (refer to following pages for recent project listings)
 - ◆ Provided simultaneous and consecutive interpretation of over 70 seminars and exchange programs for the Bureau of Educational and Cultural Affairs of the Department of State on various topics ranging from Aviation Security and Government Affairs to Mass Media, Education, and Business Development.
 - ◆ Assisted with logistics and daily program administration.

Georgia State University, Atlanta, GA

*Consultant and Contract
Interpreter*

- 1994 – 1997
 - ◆ Provided logistic support, consulting, and language services for training seminars for high-level officials from countries of the former USSR.
 - ◆ Facilitated "russification" of economic modeling and forecasting applications

info@RUSSIANINTERPRETER.ORG

2834 Rockbridge Rd.
Marietta, GA 30066 USA
1-678-481-0184
fkerner@att.net
www.russianinterpreter.org

THE FOLLOWING PAGES LIST ONLY RECENT PROJECTS GROUPED BY SUBJECT MATTER

MILITARY

November 2005

U.S. Dept. of Defense, EUCOM, Department of State, Oklahoma City, OK, Provided simultaneous interpretation for United States - Azerbaijan Bilateral Defense Consultations

August 2005

U.S. CENTCOM, Suffolk, VA, Regional Cooperation 2005. Provided simultaneous interpretation and translation services

June 2005

U.S. JFCOM, Washington, DC, Eloquent Nugget 2005. Organized a team of interpreters and provided simultaneous interpretation for Partnership for Peace (PFP) exercise and series of seminars.

LAW ENFORCEMENT

Federal Law Enforcement Training Center (FLETC) Glynco, GA. Post-Blast Investigations

Simultaneous interpretation for a numerous two-week training programs organized by the Bureau of Alcohol, Tobacco and Firearms for bomb technicians from the countries of the former USSR.

Nonproliferation and National Security Institute, Bureau of Diplomatic Security DOS, Albuquerque, NM
Simultaneous interpretation for the following training programs and field exercises:

Vital Installations Security

VIP Protection

Emergency Medical Interventions During Mass Casualty Situations

Rural Border Patrol Training

Officer Survival Tactics

Instructor Development Course

Antiterrorist Operations

Louisiana State Police, Bureau of Diplomatic Security DOS, Baton Rouge, LA

Simultaneous interpretation for the following training programs and field exercises:

Officer Survival Tactics

Senior Crisis Management

Hostage Negotiations

Explosive Incident Countermeasures

Post-Blast Investigations

Crisis Response Tactics

Advanced Crisis Response Tactics

Surveillance Countermeasures

Joint Capstone exercises

Advanced Firearms Training

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Government and Public Policy

- U.S. Federalism and Local Government
- Local Government in the United States
- Civil Aviation and Aviation Security
- Tax administration at the State Level
- Employment and Labor Laws in the United States
- Labor Unions in the United States
- Local Government Financing
- Management of Public Utilities
- Water Resource Management

Politics, Civil Society

- Political Campaign Management
- Local Elections in the United States
- Political Campaigns and Mass Media
- Non-Profit Sector Development
- NGO Leadership Development
- Civics Education
- U.S. Court System and Courts Administration
- Religious Tolerance in the United States
- Public Administration
- Domestic Violence Prevention

Mass Media

- Journalism in the United States
- Public Broadcasting in the United States
- Mass Media and the Government

Medical, Technical, Legal

- International Space Station Design and Development
- Defense Conversion
- HIV/ AIDS Education and Prevention
- Hepatitis and Tuberculosis Prevention
- Pre-natal Health and Education
- Domain Name Rights and Management
- Copyright and Intellectual Property Issues
- Mediation vs Litigation

Many others too numerous to list.

References may be obtained from my website www.russianinterpreter.org

CATHERINE BARNES
CONSULTANT

1408 BAKER PLACE WEST, NO. 31 ♦ FREDERICK, MD 21702

Worldwide Mobile: (202) 468 0369 ♦ Telefax: (301) 698 9423

E-mail: cbconsul@erols.com

CAREER SUMMARY

Since 1990, Ms. Barnes has worked on democracy and governance projects in more than 25 countries, primarily in Eastern Europe and the former Soviet Union. Ms. Barnes applies her expertise in organizational and mass communications and public information, outreach, and advocacy to political development, electoral reform, local governance, and NGO sector support projects. Her experience spans all facets of project realization from design and implementation to management (both at headquarters and in the field) and evaluation. Following employment at IRI and IFES, Ms. Barnes established her own consultancy in 1997. She has worked with an array of partners in government, politics, advertising, mass media, academia, and civil society. She is the author of several articles on approaches to foreign aid and on political developments in the former Soviet Union and Yugoslavia and has served as editor of a web-based publication on voter education.

PROFESSIONAL EXPERIENCE

Catherine Barnes, Consulting, Frederick, MD

INDEPENDENT CONSULTANT (4/97 – Present)

Functional Expertise: Public Information, Outreach, and Advocacy and Training
Project Development, Management, and Evaluation

Overview: Worked on 40+ contracts in the U.S., Eastern Europe, the Former Soviet Union, Asia, and North Africa over the course of eight years for a number of clients including: IFES, MSI, CAII, ISC, World Vision, International IDEA, OSCE-ODIHR, Center for Democracy, IIE, and USAID.

Sample Highlights:

Program Evaluation: Participated in evaluations of civil society programs for USAID in Bosnia (2004 and 2000), Croatia (2004), and assistance to political and electoral processes worldwide (MSI, 1998-1999), for ISC in Macedonia (2004), and for IFES in Azerbaijan (2003) and Indonesia (2001). Served as lead writer for USAID publications on national and local elections programming and the practical guide, *Managing Assistance in Support of Electoral and Political Processes*.

Public Information: Coordinated multi-media, multi-lingual public information campaigns in Macedonia on behalf of the Ministry of Justice (MOJ) and the State Election Commission (SEC) in cooperation with IFES (2002). Official data showed that the MOJ public information campaign, the first of its kind in Macedonia, resulted in a 200% increase in voter registration inquiries over the previous election. Also worked on voter education with official and NGO partners during the 2000 (local) and 2004 (early presidential) election cycles.

Training: Served as lead trainer, developing and delivering a training of trainers (TOT) program for a core team of 20 trainers representing IFES and the Central Election Commission of Azerbaijan (CEC). Oversaw the implementation of training for 10,351 poll workers in 66 constituencies during a period of 3.5 weeks prior to the 2003 Presidential Elections.

Project Development: Headed proposal-drafting teams for various organizations and consortiums, winning in excess of \$25 million in funding for civic participation, municipal governance, legislative strengthening, judicial reform, and election projects in Pakistan, India, Indonesia, and the Caucasus via cooperative agreement and contract mechanisms. Authored a winning proposal for the Elections and Political Process (EPP) IQC with an award ceiling of \$ 400 million.

International Foundation for Election Systems (IFES), Moscow, Russia

RUSSIA PROJECT DIRECTOR (11/95 – 3/97)

- Managed a \$3+ million dollar project and an international team of 17 people. Project components included legal reform, election administration, and civic education.
- Led media projects, outreach initiatives, and leadership training programs aimed at increasing youth participation in politics.
- Served as primary liaison to clients in Moscow as well as contacts in the Government, Parliament, diplomatic and donor communities, NGOs, and the mass media.
- Provided commentary on Russian political developments to international media based in Moscow.

International Foundation for Election Systems (IFES), Washington, D.C.

SENIOR PROGRAM OFFICER, EUROPE AND ASIA (05/94 – 10/95)

- Managed program staff, project implementation, and budget expenditures for Russia and Central Asia. Russia project positively assessed by the General Accounting Office.
- Oversaw the opening of regional offices in Moscow, Almaty, and Tashkent.
- Recruited, oriented, and trained new project staff and consultants.
- Contributed to the development of policies and procedures to accommodate expanding representation overseas.

PROGRAM OFFICER, NEWLY INDEPENDENT STATES (09/93 – 04/94)

- Headed development team that secured \$9.2+ million in funding for projects in countries of the former Soviet Union, a 69% increase over existing funding levels.
- Expanded company's regional presence to include five Central Asian countries. Launched project in Kazakhstan.
- Managed 11 person, multi-national, project team advising the Central Election Commission during the constitutional crisis in Russia in late 1993.

International Republican Institute (IRI), Washington, D.C.

PROGRAM OFFICER, SOVIET UNION (03/91 – 07/93)

- Drafted proposals that won \$4.9+ million in funding for projects in the Soviet Union, a 95% increase over existing funding levels, while diversifying funding base.
- Doubled area of company operations from six to 12 republics.
- Oversaw the opening of regional offices in Vilnius, Moscow, and Almaty.
- Coordinated project activities in Russia, Ukraine, Kazakhstan, and the Baltics.
- Conducted field-based training on communication and outreach strategies.

PROGRAM DEVELOPMENT CONSULTANT (06/90 – 03/91)

- Secured \$250,000 in seed funding to launch projects in Russia, Ukraine, Latvia, Lithuania, Estonia, and Kazakhstan.
- Established and cultivated company's contact networks throughout the USSR.
- Undertook field-based assessments to determine the feasibility of implementing political development projects in the Soviet Union.
- Prepared original analysis and briefing materials on political developments in the Soviet Union for management and members of the board.

Congressional Caucus for Women's Issues

VOLUNTEER (06/88-08/88): Tracked and reported on bills affecting women.

Republican National Committee

STAFF MEMBER (06/88-08/88): Solicited funds in support of GOP candidates.

EDUCATION

University of Virginia

Courses: Coursework toward a Master's Degree in Foreign Affairs, September 1989 - June 1995.

Regional Focus: Eastern Europe and the Former Soviet Union

Area of Study: Comparative Politics, with an emphasis on the rise of informal groups during Glasnost

University of Delaware

Degree: Bachelor of Arts conferred in May 1989.

Majors: Mass Communication and Political Science.

Honors: Graduated Magna Cum Laude with a 3.79/4.00 grade point average. Awards conferred by the university in recognition of 'meritorious leadership and service,' 'outstanding achievement in communication' and 'academic excellence' in the field of political science.

Writing samples and references available upon request.

Martha R. Young

827 Neff Road, Grosse Pointe, MI 48230
Telephone: 313-642-0762
Email: Martha@compassionatechange.com

Catalyst for change through consulting, coaching, and training. Design and deliver programs that produce measurable results. Facilitate effective dialogue among persons from diverse social and economic groups.

Professional Experience

COMPASSIONATE CHANGE LLC, Grosse Pointe, Michigan 2000-present

Managing Principal – Coaching and Consulting for Organizational and International Development

- Provide coaching in the areas of communication skills, conflict resolution and business effectiveness.
- Design and facilitate change interventions, training workshops, retreats and team building.
- Provide consulting to for-profit and non-profit organizations in the areas of strategic planning, program development, management and leadership development.
- Design diagnostic tools to evaluate program effectiveness and enhance organization sustainability.
- Designed advocacy conference in Almaty, Kazakhstan attended by 120 small business association leaders.
- Designed and delivered more than 50 trainings in U.S. and areas of former Soviet Union.

ANDERSON CONSULTING, Chicago, Illinois, summer 1999

Senior Consultant-Intern

- Formulated sales and marketing strategy for web based specialty retailer as part of six-person team.
- Analyzed primary and secondary research to segment market.
- Edited and presented video of focus group findings to client.

MILLER, CANFIELD, PADDOCK AND STONE, Ann Arbor, Michigan, 1996-1998

Attorney

- Negotiated and closed over 60 real estate financings valued at \$20 million.
- Managed \$15 million acquisition of Michigan specialty printing corporation as part of a three-person team.

CLIFFORD CHANCE, Moscow, Russia, 1994-1996

Attorney

- Counseled clients on structuring foreign investment in Russia for Moscow office of the large international law firm. Advised on general corporate and securities matters including acquisitions and company formation.

DRAHCIR INDUSTRIES, Moscow, Russia, 1993-1994

Counsel

- Negotiated U.S. – Russian joint venture for export of natural resources.

EDUCATION:

- **Masters in Business Administration with honors**, University of Michigan, May 2000
- **Juris Doctor**, University of Michigan Law School, 1992
- **Bachelor of Arts with distinction, Russian & East European Studies**, Univ. of Michigan, 1988

Additional Education and Skills

- Certificate of coach training with Goldwinde Coaching
- Certified to administer Myers-Briggs Type Indicator® Step I and II
- Certificate in Whole Scale® Change Methodologies
- Fluent in Russian

Professional Affiliations

- Certified trainer candidate and member- Center for Nonviolent Communication
- Past-President-Detroit Association for Psychological Type

International Development Work

April-May 2004 International Foundation for Electoral Systems

Revised and edited reports on political finance regulation in post-conflict areas. Conducted research, fact-checked and added analysis. Edited reports on Kosovo, Afghanistan, El Salvador, Haiti and Cambodia.

February 2004 Counterpart International

Assisted in design and facilitation of quarterly meeting for 15-person team. Monitored and evaluated activity of partnership program in three cities. Drafted 4 party cooperation agreement among Kazakhstan government agencies, local business associations and international NGO. Provided recommendations on improving trust, communication and information sharing in the program. Analyzed productivity and efficiency of program and created work plan to meet program targets.

September 2003 Counterpart International -Kazakhstan

Evaluated progress of two pilot programs designed to transfer technology and programs to local Kazakh business associations. Prepared recommendations for future strategic direction. Analyzed information management systems and communications strategy and provided recommendations for increasing effectiveness of information delivery across 5 offices in Kazakhstan.

September 2003 International Organization Development Association Conference

Attended the International Organization Development Association conference in St. Petersburg, Russia. Participated in exchanges of organization development theories, methodologies and best practices with Russian organization development consultants.

June-July 2003 Citizens Development Corps – Romania

Led eight member Romanian/American consultant team in analysis of four industry sectors in Romania. Designed research and on-site visits. Analyzed findings from on-site visits, state statistics, and secondary resources. Co-authored four 100+ page reports and comparative analysis report of industry sectors. Designed and proposed recommended technical assistance to be provided and interventions including programs, time tables, resources required and budgets.

April 2003 Counterpart International - Kazakhstan

Provided comments and consultation on development of a communications strategy designed to spread best practices and new technology and knowledge among business associations in the country of Kazakhstan.

January 2003 Counterpart International - Kazakhstan

Developed a diagnostic tool to compare dissimilar non-profit associations located in Kazakhstan. The tool assists in identifying current level of development relative to other associations and potential for sustainability of association and its programs.

October-November 2002 Counterpart International - Kazakhstan

Conducted assessments of Kazakhstan based business associations who are working with Counterpart International/Pragma Corporation program to eliminate barriers to trade in Kazakhstan. Assessments were made in Almaty, Atyrau, Pavlodar and Ust-Kamenogorsk.

Met with business association presidents and conducted one-on-one interviews in Russian to determine association needs and to document best practices.

Reported on results of assessments and used information to assist Counterpart/Pragma staff in drafting a six month work plan designed to transfer technology to Kazakh based business associations. The program is designed to increase the speed of removal of investment constraints and improve financial sustainability of in-country business associations.

January- March 2002 Counterpart International - Kazakhstan

Conducted preliminary needs assessment work for proposed conference on advocacy for leaders of business associations in five countries in Central Asia

Designed conference content including training, panel discussions and country breakout groups

Prepared budget, negotiated contract with facilities, and prepared and managed 6 week work plan for implementation by ten person team

Co-managed conference implementation including on-site training delivery, logistics and materials preparation; drafted post-conference report and designed follow-on strategy

April 1994-January 1996 Clifford Chance (law firm) - Moscow, Russia

Counseled US and European clients on structuring foreign investment in Russia for Moscow office of largest European law firm.

Lead three-person team funded by the British Department for International Development to increase the secondary market for securities in the Russian Federation. Analyzed businesses that were candidates for additional share offering following privatization and provided legal advice on structuring a share offering.

Negotiated with Russian regulatory authorities resulting in expedited grants of investment licenses and securities and tax registrations. Identified securities law compliance issues for multinational management team following \$150 million financing of paper mill.

Led due diligence and onsite verification teams connected with private equity placements and public offerings of Russian securities.

March-September 1993 International Republican Institute – Washington, DC

Associate Program Officer responsible for design and organization of political party and democracy building seminars in Russia.

Worked with US national and Russian national IRI employees and external consultants to produce, execute and analyze results of various seminars and meetings in Russia funded, in part, by USAID and NED.

50% travel within Russia including 6 weeks of advance work to prepare for conference involving 200 women from all countries of NIS

Reported on political situation and results of democracy building to USAID.

Specific Projects:

Bereznikhi, Russia (1 week in country) –Democracy Training

Led delegation of consultants to conduct 2-day training seminar on political party building.

Facilitated meeting concerning pressing issues with local female political activists and small businesswomen.

Khabarovsk, Russia (1 week in country) –Election Monitoring

Led a delegation of consultants on weeklong fact finding and referendum monitoring mission. Held meetings with high-ranking election officials in the region.

Monitored newspaper, radio and television regarding election environment.

Inspected 20 polling sites in and around the city of Khabarovsk.

Reported findings of mission at meeting on Capitol Hill.

Novgorod, Russia (6 wks in country)- Women's Business & Leadership Conference

Organized and managed on-site advance work for five-day business conference with 200 women political and business leaders from all parts of the former Soviet Union.

Negotiated contracts for conference facilities managed logistics and interviewed and hired local employees resulting in 50% reduction in costs.

Worked with IRI team to gather pre-conference data and design conference agenda.

Kemerovo, Russia (1 week in country)-Democracy Training

Organized and conducted 2-day political party building seminar for local activists; met with separately with political activists and gathered data on political climate; facilitated meeting concerning key issues with local female political activists and businesswomen; summarized findings and delivered report on data to USAID in Moscow.

BRENDAN FITZGERALD CROWE

91 Tulip Avenue, Aster D1, Floral Park, New York, USA 11001
brendancrowe@aya.yale.edu; mobile: 917.930.6739

EDUCATION

- 2003-2004 **THE FLETCHER SCHOOL OF LAW AND DIPLOMACY, TUFTS UNIVERSITY** Medford, MA
MASTER OF ARTS, International Relations concentrating in International Law, May 2004
- 1991-1994 **BOSTON UNIVERSITY SCHOOL OF LAW** Boston, MA
JURIS DOCTOR, May 1994
- 1985-1989 **YALE UNIVERSITY** New Haven, CT
BACHELOR OF ARTS, History, May 1989
- Thesis, *Anglo-Irish Relations and the Conflict in Northern Ireland (1918-1974)*, was shortlisted for the Andrew D. White Prize for its "superior use and interpretation of sources, organization, objectivity, and literary style"

LEGAL EXPERIENCE

- 2004-Present **LEGAL CONSULTANT** New York, NY
- Advised law firm, Cooper & Kirk in Washington, D.C., on issues of law and policy arising in class-action challenge to Tennessee's Medicaid program
 - Assisted law firms, Sullivan & Cromwell and Simpson Thacher & Bartlett, with discovery requests by reviewing files for responsiveness and privilege
- 2000-2003 **HOLLAND & KNIGHT LLP** New York, NY
ASSOCIATE, COMMERCIAL AND WHITE-COLLAR-CRIME LITIGATION
- Represented corporations and foreign governments in arbitrations, administrative proceedings, and litigations in federal and state courts
 - Handled litigation from the inception of disputes to their conclusion: anticipating and analyzing issues; evaluating risk; drafting pleadings; overseeing discovery; researching and writing briefs; coordinating strategy with co-counsel; and negotiating settlements
 - Researched, wrote, and advised on wide spectrum of legal issues, including: public and private international law, contract, tort, insurance, procurement, intellectual property, UCC, RICO, consumer and constitutional law, and civil procedure (e.g., class actions, choice of law, privilege)
 - Appointed lead writer on briefs to the Second and Fifth U.S. Circuit Courts of Appeals and contributed to other briefs, including one to the U.S. Supreme Court
 - Researched, wrote and presented two CLE-accredited lectures on the statutory, constitutional, and ethical rules governing the impartiality of judges and arbitrators

1996-2000 KINGS COUNTY DISTRICT ATTORNEY

Brooklyn, NY

ASSISTANT DISTRICT ATTORNEY (primarily Appeals Bureau)

- Researched, wrote, and argued appeals from felony judgments of conviction in state court (wrote: 32, argued: 17)
- Researched and wrote answers to motions to vacate judgment, orders to show cause, federal *habeas corpus* petitions, and freedom-of-information-act requests
- Regularly advised other prosecutors about appellate and trial matters
- Conducted witness interviews, hearings, plea negotiations, and motion practice
- Supervised junior assistant district attorneys at arraignments

OTHER LEGAL EXPERIENCE**2005 SWORDS INTO PLOWSHARES, BRILL ACADEMIC PUBLISHERS**

New York, NY

CO-EDITOR

- Edited book with Dr. Roy Lee, Special Fellow at UNITAR, for Columbia University Seminars on the United Nations; subjects included counter-terrorism, democracy promotion, organizational reform, and international criminal tribunals

2004 SUMMER INSTITUTE OF UNITED NATIONS STUDIES

New York, NY

RAPPORTEUR

- Reported on symposium sponsored by UNITAR and Columbia Law School; subjects included international terrorism, armed conflict, peacekeeping, law-making, humanitarian assistance, and UN institutional reform

2003-2004 THE FLETCHER SCHOOL OF LAW AND DIPLOMACY, TUFTS UNIVERSITY

Medford, MA

RESEARCHER FOR PROFESSOR LOUIS AUCOIN

- Developed curriculum for seminar on rule of law in post-conflict societies
- Edited and wrote summaries of studies on constitution-making in Poland and Albania for upcoming United States Institute of Peace report

2002 BENJAMIN N. CARDOZO SCHOOL OF LAW, YESHIVA UNIVERSITY

New York, NY

ADJUNCT PROFESSOR

- Instructed first-year law students on the basics of legal research and writing through supervised in-class exercises, homework assignments, and tutorials

1996-2000 KINGS COUNTY DISTRICT ATTORNEY'S ADOPT-A-SCHOOL PROGRAM

Brooklyn, NY

VOLUNTEER

- Instructed fifth-graders and high school students—through lecture, discussion, printed materials, instructional videos, and role-playing techniques (e.g., mock-trial)—on government, law enforcement and “street law” issues that might affect them, such as drugs, gangs, domestic violence, sexual abuse, and HIV infection

- 1992-1994 **THE PUBLIC INTEREST LAW JOURNAL** Boston, MA
ARTICLES AND SYMPOSIUM EDITOR
- Determined overall content of journal; solicited, evaluated, and selected articles for publication; edited articles on the political and legal aspects of the delivery of legal services to the poor; supervised junior staff
- 1992 **BOSTON UNIVERSITY SCHOOL OF LAW** Boston, MA
RESEARCHER FOR PROFESSORS LARRY YACKLE AND DAVID ROSSMAN
- Drafted treatise chapter on the civil consequences of guilty pleas
 - Assisted with research on the history and legality of excluding gays from St. Patrick's Day parades in Boston and New York
- 1991 **NEW YORK CITY POLICE DEPARTMENT LEGAL BUREAU** New York, NY
LEGAL INTERN
- Researched and wrote memoranda on employment discrimination, the Americans with Disabilities Act, drug-testing of police officers, and asset forfeiture

PUBLICATIONS

- *Treading the Narrow Path Between Timidity and Tenacity: The Recusal of Judges and Arbitrators*, accepted for publication by THE FEDERAL COURTS LAW REVIEW, August 2004
- *Current Developments in the Law*, 3 BOSTON UNIVERSITY PUBLIC INTEREST LAW JOURNAL 379 (1993)

BAR ADMISSIONS, LANGUAGE AND COMPUTER SKILLS, ASSOCIATIONS, TRAVEL AND CITIZENSHIPS

Bar Admissions: New York State, U.S. Ct. App. (2d Cir.), U.S. Dist. Ct. (E.D.N.Y.)

Languages: English (native), Spanish (oral: limited working; reading comprehension: advanced), French (oral: limited working but prior fluency; reading comprehension: advanced)

Computer Skills: Lexis-Nexis, Westlaw, Summation, PowerPoint, Excel, Microsoft Word, WordPerfect

Associations: American Bar Assoc., Am. Soc. of Int'l Law ("ASIL"), United Nations Assoc.

Travel: Cambodia, Thailand, Brazil, Australia, Spain, France, Italy, UK, Ireland, Mexico, Canada, USA

Citizenships: USA, Canada, Ireland

Memos

MISC

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Exhibit EE

Party Congress

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**Party of Regions
Party Congress
Kiev, Ukraine**

December 3rd, 2005

Pre-Program:

12:30 p.m. Band in Plaza begins playing

1:00 p.m. Bands in Sports Palace Hallway begin playing

11:45 a.m. Cue video slide no.1 (full screen flash logo)
Cue Walk-In Music

1:50 p.m. THE LEADER arrives Sports Palace
THE LEADER is escorted to off stage announce area
Met by: TBD
Bobby Peede

1:50 p.m. Speakers arrive Sports palace
Met by: TBD

Program:

2:00 p.m. Off Stage introduction of Anchor (TBD)
Video cue (Wallpaper)
Lighting cue (TBD)

2:02 p.m. Anchor makes brief remarks and Introduces Kushnerov (sp?)

2:03 p.m. Cue Walk-In music
Cue follow spot
Video cue (TBD)
Kushnerov enters stage left from raised walkway

2:04 p.m. Kushnerov makes remarks

2:06 p.m. Kushnerov intros speaker two
Kushnerov stay on stage
Speaker two enters stage left
Lighting cue (TBD)
Video cue (TBD)

2:07 p.m. Speaker two makes remarks

Lighting cue (TBD)
Video cue (TBD)

2:09 p.m. Speaker two concludes remarks
Speaker two stays on stage
Kushnerov returns to podium and introduces speaker three
Speaker three enters stage left
Lighting cue (TBD)
Video cue (TBD)

2:11 p.m. Speaker three makes remarks
Lighting cue (TBD)
Video cue (TBD)

2:13 p.m. Speaker three concludes remarks
Speaker three joins speaker two on stage
Kushnerov returns to podium and introduces speaker four
Speaker four enters stage left
Lighting cue (TBD)
Video cue (TBD)

2:14 p.m. Speaker four makes remarks
Lighting cue (TBD)
Video cue (TBD)

2:16 p.m. Speaker four concludes remarks
Speaker four introduces THE LEADER
Lighting cue (TBD)
Video cue (TBD)
THE LEADER enter stage left
THE LEADER works "rope-line" on the way to the stage
THE LEADER greets Kushnerov/three speakers/pause for photo
Party Anthem
Kushnerov and three speakers depart stage
Lighting cue (TBD)
Pyro cue (TBD)
Streamer cannons cue (TBD)
Video cue (Ukrainian Flag)

2:20 p.m. THE LEADER makes remarks
Lighting cue (TBD)
Video cue (Wallpaper)

2:30 p.m. THE LEADER concludes remarks
Pauses for applause
Departs stage via front raised walkway
Main screen rises
Greets _____ in VIP Seating area
Seated in VIP Seating area

2:34 p.m. Off-stage announce re-introduces Anchor on stage
Anchor returns to podium
Introduces entertainment
Light cue (TBD)
Video cue (no video)

2:35 p.m. Entertainment begins program
Lighting cue (TBD)

3:25 p.m. Miners take stage and sing to THE LEADER

3:30 p.m. Off stage announce re-introduces Anchor
Anchor returns to podium
Anchor introduces THE LEADER
THE LEADER returns to stage
Lighting cue (TBD)
Pyro cue (TBD)

3:33 p.m. THE LEADER makes final remarks
THE LEADER invites _____ on stage for Victory Photo
Following Victory Photo THE LEADER departs stage via raised
walkway, works rope line.
Music cue (TBD)
Lighting cue (TBD)
Pyro Cue (TBD)

3:40 p.m. Program ends

*Chernovil Speech
Introducing Yank***About Victor Yanukovich**

Dear Friends,

I have very responsible, but still very pleasant mission to proclaim the fact, which no one ever doubted, but without which we can not regard the 2006 election campaign of our party as officially starting one.

It is certainly joyful for us to state that our Party will be led to the next elections and to significant victories, that will be followed by difficult laborious work and great responsibility for the fate of the Ukrainian state, by our Leader, the Person with the name of whom the Ukrainian nation ties its hopes for peace, prosperity and stable development. The electoral list of the Party of Regions will be headed by Victor Fyodorovich Yanukovich.

For all of us this choice is unequivocal, but is dictated not by some PR developments on artificial creation of an image, but by the whole complicated and outstanding way of struggle, self-formation and great achievements of this person, who by all of his previous life has proven the right to become not only the party, but the national leader. Victor Yanukovich had to go through the hardest school of real life. Having grown up in harsh environment, Victor Fyodorovich went through the bitter taste of orphanhood, misery, injustice, but has not broken himself, having been able to independently form himself as a wholesome and outstanding personality. The fate has never given him easy victories, but rather offered him a difficult, thorny way, that only few individuals are able of going through. And only thanks to such challenges and his personal staunchness, perseverance, wisdom and braveness at this intermediary stage of his life he became a real leader, an outstanding statesman, a wise and responsible politician. And he also became a kind friend and a teacher for us all, who were lucky to be his brothers-in-arms and party comrades.

Understanding of premacy of not words, but outstanding and good deeds, not hypocritical complaints about the fate of abstract "ordinary Ukrainians", but the ability to evaluate the honor, see and understand the issues of each citizen of Ukraine made him a real responsible leader. Achievements of the government of Yanukovich in the development of Ukrainian economy and, as a result, in the social sphere, can not be doubted even by his worst opponents.

It seemed like the fate itself gave Ukraine Yanukovich the President, who could for the first time in our new history provide us with a happy, peaceful and stable development of the country. But, when the intrigues of the power-that-be and the new opposition who used to be favorites of the same power put a cruel choice in front of him: the president's office at the price of human blood or refusal from the gained victory, he chose a higher principle of humanism. This was the biggest and the most convincing moral victory of Victor Yanukovich.

Maybe the Divine Intent has determined that we live this fatal year of restoration of Kuchma regime, disregard of human lives and economic devastation, in order to make our party and its Leader more mature and responsible in their actions, and in order to make the people of Ukraine get rid of the orange illusion and make a conscious choice of a better fate.

At the end, I can not help but say a few words about a topic very important for me as a son of Vyacheslav Chornovil. Differently from small-scale politicians, who falsified and discredited the political heritage of Vyacheslav Chornovil, Victor Yanukovich, never boasting of the fact, but in general terms and in numerous details has continued his cause.

I congratulate you that our Party team is going to the next most important elections with its unanimous leader at the head. The Party is running, in order to win and to work hard for the benefit of the whole nation of Ukraine.

De Sackett

Party of Regions – Stump Speech

Key Elements

- As I travel around the country and hear from my fellow citizens all over our great nation, I hear the same thing everywhere I go ... our government has failed us ... the Orange revolution was a “hoax.”
- Yushchenko, Tymoshenko, Poroshenko ... they sold us a bill of goods. They promised to change government and make it work for people ... to make our lives better ... to bring us jobs, to provide the social services that we need, to provide housing, to stabilize prices, and to give us wages and pensions that will allow us to live and raise our families.
- But every day I hear the same thing from the people I meet ... not only have Yushchenko and Tymoshenko not dealt with these problems ... but they have made them worse !
- Fewer people have jobs today ... and more and more of our neighbors and fellow citizens throughout our country suffer in poverty. Prices go up and up, and wages for those who are lucky enough to have a job do not provide for their needs. and men and women have no way to buy even the basic things they need to provide for their families.
- And ... the situation is even worse for our senior citizens and pensioners. Pensions are dwindling and these brave citizens ... who have worked their whole lives for the “dream” of a prosperous and thriving Ukraine ... are forced to live in abject poverty ... because of the arrogance and “greed” of those in power.
- And, when the hue and cry from the people became so great that Yushchenko and Tymoshenko were forced to respond, what do they do ... they give us price caps ! That’s right ... price caps. All this has done has been to make the basic necessities you and I need even more expensive ... to put them even further from our grasp.
- I “grieve” for my countryman ... you, your family members, and other every day people who, through no fault of your own, face untold difficulties each and every day just to make ends meet.
- This is not the Ukraine we dreamed of ... it is not the Ukraine that Yushchenko and Tymoshenko promised us ... and it is most certainly not the Ukraine we deserve !

- Those in power have wasted the opportunity to bring Ukraine to greatness and provide it's citizens with the lives and opportunities they deserve. Yushchenko, Tymoshenko, and the rest of their "cronies" ... they have proven to us that all they care about is increasing their own personal fortunes ... expanding their own political power ... and fighting with each other in petty squabbles that have nothing to do with improving the living situation for average citizens.
- Yushchenko was right to dismiss the government ... it was the right thing to do. But, it does not absolve him of his responsibility for his failures. Yushchenko and Tymoshenko should be ashamed of what they have done to the people of the Ukraine, and should be even more ashamed of what they have failed to do.
- You know it in your mind and in your heart ... more deeply than my words can describe. Yushchenko and Tymoshenko have failed you ... they have failed your children ... they have failed your parents ... and they have squandered the chance to make our lives better ... they have failed the Ukraine
- They should be ashamed that they have put their own "petty" interests ahead of rescuing the great people of this country from the poverty, unemployment, and miserable standard of living that they force us to bear.
- While our recent past has been a grim tale of greed and lack of compassion, I am proud to say that our future provides us opportunity. That is right, you hold the key to your future in your own hand,
- In March, the citizens of the Ukraine have the opportunity to make your voices heard ... to tell Yushchenko ... to tell Tymoshenko ... and to tell the rest of the selfish who have held power ... that it is time for a change.
- With your vote ... you can tell those in power that you will no longer stand idly by while our jobs disappear ... while our pensions shrink to nothing ... while prices for food and other basic necessities skyrocket out of reach ... and while our government does nothing – concerned only about themselves.
- With your vote ... you can make the Party of the Regions the voice for the people ... you can make us your voice. And, make no mistake, we will be your voice.
- With a majority in Parliament, the Party of the Regions will force the government to focus all it's energy, all of its resources, and all of commitment to one thing – making sure that you and your family can afford to live ... that you have a place to live ... that you have a job ... that you can afford to buy the necessities of life ... and that you can provide for your children so they have a bright future.

- This is what the people of the Ukraine need ... this is what they deserve ... and this is what the Party of the Regions will accomplish. Our platform is not a complicated one ... we don't attempt to "bedazzle" our fellow citizens with lofty promises or grand "schemes."
- We are not Yushchenko or Tymoshenko ... we do not promise things we know we can't deliver or pretend to care about problems that we have no intention of dealing with. This is the government we have ... not the government we need.
- The goals of a Party of the Regions parliament are simple, and they are straightforward:
 - stabilize prices so people can afford the things they need
 - reduce unemployment and give people good-paying jobs
 - give people a proper wage and a proper pension

And ...

- a Party of the Regions parliament will not rest while a single one of our fellow citizens must suffer in poverty.
- We have specific proposals and ideas that have been proven to work that we will discuss during the campaign ... all we ask is that you listen and then decide for yourself. I am confident that we will earn your trust ... and your support.
- One thing that I do wish to make clear from the outset is that our success depends on repairing and strengthening our relations with Russia. The "anti-Russia" policies of Tymoshenko and Yushchenko have hurt us ... all of us, and we cannot strengthen our economy without greater co-operation and mutual relations with Russia. Those in power have proven this for us ... no further evidence is necessary.
- A Party of the Regions parliament will re-establish a "special" relationship with Russia that will be of great benefit to both of our great countries.
- No, some will criticize us for this ... and those in power already have ... they will bellow that our views are "anti-Ukraine" and that we care little for our own country.
- You and I both know this is not true ... that this is nonsense. I first and always am proud Ukrainian. There is nothing I care about more deeply than a thriving, prosperous, and Independent Ukraine with a rule of law that serves our citizens.
- To have this ... to realize our dream for the full potential of our great nation, we need to work with those who can help ... to join in partnerships with those who can aid or assist us in reaching our goals.

- Russia can be our friend ... can be our ally ... and can be a partner – not a superior entity ... but a partner. A Party of the Regions Parliament will work to make this happen.
- One important step in this direction would be to recognize the important role that Russian (nationals/ethnics) play in the fabric of our Ukrainian citizenry by making Russian the second “official” language of the Ukraine. Many countries have more than one official language, and it serves to strengthen and define a national identity for that country that is unique and unassailable. We must do this in the Ukraine so that we can build a future in which all Ukrainians share in the prosperity and strength that you and I can build together.
- This is who we are and this is what we believe ... we hide nothing ... we don’t “shade” or “hedge” ... we tell you what we believe and what we would fight for and we ask you decide for yourself.
- If you believe that you are better off ... that things in the Ukraine are getting better, that our economy is thriving ... then the Party of the Regions is not for you. But if you believe, as we do, that Yushchenko, Tymoshenko, and those in power have failed you ... that they have put their own interests ahead of yours ... and that they have failed to do that which we all know needs to be done to make our lives better ... then we ask you to join us.
- A Party of the Regions parliament will give you back your voice in government. We will put all of our commitment behind policies and programs that will give you a level of financial safety ... so that you can provide for your family. And, we will force government to stop thinking about themselves, and start thinking about helping people.
- We don’t have the Ukraine we deserve, but ... with your help, with your partnership ... together we can build the Ukraine we have all dreamed of for so many years.

Devine

OUTLINE FOR SPEECH

Welcome to our Party Congress.

As we gather today, we can see the challenges we face as a nation. But we can also see, gathered in this hall, the way to solve our problems. The Party of Regions has been tested, and we are ready to meet the great challenges that Ukraine faces today.

We are united not just in our political ideology, but in our love of country. Our nation is ready to take its place among the great nations of the world. But to do so, we must start anew, and change the course that Ukraine will travel in the years ahead.

This Party Congress represents a new beginning... for Ukraine and for the Party of Regions.

We have a chance... starting with the Parliamentary Elections in March – to change the road that Ukraine will travel in the years ahead.

Today, we come together to say to all Ukraine and to the world that the Party of Regions is ready to lead Ukraine down the right road... to a better future, and we are ready to lead us there today.

History will be the judge of what we did in power, and what others have done. And the verdict of history will not be kind to those who have failed to lead Ukraine to a better place this past year.

Everywhere I go from ___ to ___ I hear the same complaint and concern... our people say that our government has failed us.

Just look at what Leaders of the Orange Revolution said, and then look at what they did.

They said they would change our government and make it work again for the people. Instead, they have given us one of the most irresponsible governments the modern world has seen, a government of bickering, of scandal and of resignations and policy reversals.

They said they would bring us five million jobs by accelerating an economy that was already growing at a record pace. Instead we have lost jobs, and millions are losing hope.

The President and the Prime Minister promised to control prices and increase wages. And what has happened? Prices rose through the roof and wages have fallen through the floor.

Not only have they failed to deal with these and other problems, their failed leadership has actually made the problems worse.

I ask you today... can we do better?

I tell you today... when the people return the Party of Regions to power... Ukraine will do better. We will improve your life today and in the future.

This government has two fundamental problems... the wrong people are running it, and they are pursuing the wrong policies.

Just look at their approach to skyrocketing prices. At first Yushchenko and Tymoshenko stood by and did nothing, until the cries from the people became so loud that they could no longer ignore them. When they finally were forced to respond, the wrong people in government choose the wrong policy to deal with the problem. They chose price caps, which have only made the problem worse. The cost of basic necessities has risen, and now the cost of living is sliding further and further from the grasp of more and more of Ukraine's people.

They promised hope. They promised jobs. They promised an Orange Revolution... where Ukraine would flourish and all would be well. But their revolution was a hoax... carried out for the cameras and not for the people.

This is not the Ukraine we dreamed of. This is not the Ukraine that all of our people deserve.

Ukraine deserves a government as good as its people. And that is the government that the Party of Regions will give Ukraine... and let me tell you how we will do it.

First... we will change the people at the helm of the government. Yushchenko and Tymoshenko and the cronies they have placed in power care only about themselves and their friends not about our people and our future. They have spent their time in government focused on a single goal... how to increase their own and their families personal fortune.

We have assembled a team who will put the people first, and who will not spend their days scheming to advance themselves at the public expense.

Second, we will change the policies that this government has pursued, so that Ukraine again can pursue the path of progress.

Today, I want to talk with you about those policies, and share with you our plans to bring change and reform Ukraine.

The biggest challenge that we face today is in our economy.

Early next year we will unveil the most comprehensive economic plan in Ukraine's history. In that plan we will present to all of our country and for all over the world to see how we intend to get back to the time when our economy was growing by over 12% a year. That was the time when we last managed this economy.

Our economic plan has three fundamental goals:

- To stabilize prices so people can afford the things they need;
- To reduce unemployment and give people good paying jobs;
- And to give people a proper wage and proper pension.

The Party of Regions in Parliament will not rest while a single one of our fellow citizens suffers in poverty. We will not let the current government continue to destroy the economy that we worked so hard to build.

To make our economic plan work in the real world, Ukraine must take advantage of our unique place in both geography and history.

The Tymoshenko/Yushchenko government has done its best to burn the bridges with Russia, and the anti-Russian policies of both Tymoshenko and Yushchenko have hurt us all. Ukraine must build bridges to Russia and to the West. We are uniquely and powerfully situated – to have a special relationship with Russia, and a strong relationship with the West as well. But we can not do that if we have leaders who believe that Russia is not our friend and that only through alliance with Europe can we achieve prosperity and progress.

Our opponents believe that to open a road to Europe, we must close the road to Russia. Nothing could be further from the truth. And nothing can be more hurtful to Ukraine's short and long term economic well being.

In power, we will build bridges to our east and to our west. And recognizing the great potential for economic growth that a special relationship with Russia will provide, we will work to make Russian the second official language of Ukraine.

Many countries around the world have more than one official language. In case after case, this reality serves to strengthen and define a national identity for those countries. Russian as the second official language of Ukraine is one way we will build new bridges to our friends and neighbors. It is one way we will create new jobs and recognize the unique role that Ukrainians of Russian origin play in the fabric of our society.

And we will strive to change other policies as well. Today our countryman are being over taxed and under served by Ukraine's government. In power, we will fight for a new tax policy that decreases taxes collected on wages and halts the arbitrary activities of tax collectors.

And we will put a cap on something that will work for people in the real world – not a disastrous cap on prices which skews the market and results in higher prices for all, but a cap on taxes, which will lower the general percentage of taxes collected by tying the tax rate to economic growth in Ukraine. It's a simple and fundamental principle – taxes shouldn't grow while an economy is shrinking. It's a policy we will practice in government that will work well for all our people.

And we will end the greedy power grab of a central government that is attempting to control all aspects of our economy and life. Instead, we will support decentralizing power and the development of stronger local governments – by assigning more power to individual regions.

Unlike our opponents, we truly believe the people should have the power over their government. That is why we will work to have governors and local officials elected by the people, and not appointed by the national government. If people elect their local officials, then those officials will be more responsive and do a better job protecting your financial well being and delivering social services. The time has come to end the cronyism and incompetence of the Yushchenko/Tymoshenko era, and replace it with a government that believes in the people and works for the people.

And we won't stop there. The purpose of government should be to protect its people not cause deliberate hardships.

That is why we will oppose an abrupt end of subsidies to farmers and miners just so Ukraine can be admitted to the World Trade Organization. The Party of Regions believes that these subsidies should be gradually reduced over time and not just cut off all at once. In power, we will take the side of farmers and miners, not bankers and bureaucrats.

And to protect those who lost all their money when the Savings Bank of Ukraine collapsed, the Party of Regions will support using some of the money that the government gets from the sale of the Kryodizhstal Steel Plant to pay back the people who were hurt in that scandal. That is the peoples' money and some of it should go to the people who have been hurt the most.

And so my friends and colleagues – that is our agenda.

To restore the economic vitality that Ukraine enjoyed when we last managed the economy.

To build bridges to the West and to the East, so that Ukraine can take advantage of the assets we have been given.

To stand with people who are hurting the most– by protecting their pensions when they are old and the subsidies that farmers and miners rely on to stay alive today.

And to re-establish our special relationship with Russia, by making Russian the second official language of Ukraine.

By pursuing these policies we can improve your life today and improve Ukraine for tomorrow.

My friends... I love Ukraine. It's a beautiful country and I have seen it from end to end.

Being out of office this past year has been liberating. It has freed us from the past. It has freed us to pursue new ideas and new solutions. It has challenged us to get close to the people and hear what they are saying and what they want from their government.

We have heard and we are ready to provide the strong leadership that is needed to give the people the government they want and the life that they deserve.

I know that if we come together, if we work together, we can achieve great things.

Today, we do not have the Ukraine we deserve. But with your help... tomorrow we will together build the Ukraine of our dreams.

A land of peace.

A place of prosperity.

And a homeland for our people where generations can live and prosper together.

This is our dream.

And with your help this will become Ukraine's reality.

*4 min speech
German Draft*

Dear Congress Delegates,

First years of the 21st century will be inscribed in the history of Ukraine as a period when the nation – for the first time throughout its period of independence – stepped onto the accelerated development path.

One could observe it with a naked eye: the legacy of the past, especially in such sensitive areas as freedom of speech, was very notable. But people still sensed changes for the better.

Positive tendencies in the economic development brought about a shift in people's perception from uncertainty about the future towards confidence in their state, in its capability to protect a man of labor.

Our government had accomplished many things towards this end. According to key indicators of economic development its performance has been recognized as most productive over the entire period of independence.

We were fully committed to continuing to pursue the policy aimed at turning Ukraine into Eastern Europe's "economic tiger"

We had all the capacity to make it happen.

Our plans were destroyed by people who were after one thing: money and power.

For that, they afforded turning Ukraine into a testing ground to experiment with techniques of ousting legitimate power in a so called "revolutionary" way.

As concerns the bloodless resolution of last year's orange adventure I may say with responsibility: it is us rather than them who successfully passed this civic maturity test.

It was our supporters who endured the orange psychosis and paid the price of humiliation to save the nation from a fratricidal conflict.

It was our steadfast stamina and responsibility for the fates of 48 million countrymen that made the world acknowledge: Ukraine is indeed a civilized state.

Boris Pasternak once wrote: "with face to face the face isn't seen".

At an arm's length, Maidan leaders might have resembled Che Guevara.

Just a year later, they are now more similar to the picture of Dorian Grey to the people.

The problem of today's government is not their overly ambitious commitments. Their problem is the people asking today why even a portion of those commitments are failed to be delivered.

The year of 2005 will be remembered in Ukraine's history as a year of losses and frustrations. Stability has been replaced with continuous crises – gas crisis, meat crisis, sugar crisis and what have you.

Prices skyrocketed, the country turned into a unreliable, unstable and unpredictable partner.

The deepest crisis however turned out to be the crisis of power.

Just recall the scandals shaking corridors of the previous power. They did take place. But even most notorious of them couldn't match the ones that would break out in past 12 months and that were witnessed not only by Ukrainians but also by the whole world.

This leads me to asking a question: could they have been links of one chain? And could they have aspired for one goal – to finally turn our state into a marginal formation, without any future, stagnating on the territory of the former USSR?

How can one otherwise explain the fact that the orange power ended up being totally corrupt?

And that having offered the so called ideals of the Maidan to the people they immediately rushed to achieve their genuine key objective – ownership redistribution?

And that within a record-breaking period of time, they ousted over 18 thousand experienced professionals from the state apparatus?

And that their offices were immediately filled with buddies and relatives who turned out to be scroungers, let alone their professional ignorance?

And that the foreign policy reality now is such that domestically manufactured products may sooner than later appear to be non-competitive?

This last factor may bring about unpredictable effects and seriously destabilize the situation not only within the nation but also in CEE countries and beyond alike.

In my numerous recent trips to Ukraine's regions I have been repeatedly asked: why did it occur and do we stand a chance to break out of this nightmare?

I say: it happened because the new leadership instead of caring for the nation are preoccupied with grabbing more and more power and making more and more profit for themselves.

In the west of Ukraine I asked my interlocutors: you folks supported the orange power, you were the prime source of the Maidan human resource. How many of your kin and friends who had had to emigrate for work could afford repatriation and domestic, decently paid employment after the orange revolution? Silence was an answer.

I told them: you are supporting the pro-western policy of the orange. This is your right. But are you prepared to pay the petrol and gas prices that Western states pay to Russia? Here too, they stayed mute.

Unlike our opponents constituents, supporters of the Party of Regions realize the reason, or rather who is to blame for the misfortunes that so abundantly spilled out after the advent to power of the half-baked revolutionaries.

I think that our key strength is that we were able to preserve our supporters, our voters.

Like before, people have trust in us and no political technology tricks can shake this status quo.

No filthy PR techniques however cynical they are will ever shake their persuasion in the right choice they made a year ago.

Our political opponents have no chances to win a single bit of our electoral space even if they invest in the elections all the cash earned from the sale of another "Krivorizhstal".

Because we – and not they – know what to do.

Because it is us – and not them – who are professionals and know how to reach national prosperity.

Because it is us – and not them – who are prepared to offer to Ukrainians a program of overcoming deep social and economic crises created by the orange coup.

What does it take? Let me briefly describe the essence of the program of the Party of Regions. The programs with which we are bound to win at the 2006 elections.

In domestic policy.

We perfectly understand that a genuine democracy is impossible wherever poverty and unemployment prevail. The promises to instill the rule of law or to eradicate corruption without doing away with economic causes of these phenomena exemplify sheer populism and demagoguery which today's power is demonstrating more than convincingly.

Therefore, early next year, the Party of Regions will promulgate its plan outlining the ways of Ukraine's economy reversal to the state when the GDP growth rates were over 12 percent. May I remind you that this was the growth rate attained by our government.

Without going into details of this plan and the suggested strategy, I will only point out that we are looking into implementing the main state programs we had developed whereby the whole economy of Ukraine will be evolving.

We will continue structural reforms launched in 2003-2004. We will pursue a balanced and responsible budget policy.

We will cut taxes and liquidate the tax burden. Restrictions will be put in place due to which administrative leverage will not be able to control domestic market pricing. Prices growth will be restrained by cutting tax rates and their dependence on the national economy development growth rates. A simple basic principle will work: taxes don't go up as long as economic growth rates are not adequately dynamic.

Furthermore, an at least two-year long moratorium on amending tax laws will be instituted.

We intend to reverse to an investment-innovative development model, to revive economic breakthrough generators: technoparks, priority development areas, free economic zones.

It's a matter of honor for us to restore a favorable investment climate in Ukraine.

We commit ourselves to doubling state investments in agro-industrial complex development in three years.

We will pave the road to new technologies in the rural areas.

Power decentralization will boost macroeconomic growth and reanimation of small and medium-size businesses activity.

Reforms we will pursue in local self-government will rest on direct elections of regional and local administrations leaders.

Regional communities, acting through their representatives in local councils will autonomously shape up and enforce local budgets.

Moving forward to a federative state system will enable alleviating a deep split-up triggered after the orange jingoes came to power. In case that today's political and administrative status quo remains in place, mutual suspiciousness between communities with different historical past,

cultural and mental identities will only be exacerbated. And no calls for alignment for the sake of unitarity will help.

Only existence of federative subjects can help preserve unity within the diversity of regions, otherwise the sword of Damocles threatening disintegration will always loom over Ukraine.

In the social domain the Party of Regions is committed to provide employment to each citizen in need of job in accordance with his/her qualification, experience and expertise with an adequate compensation that will ensure decent living and savings opportunities.

to give social protection to disadvantaged and limited capacity citizens;
due respect to the family and protection of its values;
highly professional military reliant on domestic industries, guaranteeing reliable protection of interests of military service people and their families.

We will effectively – rather than declaratively – reform the youth policy raising the level of social protection to students; annual preferential fares, rise in stipends up to the minimum cost of living.

The youth lending funds will be increased to allow young people to buy education and housing.

The Party of Regions stands for putting in place a new trade union system which will defend hired labor interests at any enterprise irrespective of the form of ownership.

Self-sufficiency of the Pension Fund will be guaranteed.

The Party of Regions believes that Ukrainian citizens' savings lost as a result of the USSR disintegration must be recovered with monies earned from the sale of "Krivorizhstal". This is the people's money which is why its major proportion must be returned to them.

We stand for an official recognition of the Russian language as the second official language in Ukraine.

Quite a few states worldwide including Western Europe are bilingual. But does it threaten their national identity?

Our motto is: two languages, one nation!

The question of the Russian language status does not have a direct bearing on our relations with Russia. Nevertheless, it is a key for understanding why orange leaders created so many problems for the Ukrainian people.

In this connection, let me outline our foreign policy priorities that the Party of Regions will pursue after taking power.

Dear delegates!

Our party does not decline the idea of Ukraine's European integration. This is our principal position, as well as our response to our political opponents accusing us of a solely Eurasian orientation.

Alongside that, we maintain that without close economic cooperation with our great Northern neighbor Ukraine is unable to become the West's equal partner in the conceivable future.

Moreover: by neglecting Russia's strategic interests Ukraine has put itself in a situation when its conformist pro-western policy has become of concern to the West itself.

What can Ukraine's associated membership in the EU and NATO bring to Brussels and Washington if it occurs without account for geopolitical realities? We can confidently argue: nothing but big problems since in that case the West will be faced with an adequate response from Russia for which it is a matter of their national security.

In any case, foreign political priorities may not be defined the way the current power does: without a scrupulous modeling of possible scenarios in immediate, medium and far-fetched term.

The Party of Regions considers that at this point in its historic development Ukraine must pursue a policy of sensible balancing between the East and the West.

Being as pragmatic in politics as we are, we will build on an assumption that foreign political priorities must work for the benefit of the national economy and well-being of our citizens rather than for the sake of satisfying vested interests of individual financial-industrial groups and forces backing them.

Hence, if cutting subsidies to the agriculture or coal industry are only needed to speed up Ukraine's accession to the WTO, we are against any haste in such accession.

If integration in the Single Economic Space promotes social and economic advancement of our state – we are for the SES.

Dear delegates!

One of the causes of the acting power's crisis is a failure to deliver promises.

The Party of Regions will break this vicious circle of governments' and deputies' irresponsibility before the nation.

We are the only force in Ukraine that presents its election commitments as a mutual responsibility borne by voters and politicians.

Therefore, in the face of all delegates and guests present in this hall I want to solemnly declare:

We warrant that people's deputies from the Party of Regions and the government formed by them will, within three years after coming to power, secure the fulfillment of promises given to voters.

Otherwise, both the government and deputies from the Party of Regions having formed it will voluntarily resign.

This is the word we are giving today to the people. And everyone who knows us has had many opportunities to get reassured: the Party of Regions (the speaker pauses, smiles looks into the audience and speaks on) – is not about dead-heads!

Dear guests!

Let me spend a few moments to talk about who we are heading towards victory with, who we nominate for deputy candidacy at the coming elections.

Our party slate carries the names of people who have shared our political vision and values for a considerable while. They shared the bitterness of temporary setbacks with us, together with us they endured political repressions and cheating.

These are the people that never betrayed and never changed sides. They never rushed to offer their services to yesterdays' opponents.

Most of them were nominated by regional organizations.

Our candidates are a sort of a collective portrait of Ukraine representing nominees from all regional communities of Ukraine.

For instance, (speaks a respective name) ... runs as a candidate from Eastern Ukraine. (Another name is spoken) – runs from Western provinces. (Name) is widely known in Crimea, (name) enjoys common renown in and around Kiev.

This slate also includes representatives of ally parties that expressed their commitment to persevere with struggle under the Party of Regions banners and have joined our party ranks.

These are very experienced politicians. Once elected to the parliament they will – in a speedily and professional manner – put in place the legal framework which is essential for implementing our anti-crisis program.

Dear deputies!

A year ago we stood at the Railroad terminal square in Kiev joined by 30 thousand coalminers ready to go and unblock the government's building in order to save the country from the economic collapse. They only waited for a signal.

I came out to my fellow countrymen and said to them: keep waiting, I'll be back. And then, I left for the roundtable meeting.

What happened next is common knowledge as well as common knowledge of why I couldn't be back with the miners.

I asked to let them know that I urged them to get back home as otherwise people's blood could have shed.

It took a year to be back. Which is not too long, especially if one recalls that the Party of Region was compared with Phoenix that revives from ashes.

Our party today enjoys the highest popularity across the whole of Ukraine. And this is only the beginning as the struggle has just started.

I want to call upon all Congress delegates, all members of the Party of Regions and along with them – millions of our voters to join this struggle with optimism and belief.

Together we will by all means win and make our compatriots lives happier.

This won't happen "one fine day".

This will happen very soon!

As soon as in the spring!

MEMORANDUM

TO: Paul Manafort

FROM: Oleg Kudinov

RE: Regional development program

DATE: December 4, 2005

Per our conversation on Thursday, I would like to share my views on the key objectives and implementation of RPD program in Ukraine.

As I see them, the key objectives of RPDs in the regions are:

- ~~Control~~ ^{Verification} over the execution of the strategy developed by DM
- Evaluation and providing feedback on efficiency of communication strategy of the PoFR Central headquarters in the regions, analysis of problems and development of proposals to improve it
- Serve as a link between regional organizations, central HQs and DM in ensuring efficient information flow, tracking of issues and providing most up-to-date information on regional developments
- ~~Jointly with regional representative of the Central HQ control over financial expenditures, focusing on funds sent from Kyiv to work with target groups. Advise in the most efficient way of spending funds~~
- Assistance and consulting to oblast and district headquarters, local candidates in development and implementation of agitation plans, specific agitation programs (help in writing articles to local newspapers, letter, basic documents, organization of mass actions, poll watching, etc)
- Monitoring of activities of PoFR and key opponents in the regions, providing timely information on opponents' actions and analyses of their activities for feedback to DM/Central HQ
- Assistance in preparation of visits of Leader and surrogate speakers in the regions, liaison with international observer groups
- Inspection visits jointly with Central HQ representative to other regions

The program should be implemented with full integration into the Central HQ structure (with full coverage of the Democratic Center due to security reasons) and should initially include three groups, each consisting of 2 RPDs. The groups will be deployed and respectively responsible for the following regions:

- 1) Crimea – 1 person (responsible for Crimea and Sevastopol)
- 2) Odessa – 1 person (responsible for Nikolaev, Herson, Odessa)
- 3) Dnipropetrovsk – 1 person, potentially 2 persons (responsible for Dnipropetrovsk and Zaporizhia oblasts)
- 4) Donetsk – 1 person (responsible for Donetsk, Harkiv and Luhansk)
- 5) Kiev – management and coordination of activities (Kudinov + assistant)

I suggest to bring the first group of 3-4 RPDs to Ukraine on December 15, and test the technology of deployment on them (i.e. integration with Central HQs, deployment to the regions, logistical and legal issues, authority from the Central HQ), etc. If the experience is successful, we can deploy the rest starting with January 12-15

#	Name	Preliminarily assigned region	Monthly compensation Plus \$50/day of per diem
①	Dmitri Pospelov. - CRIMEA Born June 20, 1971. Took part in 26 election campaigns. Author of several books on election technologies. Docent, Ph.D.. Speaks French, German	Crimea. Can deploy after Nov 28, 2005	\$ 5 000
②	Andrei Ryabchuk. Politologist, political consultant, project management specialist. Professor, author of books on political science, social psychology. Has taken part and managed over 30 campaigns throughout CIS. Speaks English and French. Member of International Journalists' Union.	Kharkiv. Can deploy after Nov 28, 2005	\$7 000
③	Vyacheslav Lyzlov. Born April 11, 1945. Took part in 32 campaigns, including 7 campaigns as Head of election HQ. Author of 4 books on election technologies.	Donetsk. Can deploy after December 1, 2005	\$4 000
4.	Alexander Darievich. Born in 1958 in Dnipropetrovsk oblast. Graduate of Dnepropetrovsk metallurgical institute. Has worked in election campaigns since 1994. Speaks fluent Ukrainian.	Zaporizhya. Can deploy after December 1, 2005	\$3 500
⑤	Yuri Matveev Specialist in political training and consulting. Has taken part in more than 20 campaigns throughout Russia and CIS, incl. Ukraine, since 1993.	Odessa. Can deploy after November 28, 2005	\$5 000
6.	Anton Orlov Born October 4, 1976 Took part in over 10 campaigns. PhD (political science). Speaks French.	Kherson, can deploy after December 6, 2005	\$4 000
7.	Pavel Golubtsov, born 1977. Took part in over 15 campaigns as campaign consultant and manager of HQ	Nikolaev, can deploy after December 6, 2005	\$4 000
⑧	Natalia Astakhova, born 1974. Took part in 15 election campaigns as press-secretary, head of press-service. Speaks English.	Kiev, assistant to Kudinov. Can deploy after Nov 27, 2005	\$ 3 000
9.	Mihail Topalov, born 1952, political analyst, pollster, campaign manager. Took part in over 25 campaigns. <u>Alternative:</u> 1) Egor Golubtsov, born 1970, took part in over 10 campaigns.	Dnipropetrovsk	\$ 4 500
10.	Vasili Agafonov Born 1960, took part in over 15 campaigns. Alternative: 1) Marat Belialov. Political consultant, took part in	Луганск	\$ 4 500

Program framework

- 1) Introductory meeting in Moscow or Kiev to outline specific missions and clear understanding of role and responsibilities (preferably through a memo from PJM)
- 2) Upon arrival in Kiev each should receive 1 months' salary plus 1 month per diem advance around \$3,000 in cash for rent of apartment, purchase of cell phone, travel etc.

This amounts to:

\$ 44,500 in salaries for 1 months for 10 people

\$ 50 per diem X 30 days X 10 people = \$15,000

\$ 3,000 advance in cash for rent of apartment, purchase of cell phones X 10 people = \$30,000

\$300 for 1 way econ class ticket to Kiev X 10 people = \$3,000

Total: \$92,500 in cash

- 3) Be managed by Oleg Kudinov and provide weekly reports and updates on the situation in the region.
- 4) Bi-weekly meetings in Kyiv for debriefing

		Регион	Зарплата плюс 50 у.е. суточные
1.	Поспелов Дмитрий Владимирович. Род. 20.06.71 Участвовал в 26 избирательных кампаниях. Автор книг по технологии выборов. Доцент, кандидат психологических наук. Французский, немецкий языки	Крым, может выехать 28.11	5 т. У.е.
2.	Рябчук Андрей Викторович Политолог, политтехнолог, руководитель проектов Профессор, автор книг по политологии, социальной психологии, Опыт руководства избирательными кампаниями, более 30 кампаний. Политическое консультирование, Английский и французский языки Член Международного союза журналистов	Харьков, Может выехать 28.11	7
3.	Лызов Вячеслав Евгеньевич род 11 апреля 1945 г. Работа в выборных кампаниях: Участие в 30 избирательных кампаниях, в том числе в 7 кампаниях работал начальником штаба и в 12 кампаниях Четыре книги по выборной тематике	Донецк, Может выехать с 1.12	4
4.	Дариевич Александр Васильевич р. 1958 году в Днепропетровской области. Украинец. Окончил Днепропетровский металлургический институт. С 1994 года работает в избирательных кампаниях. Хорошее знание украинского языка.	Запорожье с 1.12	3,5
5.	МАТВЕЕВ Юрий Семёнович Обучение и консультирование по вопросам подготовки и проведения избирательных кампаний. Опыт участия в избирательных кампаниях: более 20 кампаний с 1993 года	Одесса, с 28.11	5
6.	ОРЛОВ АНТОН ЮРЬЕВИЧ 4 октября 1978 Участие в избирательной кампании – более 10 кампаний Кандидат политических наук, французский язык	Херсон с 6.12	4
7.	Голубцов Павел Владимирович, 1977 г.р., Участие в избирательных кампаниях – более 15 кампаний	Николаев с 6.12.	4 т
8.	Астахова Наталья Владимировна, 1974 г.р. Участие в 15 избирательных кампаниях, в качестве пресс-секретаря, руководителя пресс-службы. Английский язык	Киев, помощник Кудинова С 27.11	3
9.	Здесь выбор: по приоритету Топалов Михаил Александрович, 1952 г.р., более 25 кампаний. Голубцов Егор Александрович, 1970 г.р., более 10 кампаний,	Днепропетровск	4,5

Key Agitation Technologies of Party of Regions

Manual for Party of Regions' local activist

Party of Regions

Kyiv – 2005

500 copies, 150 pages.

The manual covers the key means and ways of agitation and advertisement impact on voters during the election campaign.

In essence, the manual is about technological instruments of election campaign which, if used correctly, can help activists and functionaries of PoR to build effective agitation and organization plans and successfully execute them at all stages of election campaign/

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		<i>Availability of text in Russian</i>	
		Available	Not Available
1.	Strategy and Tactics of PofR at the Elections to Verkhovna Rada and local governance bodies		
1.1	Key guidelines of strategy and tactics of PofR at the Verkhovna Rada elections	Yes	
1.2	Recommendations on strategy and tactics of PofR in regions of Ukraine	Yes	
1.3	Recommendations on strategy and tactics of PofR in urban and rural areas of Ukraine (by region)	Yes	
1.4	Key guidelines of the PofR Election Program	Yes	
1.5	Characteristics of target voter groups of PofR and methods of work with them. Target groups of PofR	Yes	
1.6	Key political parties of Ukraine in this campaign. Attitude of PofR to these parties.	Yes	
1.7	Key threats for election campaign of PofR	Yes	
2.	Election Campaign as Communication Process		
2.1.	Key objectives of the regional and district HQs in the electoral process.	Yes	
2.2	System of management, subordination and reporting. What gets sent to whom, by whom and when. Internal communication of campaign/	Yes	
2.3	Analytical research in the election campaign	Yes	
3.	Key documents of Election Campaign		
3.1	Voter database	Yes	
3.2	Framework for interview on behalf of PofR (100 answers to 100 questions)	Yes	
3.3	Issues of region, districts and target groups	Yes	
3.4	Electoral Map of the region	Yes	
3.5	Talking points for conversations with voters and mass media	Yes	
3.6	"Legend" on PofR (regional organization) and its leaders. Official bios of the PofR leaders.		No
3.7	Table of positioning of PofR in the oblast	Yes	
3.8	Plan of agitation of the oblast and district organization	Yes	
3.9	Key speech of candidates and surrogates	Yes	
3.10	Program of PofR and the regional organization. Details based on local specifics	Yes	
3.11	Budget of election campaign	Yes	
4.	Basics of agitation and propaganda in election campaign		
4.1.	Key elements of popularity of the party. Key elements of image of PofR	Yes	
4.2.	Content aspects of agitation. Main contents of the agitation campaign of PofR.	Yes	
4.2	Key issues of the voters in Ukraine		Her
4.3	Possible current messages of agitation campaign in the regions		Her

	and districts		
4.4	Development of messages	Yes	
4.5	Development of special projects during agitation. Structure and reporting on projects.	Yes	
5.	Key Tactical Methods of Agitation		
5.1	Comparative effectiveness of various methods of agitation in Ukraine and limitations on their use	Yes	
5.2	Work with mass media	Yes	
5.3	Leaflet campaign. Place and efficiency. Recommendations on work with leaflets.	Yes	
5.4	Outside agitation (street agitation). Place and efficiency. Recommendations.	Yes	
5.5	Meetings with voters	Yes	
5.6	Instruction on organization and conduct of meetings of regional leaders of PofR and agitators.	Yes	
5.7	Door-to-door Campaign. Instruction to agitators who take part in Door-to-door campaign. Actions of agitators in problem situations.	Yes	
5.8	Organization and conduct of mass events (meetings, demonstrations, processions).	Yes	
5.9	Pickets and tents' operations.	Yes	
5.10	Direct mail and mail "hands to hands"	Yes	
5.11	Telephone agitation. Recommendations on telephone agitation program.	Yes	
5.12	Special Interests Groups and Charity.	Yes	
5.13	Organization of media events (free media)	Yes	
5.14.	Organization of meetings of the Leader of PofR in oblasts of Ukraine		No
5.15	Role and use of internet in election campaigns.	Yes	
6	Preparation of regional and district organizations of PofR for Election Day		
6.1.	PofR representatives in election commissions of various levels.	Yes	
6.2.	How to check lists of voters	Yes	
6.3	Media preparation for ballot security program		No
6.4	Watching the polls and tabulation of votes	Yes	
6.5	Parallel count of votes	Yes	
6.6	How to prepare complaints regarding violations and where to send them	Yes	
6.7	Key possible ways of fraud and ways to counteract fraud	Yes	
6.6	Getting out your vote on election day	Yes	
7.	Attachments		
7.1	Key economic results of "orange revolution"		No
7.2	Instruction on how to organize pickets. Sample of portable stand for pickets.	Yes	
7.3	Instruction on providing security of election campaign		No
7.4	PofR poll watcher manual for members of precinct and higher level election commissions.	Yes	
7.5	Instruction on sending special information to higher level PofR HQs	Yes	

7.6	Script of phone conversation of agitator with voters.	Yes
7.7	Recommendations on organization of meetings, demonstrations, processions.	Yes
7.8	Краткие рекомендации по проведению прямой адресной рассылки	Yes
7.8	Instruction on support of visits of the Leader in the regions	No
7.10	First 50 names of PofR party list	No
7.11	Short bios of first 10 members of the PofR Party List	No
7.12	Legend on the Leader of PofR	No
7.13	Summary of what will implementation of PofR program bring to the people of Ukraine	No

Zabitsky

Report Of Victor Yanukovich at the VIII Congress of the Party of Regions

Dear Delegates!

Dear Friends and Associates!

Our Congress is taking place in very important time.

Election campaign has started in Ukraine. It won't be an exaggeration of I say that our country has not known elections, upon which so much would depend on.

Their results will have decisive significance for the further history of Ukraine, for the life of its every citizen.

As you know, since the beginning of the new year the political reform will come into force.

It will lay the foundation of steady, democratic system of the parliamentary type in Ukraine.

This means that after the elections a new phase of the political history of our country, as well as the new stage in its economic and social life will begin.

The parties, that form a majority in the parliament and create a coalition government will be able to take an active part in its building.

Those parties will ensure their political long life and will be able to determine the political landscape of our country in the future..

Those parties that do not receive the trust of the people will be doomed to the role of reserve player and with the time leave the political arena

Elections in 2006 will become the moment of truth, which will determine, who is and who is not a responsible politician.

Who is able to live up to the promises, and who is not able to keep the word

Who offers a well thought-through program of leading the country out of the crisis, and who is driving the country even deeper into the crisis.

I am sure that the people will make the right choice and entrust the Party of Regions to take responsibility for their well-being and for the fate of the country.

I am sure that we will be well worth of this high honor and will fulfill our solemn duty before the older generation and our children.

It was us who were chosen by the fate to return the economy to the path of stability and growth, and provide decent life and assurance of tomorrow to our people.

It will not be an easy thing to do, because never ever has our country been kicked back so far thanks to (quote), irresponsible actions of the government, (unquote).

The whole world has become a witness of the troubles that fall upon our suffering people just during one year of leadership of the "orange".

These are crises of different kinds – gas, meat, sugar. It's hard to remember all of them.

But the biggest is the crisis of power, which added a deep paralysis to its unprofessionalism.

The immortal character of Bulgakov, Prof. Preobrazhensky was truly right, when he said that the biggest reason of mess in the country is the "mess in the heads".

I think this would be the diagnosis he would give to the current generation of home-grown revolutionaries.

The lack of well thought-through concept of development of the country lead to dramatic deterioration of the health of the economy.

As you know, all macroeconomic indicators have gone down. Following them, the standard of living of the citizens has gone down as well,

But the key issue is the helplessness and lack of principle of the new government, which destroyed people's trust in its ability to change something for the better.

The society is again seized by the indifference and fear of tomorrow, which we forced to retreat in the previous years.

In my opinion, this is one of the key losses of Ukraine in the last year.

Lack of real steps in economy the "orange" have largely compensated by the moral terror against those who think differently.

In this direction they have undertaken such violent activity, that medieval inquisition lead by Torquemada looks like innocent kids at their background.

It is not a joke – over 18 000 professionals, whose only fault was dislike of the orange color, were fired from the executive power bodies during several months.

They, according to the new government, were machinating, creating conspiracies and prevented it from the work for the benefit of the Ukrainian nation by all means.

However, our people bare smart and very well understand, what prevents a "bad dancer" from dancing well.

Despite the suffering of the people, the orange leaders continue to fight for the power in a most cynical and shameless way. The hunger for power has absolutely filled their minds.

At the time, when the growing inflation takes the last kopecks from the pockets of the pensioners, doctors and teachers, the government increases their salary by several times.

They were able to dignify themselves, quote, in the foreign policy front, unquote.

Instead of a well-balanced foreign policy, primarily strengthening connections with Russia, the "orange team" thoughtlessly and hastily drives the country towards the European Union.

This is the place where Ukraine is not expected, at least for the next 10 years.

In such conditions the Party of Regions did not have any other choice than to become an opposition.

We could not sit and observe collapse of the economy and massive violations of the constitutional rights of the citizens.

However, we did not add the revolutionary methods of the orange to our arsenal.

We used all of our forces to preserve the public peace and accord.

This was our goal during signing of the Memorandum on Mutual Understanding between the power and the opposition.

Today the representatives of the "orange" government still can not give a legible answer to the question: "Why Do They Need Power", which they have not learned how to use during the year for the benefit of the people?

Sometimes it seems like their only message for the elections is to defeat Yanukovich. They have been failing to agree on other issues so far.

The Party of Regions has essentially different approach. We do not want revenge. For us power is just an instrument. With its help we will implement our program and fulfill our promises to the people.

We must unite the country and lead it out of the social, economic and political crisis.

We must return Ukraine to the path of the stable economic and social development, which we had one year ago, when we were in power.

For this we have all the necessary components: belief in our force, political will and a clear program of action.

The key elements of our election program are:

Prosperity to the people!

Power to the regions!

These are the ideas we go to the people with.

We are strongly sure that their implementation will lead Ukraine to the path of progress and welfare.

In this we did not invent anything new.

The Party of Regions during 8 years has been preaching these principles, which were supported by millions of Ukrainians.

We stand for support of national producers.

If, in order to protect our people we need to wait a little with entry to the WTO, we are prepared to wait.

At the same time, if there are new opportunities for the domestic producer in the Common Economic Space, we will do everything for its creation.

One of the key elements of the program of the Party is the priority of the family values.

I would even say that it's the cult of family values at the state level.

In this respect housing issue has particular significance for us.

We will make sure that mortgage loans are accessible not only for the selected ones, but for the most broad strata of the population.

Our Congress is taking place during the World Day of Invalids.

Our Solemn duty is to create conditions for meaningful life for them, and to surround people of senior age with attention.

The election program of the party of Regions has provisions on care about veterans of war and labor and invalids.

Proud people. Distinguished people, who created the wealth of Ukraine. People who are least socially protected now.

We consistently stand for decentralization of power and for expansion of the rights of the regions. It is not by accident that we are called "Party of Regions".

It is high time to introduce real accountability from bottom to top – of the government to the people.

For this we propose election of the governors and other leaders at the district level.

This is a direct way for people to hold whoever they elect accountable. They can even recall their elected official if he, mildly speaking, "becomes facidous".

Moreover, we have included an important obligation in our election program, that no other party has had the guts to make.

If during three years we fail to fulfill our key program concepts, our deputies and members of the government will voluntarily resign.

This means real responsibility of politicians for their promises.

Further. Our political opponents, when they came to power, started to accuse us in separatism, substituting our desire to make Ukraine a federalist state by this word.

The federal development can become the factor of unity, and not separation of Ukraine.

It should become a well thought, scientifically substantiated state policy.

Consistent Federalism always contributes to development of democracy and freedom. Ukraine is not an exclusion in this case!

The strength of the regions is that they are very different. We must free and use the energy of the regions. Our slogan is^ Regions of Ukraine – Unity of the Equal!

However, it is important to preserve the originality of the East and West, South and North.

Preserve and multiply the historic, cultural, religious values and traditions of the people who live in their regions.

It is where the ethnic, family roots are very deep. This is where they take the spirit and the force for life and labor, for bringing up their children.

Dear Friends!

The basis of democracy of developed European countries is the civilized cooperation between the power and the opposition.

The opposition there is a catalyst of positive changes.

The opposition is the eyes and ears of the people, preventing the government from stealing and abusing the law.

Opposition is the consciousness of democracy.

When we come to power, the issue of providing the opposition with the relevant status will be resolved, no matter who the opposition is. We guarantee that!

We will not prosecute the opposition, political opponents, and threaten them with prisons.

The opposition, as our election program stipulates, will forever become a mandatory attribute of existence of power, a requisite of healthy, fruitful politics.

Interaction and mutual influence of the power and the opposition will become a guarantee of observing the human rights and freedoms.

Finally, our program paid major attention to the foreign policy of the state.

We will re-build everything that was destroyed by thoughtless actions of the orange “chiefs”.

We see what has come out of their efforts. Shame and disgrace.

We try to get into the European structures in a beggarly way. Europeans like only economically strong and politically independent countries.

Is Ukraine like that now? On the contrary, it has been weakened.

First of all, due to the violation of eternal ties with the northern neighbor – Russia.

The multi-vector approach will be the basis of our foreign policy activity.

By no means we will follow the path of adventures and voluntarism.

Let the people through referendum determine, whether Ukraine should join NATO.

So far a reliable guarantee of peace has been the out-of-locks status of our state.

We strongly believe that Ukraine should preserve this status and not be part of any blocks in the future.

We must limit the ambitions of the current government

The serious issues should be dealt with seriously, in a thoughtful and balanced way.

I assure you that we will by all means normalize the relations with Russia – our strategic partner.

Both Ukraine and Russia are interested in this. Equal partnership is needed by our both countries, by our people.

Party of Regions has such desire. Responsible Russian politicians also share this approach.

What else do we need in this case?

Act. With no delay till tomorrow.

First of all, we will complete formation and creation of the Common Economic Space.

On the even of the coming election campaign in Ukraine, the new electoral shake-ups, there is always enough speculatoin about the ethnic issues and national languages.

I will say right away – these are dubious and extremely dangerous speculations.

It is easy to violate peace. It is easy to start inter-ethnic conflicts and confrontation.

It's very difficult to reconcile them. Painful experience of other countries teaches us about that. You know about this better than I do.

We do not need such shake-ups. Enough playing using the ethnic feelings.

Party of Regions proposes support and free development of all ethnic groups and nationalities, who live in Ukraine. There is more than 100 of such.

We stand for development of all national languages. We stand for flourishing of national cultures and traditions, and spiritual values.

We stand for providing the status of the second state language to the Russian language.

It is absurd, when the language of Pushkin, Gogol, Chekhov, Bulgakov is studied at school as a foreign language.

We are against closing down Russian classes, and removal of Russian books from the nursery schools.

All nations – big and small – should be equal in their rights and responsibilities. There should be no prosecution, no subjugation.

We are a united friendly family of the peoples of Ukraine!

We must orient all members of the party, all participants of our electoral process to the best result. To the victory in the future elections.

According to the research of analysts and pollsters, the approval rating of our party is growing. We are the only party in Ukraine whose approval rating is growing.

You know very well that in all ratings the Party of Regions takes the top positions.

However, by no means it should pacify us.

We have serious and difficult work ahead of us. We have 4 months of tiring and tough battle in the election campaign. Our opponents are not sleeping.

We simply must become even more united. From the grassroots level up to the central nucleus of the party.

From the district headquarters, working in election campaign, up to the Central HQ in Kyiv.

The success of the Party of Regions undoubtedly will determine the efficiency and vigor of the grassroots party organizations.

In this hall we have people who have gone through many electoral battles.

Many of you I know personally. I know your business qualities, value your wisdom and your experience..

I believe in you and ask – please work these four months will full self-sacrifice.

Please work persistently and motivationally.

I am talking to the battle nucleus, the intellect of the party – people's deputies, members of the "Regions of Ukraine" faction.

The overwhelming majority of you work actively in the parliament. I am intentionally not giving names in order not to miss anyone.

I sincerely thank you for the fruitful work.

You defend the interests of our party.

Your sincere conversations with people will help bring on our side those, who have not made up their minds whom to vote for.

Dear Deputies, I believe in your leadership role in the electoral process.

I believe in great significance of each of those present here. Each active party member in the regions of Ukraine.

Each meeting with the people, each individual conversation should be open and sincere.

This, not talking and theories, is the key to our success. People should feel it in their hands, in reality.

People expect clear answers and real deeds.

How to raise pensions and stipends?

How to fix heating, water supply, sewage system in a specific house?

There are so many such things. Let's not forget about them. .

There are no trifles in life, especially during the election campaign.

All candidates in election lists of various levels are respected and known people, the advance group of the party.

Choosing them, we remained true to our key principle – to present the interests of all regions.

That is why the names of our candidates are known in every corner of our Motherland. Interests of people are close to them.

As you know, lately the Party of Regions's ranks were joined by new members, who were until recently affiliated with "Soyuz" and "New Democracy" parties.

These influential political forces are close by spirit to us.

They are close in terms of views on the ways of political and social-economic development of the Ukrainian society.

We are justifiably called the centrist opposition.

By uniting, we started the process of creation of political center for the sake of unification of the whole Ukrainian nation.

Dear Colleagues! Dear Associates!

This is the way I see the upcoming elections and participation of our party in these elections.

By your speeches, I believe, you will add up to this vision. You will share your ways and methods of conducting election campaign.

It will be as intensive and responsible as it has never been.

You have noted that not a single time I used the word "electorate"

I did this intentionally. I ask you to forget this word.

We do not go to the electorate. We go to the people.

To each specific person.

We go to our compatriots.

We must do everything possible to help people make an educated choice next March.

A choice of whom they should tie their fates, their thoughts with.

With whom to look into the future

With whom to build a dignified, united Ukraine.

I wish all of us success at this thorny but important path. God Help Us save Ukraine.

Thank you for your attention.

To: Vasily Dzhartry, Edouard Prutnik

CC Pavel Burlakov

BCC SH, YK, Anton Prigordski, BVK

Fr: Paul Manafort, Phil Griffin
Tim Unes
Bobby Peede

Re: Victor Yanukovych /
Party Congress Treatment

Date: 11/13/05

Location:

The Sports Palace
City Center
10,000 seats

Date:

December 3rd, 05
1:00 pm – 4:00 pm (approximately)

Theme:

Making Your Life Better – TODAY

Deliverables:

Equipment list – 11/14/05
Preliminary outdoor graphics design – 11/18/05
Preliminary outdoor design (staging, backdrop for small concert, resolution tent, collateral tent) – 11/18/05
Preliminary indoor design (plenary session) – 11/18/05
 Stage design
 Corridor design
Preliminary collateral material design – 11/18/05
Final equipment list – 11/14/05
Final outdoor graphics design – 11/22/05
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Final collateral material design – 11/22/05
Preliminary “Run of Show” (script) – 11/22/05
Price List - TBD

Collateral Material:

2000 Ukrainian Flag (2'x3')
 10,000 Handheld Signs
 (36) Confetti cannons
 (36) Confetti streamer cannons
 (20) Mylar cannons
 Balloon drop
 Indoor pyrotechnics
 Hats
 Scarves
 T-shirts

Narrative:

As attendees arrive to the Sports Palace they will be greeted by an outdoor concert in the plaza of the sports palace. The footprint around the palace will be draped in the blue and white/yellow colors of the Yanukovych campaign as well as large format campaign banners. The banners will be flown from adjacent buildings surrounding the venue and from rigging points on the palace itself. The plaza will also contain a "resolution tent" and several collateral tents. The band will be a local Ukrainian "pop" band. Campaign workers will mill throughout the crowd passing out campaign hats, t-shirts and scarves.

As attendees enter the Sports palace the hallways leading into the venue will be covered in blue and yellow. We will "up light" walls, drape columns and hang banners in all the open areas. These public areas will also contain food vending areas and campaign music. As attendees take their seats in the arena those seated on the floor will be given 2'x3' Ukrainian flags and those seated in the stands will get either a 2'x3' placard or a 1'x 2' Ukrainian flag. Another local band will warm up this crowd. The crowd will see an "Active Video" wall backdrop. The advantage of using an "Active Video" backdrop is that we can change the look and feel of the backdrop several times during the course of the program by simply projecting a new slide or new video. We can literally have anything we want as a projected backdrop whenever we want it. This means that in addition to the hard wall portion of the backdrop there will be a 25' x 19' active video wall (flanked by two 9' x 12' IMAQ screens and two tri-wall digital video screens flown from the ceiling). We have decided to use rear projection as our central backdrop screen since the resolution is so much better than digital walls. Large format digital video walls will only give us a 6mm resolution, which is sharp enough

for the IMAG screens, but not sharp enough for the "tight shot". A rear screen projection using a digital projector will give us significantly better resolution so we can still get a message in the tight shot.

As the program starts the band will leave the stage, the lights will go down and we will roll a 10 (?) minute video highlighting the Ticket. Following this video one or more of the lower ticket candidates will speak. Following the lower ticket candidates the nominating speech will be given by (TBD) ending with an introduction a 15 minute "Rally the Troops" video highlighting Victor Yanukovych, the party and the upcoming campaign. Immediately following the video the candidate will enter the arena from the rear of the floor, to the sound of the campaign theme song (TBD). The candidate will be followed by a spot light. The candidate will walk along a raised 2' high walkway right through the middle of the crowd towards the stage, shaking hands – but always visible to the rest of the crowd and the cameras as he progresses. The only portion of the arena lit at this time is the raised walkway, a path several feet wide of the walkway and the images from the backdrop and IMAG screens that will be projecting his entrance and several follow spots that will be moving through the crowd highlighting the 2000 Ukrainian flags in the audience. Each of the 20 Mylar cannons, rigged in the ceiling above the walkway, will be fired ahead of the candidates – raining colored Mylar confetti (which will interact with the lighting above the walkway) on the candidate as he shakes hands with supporters en route to the stage.

Once the candidate reaches the stage he will shake hands with fellow (lower ticket) candidates who will immediately leave the stage. Mr Yanukovych will continue to acknowledge the crowd and then begin his speech. As he begins his speech the backdrop will reflect a large format campaign logo backdrop with a standard wall paper pattern in the "tight shot". Once the speech progresses Mr. Yanukovych will leave the podium and begin to move around the stage.

At the end of the speech we will cue the campaign music, fire the streamer cannons and have the other important ticket candidates join him on stage. Once they have acknowledged the crowd (while the music is still playing) the lower ticket candidates will join them on stage cued to

the firing of the confetti cannons and finally the balloon drop. Following the balloon drop all of the stage participants will file out of the arena on the raised walkway.



To: Paul Manafort
Fr: Tim Unes
Bobby Peede
Re: Victor Yanukovich /
Party Congress Treatment
Dt: 11/13/05

Location: The Sports Palace
City Center
10,000 seats

Date: December 3rd, 05
1:00 pm – 4:00 pm

Theme: TBD

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Confidential

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11/22/2005

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Narrative:

Issue →

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11/22/2005

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Sch. + Adm. n/b
Profy Campus



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Final collateral material design – 11/22/05
Preliminary “Run of Show” (script) – 11/22/05
Price List - TBD

Collateral Material: 2000 Ukrainian Flag (2’x3’)
10,000 Handheld Signs
(36) Confetti cannons
(36) Confetti streamer cannons

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11/15/2005

(20) Mylar cannons
 Balloon drop
 Indoor pyrotechnics
 Hats
 Scarves
 T-shirts

Narrative:

As attendees arrive to the Sports Palace they will be greeted by an outdoor concert in the plaza of the sports palace. The footprint around the palace will be draped in the blue and yellow colors of the Yanukovych campaign as well as large format campaign banners. The banners will be flown from adjacent buildings surrounding the venue and from rigging points on the palace itself. The plaza will also contain a "resolution tent" and several collateral tents. The band will be a local Ukrainian "pop" band. Campaign workers will mill throughout the crowd passing out campaign hats, t-shirts and scarves.

As attendees enter the Sports palace the hallways leading into the venue will be covered in blue and yellow. We will "up light" walls, drape columns and hang banners in all the open areas. These public areas will also contain food vending areas and campaign music. As attendees take their seats in the arena those seated on the floor will be given 2'x3' Ukrainian flags and those seated in the stands will get either a 2'x3' placard or a 1'x 2' Ukrainian flag. Another local band will warm up this crowd. The crowd will see an "Active Video" wall backdrop. The advantage of using an "Active Video" backdrop is that we can change the look and feel of the backdrop several times during the course of the program by simply projecting a new slide or new video. We can literally have anything we want as a projected backdrop whenever we want it. This means that in addition to the hard wall portion of the backdrop there will be a 25' x 19' active video wall (flanked by two 9' x 12' IMAQ screens and two tri-wall digital video screens flown from the ceiling). We have decided to use rear projection as our central backdrop screen since the resolution is so much better than digital walls. Large format digital video walls will only give us a 6mm resolution, which is sharp enough for the IMAG screens, but not sharp enough for the "tight shot". A rear screen projection using a digital projector will give us significantly better resolution so we can still get a message in the tight shot.

As the program starts the band will leave the stage, the lights will go down and we will roll a 10 (?) minute video highlighting the Ticket. Following this video one or more of the lower ticket candidates will speak. Following the lower ticket candidates the nominating speech will be given by (TBD) ending with an introduction a 15 minute "Rally the Troops" video highlighting Victor Yanukovych, the party and the upcoming campaign. Immediately following the video the candidate will enter the arena from the rear of the floor, to the sound of the campaign theme song (TBD). The candidate will be followed

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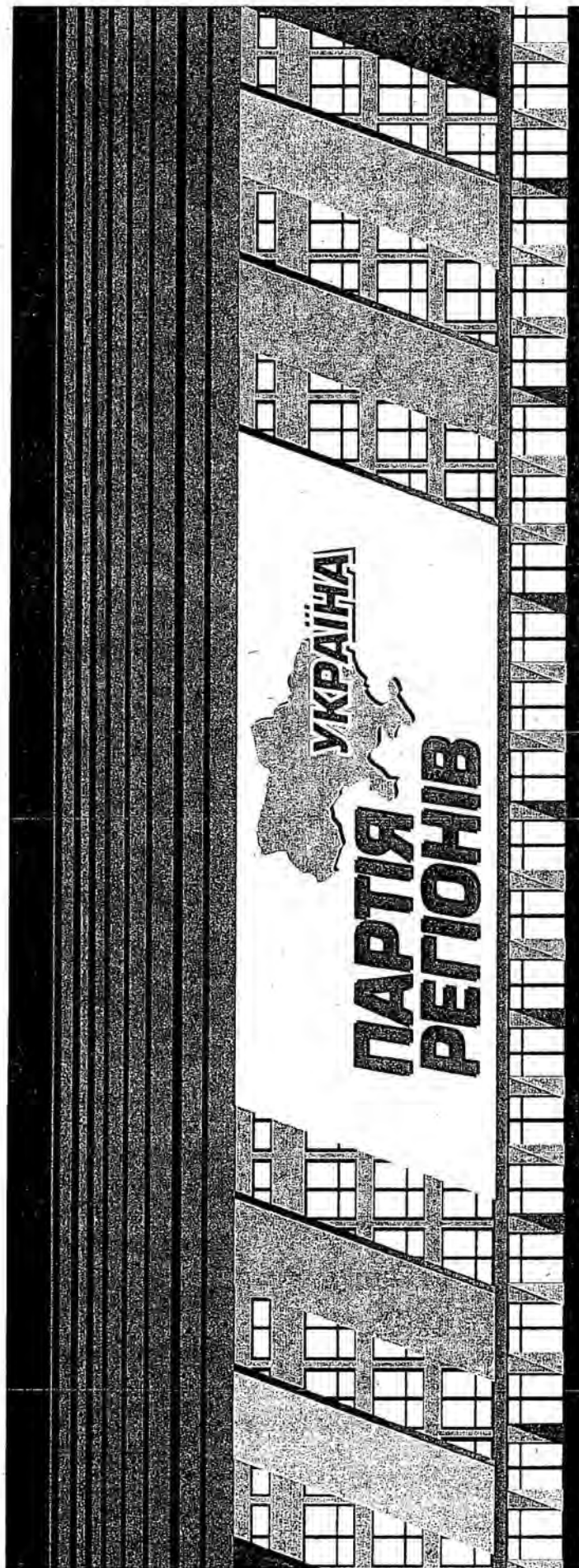
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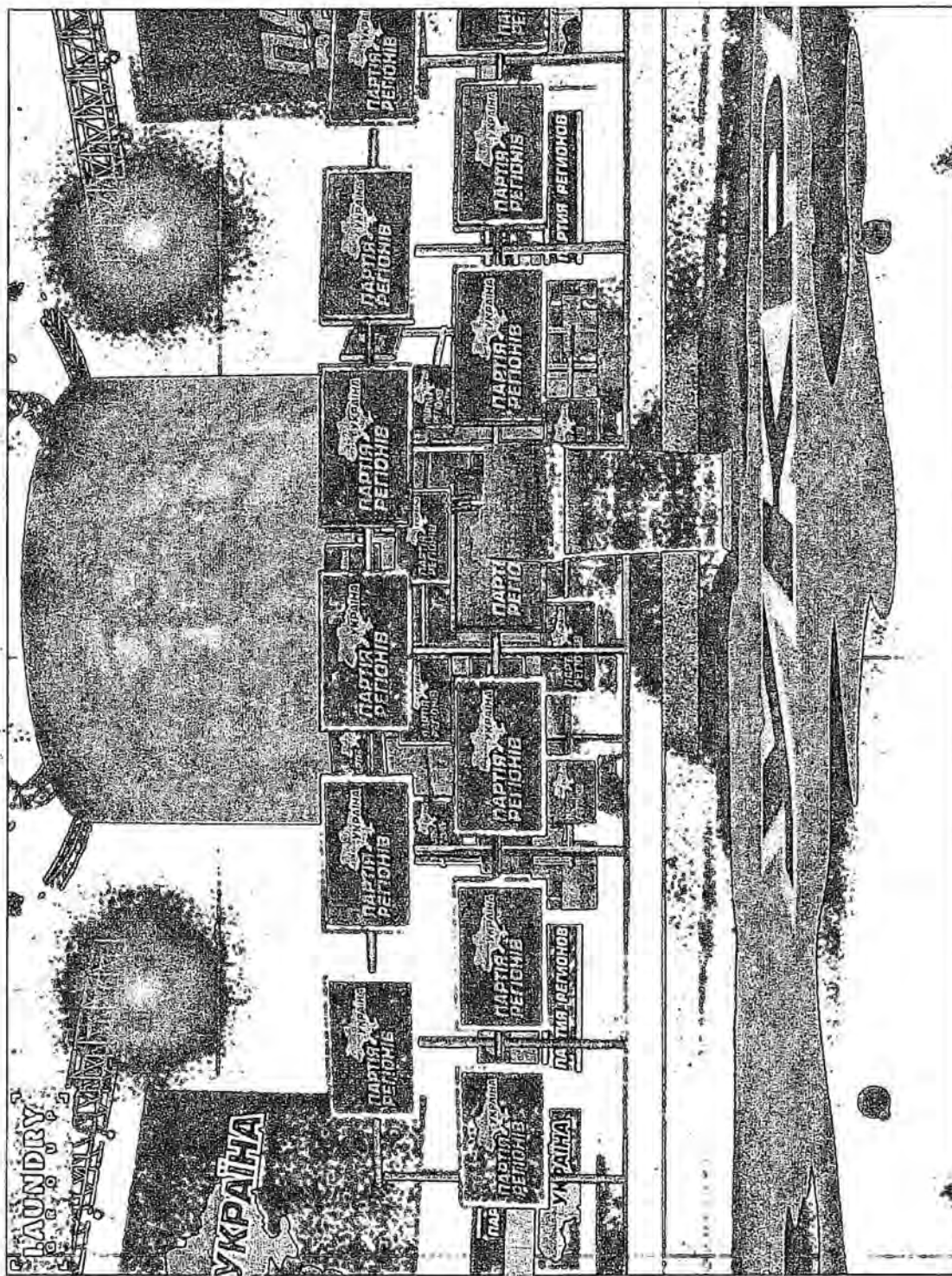
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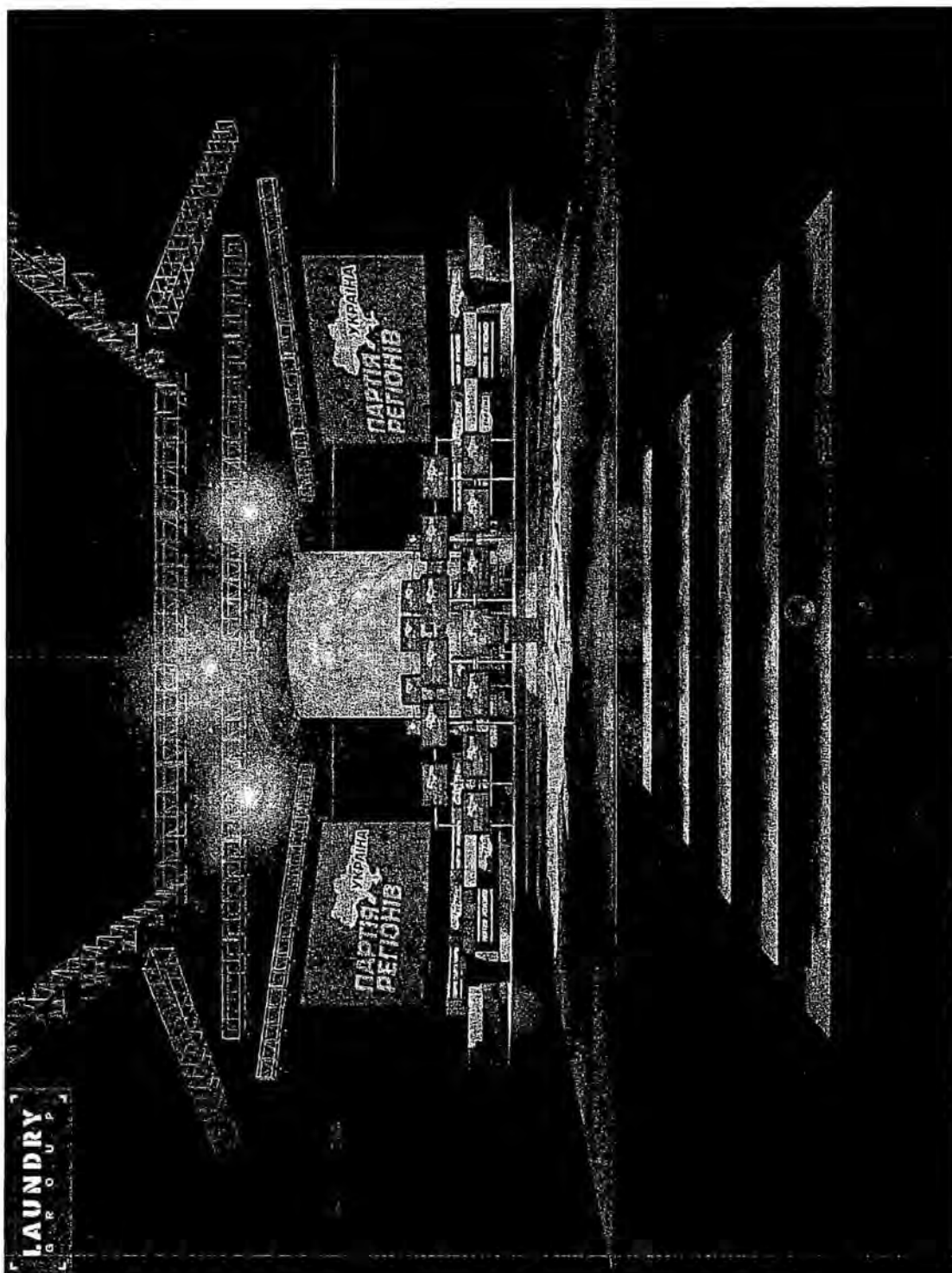
by a spot light. The candidate will walk along a raised 2' high walkway right through the middle of the crowd towards the stage, shaking hands – but always visible to the rest of the crowd and the cameras as he progresses. The only portion of the arena lit at this time is the raised walkway, a path several feet wide of the walkway and the images from the backdrop and IMAQ screens that will be projecting his entrance and several follow spots that will be moving through the crowd highlighting the 2000 Ukrainian flags in the audience. Each of the 20 Mylar cannons, rigged in the ceiling above the walkway, will be fired ahead of the candidates – raining colored Mylar confetti (which will interact with the lighting above the walkway) on the candidate as he shakes hands with supporters en route to the stage.

Once the candidate reaches the stage he will shake hands with fellow (lower ticket) candidates who will immediately leave the stage. Mr Yanukovich will continue to acknowledge the crowd and then begin his speech. As he begins his speech the backdrop will reflect a large format campaign logo backdrop with a standard wall paper pattern in the “tight shot”. Once the speech progresses Mr. Yanukovich will leave the podium and begin to move around the stage.

At the end of the speech we will cue the campaign music, fire the streamer cannons and have Mrs. Yanukovich join him on stage. Once the two of them have acknowledged the crowd (while the music is still playing) the lower ticket candidates and spouses will join them on stage cued to the firing of the confetti cannons and finally the balloon drop. Following the balloon drop all of the stage participants will file out of the arena on the raised walkway.







**POR Party Congress
Production Costs**

Task:	Description:	Total Cost:
Lighting	380,000 watts of light, 160 intelligent lights, 50 HMI, 2 catalysts	\$150,000
Audio	150,000 watts of sound, 6 separate "line arrays"	\$100,000
Projection + Video	(6) 12 mm digital video walls, (2) 20,000 lumen 15' x20' video screens, (30) 60' plasma screens	\$100,000
Backdrop + Staging	Pre-existing stage w/custom staging, Hardwall backdrop, (3) separate podiums	\$40,000
Labor	Local set up/tear down, rigging	\$10,000
ESI Fees	Project management, execution	50,000
Décor (outside)	Exterior building banners	\$25,000
Design	Conceptual, digital design of main stage and building exterior	\$10,000
Collateral Materials	Ukrainian flags, placards, hats, scarves	\$30,000
Special Effects	Confetti cannons, streamer cannons, mylar cannons, tech consultant	\$50,000
Total Costs:		\$565,000



To: Paul Manafort
Fr: Tim Unes
Bobby Peede
Re: PoR Advance Seminar
Dt: 11/15/05

Location: PoR Headquarters
Kiev, Ukraine

Date: December 5th, 6th
1:00 pm – 4:00 pm

Deliverables: Advance Seminar PowerPoint Presentation – 11/21/05
Advance Manual – 11/29/05

Collateral Material: Printed Advance Manuals w/thumb drive

Narrative: ESI will provide Davis Manafort a Powerpoint presentation for the PoR Advance Seminar for review and approval on November 21, 2005. Once Davis Manafort approves the presentation ESI will translate and email a copy to TBD (PoR Director of Advance) for approval. On November 29th, 2005 ESI will provide Davis Manafort with a copy of the Advance Manual for approval. Following this approval ESI will translate and print the manual and produce the thumb drives. On December 29th ESI will conduct Advance Seminar “run through” in ESI offices in Alexandria, VA for ESI and Davis Manafort employees.

On December 5th, 2005 ESI will conduct Advance Seminar at POR Headquarters.

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11/15/2005

**Event Strategies, Inc. Proposal For
Yanukovych Scheduling and Advance Seminars**

Task	Description	Total Cost
Advance Manual		
	Create, translate/produce (hard copy and electronic copy) comprehensive advance manual	\$15,000
	Translation costs	TBD
	Printing costs	\$2,000
Advance Seminars		
	2 person ESI team conducts 3 separate one day advance seminars (7 days @\$3,000 per day)	\$21,000
	Materials	\$3,000
In Office Planning/Logistics		
	50 hours of production time (@\$125 per hour) to write and edit manual	\$6,250
Travel Costs		
	TBD	TBD
Total Costs:		\$47,250



To: Paul Manafort
Fr: Tim Unes
Bobby Peede
Re: Victor Yanukovych /PoR
Bus Trip
Dt: 11/13/05

Location: The Ukraine

Date: January 7th – March
1:00 pm – 4:00 pm

Theme: TBD

Deliverables: Equipment List – 12/9/05
Bus Photos – 11/21/05
Bus Contract – 11/25/05
Bus Shrink Wrap Design – 12/05/05

Collateral Material: Placards
Banners

Narrative: ESI is currently in the process of securing one bus for PoR officials and candidates and one bus for the press and additional staff. Once we secure and contract for the two buses we will provide Davis Manafort with preliminary design of the artwork for Shrink Wrap. ESI is also in the process of producing an equipment list of for the three trucks operated by three ESI advance teams. A week before the tour begins (January 7th ?) the first ESI staff members will begin arriving in Kiev to conduct Site Surveys of the first week of events and to assemble the trucks. By January 15th all ESI staff will be in place and stationed for the first events.

ESI will station two representatives in Kiev. One Representative will conduct site surveys (Monday – Thursday) for the next week events. The second representative will remain in the PoR Headquarters and act as Scheduler and main ESI contact in Kiev. The ESI personnel will be

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split up into three teams. Each team will have one truck, an SUV and two interpreters. Each team will be self sufficient in terms of production abilities (i.e. staging, audio, lighting, banners and collateral materials). One ESI representative (Bobby Peede) will be stationed full time on the bus operating as Tour Director.

Every Friday ESI team Leads will meet in Kiev to discuss the upcoming week's events. Site Surveys and updated schedules will have been conducted and distributed to the teams. New message banners for the upcoming week will be distributed. Additions, foreseeable problems, changes and improvements will be discussed. From there the three teams will move into position for the upcoming week's events. On Monday morning, Bobby will board the bus and begin that week's tour.

Upon arrival at each site the bus should be able to pull up directly to the back of the stage (acting as a backdrop) for outdoor events. For indoor events we should look for a way to pull the bus into the venue if at all possible. If not, the bus will pull up to a secondary entrance, selected by the ESI advance staff. Every aspect of the program and production should be ready upon the Leader's arrival. The candidate will be escorted to the Holding room and then directly to the stage for the off- stage announcement. Following each program the candidate will work the rope line and depart en route for the next event, where an ESI team will be waiting. Each day one OTR (off the record) event should be held.

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11/15/2005

ESI Proposal For 10 Week Yanukovych Advance Operation/120 Events

Task	Description	Per Event	Per Week	Per Month	Total Cost
Bus Rental					
Bus Rental Cost	Bus, maintenance, fuel and driver	\$916	\$20,000	\$42,500	\$110,000
Bus Shrink Wrap Costs	one time only cost for design, application and removal	\$208	\$25,000	\$25,000	\$25,000
Bus Catering Costs	Food and beverage for bus	\$100	\$1,250	\$5,000	\$12,000
Bus Satellite Broadband System	One time only cost - broadband for bus	\$166	\$20,000	\$20,000	\$20,000
Bus/Tour/Advance Teams					
Tour Director	Based in Ukraine through the duration of the campaign	\$833	\$10,000	\$40,000	\$100,000
3 Advance Teams (3 per team)	(3) 3 person teams - Lead (\$6,500), Site (\$5,000), Press (\$5,000)	\$4,125	\$49,500	\$198,000	\$495,000
ESI War Room	ESI staffed War Room for Planning and Logistics (Alexandria)	\$208	\$2,500	\$10,000	\$25,000
Bus/Tour/Production Costs					
Audio	3 separate audio systems (250 - 3,000 person events (120 events)	\$1,416	\$17,000	\$68,000	\$170,000
Lighting	3 separate lighting systems /television quality lighting (120 events)	\$350	\$4,200	\$16,800	\$42,000
Staging	3 separate main stages, 3 separate press risers (120 events)	\$300	\$3,600	\$14,400	\$36,000
Décor	300' of blue velour drape, 500' of crowd barriers, large format printing	\$583	\$7,000	\$28,000	\$70,000
A/V, lighting technicians	3 A/V, lighting techs per team x 3 teams x 10 weeks	\$2,800	\$33,600	\$134,000	\$336,000
Local Labor	3 laborers per site @\$100 (120 events)	\$200	\$2,400	\$9,600	\$24,000
Box Trucks	3 box trucks for 10 weeks	\$375	\$4,500	\$18,000	\$45,000
Radios	Advance team communications	\$62	\$750	3,000	\$7,500
Power Generator	3 generators	\$375	\$4,500	\$18,000	\$45,000
Collateral Material	TBD				
Travel					
TBD					
Total Costs:		\$13,017	\$205,800	\$650,300	\$1,562,500



To: Paul Manafort

Fr: Tim Unes
Bobby Peede

Re: Questions for PoR

Dt: 11/13/05

The following are questions that (in a perfect world) we would like to get answers for in the next 48 hours.

Party Congress:

- Green light on venue - Sports Palace (city center, good venue)
- Green light on budget - \$750,000 + 10% contingency
 - o Lighting
 - o Audio
 - o Projection
 - o Décor
 - o Staging
 - o Labor
 - o ESI Fees
- Division of responsibility between Event Strategies, Inc. (ESI) and Edward's event planners – my sense is that Edward's people would be happy to provide equipment and to keep an eye on us. We should try to avoid any arrangement that requires us to get your okay and their okay on production. There isn't enough time to get sign off on everything from them
- A sense of how much lea way we should give them on markups
- Preliminary program information so we can start writing the Line by Line (tech/staging script)

Advance Seminar:

- A scheduled date – preferably just after the Party Congress – December 5th or 6th
- A commitment of between 10 and 20 campaign staff/volunteers they would like to take part in the seminar and learn advance

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11/14/2005

Bus Tour:

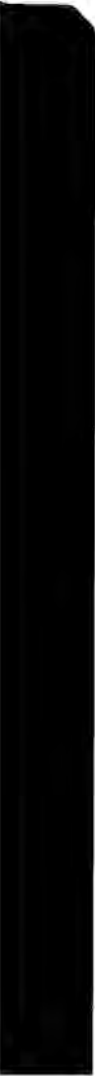
- Same questions on green light, budget and oversight as the Party Congress:
 - o Division of responsibility between ESI and Edward's event planners – my sense is that Edward's people would be happy to provide equipment and to keep an eye on us. We should try to avoid any arrangement that requires us to get your okay and their okay on production. There isn't enough time to get sign off on everything from them
 - o A sense of how much leeway should we give them on markups
- ESI scheduler in campaign headquarters in Kiev
- Interpreters on each of the 3 or 4 ESI trucks
- Are we producing a two event day directly following the Campaign Roll Out Week (larger events on that week) growing to a three event day

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11/14/2005

PoR



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To: Vasily Dzhartiy, Edouard Prutnik
 CC: Pavel Burlakov
 BCC: SH, YK, Anton Prigordski, BVK
 Fr: Paul Manafort, Phil Griffin
 Tim Unes
 Bobby Peede
 Re: PoR Advance Seminar
 Dt: 11/15/05

Location: PoR Headquarters
 Kiev, Ukraine

Date: December 5th, 6th
 1:00 pm – 4:00 pm

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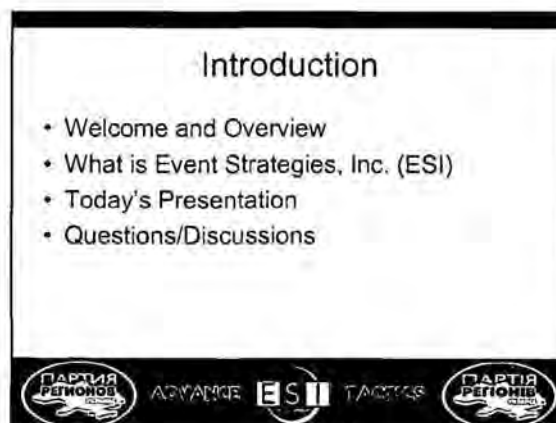
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Introduction

- Today's Presentation
 - The Art of the Picture
 - Scheduling
 - Press Advance
 - Motorcades
 - Hotel and Baggage Operations
 - Basic Production
 - Checklists












The Art of The Picture

- "Picture Story Headline" Concept – The Message
- Do Something
- Camera Angles

The Art of The Picture

- "Picture Story Headline" Concept
 - Every event tells a story
 - The best way to convey the message is through targeted visuals
 - Decide what story you want the event to tell
 - Decide what headline you want the event to produce
 - Design the event to produce that headline
 - "Just when your sick of hearing the message is when it starts sinking in" – Michael Deaver













The Art of The Picture

- Picture Story Headline Concept
 - Senator Dole arrives in San Diego
 - Senator Dole is going to the White house




The Art of The Picture

- Picture Story
Headline Concept


Found the Place, Wants the Keys



ПАРТИЯ РЕГІОНІВ ADVANCE S TACTICS ПАРТИЯ РЕГІОНІВ

The Art of The Picture


- Do Something
 - Don't just stand at a podium
 - People remember what they "see" longer than what they "hear"
- Call to Action



ПАРТИЯ РЕГІОНІВ ADVANCE S TACTICS ПАРТИЯ РЕГІОНІВ

The Art of The Picture

- Camera Angles
 - Four Basic Shots
 - Head On
 - Cut Away Shot
 - Buffer Shot
 - Over the Shoulder




ПАРТИЯ РЕГІОНІВ ADVANCE S TACTICS ПАРТИЯ РЕГІОНІВ

The Art of The Picture

- Camera Angles
 - Head on
 - Establishing Shot
 - Tight Shot
 - Wallpaper
 - Message







Twitter: @large-screen-size-layout



ПАРТИЯ РЕГІОНІВ ADVANCE S TACTICS ПАРТИЯ РЕГІОНІВ







The Art of The Picture

- Camera Angles:
 - “Cut Away” Platform
 - 45% angle









The Art of the Picture

- Camera Angles:
 - Buffer








The Art of the Picture

- Camera Angles:
 - Over the Shoulder



Scheduling

- Guidelines
- Procedure



Scheduling

- Guidelines:
 - Schedule no more than three public events per day
 - Make the biggest event of the day a mid-morning event
 - Build the big event around the Message of the Day and the Picture Story Headline concept to ensure good photo
 - Program should be scheduled for no more than 50 minutes on stage
 - Schedule private hold time for one hour every afternoon
 - Provide Leader private meal time



ADVANCE



TACTICS



Scheduling

- Guidelines (cont'd):
 - Always take Leader to private hold before event
 - Review Site Survey Report with Leader in hold
 - Introduce new stage participants to Leader in off-stage announce area
 - Restrict media contact to scheduled Media Availabilities, Press Conferences and scheduled One-on-One Interviews
 - Augment the daily schedule with Off The Records (OTR's)



ADVANCE

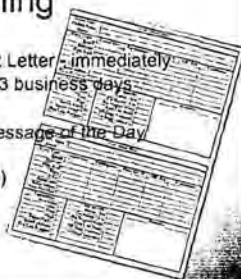


TACTICS



Scheduling

- Procedures:
 - Invitation Acknowledgement Letter - immediately
 - Accept/Decline letter within 3 business days
 - Produce Event Sheet
 - Schedule Site Survey for Message of the Day events
 - Conduct Site Survey (tab ---)
 - Site Survey Report
 - Event Map
 - Diagrams w/measurements
 - Show stage
 - Show holding room



ADVANCE

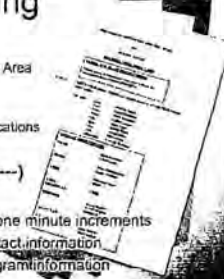


TACTICS



Scheduling

- Procedures (cont'd):
 - Show Off Stage Announce Area
 - Show Press Riser
 - Show Cut Away Riser
 - Show Entrance/Press Locations
 - Digital Photo Survey
 - Produce Event Scenario (Tab---)
 - Produce Schedule (Tab---)
 - Scheduled should be written to one minute increments
 - Schedule should contain all contact information
 - Schedule should contain all program information



ADVANCE



TACTICS



Press Advance

- Media Advisory
 - Who, what, when, where, why
- Press Advance Site Requirements
 - Press Rider and Press Areas
 - Press Entrances and Exits
 - Press Parking
 - Telephones, Internet Connection
 - Power
 - Backdrops
 - Escort for Over the Shoulder Shots







Press Advance

- Press Advance Site Requirements (cont'd):
 - Lighting
 - Audio
 - Mult Box
 - Credentials
 - Press Pool
 - Press Filing Center
 - High Speed Internet
 - Phones

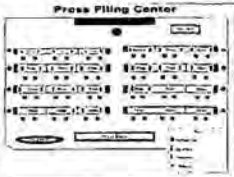










Press Advance






- Procedures (cont'd):
 - Press Filing Center
 - Catering
 - Event Projection
 - Campaign Press Spokesperson



Motorcade Advance

- Motorcade:

Hotel Advance

- Selecting the Hotel
- Hotel Requirements
- Room Prep
- Hotel Arrival
- Baggage Call
- Check Out







Hotel Advance

- Selecting the Hotel:
 - Availability/Space
 - Willingness to accommodate campaign needs
 - Special rooms
 - Same floor
 - Press filing center
 - Group check out
 - Proximity to event site
 - Ease of movement







Hotel Advance

- Selecting the Hotel (cont'd):
 - Political Affiliation of Owner
 - High speed internet capability
 - No other campaigns on site during stay
 - Reputation
 - Creature Comforts
 - Late night room service
 - Late night (overnight) Dry Cleaning
 - Catering
 - Event Projection
 - Campaign Press Spokesperson







Hotel Advance

- Hotel Requirements:
 - Two room suite for Leader
 - Incoming calls blocked – re-route to Travelling Aide's room
 - Travelling Aide next door
 - Leader's room isolated from elevator wells and ice machines
 - Senior staff on same floor as Leader
 - Staff office on same floor
 - Remove beds
 - Add extra phone lines
 - Add Fax line
 - Photo copiers
 - Two computers







Hotel Advance

- Hotel Requirements (Cont'd):
 - Press room on a different floor
 - Large room
 - Catering
 - Media baggage call










Hotel Advance

- Room Prep:
 - Two hours before motorcade arrival advance team checks in all rooms and gets all keys (passed out upon arrival of motorcade)
 - Leader's room checked
 - Water
 - Heat
 - Television
 - Wireless Internet
 - Room list in each room
 - Next days schedule in each room



Hotel Advance

- Room Prep (cont'd):
 - Baggage call notice in each room
 - Miscellaneous info in each room
 - Dry cleaning info
 - Room service info







Hotel Advance

- Hotel Arrival:
 - Leader escorted to room immediately
 - Staff keys in staff office
 - Staff baggage delivered to staff rooms
 - Final countdown meeting in staff room 30 minutes after arrival
- Baggage call
 - Bags should be left outside door 20 minutes before hotel departure – advance staff will pick up and deliver bags to buses







Hotel Advance

- Hotel Arrival:
 - Leader escorted to room immediately
 - Staff keys in staff office
 - Staff baggage delivered to staff rooms
 - Final countdown meeting in staff room 30 minutes after arrival
- Baggage call
 - Bags should be left outside door 20 minutes before hotel departure - advance staff will pick up and deliver bags to buses











Basic Production Techniques

- Audio
 - Setting up audio for an event
 - Mic level
 - Polar pattern
 - Windscreen
 - Mute box
 - Feedback patterns
 - Best practices
 - Acoustic feedback loops

Basic Production Techniques

- Audio
 - Setting up audio for an event (Cont'd)
 - Types of microphones
 - Lavalier mic
 - Bi-Directional Microphone
 - Omni-directional
 - Shotgun mic









Basic Production Techniques

- Audio
 - Setting up audio for an event (Cont'd)
 - Glossary of Terms
 - Ambient Noise
 - Acoustics
 - Automated mic mixer
 - Bass
 - Compressor
 - Crossover
 - Dead spot
 - Distortion




Basic Production Techniques

- Audio
 - Setting up audio for an event (Cont'd)
 - Glossary of Terms
 - EQ
 - Fader
 - Feedback suppressor
 - Flutter
 - Frequency
 - Gain
 - Ground/loop
 - kHz







Basic Production Techniques

- Audio
 - Setting up audio for an event (Cont'd)
 - Glossary of Terms
 - LED
 - Line level
 - Master
 - Mix Minus
 - Pan Control
 - Phantom Power
 - Preamplifier







Basic Production Techniques

- Audio
 - Setting up audio for an event (Cont'd)
 - Glossary of Terms
 - Reverberation
 - Sibilance
 - Signal to noise ratio
 - Snake
 - Sound pressure/level
 - Splitter
 - Timbre







Basic Production Techniques

- Audio
 - Setting up audio for an event (Cont'd)
 - Glossary of Terms
 - Tone control
 - Treble
 - Ultra sonic
 - Unity Gain
 - Volt
 - Watt
 - Wavelength












Basic Production Techniques

- Lighting
 - Setting up lighting for an event
 - Throw
 - Lighting intensity (foot candles)
 - Backlighting
 - Shadow avoidance
 - Color temperature
 - Types of lighting
 - HMI
 - Tungsten

Basic Production Techniques

- Lighting (cont'd)
 - Lighting terminology
 - Control board
 - Daylight fillers
 - Dead spot
 - Diffuse
 - Dimmer
 - Fill light







Basic Production Techniques

- Lighting (cont'd)
 - Lighting terminology
 - Focal length
 - Focus
 - Follow spot
 - Foot candle
 - Fresnel spotlights
 - Gel
 - Kelvin








Basic Production Techniques

- Lighting (cont'd)
 - Lighting terminology
 - Lumen
 - Neutral density filter
 - Scoop
 - Scrim
 - Spot
 - Throw







Basic Production Techniques

- Lighting (cont'd)
 - Lighting terminology
 - Ambient light
 - Back light
 - Barn Door
 - Beam
 - Candlepower
 - Color temperature



ADVANCE



TACTICS



Checklists

- Initial trip concept:
- Pre-trip checklist:
- Survey checklist:
- Advance team preparations:
- Airport arrivals and departures
- Selecting event sites
- Preparing event sites
- Building the local organization



ADVANCE



TACTICS



Checklists

- Checklists (cont'd):
- Crowd raising
- Press advance checklists
- Motorcades
- Hotel overnight checklist
- Post event checklist



ADVANCE



TACTICS



**Suggestion as to the scenario of the Party of the region's
8th congress**

I suggest to make use of the emotional moments which would generally evoke positive feelings and emphasize the inheritance of both our party's and the leader's politics. We need to create an emotional 'thread' – linking last year's autumn with this year's autumn. We need to demonstrate we are keeping to the chosen track consistently, calmly and self-assuredly, ever relying on the support of the people which have always been and will stay with us. The good means to help achieve this goal could be a rally organized on the square in front of Kyiv Central Railway Station. It is upon this very square that 30 thousand coalminers were standing at this time a year ago. They were ready to answer the first call of the leader and challenge Kyiv. But the leader didn't appeal to any aggressive moves then, and therefore no bloodshed occurred. It is this fact that has laid a foundation for the prospects of future peaceful victory at the parliamentary elections this spring. That is why it would be largely opportune to start the crucial congress of the Party with a symbolic rally at the square in front of Kyiv Central Railway Station. There the leader would say that our political force has demonstrated wisdom last year and prevented bloodshed. And today, from this place, we appeal to the people to proceed peacefully towards victory. It would be worth to invite several miners-participants of the last year's rally to address the public, and to have those politicians, which were then with the miners, on the stage. And those singers which sang for the miners then would sing now. This event could be prepared in a very moving fashion. This would stir up the emotions. The rally needs to be broadcast the same way it was broadcast then – live on TRC "Ukraine"

(if possible on other channels as well). The culmination of the event would have to be the appeal to walk the streets of Kyiv peacefully, heading to the Cabinet of Ministers' building, to the place where last year the miners' blue-and-white tents stood. There the people would lay down the flowers, sing and peacefully disperse. The songs and slogans need to be peaceful.

Right after this the show may continue in the Sports Palace.

Bus Trip



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The Shareholder's Advance Operation Treatment

The Ukraine

January 7th – March 31st, 2005

The Company handling Advance and Scheduling for the campaign will dedicate a four person team to Kiev in the beginning of January to plan and conduct all Shareholder "advance" operations. The team will consist of a Scheduler, a "Tour Director" who will travel with the Shareholder and two "site" advancements.

Our Scheduler will be stationed at the Davis Manafort Headquarters in Kiev. This person's job will be to conduct the day to day scheduling operation for the Shareholder. This person will meet with Paul Manafort on a daily basis and act as the main contact for the Shareholders scheduling operation. This person will be responsible for production of all schedules and event treatments for the Shareholder.

The Tour Director will travel with the Shareholder and manage the day to day operations of the tour. The Tour Director will check in with Paul Manafort daily from the road and conduct countdown meetings when he is in Kiev. The Tour Director will manage the two advancements in the field.

The advancements will conduct all site surveys for the Shareholder's schedule and execute all advance operations. Since the teams are not traveling with a truck, the advancements will be responsible for identifying and securing all production equipment locally. They will meet once a week in Kiev (possibly Friday) to review the upcoming week's schedule and evaluate the past weeks performance with the Tour Director and Scheduler.

To: Vasily Dzharty, Edouard Prutnik
CC Pavel Burlakov
BCC SH, YK, Anton Prigorski, BVK
Fr: Paul Manafort, Phil Griffin
Tim Unes
Bobby Peede
Re: Victor Yanukovych /PoR
Bus Trip
Dt: 11/18/05

Location: The Ukraine

Date: January 15th – March 25

Theme: Making Your Life Better – TODAY

Deliverables: Equipment List – 12/9/05
Bus Photos – 11/21/05
Bus Contract – 11/25/05
Bus Shrink Wrap Design – 12/05/05

Collateral Material: Placards
Banners

Narrative: ESI is currently in the process of securing one bus for The Leader and candidates and one bus for the press and additional staff. Once we secure and contract for the two buses we will provide Davis Manafort with preliminary design of the artwork for Shrink Wrap. ESI is also in the process of producing an equipment list of for the three trucks operated by three ESI advance teams. A week before the tour begins (January 7th) the first ESI staff members will begin arriving in Kiev to conduct Site Surveys of the first week of events and to assemble the trucks. By January 15th all ESI staff will be in place and stationed for the first events.

ESI will station two representatives in Kiev. One Representative will conduct site surveys (Monday – Thursday) for the next week events. The second representative will remain in the PoR Headquarters and act

Confidential

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11/22/2005

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as Scheduler and main ESI contact in Kiev. The ESI personnel will be split up into three teams. Each team will have one truck, an SUV and two interpreters. Each team will be self sufficient in terms of production abilities (i.e. staging, audio, lighting, banners and collateral materials). One ESI representative (Bobby Peede) will be stationed full time on the bus operating as Tour Director.

Every Friday ESI team Leads will meet in Kiev to discuss the upcoming week's events. Site Surveys and updated schedules will have been conducted and distributed to the teams. New message banners for the upcoming week will be distributed. Additions, foreseeable problems, changes and improvements will be discussed. From there the three teams will move into position for the upcoming week's events. On Monday morning, Bobby will board the bus and begin that week's tour.

Upon arrival at each site the bus should be able to pull up directly to the back of the stage (acting as a backdrop) for outdoor events. For indoor events we should look for a way to pull the bus into the venue if at all possible. If not, the bus will pull up to a secondary entrance, selected by the ESI advance staff. Every aspect of the program and production should be ready upon the Leader's arrival. The candidate will be escorted to the Holding room and then directly to the stage for the off- stage announcement. Following each program the candidate will work the rope line and depart en route for the next event, where an ESI team will be waiting. Each day one OTR (off the record) event should be held.

MEMOS

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To: Paul Manafort, Tim Unes, Bobby Peede
From: Lee Avrashov
CC: Konstantin Kilimnik, Philip Griffin, Christian Ferry
Date: December 9, 2005
Subject: Advance Group Details

Actual HQ advance group consists of two people:

1. Director – Stanislav V. Skubashevsky
2. Deputy Director – Alexander N. Orda

The advance process works in the following way:

1. Analysis/Research/Strategic Department sends a recommendation to the Advance Group on the region/city to be visited (however, according to the head of the department, Vitaly Zablotskiy, that is not the case. According to him, a regional HQ sends the invitation to the Leader and to the Director of Advance.)
2. The invitation is then analyzed by Alexander Orda, who calls the regional HQ and starts preparing the advance trip. Meanwhile, the regional HQ develops a proposal.
3. When Mr. Orda travels to the region to prepare the trip, he analyzes whether the event, to which the leader been invited, fits within PoR goals. The proposal by the regional HQ includes such aspects as which stops are going to be made and where are they going to be made, what people will be in the crowd and which will be allowed to meet with the leader, meetings with the Party activists, explanation of the party goals, etc.
4. Next, Mr. Orda goes to and examines the proposed venues.
5. Once the advance report is complete, it goes to the Advance Director, Mr. Skubashevsky.
6. Mr. Skubashevsky finalizes the advance report and forwards it to the Leader.
7. If the Leader decides not to go to the region, it is back to square one. If he does, then the trip is set for the specific dates, determined by his schedule (sometimes controlled by his personal assistant/scheduler Dmitry Karakai).
8. At this point, the Advance Group starts coordinating with the Leader's Press Service (Anna German and Darina Kosolapova), the security department and with Mr. Demianko's Logistics Department. The Logistics Department is located at the Leader HQ and is the one responsible for the transportation, hotels, communications and the security arrangements. The Logistics Department assures that the vehicles for the leader (they are usually driven to the region the night before) are deployed at the proper place at the proper time, the hotels are appropriate, etc.
9. Upon arrival of the leader at the designed point (airport, border of the region, etc.) he is met by the representatives of the regional PoR HQ. My understanding is that by then the advance representatives are gone.

This is the present state of the advance organization. It appears, that the majority of the advance support personnel are actually part of the Logistics Department. The actual Advance Team consists of only two people.

Exhibit FF

Executive Summary

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MEMORANDUM

To: Rinat Akhmetov
From: Paul Manafort
Date: June 9, 2005
Subject: Executive Summary

This Report summarizes the results of the National Demographic Survey and Political Audit that were conducted in April and May. The Report presents an analysis of the findings of the Survey and Audit; the development of a strategic framework for the 2006 elections and; the recommendations for achieving these electoral goals. Also set out in the full reports are timeframes for the key decisions that must be taken upon the acceptance of the analysis.

1) EXECUTIVE SUMMARY

The successful presidential campaign of Victor Yushchenko was framed around the theme of "reform" and the "need for a change". He was able to ride the tide of anger and frustration on the part of the Ukrainian electorate to victory notwithstanding the relative economic prosperity that the country was experiencing.

In analyzing the election results, too much emphasis has been placed on the regional divide of the Russian-speaking enclaves of the East and South and the Ukrainian regions of the center and west. Yushchenko's victory was primarily conceived on the populist foundation of "time for a change", the need to "end corruption", the demand to end favoritism and the creation of a government that was based on the right of the people to control their government.

A careful analysis of the election results, as viewed through the findings of our survey, clearly shows that the Ukrainian public, including key elements of the electorate that comprised the core of the Yushchenko victory, while saying that they wanted to look to the west were not demanding a dramatic philosophical change in the role of government. What the electorate was demanding was a change in the way in which governing is conducted and the application of law that is equal for all, not just a few chosen ones.

Given the popularity of the Yushchenko Government, the unpopularity of the Party of Regions throughout most of Ukraine, the negative appeal of the leader of the Party and the issue agenda of the electorate, the range of options is significantly limited. However, these limited options do present us with some solid opportunities.

In analyzing the popularity of the various Ukrainian political parties, the most obvious fact is that the President's popularity is clearly transferred to his party, Our Ukraine.

Significant in our survey is the fact that notwithstanding the personal appeal of Prime Minister, Julia Timoshenko and her job approval, her Party Bloc has not benefited significantly.

The Socialist Party is virtually the only party in a position to take advantage of the/any erosion in the popularity of the governing parties. Its success will depend on how it constructs its strategy and communicates its message. Notwithstanding this positioning, the Socialist Party does not appear to appreciate the opportunity or be organized to reap any of the benefits of it.

In its current form there are dramatic limitations to the upside potential of the Party of Regions to attract new voters beyond its regional and ethnic base in the timeframe necessary.

The National Survey tested the appeal of Yanukovich as a candidate for Prime Minister in 2006. An overwhelming majority (87%) said that they would not like to see Yanukovich as Prime Minister ever again. This viewpoint is consistent throughout the country with a plurality of voters in every region saying "no" to his candidacy.

Consequently, the ability of Yanukovich to help lead a campaign against the current administration will not only fail, but it will never gain any traction. Additionally, it carries the potential to destroy the Party of Regions if he is presented as its leader in the elections.

2) RECOMMEDATIONS

Reorganizing the Party of Regions must begin with the replacement of the Leader of the Party.

A replacement program to select a new Party Leader must occur immediately. The means by which the change occurs is just as critical to the success of the replacement as is the identity of the successor. The candidate should be from the South or Southeast regions and ideally have limited association with the previous government.

Organizational re-structuring of the Party of Regions must also occur. The restructuring will focus on:

1. the training of the regional political leaders,
2. infusing leadership with updated political methods, communications tools and materials to work with party leaders and voters,
3. the development of a program of new ideas to offer a credible alternative to the voters, and
4. the revising of the image of the Party.

Beyond reorganizing the regional offices, a focus needs to be placed on improving the communications between the Party Central HQ and the regions and the regional offices

and the voters. The training program will include development of materials on all necessary political organizing and voter contact and training of the leadership on how to effectively use the materials.

3) DEVELOPING THE ELECTORAL STRATEGY FOR THE PARLIAMENTARY ELECTIONS

Even accomplishing the objectives of the re-structuring of the organization and image of the Party, it will be near impossible to conduct a national campaign to capture control of the Parliament based primarily on the Party of Regions political appeal. The Report presents three options for an election strategy:

- Building a Minority Coalition Option
- Running Alone Option
- The "Big Deal" Coalition

Some of these options seem more realistic to achieve than others but in assessing the seemingly impossibility of accomplishing these objectives it is important to realize that the impossible can come true if planned correctly, executed and financed efficiently and promoted correctly.

All of the options presented should be thoroughly considered. The decisions on the core recommendations must in the next few weeks in order that we may embark on the "Re-organization Phase" as discussed in the full document.

Overview

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I. Overview

The purpose of this Report is to set out the findings from the Benchmark demographic survey that was conducted in May, 2005 and the Audit of the Ukraine political scene that was conducted in April and May of this year.

The assignment was to identify the current state of the electorate as relates to the new Administration and to their priorities and expectations and analyze the relative state of capabilities of the Party of Regions as a viable force to contest the Parliamentary elections of 2006.

This document is meant to provide a road map for activity over the course of the next 3 months. This road map needs to focus on what needs to be done in order to be a viable participant in the 2006 elections. The studies had no presuppositions as to the issues, priorities, or even the political vehicles and leaders that need to be central to any successful efforts.

The framework of this Report will present our findings in a building block format. It shall first analyze the priorities of the electorate, its expectations of the new Government, its perceptions of the key Governing Coalition Parties and leaders. With this analysis in place, the Report will then turn to an analysis of the Party of Regions as a viable political force, credible opposition party and potential electoral challenger.

With the framework in place, the Report will discuss several strategic options for the remainder of 2006 and the actions that will be required to construct a credible political force and several options to create a "winning coalition" in the Parliamentary elections. In this section, the Report will identify the foundation for the political program, several options on building a coalition and what needs to be done to make those options viable, and finally a timetable to do what is necessary to be credible in 2006. These recommendations will incorporate plans for training of leaders, media strategy and how to use the RADA legislative sessions to enhance the political strategy.

Findings of Surveys and
Political Audit



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II. Findings of the National Demographic Survey and Political Audit

1. The Reason for Yushchenko's Election

The successful presidential campaign of Victor Yushchenko was framed around the theme of "reform" and the "need for a change". He was able to ride the tide of anger and frustration on the part of the Ukrainian electorate to victory notwithstanding the relative economic prosperity that the country was experiencing.

Normally, the candidate of an incumbent party presiding over a strong economy with optimistic forecasts of future growth and investment can expect to be elected handily. For the electorate to reject such a candidate, powerful forces need to be at work. Yushchenko's victory was even more incredible when one analyzes the relative disorganization of the coalition managing the campaign and the lack of any consistent election program other than "throw the bums out". In fact, there was little ideological cohesion among the disparate parties enveloped under the umbrella of the "Orange Revolution".

In analyzing the election results, too much emphasis has been placed on the regional divide of the Russian-speaking enclaves of the East and South and the Ukrainian regions of the center and west. In fact, even those electoral breaks can be seen to be driven by whether the region was represented by the Kuchma Government or not a part of the governing elite. Yushchenko's victory was entirely conceived on the populist foundation of "time for a change", the need to "end corruption", the demand to end favoritism and the creation of a government that was based on the right of the people to control government.

A careful analysis of the election results, as viewed through the findings of our survey, clearly shows that the Ukrainian public, including key elements of the electorate that comprised the core of the Yushchenko victory, while saying that they wanted to look to the west were not demanding a dramatic philosophical change in the role of government. In fact, strong segments of the Yushchenko electorate have the same views on the role of government as those sections that supported Yanukovitch. What the electorate was demanding was a change in the way in which governing is conducted and the application of law that is equal for all, not just a few chosen ones. The attraction to the US and Europe was based more on the desire for freedoms of those places more than on any philosophical attraction.

The significance of this finding is that the only successful strategy to compete against the Yushchenko Coalition cannot be constructed on a foundation of competing regions. The only way for the losers in the Presidential race to improve their standing in the 2006 Parliamentary elections is to build a strategy that expands the demand for reform and demonstrates that the current Government is acting in the same fashion as its predecessor and is not delivering on its campaign promises, notwithstanding its rhetoric. One must seek to out-reform the reformers.

In developing this strategy, the program must be built block by block. Currently, such claims would fail, even though they are true. This is because the public has not yet become disillusioned with the new Government nor has the opposition enunciated its views on reform. The good news is that the "elites" of Ukraine and the region are beginning to question the ability of the current government to accomplish its goals and they will be useful and necessary tools to any successful effort.

2. The Priorities of the Ukraine Electorate Today

Before constructing any campaign plan it is important to know what the people of Ukraine want from its Government. The mood today is very optimistic.

Today, Ukrainians have a very positive attitude about the direction of the country. 59% of the people believe the country is heading in the right direction with only 26% saying wrong direction. Every region of the country, except the South, believes this to be true with the positive views being strongest in Kyiv(75%) and in the West(83%). When analyzed demographically, there are no significant differences based on age, gender or education. Only when viewed on a class basis does a slight difference emerge with 60% of Middle Class and a Working Class believing the direction is right while only 49% of the Poor believe this to be true. Other than the poor, only the ethnic Russian segment holds a differing viewpoint with 36% saying right direction and 47% saying wrong direction. It is important to note that when viewed through the party identification prism, those who associate with the Party of Regions differing from all other parties in believing the country is heading in the wrong direction.

Believing the country is headed in the right direction, the electorate we polled also believes that in the next 6 months life in the Ukraine is going to get better and that their personal situation will also improve. This expectation is fundamental to the political strategy that we will need to develop, the social and economic program we promote and the timing in which we surface the program.

The public is very clear on how they expect to see a better life. It is because they believe that with a fundamental change in the framework of society the government will be better able to create an economic, social and legal environment that will improve their lives. The national survey found an overwhelming expectation by the Ukrainian voters that their new government demonstrate a deep and abiding commitment to creating a rule of law for Ukraine and to ensure that Ukraine remains a unified nation. This attitude drives their expectations. Creating a "rule of law" for Ukraine is universally viewed as the most important priority for the government with virtually no difference in the level of importance attached to this priority based on geography, age, education level, or socio-economic status.

Again, it is important to note that only Russian nationals, voters in the South and Krym, Donetskaya and Luganskaya Oblasts, and Party of Region supporters have a disproportionate response to the priorities expressed by the rest of the electorate. This will be important when we analyze our election prospects and opportunities.

Within this atmosphere, the voters expect and are demanding that Government focus on policies that “strengthen their personal financial situation”, which they define as keeping prices stable while keeping unemployment low and raising their standard of living (meaning wages and pensions). These are micro-economic expectations-issues that drive their daily lives. The public is not focused on macro-economic issues such as re-privatization or trade or the fiscal policy of the new administration.

Our national survey presented voters with 15 different options for government to focus its economic policies. The voters fixated on 2 specific issues – raising the standard of living and preventing unemployment from increasing. These two policies were viewed as the top priorities in every region of the country and among almost every segment of the electorate. The only notable exception was in Kyiv where the voters were very emphatic that the number one priority must be to “crack down on corruption”. The significance of this finding must be factored into our strategy. The people are focused on pocketbook issues but the media centered in Kyiv will be feeling the pressure of voters with a different agenda, corruption. We will need to be sensitive to the reform motivation that the elites will believe, because of where they live, is the most important issue.

To do so will require us to be credible on reform in Kyiv but outside the capital, to stress solutions which are responsive to the real issues that motivate the public – wages and jobs.

3) Expectations Game

It is in this context that it is important to understand the role that the public expects out of its government. When offered the choice between a government that acts primarily as an engine to power the economy or one that must make sure that the people’s basic needs are met, 37% chose the safety net while only 17% selected the engine for the economy role. 43% were not certain. The significance of this finding is that even though the electorate wants to look westward because they believe that doing so will enhance economic opportunity, they are not prepared to have economic policies that do not stress the “safety net” role of government.

So, when the Prime Minister promotes policies that are more socialistic than capitalistic it is playing well with the electorate even though it may diminish interest by westerners to invest in Ukraine. We will need to navigate between these very sharp differences as we structure our campaign strategy. Yushchenko is using rhetoric that is popular in the West while allowing the Prime Minister to execute policies that are inconsistent with his rhetoric but popular with voters. This will eventually result in Western criticism of the administrations economic policies. We can use this criticism to note the growing lack of confidence in the Yushchenko/Tymoshenko administration and draw conclusions that their governance, not their policies, is causing a loss of western investment resulting in a negative impact on the growth of the Ukrainian economy.

This same dichotomy can be seen influencing the decisions of this Government on the issue of "re-privatization". While western governments are pressuring Yushchenko to refrain from any such policy, a clear majority of Ukrainian supporters of "Our Ukraine" and the "Yushchenko Bloc" support such a program. This dilemma will create tensions in whichever block loses. If Yushchenko follows his announced policy to work with the current owners and not to re-tender or nationalize, a segment of his base will be disappointed. If he follows the direction of the Prime Minister and the State Property Commissioner Semenyuk and recaptures the properties, the West will abandon him. From a political perspective, we should seek to drive this wedge between him and his base.

The nationalistic tendency of the electorate is further demonstrated in the response to the issue of Kryvorizhstal. 56% of Ukrainians believe that the steel mill should be re-nationalized while only 20% believe the current owners should be allowed to pay more to keep the asset and just 8% want a re-tender of the asset. Only in the east is there a plurality that favors the current owners being allowed to keep the asset (39%). Thus, when the Prime Minister and State Property Commissioner speak to national assets belonging under government control, they are finding a receptive audience in the electorate. This popular support creates a real tension between the populist politics of the Prime Minister and Yushchenko's campaign commitments to build a market economy.

This is another clear example of the electorate's motivation in December 2004. They wanted a change in leadership more than a change in policy. It re-enforces the notion that the 2004 election was about cleaning out a system more than changing the philosophical underpinnings of the system. Further conflict inside the administration will ultimately undermine the public's support for this administration.

This fact is critical to the creation of a campaign strategy for the 2006 Parliamentary elections. The pulse of the electorate is for reform but the heart of the electorate still yearns for a socialistic state that will protect them. This yearning creates a significant challenge to develop a winning election strategy while at the same time not dismissing the desire to look westward because the two goals – westernization of Ukraine and a state control of the economy – are at odds with each other. The balance needs to be one that demonstrates sensitivity to the plight of the people while offering the hope of building an economy that will attract western investment.

This balance can be found more easily in the rhetoric of a campaign rather than in the management of a Government. President Yushchenko is currently experiencing this pressure, while the Prime Minister is playing more to the politics of the populace with little concern for the inconsistencies or even the dilemma facing the President. In fact, it can be postulated that she has made a political calculation that this tension is the foundation upon which she shall carve her independence from the President while serving at his pleasure. At the point the tension becomes too intense, she will leave or be fired and claim that the President is violating his commitments to the Orange Revolution. It is not an unwise strategy for her.

4. The National Leaders – A Perspective in Contrast

The electorate has definite views on its political leaders. The intensity is strong and the approval attitudes are clearly delineating by the images established in the 2004 Presidential campaign.

The positive ratings for the current leaders of the government, in contrast to the very negative ratings for the leadership of the previous government, are dramatic. The Chart on the following page captures this contrast dramatically. The current administration is still enjoying a significant honeymoon with the electorate.

<u>Name</u>	<u>Favorable</u>	<u>Unfavorable</u>	<u>No opinion</u>	<u>Never Heard Of</u>
Volodymyr Lytvyn	68%	17%	14%	1%
Olexander Moroz	57%	30%	13%	*
Sviatoslav Piskun	14%	48%	35%	3%
Petro Poroshenko	29%	37%	31%	3%
Viktor Medvedchuk	12%	68%	20%	1%
Vladimir Putin	53%	33%	15%	*
Leonid Kuchma	6%	86%	8%	*
Boris Koloesnikov	9%	38%	43%	11%
Rinat Akmetov	12%	43%	34%	11%
Victor Pinchuk	7%	51%	34%	8%
Sergei Tyhipko	15%	50%	32%	3%
Victor Yanukovich	31%	60%	8%	*
Yulia Tymoshenko	67%	26%	8%	*
Viktor Yushchenko	70%	22%	8%	*

As is demonstrated by the chart, the most popular political figures are the President, the Prime Minister and the Speaker of the RADA. They are overwhelming popular across all segments of the electorate, showing decent support even in the heartland of the regions that originally opposed the Orange Revolution.

The most unpopular politicians are those who were central to the previous government – President Kuchma, Viktor Medvedchuk, and Victor Yanukovich. The impact of the

Presidential election is still very strong. The public views the previous leaders as failures and bad people. Voters don't just disagree with their past policies – they dislike them personally.

The significance of these lopsided numbers is what complicates the creation of a strategy for the lead up to the parliamentary elections. The most difficult time is going to be the remainder of 2005 because the electorate, with such strong support for the President and Prime Minister and such strong rejection of the leaders of the past, will give the current Administration the benefit of the doubt in any debate with the leaders of the past. These ratings provide the Government with the latitude to do things that might have been totally unacceptable if taken by President Kuchma. The best example of this is the arrest of Boris Kolesnikov.

Because Kolesnikov is a leader of the Party of Regions, his human rights and the treatment that he has received are not negatively impacting the image of the Government. In fact, 38% of the electorate believes the government was justified and 42% have no opinion. The only region where the Government is viewed as being unjustified is where the Party of Regions is strongest – the South. Even in the East and Southeast, public opinion is equally divided on the issue of political persecution. Kolesnikov has effectively become a symbol of the past regime.

Because of Kolesnikov's connection to the previous Government, the electorate is taking the position that the Yushenko administration was right. This trust in the decision-making of the Government on issues of human rights was totally absent in judging the Kuchma Administration. Even when expressing the belief that President Yushchenko personally approved the arrest (41% of voters) or that Prime Minister Tymoshenko approved it (35%) does not create an issue of political reprisal. Kuchma would have been crucified in the media, both inside Ukraine and in the West, if he had treated a prominent leader of the opposition the way that Kolesnikov has been treated. The trust in the decision-making process of the Yushchenko Government creates great latitude to use the Government in an abusive way to advantage themselves for the upcoming elections. Many injustices will be tolerated by the electorate in the name of fighting corruption.

While the strong approval ratings of the Government provide them with enormous discretionary authority to act, the attitudes toward the opposition create an equivalent restraint on their ability to respond, notwithstanding the correctness of their criticism. The intensity of the negative ratings remove the ability to credibly challenge the actions of the Government, even when they are as blatantly abusive as the treatment of Kolesnikov. This is especially problematic when the opposition leader is viewed by the electorate as a part of the corrupt past.

In creating a strategy to oppose the actions of the Yushchenko Administration the messengers are as important as the message. If those who attack the Government are associated visibly with the previous regime, their message will be ignored, regardless of the merits of the message.

This is most dramatically obvious in analyzing the electoral attitudes towards Victor Yanukovich. His ratings are among the most negative image ratings in the country. Not only do 60% of the electorate have an unfavorable opinion of him, the intensity of that view is overwhelming with 37% saying they strongly dislike him. These negatives are pervasive throughout the country. There is very little difference based on gender, age, education or perceived socio-economic class. 52% of rural voters strongly dislike him and 70% of rural voters hold these feelings. (When analyzed against the image of the Party of Regions, Yanukovich is a net 6% worse than the party. This will be discussed in further detail later in this paper.)

With this level of disapproval, Yanukovich has no ability to drive a message. Any efforts to build a credible platform in opposition, to develop policy positions or legislative initiatives or lead a parliamentary campaign will never get off the ground. People will not accept any criticism if it is being spoken by Yanukovich. The feelings about President Kuchma are even worse. Thus, the construction of any plan for 2005 must be built around someone or some entity that is not associated with any of the leaders of the previous Government, especially Victor Yanukovich. The people have given their judgment on his role in Government and it is not going to change in this political cycle.

President Yushchenko and Prime Minister Tymoshenko enjoy the exact opposite luxury.

While his approval ratings will drop over time, the President is still benefiting from the halo effect of his election. 70% of the electorate view him favorably. In areas of the country that he carried in the election his support is overwhelming – 84% of Kyiv, 90% in the West and 88% in the Center. Only in the South Krym is his support below 50%. There is no gender gap and no age gap. The only significant break is between ethnic Ukrainians (80% favor) and ethnic Russians (45% favor).

His favorable image is driving his job approval. 66% of the electorate approve of the job he is doing. The profile of his job approval follows that of his favorable image. The chart below rates the President on the key performance criteria that will be important in creating a Parliamentary campaign against his Government next year.

Yushchenko Job Performance Series

	<u>Good job</u>	<u>Unsure</u>	<u>Not a Good job</u>
Creating a strong economic policy for the Ukraine	57%	27%	17%
Providing a "vision" for the future of the Ukraine	65%	20%	15%
Creating a strong foreign policy for the Ukraine	68%	19%	12%
Understanding the needs of people like me	55%	24%	21%
Privatizing industry in the Ukraine	48%	37%	16%
Ending corruption	64%	19%	17%
Caring about the majority of Ukrainian people	56%	25%	20%

The chart shows that the support of his performance is high and the disapproval is very low - too low to mount a credible campaign in opposition. However, the voters who are unsure on his job performance become the basis of whether such a campaign can be successful. There is enough uncertainty to create hope in opposition. The key to a successful election campaign is to focus on the right messages and have the right messengers.

Analyzing the series of questions an interesting finding jumps out. When the President is rated on themes of the Orange Revolution – vision for the future, ending corruption, caring about the people – his ratings are strong. When rated on actual performance – privatizing industry, creating a strong economic policy – his numbers drop. People are starting to see the disconnect between promises and performances and therein lies the opportunity to mount a successful effort next year.

As time goes on and the Government continues to drift in the execution of its policies, the impatience of the public will begin to show. It must be assumed that even as this occurs that the President will be able to maintain his personal appeal. This is because he has already achieved his most important accomplishment as far as the electorate is concerned – he vanquished the evil empire. However, his job approval will deteriorate if his Government's performance does not meet the expectations of the public – to create a rule of law and to strengthen the personal financial situation of the citizens. As it does deteriorate the opportunity will grow. It will be our role to focus public attention on these issues.

Analyzing the profile and job approval of Prime Minister Tymoshenko shows a similar electorate rating. She is very popular as a personality (67% approve of her) and her job

approval follows her favorable image. She, too, will suffer a deterioration from a lack of performance.

The question is how we bring attention to the failing policies. In normal circumstances it is through the methodical promotion of a strategic message. The environment is right to raise already high expectations for the current government. Once the public becomes disillusioned we can begin to drive a more negative message. While it is too soon for such a message because the electorate is not ready to say that the job is not being done, there clearly is a message which we can organize and be prepared to promote. The biggest challenge is not the message. The biggest problem is the lack of a messenger.

5. Analysis of the Political Parties

Having an appealing message is critical to a successful challenge of an incumbent Government. But, more important is having a credible messenger or conversely having an opponent who is not credible and therefore unable to promote its message.

The 2004 Presidential election was a classic example of both factors. The Kuchma Government was a discredited and wholly unpopular regime. Notwithstanding the fact that the economy was growing at a level which should have been sufficient to ensure a successful campaign for whoever carried the banner of the Administration, the candidate of the Kuchma campaign never gained traction on any set of issues. In fact, the principal base of support for Yanukovich's candidacy was from the establishment that had everything to lose if he lost. The support was not personal to Yanukovich. It was not driven by ideology. It was not rewarding competency. Rather, the principal basis of the overwhelming support for Yanukovich was founded in self-preservation of power and economic interest.

Consequently, as the campaign heated up, the electorate that was not directly advantaged by the Kuchma Government was not listening to the message of Yanukovich. The success of the economic program which should have ensured his election never resonated with the public. Yanukovich's designation as the candidate of the Administration poisoned his appeal as much as the dioxin poisoned the body of Yushchenko.

The Party of the Regions, being associated as the party of Yanukovich, was similarly poisoned. Its appeal never broadened beyond the geographical limits of its genesis in the South. This limitation still exists today and must be addressed if it is going to be the vessel that is used to mount the 2006 Parliamentary campaign.

The mirror opposite is reflected in the images of the parties of the President and Prime Minister. This is evident from the chart below which chronicles the findings of the National Survey.

<u>Party</u>	<u>Favorable</u>	<u>Unfavorable</u>	<u>No opinion</u>	<u>Never Heard Of</u>
Our Ukraine	63%	22%	15%	0%
Socialist Party of Ukraine	49%	31%	21%	0%
Communist Party of Ukraine	17%	68%	16%	0%
United Socialist Democratic Party	17%	58%	24%	1%
Peoples Party of Ukraine (former Agrarian Party)	20%	30%	41%	8%
Yulia Tymoshenko Bloc	61%	26%	13%	0%
People's Democratic Party- Party Of Industrialists and Entrepreneurs	27%	28%	39%	6%
Rukha	16%	45%	36%	2%
Party of the Regions	25%	50%	24%	2%

This chart reveals several important clues to the capabilities of the parties to do their job in attracting voters next year.

The most obvious fact is that the President's popularity is clearly transferred to his party, Our Ukraine. In fact, it is the only party which maintains a truly "national support base" in the country. With the exception of the South region, Our Ukraine receives a plurality of the vote in every other region of the country. It dominates in the Center and West where it receives over 50% of the vote and is very strong among rural men, the middle class, and voters who see corruption as the major issue facing Ukraine.

Clearly, the party which is an extension of the President and not one that has historical strength has the credibility to be an effective messenger for the campaign themes to be advanced by the President as he seeks a Parliamentary majority. The good news from our standpoint is that because of the extremely close association of the President and the Party, as his job approval numbers decline, which they will, the appeal of the Party will be affected. Given the favorable image of the President, which we can expect to remain high even as his job approval diminishes, it will be important to our strategy that we de-link the President from the candidates representing Our Ukraine in the election. This strategy will be developed as we get closer to the election period and events are more definitively set out. For now, it is sufficient to understand that this will be a key objective of our political campaign strategy.

An equally important objective of our campaign will be to de-link the Prime Minister from the President. Significant in our survey is the fact that notwithstanding the personal

appeal of the Prime Minister and her job approval, her Party Bloc has not benefited. This is because the President is getting the benefit of the success and it is translating to his Party. Tymoshenko definitely understands this; it is the principal reason why she is setting out differences on important issues with the President – like re-privatization, price controls, attacking Russian oil tycoons.

On all of these issues Tymoshenko is speaking in favor of the position that the polls indicate are popularly embraced by the voters. She is trying to position herself as the guardian of the public interest and force Yushchenko to either embrace her initiatives or be seen as an obstacle. Wisely, the Prime Minister is not trying to draw rigid differences yet. Rather, she is setting the table and preparing for a moment, if it comes, when she can summarize the differences and position herself as the true guardian of the Orange Revolution.

Her challenge is daunting. Her party has not gained much more appeal than it had at the time of the Presidential election. While she is seen as an important member of the ruling body of the Orange Revolution, Yushchenko is gaining the major national benefit in Party support.

Tymoshenko Bloc

Tymoshenko's bloc is regionally based most of her Party support found in the Center region and Kyiv. Her ballot strength drops dramatically in the South, Southeast, and East. Demographically, her support is centered around 18-39 women, women living in rural areas, part-time workers, and voters who want government to focus on improving social services. Clearly, her personal popularity is not contributing to ballot strength of the Bloc, unlike the impact that Yushchenko's popularity is having on his party's ballot strength.

In fact, from Yushchenko's standpoint today, Tymoshenko brings little to the electoral coalition in attracting voters that Yushchenko does not already have. Even among voters who have a favorable impression of her and her job performance, only 16% of them prefer her party to Our Ukraine while 56% of those voters would chose Our Ukraine over the Tymoshenko Bloc. The conclusion is that she brings very little to Yushchenko that he cannot get on his own. This will be an important fact in devising our strategy and our options.

Socialist Party

Of all of the other political parties notwithstanding the new election rules, the one positioned to do well in the 2006 elections if it constructs the right strategy is the Socialist Party. Aside from Our Ukraine and the Tymoshenko Bloc, the Socialist Party is the only other political party in Ukraine that has a positive favorable to unfavorable ratio among the voters (48% favorable, 31% unfavorable).

While the current ballot strength of the Party is quite limited overall, the party does have a significant geographic base among voters in certain regions. In particular, in Kyiv it

polls 17% of the voters, just below that of the Tymoshenko Bloc. Over 60% of Our Ukraine and Tymoshenko Bloc voters indicate that they have a favorable impression of the Socialist Party. This fact indicates that as support for the Government erodes, the Socialist Party is in a position to take advantage of the erosion. Its success will depend on how it constructs its strategy and communicates its message.

Currently, the fact that the popularity of its leader and the favorable image of the Socialist Party are not driving ballot indicates that two important facts. First, the Party's voter base is supporting Our Ukraine and to a lesser extent the Tymoshenko Bloc because they are viewed as more credible governing parties. The second fact is that this is true because the Socialist Party has not defined itself as a credible alternative. This is the challenge of their election strategy. If they construct a credible program and articulate it, they can benefit with an increased share of the ballot.

The Socialist Party's standing and opportunities are in clear contrast to the current position of the Party of Regions. The Party of Regions is suffering from its association with the Kuchma regime and the leadership of Victor Yanukovich. However, notwithstanding the negative impact of these two associations, the Party remains a viable political force and has the capacity to play a significant role in the upcoming Parliamentary elections. Unlike the Socialist Party, though, the Party of Regions has more limited opportunities and much less room for error as it devises its political strategy.

Party of Regions

The Party of Regions currently receives 16% of the vote in the upcoming Parliamentary election which places it second to Our Ukraine and just above the Tymoshenko Bloc. The reason it does better on the ballot than the Socialist Party, despite a less favorable image, is because the Party of Regions has a homogeneous base that is not a part of the Governing coalition. This base is narrowly defined that is distinguishable both demographically and geographically. The fundamental base of support for the Party is found almost exclusively among voters of Russian ethnicity. This fact significantly narrows the ballot strength to a narrow regional base of support. This base is found in the South and Southeast where 30% of voters indicate they would vote for Party of Regions candidates.

The Party of Regions support almost falls off the charts outside of these two regions. It gets barely 2% in Kyiv and only 6% in the Center. Among Ukrainian nationals, the Party image is fairly negative with 25% having a favorable image and 50% having an unfavorable view, while 49% of ethnic Russians view the Party favorably. This fact is what limits the upside potential of the Party of Regions to attract new voters outside of its regional and ethnic base.

Krym and Donetskaya drive the Party of Regions' favorable image. Urban voters (21%) are a bit more favorable to the Party than rural voters (18%). Only 22% of self-identified "working class" voters view the Party favorably, compared with 24% of the "poor".

Among the reasons for this high unfavorable rating is the belief by a majority of voters (54%) that the Party of Regions does not understand the needs of "people like us". On this issue there is a significant gender gap with 60% of men believing the Party does not understand their needs, and 49% of women. Also, there is an age gap – the younger the voter, the more likely they feel that the Party does not understand their needs. Among the classes, 64% of the middle class, 53% of the working class and 46% of the poor hold this view.

When asked which description best represents the Party of Regions in their minds, a plurality of voters (24%) said corruption, while 21% said "party of the oligarchs". The most favorable findings were 13% saying strong leadership and 10% saying "party of the working people". These latter two descriptions are what is driving the 25% favorable image of the Party which is translating into a 16% ballot share.

The Yanukovich Limitation

With Victor Yanukovich as the Party Leader, the prospects for the Party of Regions diminish even more. Even though Yanukovich ran for President as the leader of a coalition that was broader than the Party of Regions, his net impact on the prospects of the Party of Regions to grow is not good. He has no positive coattail effect. In fact, his impact is a net negative on the Party.

While Yanukovich has a slightly higher favorable rating than the Party of Regions (6% more favorable), his negative rating is 100% higher than the Party. More importantly, in the areas that will be important to the Party to attract new voters, Yanukovich's negatives are much higher (16% more unfavorable in the Center region, 10% more unfavorable in the Southeast, 10% more unfavorable among rural voters, 14% more among clerical workers, 11% more among the poor, and 13% more among Ukrainian nationals.)

Yanukovich is limiting almost any opportunity for the Party of Regions to grow its voter support as the job approval ratings of the governing coalition diminish with the failure to fulfill the expectations of the voters.

The National Survey tested the appeal of Yanukovich as a candidate for Prime Minister in 2006. An overwhelming majority (64%) said that they would not like to see Yanukovich as Prime Minister ever again. This viewpoint is consistent throughout the country with a plurality of voters in every region saying "no" to his candidacy.

Incredibly, 72% of rural voters and 59% of urban voters totally reject his candidacy. Among ethnics the story is worse with 72% of Ukrainians and 40% of Russians saying they would never support his candidacy. Even among voters who have a favorable impression of Yanukovich (31%), only 67% would like to see him run for Prime Minister and only a small percentage of them say that would vote for him if he ran.

The intensity of these feelings is very strong. Consequently, the ability of Yanukovich to help lead a campaign against the current administration will not only fail, but it will never gain any traction. His leadership into the campaign would probable signal the death knell of the Party and Coalition that he leads. Except for his limited base, few would pay any attention to his message, simply writing him off as a discredited, corrupt representative of the past. Any attacks on the failures of the Yushchenko Government would never resonate and therefore have little impact of attracting voters. If a credible alternative force were to emerge (like the Socialist Party), even the current base of support could move off the Party of Regions because the intensity of the ballot support is not as intense as the opposition to the current Government. So, if an alternative, credible opposition Party emerged, it could easily attract a significant portion of the 13% of the ballot that the Party of Regions is getting in our National Survey.

The prospects for many of the other parties currently represented in the RADA are equally as dim. The views of the electorate towards them are quite negative, especially for the Communist Party, the United Socialist Democratic Party and the Rukh Party. The ability of these parties to grow beyond their base is very limited. Many of the smaller parties could suffer a failure to reach the threshold of 3% required to elect representatives to the next RADA.

Party Support for Parliamentary Elections

Our Ukraine	- 40%
Party of the Regions	- 16%
Tymoshenko Bloc	- 13%
Socialist Party of Ukraine	- 5%
Communist Party of Ukraine	- 3%
USDP	- 2%
People's Party of Ukraine	- 1%
Rukh	- 0%
Other political party	- 1%
Would not vote	- 5%
Refused	- 2%
Undecided	- 14%

While this ballot breakdown probably represents the nadir of the Party of Regions prospects, the ability to grow its support cannot be assumed to be a natural consequence of the erosion of support for the Governing Coalition Parties, given the current feelings about the Party of Regions and its Leader.

Waging a winning campaign will have to be founded on a creative strategy that incorporates a variety of options into the campaign plan. These options will be explored in a preliminary manner later in this Report.

6. Analysis of the Organizational Structure of the Party of Regions

The history of the Party of Regions reflects a fusing of various regional political factions coming together in order to govern. The glue to the historical fusions was the parties in power seeking to cement their control of government. Ideology was secondary to maintaining power as a motivating influence. While the history is instructive, it is not necessary to delve into those events for the purposes of this audit.

The party ceased to be a relevant issue when Viktor Yushchenko was elected President. At that moment, the *raison d'être* holding the Party together vanished. This fact is significant in that the means to maintain control and influence over the Party membership has been materially altered.

The basis for the Party's historical growth at the grassroots level was directly related to its ability to dispense favors. The ability of the Party to award jobs and to provide benefits emanated from the office of Governor of the Oblasts and control of the national Government in Kyiv. Party platforms mattered little to the attraction of members. As a consequence, when the core factor in attracting members was eliminated with the loss of Yanukovich, the Party's ability to grow and even to manage itself was significantly damaged.

Another relevant factor that is fundamental to the efforts to create a viable political party is the bifurcation of the management of the Party between Kyiv and the regions (mainly Donetsk). This was most evident in the management of the Yanukovich Presidential campaign and that management style continues today.

The Party's central headquarters is currently staffed by about 100 people but due to irregular funding the number has been diminishing. The management plan adopted at the Annual Party Congress held in March of 2005 called for the funding of a plan to employ 3-5 staffers at each regional level and 1-2 people at each city and district level. All regional chapters and local organizations are supposed to be financed both from the central HQ and through local financial resources. RADA deputies are unofficially funded by the Party.

The central office of the Party is in Kyiv where most important meetings are held. The national leadership works there. Most of the communication between the central HQ and the regions is done telephonically.

The leadership of the Party is elected annually at the Party Congress which is the supreme body of governance for the Party. Its leadership is organized around a Chairman and Executive Committee. The structure of the current Executive Committee is as follows:

- Department of Organizational and Political Work
- Department of Strategic Planning, Public Relations, and Technologies
- Department of International Cooperation
- Department of Internal Policy
- Department of Finance

The current committee is mostly Donetsk based. Its members, as elected in March at the Party Congress, are:

- Victor Yanukovich - Chairman of the Party of Regions since April 2003
- Raisa Bogatyreva - Chairwoman of "Ukrainian Regions" fraction in Verhovna Rada
- Vladimir Rybak - Deputy Chairman of the Party of Regions and Chairman of the Political Council
- Nikolai Azarov - Chairs the Political Council of the Party of Regions
- Vasiliy Georgievich Djarty - First Deputy Chairman of Political Executive Committee, Party of Regions
- Andrey Klyuev - First Deputy Chairman, Party of Regions, Secretary of Political Council of the Party
- Sergei Larin - Chief of Staff for Political Executive Committee, Party of Regions
- Stanislav Valerianovich Skubashevsky – Head of Department of Organizational Operations, Party of Regions
- Boris Kolesnikov - Head of Donetsk chapter of the Party of Regions
- Anatoliy Bliznyuk – Acting Head of Donetsk Chapter of the Party of Regions
- Tatiana Bakhteeva – Head of a Department of the Party of Regions' Political Council

The RADA deputies faction currently consists of 35 members of which 29 were elected in "single mandate districts" which will be abolished in the new Parliamentary elections of 2006 (meaning that all will be on a Party List).

According to Party records, the breakdown of current party membership and organization by region is as follows:

#	Party Branch	Membership	Number of party organizations of city and district level	Number of field level organizations
1	Crimea Republican Branch	22,090	268	490
2	Dnipropetrovs'k Branch	41,345	66	612
3	Donets'k Branch	287,235	429	4,483
4	Zhytomyr Branch	18,416	610	825
5	Zaporizhzhya Branch	19,002	175	280
6	Luhans'k Branch	54,156	217	446
7	Mykolayiv Branch	14,301	257	555
8	Odessa Branch	26,969	254	542
9	Poltava Branch	15,769	381	501
10	Kharkiv Branch	33,910	279	1,297
11	Sevastopol' City Branch	3,935	6	92
12	Transcarpathia Branch	7,061	244	571
13	Ivano-Frankivs'k Branch	2,675	69	115
14	Kyiv Branch	7,203	234	475
15	Kirovohrad Branch	15,661	342	1,379
16	Kyiv City Branch	39,845	11	451
17	L'viv Branch	2930	74	1,628
18	Kherson Branch	4979	79	483
19	Chernivtsi Branch	6211	47	166
20	Vinnytsya Branch	14,446	286	969
21	Volyn Branch	2,751	209	284
22	Rivne Branch	5,998	27	165
23	Sumy Branch	6,303	203	423
24	Ternopil' Branch	2,902	103	190
25	Khmel'nyts'kyy Branch	19,136	617	837
26	Cherkasy Branch	6,541	69	173
27	Chernihiv Branch	4,072	23	210
	Total:	685,842	5,579	18,642

From the political audit that was conducted, this organizational chart is not real and in its current condition cannot be relied upon to construct a Parliamentary campaign.

From a review of the Party records, the self described Party base is comprised of the following groupings:

- Ethnic Russians or mixed Russian-Ukrainians, used to living in traditional Russian-Ukrainian cultural and language environment.
- People of the industrially-developed eastern, southern, and central areas of the country who are concerned with unfair distribution of the budget in favor of the western regions of Ukraine
- Workers of former large state enterprises and their family members
- Representatives of former nomenclature
- Representatives of older generations (not communist fanatics), war participants and veterans, afraid of revival of Bender nationalism and Crimean-Tatar Islamism. Citizens of the Donetsk Oblast, where significant positive changes in economic/ social spheres and industry became evident during the years of Yanukovich's premiership.

When checked against the findings of the National Survey, these descriptions hold up. The relevance of the composition is the self-limiting aspect of the leaders own description. The profile of the Party generally can be summarized as:

- Speaks Russian or mixed Russian-Ukrainian at home
- Middle aged and older people
- Middle and low income people
- Dissatisfied with Yushchenko and his policies
- Afraid of Ukraine becoming a NATO member
- Population from eastern and southern regions who are not happy with the new order.

7. Management Problems Confronting the Party of Regions Today

The current status of the Party is organizational disarray. This disorganization emanates from the National HQ and reflects much of the disfunctionality that was exhibited in the Yanukovich campaign.

Several political forces were working for Yanukovich during the election. During the campaign, the Party of the Regions could rely on the administrative resources of the Prime Minister, which were represented, first of all, by governors and heads of district administrations who reported personally to Yanukovich. These people usually filled the posts not only of heads of Yanukovich's regional and district campaign HQs, but also the heads of regional and local branches of the Party of Regions.

Yanukovich also had access to the team of President Kuchma, mainly represented by officials of the federal level and people from political and business groups supporting the president, particularly the Dnepropetrovsk group (Pinchuk).

Yanukovich also drew support from the Kyiv group of Medvedchuk and the Social-Democratic Party (united).

Thus, the Party of the Regions was moved aside from the actual decision-making process during the election campaign as a result of coalition agreements between the top people (Yanukovich and Kuchma, Medvedchuk and other "supporters.") Its activists were used mostly in common work and the Party received a paltry amount of financing.

As a result, the Party of the Regions took a back seat and did not take an active part in working on the campaign strategy. The party was financed through Yanukovich-friendly oblast administrations, and never had a say in strategic or tactical campaign decisions. The party was called when some campaign work had to be done, and was assigned with delivery of campaign materials, posters, newspapers, organizing meetings, etc.

But the real decisions were made at Yanukovich HQ, and poor decisions were ample. There was no regional targeting. Thousands of campaign materials were sent to the oblasts that had no Party of Regions organizations at all, while very few campaign materials were sent to the best oblast party organizations that had excellent structure and could have delivered greater result.

As a result, the Party did not seize the opportunity to develop as a larger political organization during the campaign. It failed to put together a qualified staff and train them and failed to build reliable organizational structures. A number of activists and rank-and-file party members feel today that they were betrayed and mistreated by the party leadership.

Without the formal trappings of administration power, the party has little ability to develop policy alternatives that can shape the future debate.

As would be expected, most of Yanukovich's tactical supporters immediately dissociated themselves from him after his defeat. This left Yanukovich with his key Donetsk supporters who worked with him in Kyiv. Most of these individuals were elected to the Executive Council in March.

The relevant fact is that the Party did not grow and the lifeblood of the organization has been withdrawn – the patronage emanating from the Oblast Governors. With the loss of jobs and a shrinking treasury, the ability of the Party HQ to maintain the loyalty of the Party Membership has greatly reduced. Coupled with the negative image of the Leadership of the Party and the failure of that leadership to organize an efficient regional and local structure, the Party is on the verge of disintegration. This will occur first in the weakest regions and eventually work its way into the stronger regions.

In order to stem this erosion a comprehensive rehabilitation program must be initiated. This program should be factored into a Parliamentary election plan, meaning whether the goal is compete regionally in coalition with others or to seek to build a national party for the 2006 elections.

The requirements to build such a Party will be discussed in the portion of this report that focuses on strategy and recommendations.

Framework for Strategy
for 2006 Elections

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III. Framework for Development of the Strategy for 2006 Elections

1. Options for Campaign Strategy

The analysis of the state of the Party of Regions organizationally, as well as its voter appeal, limits the options available to us as we prepare the campaign strategy for the 2006 Parliamentary elections.

Given the popularity of the Yushchenko Government, the unpopularity of the Party of Regions throughout most of Ukraine, the negative appeal of the leader of the Party and the issue agenda of the electorate, the range of options is significantly limited. Factoring in the organizational deficiencies of the Party of Regions creates even more limitations. These organizational limitations need to be addressed immediately in order to calibrate the allocation of resources of the campaign.

All of the options will require the Party to understand what it has to offer and develop the skill sets necessary to deliver what it needs to do in order to be relevant in the campaign. Given this fact, we shall first address what needs to be done to modernize the Party's capabilities and put it in a position to compete effectively.

2. Reorganizing the Party of Regions

A. Replacement of the Leader of the Party

Before addressing what needs to be done to improve the organizational capabilities it is necessary to address the leadership factor.

From the analysis set out in the previous section of this Report, the answer to the problem is clear – Victor Yanukovich must be replaced.

He is an impenetrable obstacle to success. He shuts down the ability of the Party to improve or change its image. His presence removes almost all options of uniting in coalition with other parties to build an opposition coalition. His management style is anathema to building a grassroots organization. His negative image significantly affects the ability to promote the messages necessary to attract disgruntled voters who have lost faith in the Orange Revolution. His background and record will completely block the effective dissemination of the campaign messages. His voter appeal reduces the Party to a very limited regional presence that is ethnically based with little room for growth.

Even with the removal of Yanukovich the task of re-building the image of the Party of Regions will be challenging. Its appeal is only marginally more attractive as the analysis has demonstrated. However, with his removal a campaign can be organized to manifest a change in the image and message of the Party. His removal provides the impetus and

interest to grab the attention of the electorate and to signal that the Party of Regions has recognized its main problem and moved to remedy the matter. The means by which Yanukovich is removed, who replaces him and how we promote the change are vital to the successful transition. The planning is critical and must be undertaken carefully.

The change in leadership is not a desired objective. It is a fundamental requirement. Failure to make the change will put us on a course of trying to minimize the speed of the erosion of support and credibility. But, the fact that the base will erode further is inevitable without the change of leadership.

Delay in making the change will also significantly limit our options. The longer it takes to effectuate the change, the more difficult it will be to change the image in time to have the greatest impact on the election.

In replacing Yanukovich, the successor's profile is relevant. There are 2 important considerations that should be factored into the decision process. First is the background of the individual and second is where the individual is from.

New Leadership Profile

The background issue should focus on whether the replacement is a current political activist and leader or a prominent Ukrainian with limited historical connection to the Kuchma Administration or even the Party of Regions. The merits of such a profile are obvious in trying to build a new image. Having a figure with strong economic credentials can be more valuable than having a leader with political credibility. The political credibility can be built in the campaign. But, given the importance of the economic issues to the electorate and where we can expect the Yushchenko Administration to have vulnerabilities, such a profile can be very valuable in rebuilding the image of the Party. It should be noted that a business profile should only be considered if that individual is not connected to a company that is a target of re-privatization.

Ultimately, the re-privatization issue will be resolved, and most likely before the 2006 elections. However, the timing of that resolution does not comport with the timing of when we need to make the change. The change must occur immediately. Re-privatization will take time to implement, even with an agreement between the Government and businesses reached in the next month.

The geographical issue should also be considered, although it is not as vital as the profile. Given that the base of the current Party appeal is geographically limited, the two considerations are to try to expand the appeal or to play to where the current strength is located. An important influence on this choice is whether the campaign strategy is going to be national in scope or an association with other regional parties to be a national influence. The discussion on this point will follow in this Report. The recommendation that will be made later in this paper is to build a regional strategy. The rationale will be presented in the relevant section of the Report.

Given this regional strategy, it is recommended that the replacement candidate come from the region where the Party's support is based, either the South or Southeast.

Recommendation: A replacement program of the Party Leader must occur immediately. The means by which the change occurs is critical to the success of the replacement as is the identity of the successor. The candidate should be from the South or Southeast regions and ideally have limited association with the previous government. If the Party of the Regions cannot reform its own organization why do we believe we can convince the voters that they can deliver on their top priority – reforming government.

B. Organizational Re-structuring

Even considering all of its current difficulties, the Party of Regions remains a powerful and organized political force in Ukraine. The problem is that as it is currently constituted and with the direction it is presently heading, its relevancy and attraction will rapidly disintegrate without a major overhaul organizational.

The Party has one of the more developed regional party structures in Ukraine. It exists in every oblast with some semblance of staffing throughout the structure. In varying degrees of efficiency, the Party still maintains offices, communications, and qualified personnel. We must build on our core capabilities first.

With strategic guidance from the national headquarters, the organizational effort can double as it unfolds into a campaign structure.

The main difficulty confronting the restructuring of the Party is the shortage of time to accomplish the priorities essential to run a credible Parliamentary election campaign. The efforts which must be implemented this year include:

1. the identifying training of the regional political leaders,
2. infusing leadership with updated political methods, communications tools and materials to work with party leaders and voters,
3. the development of a program of new ideas to offer a credible alternative to the voters, and
4. the revising of the image of the Party.

The first requirement is to identify the areas where we need to build the organizational structure to compete in the Parliamentary election. The core concept to our strategy is that we are going to build the best regional Party operation for this election cycle. We will build a more national Party capability in 2006 after the elections.

From the audit that we conducted, we have identified 11 regional organizations with strong potential. They still have active leadership, infrastructure support (offices, telephones, vehicles, and a certain number of the members who work and get salaries,

and are ready to start aggressive political activities). Those regions are Crimea, Dnipropetrovsk, Donetsk, Zhytomyr, Zaporizhzhya, Luhansk, Mykolayiv, Odessa, Poltava, Kharkiv, and Sevastopol City.

These 11 regions coincide with the areas that we are prioritizing our efforts from a strategy standpoint based on the National Survey.

The likelihood of developing our training and resource allocation beyond these 11 areas is remote for this Parliamentary election. We will maintain a connection to the other 16 organizations because there is no need to dismiss them. However, financial planning, candidate recruitment, resource allocation and most other organizational efforts will center on building the best Party operations and communications structure possible. It will be in these 11 regions that the predominant representation of the Party of Regions in the new RADA will come from.

The political audit found that 8 organizations have medium potential with active leadership, infrastructure support, and personnel, but are hesitant to support the party in the framework of the current situation. Additionally, the audit determined that there are 8 party organizations with very little potential. They are run by former regional administrative leaders who have been dismissed by the new government and, following their dismissal, have lost interest in the party's activities or are afraid of working in the party. However, these areas still have some assets.

From a priority standpoint, the 11 regional organizations should receive the initial emphasis of the training and re-structuring. Whether we need to penetrate any deeper into the other regions will be dependent on what is required to re-organize the 11 targeted regions. This activity can commence even while the Leader question is being resolved. The training and restructuring will look at a series of issues, including the current state of financial and organization capabilities, identification of regional and local political operatives, training of those operatives, development of a system to revise the communication program from the regional HQ to the local levels and tie more directly into the national Headquarters.

In structuring any deals with other Parties to organize an election coalition, the strength of these 11 regions will be what the Party of Regions brings to the table. While we will function and build regionally we must act and be perceived as a national party.

Beyond reorganizing the regional offices, a focus needs to be placed on improving the communications between the Party Central HQ and the regional offices and the voters. The training program will include development of materials on all necessary political organizing and voter contact and training of the leadership on how to effectively use the materials.

This component of the program will include:

1. Activation of the Party's activities (various regional and local conferences, seminars and trainings) so that the proposals to develop the new program and platform of the Party come from the grassroots level,
2. A National Conference to prepare the agenda for a new National Party Congress, which will assemble the best 50-100 people nationally, widely publicized as "different people using different approaches and creative thinking to revive the Party and make it closer to the people, and establishing communication links between grassroots organizations and ordinary people,
3. A media campaign presenting these regional and local conferences as signs of the revival,
4. A new National Congress – 500 to 1000 people, held in October, that will adopt the new agenda, program of the party, platform of the party, and approve the block strategy of preparation for the elections. It will attract attention of Ukrainian and western mass media,
5. A massive information campaign following the Congress, showing that it is not a Regional, but a NATIONAL party offering new strategic solutions for the country, including new regional people from all around Ukraine. Obviously, given the 11 regions focus, the national nature of this media strategy is meant to convey a national presence even though we are not financing and building such an entity for this election,
6. Another National Congress (as required by the law) to approve of the party coalition lists that produce the official party list.

While changing the method of operations and training the personnel, it will be necessary to review the central components of our Party Platform and to modernize it to reflect the needs of the upcoming legislative session and Parliamentary campaign. The regional conferences and Party Congresses noted above will be the means by which we update our platform and make it more voter-responsive. In a similar vein, it is necessary to organize an opposition research program to track the legislative record of the Government and identify the broken promises and abuses of power.

Additionally, we will need to develop a system for composing the party list that is consistent with where we are applying our resources and where we are depending on the coalition members to produce. The system must include the criteria and procedures used in forming this list, and how our selections process serves the needs to form a wider coalition.

With this new restructuring program, we will then be in position to promote the "new" Party of Regions – new leadership, new platform, new look, new image. A media blitz, fashioned off a western model, will be implemented in the Fall to promote this new image. It is a central component of the Parliamentary election plan because it begins the re-positioning necessary to make the Party of Regions more acceptable to the electorate.

3. Developing the Electoral Strategy for the Parliamentary Elections

Even accomplishing the objectives of the re-structuring of the organization and image of the Party, it will be near impossible to conduct a national campaign to capture control of the Parliament based primarily on the Party of Regions political appeal. As the Survey research has clearly demonstrated, the upside potential for the Party outside of its base areas is very limited. Even with a new image, there is not enough time to credibly persuade the voters in other regions of Ukraine that the new Party of Regions is “the real thing”, especially with the enormous popularity levels of the current Administration.

This recognition demands a piecemeal strategy to electing enough RADA members to be a real force in the new Parliament. There are 3 real options to be considered. All have certain attractions and disadvantages.

Incorporated in all 3 options is the new method of electing Parliamentarians. Under the new law, Parliamentarians are elected off of a national slate approved by the Party subject to a pro rata allocation after attaining the qualifying threshold of 3% of the total vote cast. While this may not seem like a very high threshold, only 4 parties currently meet that threshold in our national Survey with a full quarter of the electorate saying they are uncertain how they will vote. This undecided number is enough to give Our Ukraine an absolute majority. More likely, if the Our Ukraine and Tymoshenko coalition holds, the undecided will give the coalition a majority government.

In any event, dependent on the state of the economy, our ability to shake the voter's confidence in the economic performance of the Government is dependent on the successful retooling of the Party of Regions image leading to a successful agreement with other parties to run as a team, increases chances of attaining majority control are theoretically in play. More likely, a strong Minority Coalition can be elected and would be strong enough to protect interests and avoid the continued settling of political scores.

A. Building a Minority Coalition Option

This option envisions attracting enough partners to form a credible Opposition Slate to run against the current Governing Coalition. It assumes that the current members maintain their commitment to run as a team. This assumption is not a “sure” thing but for purposes of this Option, it is treated as a given.

The Goal would be to use the Party of Regions strength in the South and Southeast as the foundation. Then, we will need to identify opportunistic partnerships with lesser parties who may have difficulty reaching the 3 percent threshold on their own. The presumption is that with financial support and some political voter assistance by the Party of Regions that smaller parties' electoral chances would be enhanced and in so doing add to the RADA members in opposition led by the Party of Regions.

This Option will require close co-operation between the members of the coalition and financial and training resources dedicated to assisting the members. The risks are that after the election successful members could bolt the Party.

Even if successful, the Option assumes that the Party of Regions is in the minority. If there is a significant erosion of the base of the Governing Coalition, the prospects for gaining some foothold in the Governing Coalition is possible. This outcome will require a deal being struck with most of the smaller parties, and probably riding the appeal of the Socialist Party, especially given the fact that the Socialist Party is the only other favorably viewed political party. This could change but in all likelihood will still be the same later this year. The key question regarding the Socialist Party is can they get their act together to advantage itself of its reputation and would it be willing to become a part of such an arrangement?

B. Running Alone Option

This Option assumes that the Party is not attractive to any potential coalition partner and must run alone. This Option will not dramatically alter the plan called for in the re-organization of the party structure and image. However, instead of spreading some of the financial resources to other groups, the money and efforts are focused in the 11 targeted regions and geared to get our percentage number up. Given the revised election laws, getting a large percentage of the vote in one region will have the same result of getting a more spread out vote throughout the country. The regionally disproportional vote is not relevant, only the absolute percentage against the field.

By concentrating considerable resources where the image is already strong and framing the campaign in such a way that it will produce a high turnout locally for the Party of Regions, the Party can emerge as the strongest opposition party and be in a position to build off the work in 2005 leading to the next Presidential election.

C. The "Big Deal" Coalition

In analyzing all options, there is a longshot option that should not be ignored, making a deal with President Yushchenko and running as a member of his coalition.

The principal argument in support of this deal is that the only Party in the Country which has something to offer in a deal with Our Ukraine is the Party of Regions. It is the only Party whose support is unattainable by Our Ukraine. The profile of the two political parties creates the most unified ticket of candidates, regionally and ethnically.

By creating such a coalition, the Our Ukraine Party will ensure its majority position in the Government and can lay claim to a willingness to forget the past, unite the country and move forward in partnership to build a stable society founded on the rule of law and a market economy.

While such a coalition would seem, on first blush, to be difficult for the Party of Regions to deliver its voter base given the philosophical differences, upon closer analysis it is very doable. As has been discussed earlier, the real glue to the Party of Regions over the past 5 years has been its ability to guarantee its members that they would have access to the benefits of controlling the reins of government. The Party has never been held together by an ideological philosophy. It has always been opportunistic in what it is offering its members. This deal is totally consistent with that history.

The fact that the deal is with the enemy is not as troubling to our base as it will be to Yushchenko's base. They are much more idealistic. The case will have to be made by the President that the coalition ensures the ultimate success of the revolution by making the Party of Regions "an orange party" and keeping control of the key mechanisms of power in the hands of the original leaders of the revolution. He can also point to the purging of the corrupt elements of the Party Leadership, as represented by Yanukovich, as completing the defeat of the old regime and with this new partnership ensuring that those old elements will never have an opportunity to return to power.

While it is likely that some of the base support of Our Ukraine will never accept such a deal, most of it would follow Yushchenko. Coupled with the voter base delivered by the Party of Regions, even with this erosion, the coalition could find itself to be a Majority Coalition without any other parties.

This Option is the most rewarding for the Party of Regions and its principal backers. It gives the Party a seat at the governing table at a time when it is not ready to be the majority partner. It provides safety for the assets of the principal backers of the Party of Regions by virtue of membership in the Government. It provides the Party of Regions the public platform and time that it needs to mature its new generation of leaders and finally it positions the Party to take over control of the Government during the course of the next election.

For Yushchenko, he gets credit with Ukraine and the world for uniting his country and he gets the political support he needs to complete his reforms of government and the economy. These accomplishments will create his place in history.

While the ability to strike this deal is a long-shot, the benefits that accrue to the Party of Regions are well worth the effort. Of the 3 Options, this is one that guarantees what we are looking for. It should be thoroughly explored.

4. Timetable

Each of the elements of this program has its own schedule. They interact with each other but must be pursued independently given the time constraints of getting everything done in the time required.

The overall political plan for the actual Parliamentary elections will be constructed based on a National Survey that will measure in a more meaningful time frame the voter attitudes on the Yushchenko Administration and the completion of the re-organization of the Party of the Regions. The creation of an election coalition does not need to be determined until we are in the next phase of the strategy although the groundwork for all options, including the financial commitments and identification of potential partners should be on-going.

A. The Re-organization Phase

This is the next phase into which we are entering. During this phase, we must complete the change of leadership of the Party of Regions, begin the training of party operatives, organize the communications program for the Party of Regions, develop the policy program with the regional leadership and identify a legislative strategy for the Fall.

All of this activity must be completed by September 15.

It is anticipated that, as this phase is concluding, we will conduct another National Survey to measure the impact of the re-organization efforts on the Party's appeal and image and to update the research on voter opinions of the Governing Coalition. By this time, the halo effect of the election will be gone and people will be making judgments on the performance and competence of the Government. This information will be critical to the main objectives of the next phase.

B. The Deal Making Phase

This is when finalize how we will go into the Parliamentary elections. The key actions to be taken during this phase revolve around where we are going to compete actively, with whom we will seek partnership, the creation of the National list and the build-out of the communications and image-building effort for the new Party. The national Congress and regional congresses will occur during this time period.

All of this activity must be completed by the beginning of the election period which will be some time in November.

Once we have completed these actions, we will do the final National Survey. It will measure public reaction to our nominees, our election partners, and our new image. Our General Election Campaign Strategy and tactical plan will be developed from this Survey.

At the completion of this Phase, we are into the Parliamentary Elections.

C. The Parliamentary Elections

This Phase is the elections phase. The management of the campaign, the strategy of the campaign and the tactical application of the resources of the campaign will be driven by a campaign plan that is written off of the Deal Phase survey.

We will update our strategy based on tracking polls that will be conducted on a weekly basis for the purpose of fine tuning where we are spending our time and resources based on how the campaign is resonating with the public. Based on who our coalition partners are, we will have an active international component to the campaign to ensure that we avoid the pitfalls that impacted the Yanukovich campaign. The strategy behind the international efforts will be set out in the Campaign Strategy Plan.

This Phase is completed on Election Day. If we successfully implement our plan, there will be no need for an unanticipated round of elections!!

Summary

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1B010-PJM POLITICAL PRESENTATION-000043
DOJSCO-400743861



1B010-PJM POLITICAL PRESENTATION-000044
DOJSCO-400743862

IV. Summary

This document reflects considerable research and analysis of the findings of that research. However, politics is as much an art as a science and the successful application of the recommendations of this plan will require considerable attention to detail and timing.

The core recommendations of this document are very big decisions.

Taking Yanukovich out of power is not going to be easy but is absolutely necessary for any successful implementation of the strategy. If he remains in power, the Party of Regions will be buried in this election. Removing him and replacing him with a new face creates opportunity. But finding the new face will not be easy. The profile must be someone credible but not connected to the old regime. Getting someone to take this position may be as difficult as identifying that person.

Building a new organization in the time required will require identifying party leaders, getting them to commit to a program of training and politics during the summer period and motivating them to work very hard during a phase when the likelihood for success will not be very apparent to the uneducated participant.

Finally, cutting a deal with President Yushchenko (as the preferred partner) will most likely be the most difficult task. But, the benefit of such a deal guarantees that one day, in the not too distant future, we will govern Ukraine again.

In assessing the seemingly impossibility of accomplishing these objectives it is important to realize that the seemingly impossible can come true if planned correctly, executed and financed efficiently and promoted correctly.

To those who say this is too much of a long shot, I would simply refer them to Kyiv and ask this simple question:

“One year ago today, who would have ever forecast that the President of Ukraine would be Victor Yushchenko?”

The impossible may seem like a dream, but dreams do come true!

Exhibit GG

Ukraine Team Contact List 2007

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Exhibit HH

MEMORANDUM

To: VFY
From: PJM
Subject: AC Project – Update
Date: April 8, 2012

This document provides an update on the public affairs activity that has occurred since the inception of the project a few weeks ago. It is my intention to provide you with a weekly update moving forward.

- The structure of the team has been finalized and the firms have already begun work in Europe and the US.
- We are using Burson-Marsteller, Fleishman-Hillard, Podesta Group and Mercury Clark Weinstock to cover Europe (Brussels, London, Paris and Berlin) and the US (Washington DC and New York)
- The firms have begun both political and media audits in Europe and the US
- Two key and time sensitive projects are underway
 1. VR Commission Report – Interviews and roundtables throughout Europe over the next two weeks
 2. CPC – public affairs campaign underway for releasing critical information on this reform. Press release going out as soon as legislation is passed evidencing that it is in line with European standards
- Other projects being worked on include a US congressional delegation to Ukraine in May, Euro 2012 media strategy for Ukraine, and work for the elections in October (international observers)
- Digital and Social Media Campaign – this is underway with content being developed to reach more key audiences. New and enhanced websites are being developed as part of the campaign.
- Strategic Plans – the consultants are finalizing their strategic plans for the next 6-months. This accounts for key decision makers in the EU and EC, and a global media campaign.
- Also, we now have in place daily news monitoring in all major cities in Europe and the US
- Kick-off meetings have taken place in Europe and the US the last week of March

Exhibit II

From: Paul Manafort <pmanafort@dmpint.com>
Sent: Monday, June 4, 2012 10:57 AM
To: K. Kilimnik
Cc: Rick Gates
Subject: Re: ST documents
Attachments: ST Stump Speech #1.docx; VIP Elite Speakers.xls

K
I HAVE ATTACHED 2 DOCS WITH MY COMMENTS

1. STUMP SPEECH – THIS IS A GOOD OPENING OF CAMPAIGN SPEECH. I AM RECOMMENDING TO DAN/ADAM TO USE THE HOUSE ANALOGY FOR WAVE2 TV AND RADIO AD

<=>VIP ELITE SPEAKERS – I HAVE ADDED WHERE I KNOW THE PEOPLE. PLS REVIEW MY RECOMMENDATION AND ADD THOSE OF YOURS THAT I HAVE NOT SELECTED

PAUL

From: Konstantin Kilimnik <kkilimnik@dmpint.com>
Date: Fri, 1 Jun 2012 11:44:03 -0500
To: Paul Manafort <pmanafort@dmpint.com>
Subject: Re: ST documents

Ok. Excellent. I sent them all to you separately, and it was probably a good idea to send them as one package.

От: Paul Manafort <pmanafort@dmpint.com>
Кому: Константин Килимник <kkilimnik@dmpint.com>
Тема: Re: ST documents

Just got this email. I will provide comments by tomorrow

From: Konstantin Kilimnik <kkilimnik@dmpint.com>
Date: Fri, 1 Jun 2012 11:33:26 -0500
To: Paul Manafort <pmanafort@dmpint.com>
Subject: ST documents

So that you could have them all in one place – please review
The key documents that require your attention are their incarnation of the stump speech and the excel table with the speakers – Tigipko's people – would like to have your comments by Tuesday.

The other documents may be useful for Dan/advertisement.

Pls confirm that you have these docs

Thanks

ST STUMP SPEECH #1

PJM Comments

Speech is a very good table setting speech

1. On attack section of speech
 - a. Repeat that opposition wants you to forget their failed govt
 - b. Make point several times the same leaders who are the united opposition are the ones who created the mess – the very same leaders
 - i. They have no new ideas and no new leaders
2. On positive section of speech
 - a. A little bit more on the opposition doesn't want you to should add a few specifics of how people's lives have benefited
 - b. should lay out some promises for the next year and say during the course of this campaign we will be more specific
3. should remind people it is a 5 year program

It was very important for me to meet with you, especially at a time like this.

You probably heard of an old Japanese saying: "May God spare you to live at the time of change".

The Ukrainian version is somewhat different: "May God spare you to live at the time of elections".

The campaign is about to begin.

And I understand that the pressure on you is tremendous.

On TV, in newspaper articles, on the web they are trying to persuade you that what you see is not the reality.

You're told that your income is not growing as fast as you wanted it.

You're told that the increase of pensions is but election populism.

You're told that Viktor Yanukovych and the PoR failed to fulfill their promises.

You are pointed to the "bumps and bruises".

Boxing bouts are staged before you, not on the ring, but in the Parliament.

You're intimidated by boycotts and international isolation.

All of this is done to achieve one single goal: to distract you from the most important issue.

What is it?

Are you ready to repeat the Orange Experiment?

Are you ready to sink into the chaos created in the country by the Orange team – especially now, after so much effort and resources were spent to stop the country from slipping into the abyss.

They are afraid that you will ask this question.

And they will do everything that you do not ask it.

They have the only hope to stay in politics: the hope that you have short memory.

But they hope in vain. Some things may not be forgotten.

First of all, because some of the aftershocks of the orange period we still feel until this day.

It's like a back injury. You were injured in your young years. The acute period is over. But as the weather changes, the pain grows stronger and makes your life miserable. The Tymoshenko gas contract with Gazprom is like this type of injury to me.

Under this contract Ukraine pays for gas almost \$300/tcm more than Europeans. Even though Ukraine is closer to Russia – both geographically and historically. Therefore, Ukraine should be getting a lower price compared to Europe, not the price that is \$300 more expensive. Let us not discuss the criminal nature of this contract.

Just look how this contract robs Ukrainians.

Every year Ukraine overpays Gazprom 5-6 billion dollars. If we could use this money to increase pensions, then the 13 million of Ukrainian pensioners would be getting 427 hryvnas more. Every month! But these money flow to a foreign corporation.

In fact, it is an additional tax – the Tymoshenko tax.

It reaches 20% of the country's budget.

Imagine that from every 100 hryvnas of your wage you immediately would have to pay 20 hryvnas to someone else.

Instead of buying your child a toy.

Or helping your mother pay her utility bills.

Can you imagine this?

Now you understand what I feel as the Minister of Social Policy. When I understand that these funds could be allocated to increase pensions, to create jobs for people with disabilities, to help ill children or orphans. Think about it. It's been two years since the Orange were removed from power, but their legacy continues to cause damage to our land.

For me, just this alone is enough to prevent the return of the opposition to power. But Tymoshenko's gas deal is just one example of the legacy Yanukovich's team received after the election. Probably, the most difficult, the most traumatic, but it is still just one example. In general, the situation was even worse.

Remember a sad anecdote told four years ago? The economic crisis flies over the world. It flies over America and thinks: "They live very well! I should land here and stay for a while. It flies over the UK - "They live very well, too! And I'll stay with them". It flies over Ukraine and is amazed: "Tymoshenko's government has already done the work for me!"

In 2010, when our team came to power, this anecdote crossed my mind every day. But I did not laugh. We lost 15% of our GDP. Industrial output dropped by 20%. Inflation was in double digits. In the first quarter, the deficit of the State Pension Fund reached 29 billion UAH. And it seemed that the worst times returned. The 90's, pensions were delayed.

You all know how seniors were waiting for their pensions in stuffy rooms of savings banks and post offices for several hours. They were just standing there, taking heart medication. In 2010, we were two steps away from the same situation. We were literally on the brink. We began receiving information about delays of pension payments in certain oblasts. A bit more and we would have faced systematic delays in payments.

I would like to ask you: will the current opposition be responsible for this?

So you take a loan in the bank, and your apartment is the security for the loan, you manage your money. If you managed your funds like the "orange team" did with the Pension Fund, you would have already lost the apartment, the money and your property. And they, who led the country to the brink of bankruptcy, are now trying to take a new loan, and not from someone, from you, the credit of your trust.

I'll tell you now a paradoxical thing. If I spoke as politician, I would say, "It's a good thing that we went through the orange period in our history". In fact, a cold shower produces a sobering

effect. A painful injection puts your on your feet. You have something to compare with and what to compare.

But I will not talk as a politician. Sometimes I am insulted just like anyone else - when I recall the situation with the public finances that we inherited from the previous government, and when I hear their criticism of what we did not accomplish in the first year. Indeed, we wanted to bring long-awaited changes and improvements to the country much faster than it happened.

We are also disappointed that it took so long to provide real growth in wages, pensions, social benefits supported by the economy. We understand that you expected more and deserve more.

But I want to ask you: if a person suffers a cut to his artery, will the doctors check his eye-sight and hearing? Of course, not. They should take immediately measures, so that he loses as little blood as possible. The rest will be left for later. Our economy is in a very similar situation.

After the Orange team it was bleeding heavily.

We continued to lose blood, and soon this would lead to irreversible consequences.

We were able to stop this bleeding. Believe me, it was not easy.

Unfortunately, only now we have been able to overcome the chaos and get out of a steep dive.

And we need to correct many other things.

But at least we have a stable chain of command, we have stable public finances.

We have the economic growth. Its rates are not as high as we would like them to be. But still, our economy is growing one and a half times faster than the world economy.

We have a surplus of our current account of more than half a billion USD. In other words, the country sells more than it buys.

As of April, we have 0% of inflation.

Considering the incredible efforts we applied to get out of the financial hole, which we inherited, we carried out major changes in the system of governance.

If Tymoshenko's government initiated crises (sugar, petrol, meat), we initiate and carry out reforms (tax, administrative, pension). As they say, feel the difference.

And only today, when we were able to cope with the chaos left by the previous team, we were able to proceed to concrete measures to improve people's lives.

Pensions have been significantly increased

Almost all social payments have been increased

Payments on deposits of the former USSR Savings Bank are resumed

We began the implementation of our plan on creation of high-paid jobs

And the most important thing is that we now have some real resources to increase the social standards.

We have money in the economy.

We have an economic growth.

We have a predictable economic policy without government-created crisis. Even in the most difficult of times we were not shouting "All is lost!". Today we can say: "It is just the beginning!".

How is the house constructed? Nobody starts from decoration and soft couches.

First, people dig trenches, then they lay the foundation, and after that they erect walls

Today we have reached this stage. We have laid the foundation, this is economic growth, stable power vertical and stable finances. We construct walls in the form of reforms.

We now need to put the roof and to begin decoration.

We have not reached this stage yet, but aspire to it.

I have already mentioned the main issue on today's agenda for a good reason. Are we ready at this stage to destroy the building and to trust the construction to those, who left us ruins?

We know that we need to do a lot of things.

We know you want more and want it right now.

We set the same goal.

Finally, we can show you the facts, not just words.

This is not the time for experiments, especially if we already know, where these experiments take us.

Now we have the time to let the stability, created by us, to bring us to prosperity you want and deserve.

Exhibit JJ

MEMORANDUM

To: AK
 From: PJM
 Subject: Polling Project - Update
 Date: June 19, 2012

This document provides an update on the polling project with a detailed calendar by date and polling group for the work that is being conducted, and when the results will be available. All groups listed below are willing to publish the results of their polls publicly with the exception of the Benenson Group, whose results will remain private.

Calendar Summary

the background material and pricing proposals on the polling firms that I provided to you previously. It also outlines a proposed plan for releasing a poll about every two weeks and more poll results as we approach the election date based on your desired requirements.

<u>Polling Dates</u>	<u>Polling Group</u>	<u>Results Released</u>	<u>Budget</u>
June 18 – June 29 Focus Group Survey	Fabrizio Ward, LLC	July 4	\$30k
July 1 – July 13 – oversample of Central oblasts	CMC	July 18	\$6545k
July 16 – July 27		August 1	\$95k
July 30 – August 10		August 15	\$60k
August 13 – August 24 Oversample of western oblasts		August 29	\$6545k
August 27 – September 7		September 12	\$60k
September 10 – September 21		September 26	\$60k
September 17 – September 28 National poll and targeted SMDs		October 3	\$6545k
October 1 – October 12	Benenson	October 17	\$95k
October 8 – October 20	CMC	October 24	\$5045k

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Background on Companies:

GfK Group

Germany and the UK

GfK is one of the world's leading market research companies, with more than 11,000 employees. The company conducts polling in over 100 countries throughout the world. GfK is a full-service institute, and focuses on methodology and analysis. It has conducted political polling for decades and in almost every major company.

~~Our plan is to use GfK to cover Germany and the UK in terms of a credible pollster. GfK Group is headquartered in Germany, but most of its political polling is operated out of the UK. GfK has local resources in Ukraine that will can conduct the field work for our project. In addition, we used GfK for the exit polling project during the Presidential election.~~

Ipsos S.A.

France

The company was founded in 1975 by co-founders and co-presidents, Didier Truchot and Jean-Marc Lech. The company had revenues of € 1.36 billion in 2011 and has over 16,000 employees world-wide. In 2011, Ipsos acquired Synovate to become the 3rd largest polling and market research company in the world. The company has offices throughout the world, and has provided credible polling results in multiple countries.

Ipsos has an office presence in Ukraine ~~as well~~ from which it would do the field work. However, the analysis will be done by Ipsos in Paris, France.

Benenson Strategy Group

United States

The Benenson Strategy Group is a globally recognized strategic research and consulting firm. Founded in 2000, Benenson Strategy Group's clients include presidential candidates, premiers and prime ministers. We work for governors, members of Congress, international labor unions, Fortune 100 companies and major nonprofits.

The Benenson Strategy Group has helped clients win elections, launch new products, reposition brands, beat back competitive challenges and overcome public-affairs crises. We have worked on six continents and in more than 60 countries.

The founder of the company, Joel Beneson, is the President of the Benenson Strategy Group, which he co-founded in 2000. He has served as a strategic analyst and adviser to heads of state, senior members of Congress and other national political leaders, business leaders, and major advocacy and charitable institutions.

~~Benenson offers clients a unique combination of communication expertise and an aggressive analytical approach to produce messaging strategies that work in the most difficult situations. His extensive experience, prior to his becoming a pollster in 1995, includes working as a political journalist for the Daily News in New York and serving as communications director for Gov. Mario Cuomo's 1994 campaign. He was previously a vice president at the New York ad agency FCB.~~

Benenson was the lead pollster and a senior strategist for President Barack Obama during the 2008 election, and he continues in that role today. He has also been a pollster and strategist for U.S. senators, governors and mayors from around the country. He played an integral role as a pollster for the DCCC in 2006, when the Democrats won back the majority in the House of Representatives. The team Benenson was on won eight of 10 races, including three in which incumbents were defeated.

Fabrizio McLaughlin & Associates

United States

Fabrizio, McLaughlin & Associates is a leading international survey research and strategic consulting firm whose partners have played a key role in assisting corporations, candidates and organizations across the United States and the world over the past two decades. The firm has earned an unparalleled reputation among the leading survey research and campaign strategists in the nation.

Fabrizio McLaughlin & Associates do polling for the national Republican Party and work for the Republican Speaker of the US House of Representatives. Our intent is to use them to impact the thinking of the leadership of the Republicans, which control the US Congress, on their attitudes on the October parliamentary election results.

Calendar Summary

Assuming that contracts can be finalized the week of June 11, we would work to have the first poll issued at the end of June. Below is a preliminary calendar of polling results by the firms.

• June 18 th	Focus Group Surveys (Fabrizio McLaughlin)
• June 25 th	Benenson
• July 2 nd	
• July 16 th	
• July 23 rd	
• July 30 th	
• August 6 th	Benenson
• August 13 th	
• August 27 th	
• September 10 th	
• September 17 th	Fabrizio McLaughlin
• September 24 th	
• October 1 st	Benenson
• October 22 nd	Benenson

Based on the proposed schedule there will be a total of 11 polls conducted. Each firm will conduct 3 polls with the exception of Benenson, which will conduct 4, and Fabrizio McLaughlin

which will conduct 1 poll, but will also do the focus group surveys,

Budget

The range of costs for each of the polling companies is within a consistent range. The prices will differ based on sample size, type of poll (in-person, telephone, or other), and other factors. In general, the polls will run from € 25,000—€ 40,000 per poll, for an estimated total project budget of € 275k—€ 440k. However, given that these firms will do recurring polls, we will work to reduce these fees once you have finalized the approval process and we can proceed.

In addition, the budget for focus group surveys is \$30k for all work related to the 18 focus group survey groups around the country, the analysis and reporting.

I am prepared to move forward with the project but we need to discuss some of the details further. Once you approve, we can launch the project quickly.

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Exhibit KK

To: Paul Manafort[pmanafort@dmpint.com]
Cc: Rick Gates[rgates@dmpint.com]
From: K. Kilimnik
Sent: Thur 7/12/2012 7:42:08 AM
Importance: Normal
Subject: Re: EI Outreach - International Plan
Received: Thur 7/12/2012 7:42:17 AM
[Election Integrity Outreach KK inserts.docx](#)

Paul,

Attached is the final version of the memo. It was given to SL, Levenets, MFA, AK.
As I mentioned several times last week after the EI meeting, SL is expecting a detailed breakdown from you on the list of responsibilities of various parties and schedule of activities, i.e. **who should do what and at what time.**

I still do not have it from you, and expect SL to start demanding this document pretty soon.

Thanks

K

От: Paul Manafort <pmanafort@dmpint.com>
Кому: Константин Килимник <kkilimnik@dmpint.com>
Копия: Rick Gates <rgates@dmpint.com>
Тема: EI Outreach - International Plan

Was this memo given to SL? Pls send me the final version with the information you inserted

To: SL, AK, ST, BVK, KG
From: PJM
Re: Program to Conduct Briefings of Embassies, Media and NGOS
Date: July 3, 2012

As we begin the formal election process it is important that we keep the international community briefed on the important election updates.

The opposition is already planting the seeds to claim that the election is unfair. Through regular briefings of the Embassy staffs, NGO offices and international media they are claiming that the PoR is using administrative resources to "steal the election".

We must get into these same channels to promote our positions and to listen to any of their criticisms to make it look as if we are being responsive to their concerns.

There are several types of briefings that we should organize. This memo seeks to identify these briefings, outline the types of issues which should be discussed and who should be meeting with the international community.

Administration of Election – CEC

The CEC should conduct a series of private briefings to update the international community on the progress of the election process. These briefings should be in addition to the regular public briefings of the CEC.

The private briefings should be directed at the key NGOs and Embassies in Kyiv.

Similar to the European tour that Dep Commissioner Othnorsky is making, these briefings would update the audience on the implementation of the election law. The details of the management of candidate applications, organizations of DEC's, PEC's and oversight of the election day activities should comprise the agenda.

Someone from the CEC should be designated to do these briefings in order to maintain consistency in reporting. The briefings will be very time consuming so the person designated should have the time to commit to this important function. Given that Dep Commissioner Orthnorsky is conducting briefings in Europe, he may be the best one but that is a decision that should be taken quickly.

The goal is to ensure that the audiences understand the election complaints as they are occurring and witness the solutions in real time. In this way, when the opposition approaches these same people to complain about certain violations, the audience is already educated and knowledgeable. This will allow correct assessments to occur in real time.

Management of the Election Process – PoR

The explanation of why the PoR is going to win and how we are managing the campaign process is very important to communicate.

It is important that we maintain a frequent briefing schedule with the key embassies and opinion-makers (like AMCHAM, European Business Association, Kyiv offices of OSCE, World Bank, IMF, EBRD etc) on the election process. Each of the target audiences should be briefed at least twice a month.

Because these briefings need to be personal in nature to be effective, it is important that the person briefing be a part of the campaign leadership. Such people are AK, ST, or BVK. The campaign should organize who of the 3 is best to brief what embassy or NGO or organization. Once the assignments are made, they should remain for the entire campaign.

There are 3 important components to these briefings.

First is the strength of our organization. By regularly demonstrating the growth of our local organizations, we must show how we are the only real political party and why we are confident that this organization can deliver the vote if among disillusioned former PoR voters. Without giving away secrets, we can and must flex our organizational advantages to these audiences.

Second is the rationale for why we are going to win. Again, without giving away campaign secrets, we must demonstrate a confidence in our winning the election. Through the use of public and private polls, we can demonstrate in a clear and convincing way how we expect to win control of the next VR. While some may not believe we are correct, the more that they hear it in private conversations, the more it will blunt some of the absurd rhetoric being promoted by the opposition.

Third is to use these meetings to raise our concerns about opposition abuses and violations.

Additionally, through these regular, private briefings we will hear complaints or concerns from the Embassies. Where possible, we should commit to addressing the complaints. Then we should follow through with correcting the mistakes where they are more mistakes of omission than commission.

There will be some issues, like access to media, that we should prepare statistics to refute at the appropriate time.

Co-ordination with the International Observer Groups - MFA

The Observer groups are a unique organizations. They need to be managed on a formal basis and occasionally on an informal basis.

The formal basis focuses on the invitations, registration and management of the observers. This role should be done by the MFA.

In many respects, the MFA is already interacting with the key organizations. We need to expand the interaction to being some subtle lobbying in addition to the formal registration roles.

One person should be assigned to deal regularly with OSCE, ODIHR, PACE and other key election groups. The agenda should be disguised as informative and administrative. But, in addition to these functions, we should be communicating important information demonstrating the fairness and transparency of the process.

Where there are issues which are raised, the MFA should send them to the appropriate place to be answered or fixed. Being competent and engaged will overcome many minor issues which, if left alone, might combine to create impressions that often are not true.

International Community

In addition to the audiences in Ukraine, it is important that we deal with the target countries in their capitals. The Brussels NGO that we have formed and their consultants are already engaged in the process.

As briefing materials are created for the domestic briefings they need to be transmitted to the international community for use.

Issues to Prepare for Briefings

The political briefings by the PoR should be prepared to include a number of topics in addition to the organizational advantages and reasons to expect victory.

The PoR briefers must be prepared to deal with issues such as the following:

- i. access to media equal for all parties – show proof
- ii. harassment of officials – prepare cases of opposition activity
- iii. difficulty to vote/pressure on voters or system
- iv. denying all parties equal access
- v. code of conduct to govern behavior of PoR organization in the VR Election process

The CEC and MFA should be prepared to brief on issues such as

- vi. implementation of the law without prejudice
- vii. organization of SMDs fairly
- viii. creation of PECs, DEC
- ix. processing and approval of candidacy applications
- x. protection of ballot

Conclusion

These roles and schedule should be organized immediately.

This master program must be organized and implemented by July 15.

A command and control center should be set up to manage all of these pieces in a coherent way.

Regular meetings of the key briefers for all groups should occur weekly to compare notes, identify issues and organize follow-up.

Exhibit LL

From: K. Kilimnik <kkilimnik@dmpint.com>
Sent: Friday, July 13, 2012 9:54 AM
To: Paul Manafort
Cc: Rick Gates
Subject: Demidko documents - Party program
Attachments: PoR campaign program ENG.doc

Attached pls find the Engl version of one of the documents we got from Demidko this week. This is a CEC required program that is to be approved at the Congress. Pls let me know if you have any changes/comments

Thanks

K

Approved on July 30, 2012
By the decision of XIV PoR Congress

PoR Campaign Program at 2012 parliamentary elections

FROM STABILITY TO PROSPERITY

In difficult times for Ukraine, PoR took the responsibility for the fate of the country. 5 years of orange leadership led the country to the brink of economic and social disaster. We inherited 15% of GDP fall, 22% inflation and enslaving 64 bln UAH gas agreement a year. Due to coordinated actions we managed to overcome chaos and ruins, we stabilized the situation and laid the foundation for reforms in all spheres of economic and public life. PoR suggests Ukrainian people a thought out and real life program of formation of a society of free and wealthy citizens. We address its implementation under the slogan FROM STABILITY TO PROSPERITY and urge our compatriots to support us in a common cause on the way to national progress and new quality of life.

UKRAINE IS A 50 MLN EUROPEAN COUNTRY OF SUCCESSFUL PEOPLE!

Everything we do, we do for the grand cause- well-being of all Ukrainian citizens. The key task of PoR is creation of certain conditions for decent living of our citizens.

STRONG FAMILY – FOUNDATION OF A HEALTHY SOCIETY!

- The country should give young people a boost in life. To accomplish this we'll provide affordable housing for young families through loans at 3% APR.
- The financial aid for the 1st born child will reach 28,830 UAH as of December 1, 2012, the second child – 57,660 UAH, the third – 115,320 UAH. By 2017 the amount of these payments will double.
- The amount of state financed child care aid in 2013 will increase by 360 UAH, in 2014 – by 500 UAH.
- Perinatal centers (center of maternity and childhood) will be opened in each oblast.

EDUCATION: INVESTMENT IN THE FUTURE

Quality education today means the prosperity of state in the decades to come. The improvement of quality of Ukrainian education will include:

- 75% of tuitions in higher educational establishments will be paid by the state
- Stipends will equal the minimum wage
- Salaries of people employed in the education sphere will increase by at least 20%
- Provision of affordable housing for people employed in the education sphere
- 100% internet provision at schools

IT IS COMFORTABLE AND PRESTIGIOUS TO WORK IN UKRAINE

Every Ukrainian will have a decent salary and employment opportunities. New jobs will be created through the following policies:

- 100% compensation of the single social tax for the employment of the disabled, orphans, single parents and people over 50 years old;
- Professional training for the unemployed will be provided in those occupations that are in demand
- The first job program at the expense of formation of state order in higher educational establishment for young specialists, students' internships with further employment
- The incomes of citizens will gradually increase; the average salary will make 8,000 UAH.

PEOPLE'S HEALTH IS THE FOUNDATION OF WELL-BEING

We will provide a quality and affordably health care to all citizens of Ukraine. We will introduce:

- Average salary in health care not less than 8000 UAH for doctors and 5500 UAH for health care personnel.
- 30% decrease of prices on drugs of first necessity
- Mobile hospitals will cover all villages
- The institute of family doctors
- New pools, stadiums, skating rings and sports grounds will be opened in each region to promote health way of life.

PROSPEROUS PENSIONERS

To create decent conditions for elderly people:

- Full compensation of USSR Savings Bank deposits up to 5000 rubles by 2017
- Minimum pensions will be 30% higher than the living standard
- Pensions of former military people, law enforcement employees and children of war will be significantly increased.

COMFORTABLE AND AFFORDABLE HOUSING

Creation of a system of state mortgage at 3% APR up to 15 years for medical workers, teachers, law enforcements officers, military and civil servants, young families.

CLEAN ENVIRONMENT

Improvement of the ecological situation:

- Completion of construction of the shelter over the fourth unit of the Chernobyl NPP by 2015;
- 23,000 cleaning systems of drinking water;
- New garbage recycling plants in every region.

ECONOMIC GROWTH IS INSURANCE OF HIGH SOCIAL STANDARDS!

The Party of Regions always paid special attention to the economic development of the country. Our goal is to create modern effective economy in Ukraine.

MODERN ECONOMY

We are going to create the high effective innovative economy. We will ensure:

- Stable GDP growth at the rate of at least 5% per year;
- Stable national currency;
- Average salary of 8000 UAH.
- It will be realized due to:
- Profit tax cut to 16%;
- Reduction in the number of controlling agencies and restricting functions of law enforcement agencies;
- Total elimination of tax audits of self-employed individuals (private entrepreneurs);
- Introduction of tax benefits for IT and innovative companies for 5 years;
- Providing affordable loans to national producers for their development;
- Single social tax cut to 31%.

EFFECTIVE POWER ENGINEERING AND ENERGY INDEPENDENCE

Ukraine will get rid of dependence on imported energy carriers. We will increase the production of our own energy carriers – shale gas and coal; we will increase the use of environmentally friendly and safe energy of the sun, wind and water.

Coal is the main source of the energetic independence of the country. We will upgrade the existing thermal power plants for the effective usage of domestic coal.

NEW LIFE OF UKRAINIAN VILLAGE

We have almost the largest potential in the world for the development of agriculture, the most fertile land. Ukraine will renew the status of the breadbasket of Europe due to:

- 15,000 agricultural cooperatives will be created;
- Construction of new grain storage facilities;
- The price of a land share will not be less than 20,000 UAH per hectare and the lease rate will be established at no less than 800 UAH per hectare;
- Development of the social infrastructure of rural area (roads, hospitals, schools; gasification of villages).
- Life in rural areas will be gradually brought to the level of life in the cities.

MODERN INFRASTRUCTURE FOR UKRAINE!

Developed, modern infrastructure is the guarantee of the fast development of the economy. Renovation of all infrastructures that provides:

- Construction of modern roads that would enable to cover the distance from the West to the East of Ukraine in 14 hours;
- New rail communication between the capital city and regions;
- Affordable flights for every Ukrainian;
- Reconstruction and construction of airports, sea and river ports, train stations.

EFFECTIVE COUNTRY:

RESPONSIBLE GOVERNMENT AND OPEN SOCIETY

Economic prosperity and high social standards cannot exist without the proper level of public freedoms and necessary efforts of the government to guarantee safety of the state and its citizens.

COUNTRY OF FREE PEOPLE

The opportunity of the person to develop freely in all areas is one of our priorities. That is why we stand for:

- Intellectual freedom – free access to information;
- Freedom of speech – the guarantee of free work of mass media;
- Right to native language, granting the Russian language the status of the second state language.

STRONG REGIONS – PROSPEROUS STATE!

The state will prosper if its regions are powerful. In order to continue the development of local government:

- The state will empower local governments;
- 60% of total state budget will be given to city councils.

EFFECTIVE LAW ENFORCEMENT AGENCIES AND EFFECTIVE ARMY

Ukraine should have the European structure of law enforcement agencies. For that we will need:

- Effective contract-based army, for which the conscription will be cancelled in 2014;
- Comfortable conditions for military servants and law enforcement officers;
- Reformation of the Security Service of Ukraine (SBU), restriction of its authorities, particularly, elimination of investigatory functions.
- Complete cancellation of general supervision of the Prosecutor General's Office.

WORLDWIDE RECOGNITION OF UKRAINE

- Strategic partnership with Russia, the U.S., China;
- Ukraine will keep its non-aligned status as the guarantee of safety of each citizen.
- Opening the markets of G-20 and emerging countries for Ukraine;

- Competitive right to hold sport and cultural events of the European and global level.

IT IS TIME TO JOIN EFFORTS FOR THE NATIONAL PROGRESS AND PROSPERITY. LET'S GO FROM STABILITY TO PROSPERITY TOGETHER!

Chairman of the Party of Regions,
Prime Minister of Ukraine

M.Azarov

Exhibit MM

GDA

From: Paul Manafort <pmanafort@dmpint.com>
Sent: Saturday, October 6, 2012 8:50 AM
To: K. Kilimnik
Cc: Rick Gates; Tony Fabrizio; Bob Ward; Dan Rabin; Adam Strasberg
Subject: Memo on campaign Status
Attachments: VY Memo - Outline State of Campaign 3 weeks out.docx

K

Pls translate for delivery on Monday. If anyone has any comments, pls provide them to me by noon, NY time, on Sunday.
Paul

State of Campaign – 3 weeks out

Overview

1. We are meeting our targets for current timeframe
 - a. Margin growing
 - b. Intensity of support & Turnout expectations
 - c. PoR perceived as winner – in Ukr and Internationally
 - i. Remzakov & NDI
 - d. Election fairness - PACE & OSCE
 - i. Media Monitoring Report
 - ii. Violations at local level – administrative treatment
 - iii. CEC decisions by Unanimity

Next Steps

1. Goals
 - a. squeeze UDAR
 - b. decrease CP vote
 - c. build growing acceptance of a fair election and efforts of Govt to ensure fairness
2. Squeeze UDAR
 - a. PoR strategy –
 - i. connect UDAR to Orange through paid national advertising, talking head campaign on local and regional TV/Radio
 - ii. Messages
 1. A vote for UDAR is a vote for return of Orange leadership
 - a. UDAR has no team
 - b. UDAR cannot run govt alone/will need to be in coalition
 - c. UDAR is opposition party thus only partner will be failed Orange coalition
 2. UDAR/Orange govt will repeal language law
 3. UDAR does not have the experience to manage the economy and create jobs
 - a. Ukr cannot afford on the job training
 - b. Turn UO against UDAR
 - i. PoR margin is growing and accept that PoR will win
 - ii. Contest for second place & who is the leader of opposition
 - iii. UDAR is replacing UO
 - iv. Force UO to go after UDAR to try to recapture second place
 - v. Messages
 1. UDAR does not have a team to govern
 2. UDAR does not have the experience needed
3. Decrease CP vote
 - a. Efforts are succeeding
 - b. Have successfully targeted soft CP vote that was formerly PoR
 - c. They are returning as campaign messages are impacting
 - d. Data shows that the jobs and social programs themes are starting to work

- e. Still approx 7% of soft CP/undecided dropoff voters available
- f. Messages
- 4. Fairness of elections
 - a. VIP goal is to win the pre-election day campaign on the issue of free and fair elections
 - b. Key criteria
 - i. Access to media/no pressure on media
 - ii. CEC manages election process openly and fairly
 - iii. Administrative resources
 - iv. Efforts - impact on perception of open minded observers
 - c. Access to media
 - i. Council for State XXXX must create a website and publish weekly and daily national coverage in details
 - 1. Report - Week 1 accepted as credible & well received
 - 2. Importance of website is to create the historical information trail
 - a. Allows observers who arrive for election day monitoring to have access to information
 - b. Will dispel attacks on opposition
 - ii. Council should do a weekly distribution of statistics with brief analysis and offer for any interested parties to come to office to review statistics and verify them
 - 1. NGOs, Embassies, Media, important civic organizations (like AmCHAM, EurCHAM)
 - iii. review of local and regional media to determine if we should include this info in the report
 - 1. if regional analysis shows dominance of PoR in east and south but dominance of Opposition in west and Center that is ok
 - 2. in this situation, coverage should be included in weekly Media Monitoring report of Council
 - d. CEC management of election process
 - i. OSCE Interim Report #1 was a very good starting point
 - 1. Indicated that CEC is managing by consensus and most decisions have been unanimous - meaning professional, not political
 - 2. Indicated that CEC is meeting deadlines
 - 3. Concern is the vagueness of election law in certain areas creates confusion
 - ii. Challenge is to have DEC's and PEC's managed similarly
 - iii. Most important actions to stress in pre-election period
 - 1. All meetings - DEC/PEC should be open meetings with public and NGOs invited to attend
 - 2. Education of election workers should be visible and through
 - a. USAID manual to assist election day monitors should be printed and distributed this week

- i. matter is currently not happening because of lack of finances (even though AID provided funding)
 - ii. This is VIP and must be visibly implemented this week
 - e. Administrative Resources
 - i. OSCE report indicates that most violations are occurring in local SMDs
 - ii. Actions to take
 - 1. Meeting of President with Governors this week –
 - a. Public Message: do not use administrative resources for election purposes
 - b. Private Message: PoR is winning campaign, don't commit election violations that will risk international observers endorsement of "free and fair" election
 - c. Meeting should be open and covered widely by media
 - 2. NA press conference on what govt is doing to assist CEC
 - a. TV surveillance – rules on how used
 - b. Local police being encouraged to be tolerant of legitimate campaign activity
 - 3. CEC should immediately conduct a visible local Education campaign on voting areas,
 - 4. Courts should continue to make decisions on violations based on facts
 - a. Currently approximately 10% of all cases are being overturned in favor of opposition claims of local violations
 - b. This should continue and even increase to show lack of administrative control and to allow us to claim that this violations are not systemic, but rather random and local

Summary

1. Efforts are working
2. Need to build more momentum to increase margins
3. Need to monitor carefully election fairness
4. Need to communicate publicly important messages on openness and accessibility
5. Need to keep media coverage of opposition

Attachment: table of polls over since April

Exhibit NN

MEMORANDUM

To: President VFY
From: PJM
Subject: US Government Activity
Date: February 4th, 2013

Over the course of the last several weeks there has been significant activity by the US Government and Congress, as President Obama was sworn in for a second term, and a new Congress appointed. This memo summarizes the key activities that relate to Ukraine by the USG and the actions taken by our AC team in support of Ukraine priorities.

Obama Administration

The most significant and positive change for Ukraine is the confirmation of Senator John Kerry as the new Secretary of State. I have already had preliminary meetings with some of his key advisers and Secretary Kerry will focus largely on policy issues related to energy and the environment. The Secretary has always been a proponent of these issues. This is a positive development for us and will be a dramatic change from former Secretary Clinton.

Overall the State Department will maintain a position of opposing sanctions of any kind as an instrument to deal with foreign governments. This policy is consistent with State Department actions directly applied to Ukraine over the last several years. However, given the policy interests of Secretary Kerry, we now have a great opportunity to take a proactive and positive approach with the State Department. Focusing on the recent shale gas contracts with Exxon and Chevron will be important and welcome to the USG. In addition, the HEU issues will allow us to expand our relationship not only with the State Department, but more importantly, directly with the Obama Administration.

At this time the rest of the key personnel at State Department is fluid. Secretary Kerry will take two of his top staffers from his Senate office. But the rest of the key appointments will be made by the White House. At this time the only confirmed appointee affecting us is that DAS Dan Russell will remain at this post. AS Phil Gordon is likely to be moved to another post.

In addition to the appointment of Secretary Kerry, President Obama made several key appointments to his executive office which are good for Ukraine.

- Denis McDonough has been appointed WH Chief of Staff. Previously Mr. McDonough served as Deputy National Security Adviser.
- Tony Blinken has been appointed as Deputy National Security Adviser and Assistant to the President. Previously, Mr. Blinken served as VP Biden's national security adviser.

These two appointments are critical for the GoU. Both are pragmatic, sensible and will want to see Ukraine align with the West. Their focus will be on geo-political relations specifically watching Russia and other former Soviet countries, and their actions. The emphasis of the President's national security team will not be so much on human rights.

US Congress

Although the US Congress was largely unchanged following the November 2012 election in terms of control of the House and Senate, there have been several significant changes to the committee structures that will benefit Ukraine.

House

The Republicans were able to maintain their control of the US House of Representatives. The House leadership will remain in place. Speaker John Boehner and Majority Leader Eric Cantor will lead the Republicans. Nancy Pelosi will remain as the Minority Leader. The majority of the first six months of the new Congress will be consumed by budgetary issues. This will help to take negative attention away from the GoU. However, we already have evidence that YT's forces

The significant changes at the House level relate to key committee structures. There is a guiding rule in the House that Chairs of all committees are changed every two years, and are appointed at the discretion of the leadership – seniority no longer takes precedent.

The House Committee of Foreign Affairs will now be chaired by Congressman Ed Royce (a Republican from California). I have known Congressman Royce for many years and this will be a helpful appointment for Ukraine.

The key subcommittee for Ukraine is the House Foreign Affairs Subcommittee on Europe, Eurasia and Emerging Threats. The new chairman is Congressman Dana Rohrabacher (a Republican from California). Again, the new chairman is a good appointment for Ukraine and will be open minded about key policy issues. [I have attached a document that provides more background on the Committees and the Chairs].

Prior to the appointments there was an attempt by Congressman Chris Smith (Republican from New Jersey) to be selected as the Committee Chair. Congressman Smith did not have the support of the Republican leadership. However, he was given the Chairmanship of the Subcommittee on Africa, Global Health, Global Human Rights and International Organizations. It is highly likely that Smith uses this subcommittee as a vehicle to hold hearings on YT's situation and possibly promote legislation. Our AC team is close to his staff and as of this memo, Smith intends to take no action at this time. However, he was disappointed in the latest charges levied against YT.

Last week the House Foreign Affairs Committee completed its "Oversight Plan". This document governs much of the work by the committee throughout the Congressional Session. This document is not public yet but highlights several key sections that pertain to Ukraine. [Full HFA Oversight Plan is attached].

q. **Russia:** The Committee will address the impact of Russia's foreign policy on U.S. political, economic, and other interests in key countries and regions, with a focus on identifying significant areas of competition and potential cooperation. Of note is the Administration's announced intention to negotiate new agreements with Russia on limiting strategic forces and ballistic missile defense, including the U.S. system scheduled for deployment in Europe. Russia's adherence to the rules of the World Trade Organization and the impact on U.S. exports will be addressed. The Committee will also review how Russia's domestic policies impact the U.S., and will consider the country's respect for human rights, democratic governance, and rule of law

r. **Europe/Eurasia:** The Committee will review U.S. relations with European countries, with an emphasis on the European Union and NATO, including potential membership of the Western Balkan nations in those institutions. Key issues will include removal of barriers to trade, including a potential Trans-Atlantic Free Trade Area, the deployment of a regional ballistic missile defense system, the impact of the European financial crisis, diversification of energy sources, and Turkey's new foreign policy orientation and its domestic political evolution, among others. The Committee will also conduct oversight of U.S. policy in Central Asia, including as it relates to the 2014 transition in Afghanistan.

t. **Human Rights and Democracy:** The Committee will examine U.S. activities to promote democracy and protect human rights around the world. The Committee will critically assess U.S. involvement with multilateral human rights mechanisms, to ensure that U.S. diplomacy serves to promote fundamental human rights and freedoms.

Senate

Due to the confirmation of Secretary Kerry the relevant committee in the US Senate for Ukraine, the Senate Foreign Relations Committee has undergone few changes thus far. The Republicans have made its appointments and it is expected that the Senate leadership will make the final Democratic appointments during the week of February 4th.

However, we do know that Senator Dick Durbin (D-IL) will no longer serve on the Committee. Nor will Senator Jim Inhofe (R-OK). These two Senators were the lead sponsors on Senate Resolution 466 that was passed last year.

The SFRC structure (at this time) is listed below:

Democrats

TBD, *Chairman* (but likely Menendez from NJ)
Barbara Boxer, California
Robert Menendez, New Jersey
Benjamin L. Cardin, Maryland
Robert P. Casey Jr, Pennsylvania
Jeanne Shaheen, New Hampshire
Christopher Coons, Delaware
Tom Udall, New Mexico
Chris Murphy, Connecticut
Tim Kaine, Virginia

Republicans

Bob Corker, Ranking Member, Tenn
James Risch, Idaho
Marco Rubio, Florida
Ron Johnson, Wisconsin
Jeff Flake, Arizona
John McCain, Arizona
John Barrasso, Wyoming
Rand Paul, Kentucky

At this time the structure of subcommittees have not been decided.

Resolutions and Legislation

At the time of this memo, there are only two resolutions that have been introduced related to Ukraine. On January 14, Rep. Marcy Kaptur (D-OH-9) introduced two resolutions regarding Ukraine. Both Resolutions were referred to the House Committee on Foreign Affairs and have gained no additional sponsors as of January 31.

- * H.Res. 27 - Supporting the establishment and full funding of a staff exchange program between the House of Representatives and the Parliament of Ukraine, the Verkhovna Rada, as soon as possible.
- * H.Res. 28 - Condemning the persecution of political opposition leader Yulia Tymoshenko as well as other political prisoners, among them former internal affairs minister Yuri Lutsenko.

H.Res 28 is a resolution that the Congresswoman introduces every year but it never receives attention. Our AC team has already contacted Chairman Royce on this matter and the resolution will not gain approval from the committee, and will not be brought up for debate.

There is some renewed calling for additional actions to be taken against Ukraine. Thus far this rhetoric has only come from Ukraine's opposition and former US Ambassador to Ukraine Steven Pifer last week during an interview with Voice of America. Pifer indicated that the US Congress is concerned about the situation in Ukraine, and could use sanctions to pressure the GoU into freeing what it calls political prisoners.

Some critics are saying the focus will return to a bill that was passed by the US Congress at the end of last year called the "Russia and Moldova Jackson-Vanik Repeal and Sergei Magnitsky Rule of Law Accountability Act of 2012" otherwise known as the Magnitsky Act. The bill was signed into law by President Obama on December 14th, 2012.

Some critics of Ukraine suggest expanding the scope of this legislation to include Ukraine and place travel sanctions on certain Ukrainian Government officials. Our AC team is monitoring this bill closely and no action has been taken by any Congressional member.

White House Petition

There is one other attempt of deploying sanctions against Ukraine. A petition is being circulated that calls for sanctions to be introduced against Ukrainian officials involved in the falsification of the criminal case against businessman Dmytro Pavlychenko and his son Serhiy Pavlychenko, who were convicted of killing a judge of a district court in Kyiv.

A relevant petition was registered on the Web site of the White House on January 26, 2013. The petition has to collect at least 100,000 signatures by February 25, 2013 to be considered by the White House. Thus far only 3,847 signatures have been collected.

The petition proposes to put a ban on entry to the United States for former Interior Minister of Ukraine Anatoliy Mohyliov, Head of the Public Security Department of the Interior Ministry of Ukraine Oleksiy Krykun, Head of the Investigatory Department of the Interior Ministry of Ukraine Vasyl Farynnyk, investigators and other people involved in the falsification of the criminal case, torture, and the violation of human rights and freedoms.

Exhibit OO

MEMORANDUM

To: President VFY
From: PJM
Subject: US Government Update
Date: February 19th, 2013

A number of policy changes will impact Ukraine in 2013 largely due to the elections that occurred in the US at the end of last year. These changes represent new opportunities for the GoU to expand relationships, open minds, and demonstrate to the global community that Ukraine is a modern democracy.

Over the course of the last several weeks there has been significant changes with respect to the activity in the US Government and Congress. This memo summarizes the key items that relate to Ukraine by the USG, and the actions taken by our US consultants team in support of Ukraine's priorities.

Engage Ukraine – Strategy for 2013

The US consultants team has already been active in implementing a strategy that we call "Engage Ukraine". This strategy is designed to focus on the many positive aspects and strengths that Ukraine brings to the US – politically and culturally. It is designed to deepen the relationships between the two countries, and focus on major policy initiatives of significance to both countries.

The strategy focuses on several core pillars that the US consultants team will build out during the year. The main components of the strategy include the following:

1. Engage the Administration and Congress
 - a. We must protect our support in the WH and at the Department of State from YT's lobbyists and human rights pressure.
 - b. We must build support within Congress. Last year we learned that many members do not have a basic foundation of knowledge on issues important to both the Ukraine and the US.
 - c. We are currently engaging all relevant committees both in the House and the Senate.
2. Emphasize the reforms that the GoU has worked aggressively to implement.
 - a. There are several key messages we are emphasizing
 - i. The Yanukovich Administration has done more in key areas of policy development than any previous government in Ukraine.
 - ii. This government has progressed EU integration more successfully than any other, and it is precisely this reason why Ukraine is on the verge of signing the Association Agreement with Ukraine.
 - iii. Major reforms include criminal justice, economic, tax, social policy and many more. It is important to emphasize these major reforms to members of the USG, and demonstrate that Ukraine is making significant progress.

- b. The new CPC is a critical part of this strategy. Andriy Portnov had a very successful visit to Washington emphasizing the new Code and how it facilitates a major
- 3. Focus on geopolitical issues, and the impact Ukraine will have on Europe.
 - a. The USG does not want to undercut Europe's initiatives with Ukraine. Thus the US strategy focuses on the positive activities that are a part of the current interactions between the EU and Ukraine. Key attention is being drawn to the Feb 25th Summit and the Vilnius Summit
 - b. A key component of the geopolitical strategy is to kept awareness of the pressure Russia is imposing on Ukraine to forgo integration with Europe and to join the Russian led Customs Union. This point is very important to the objective members of Congress and is a driving tenet of the Obama Administration.
 - c. Energy security is a key concern of Secretary of State Kerry. We are emphasizing the risk to independence of the Gazprom contract and the actions Ukraine is undertaking to achieve energy independence. Special attention is being given to the award of contracts to American companies in the energy field.
 - d. Educate Congress, in particular, on the reforms being implemented as a part of the process towards signing of the AA and DCFTA agreement.
 - e. Tymo lobbyists are aggressively pushing for sanctions using Sen McCain as the point. We know the Obama Administration is opposed to mandatory sanctions and are working with the Administration and friends in the US Congress to repel any efforts led by McCain. This effort requires visits by important leaders of the GoU. Andriy Portnov's visit was the first of many that we plan. Additionally, we are using friends in the Hapsburg group to come to Washington to hold high level meetings on the importance of engaging Ukraine, not imposing sanctions. This effort is fully engaged now.
 - f. The CPC is the primary reform being touted currently because it is the long term solution to the concerns expressed regarding the prosecution of Tymoshenko.
 - g. We are working with the Administration on emphasizing to Congress the important bilateral programs between the US and Ukraine. In this regard we are building a better understanding of the fact that the GoU has been a solid ally of the US in dealing with security matters – such as NATO exercises, shared security information, HEU, and others.
- 4. Energy Issues
 - a. We are emphasizing the shale gas contracts and the potential of new business opportunities for US companies. This has a very positive impact on both the Congress and US business.
 - b. Energy independence is a positive issue in Washington. Both Carlos Pascual, after his recent trip to Kyiv, and Richard Morningstar are promoting a more aggressive and positive agenda between the US and Ukraine. As this is one of the key issues of the 2011 US-Ukr Strategic Commission, we are using it as a foundation of the new strategy. It will be important to bring the Min of Energy, and others to Washington to brief Members of Congress and the Obama Administration. It is a mistake to rely on the US Embassy in Kyiv to carry the correct messages back to Washington.
 - c. If all proceeds well with the EU-Ukraine Summit on Feb 25th, we will use the consensus reached in Brussels as part of the Washington narrative on energy security.

5. Jewish Community

- a. We have been actively promoting the concept of anti-semitism as a part of the Opposition. We have been doing this since the pact was reached between the United Opposition and Svoboda. This is a key part of our Washington strategy. We are building on the statements we generated out of Tel Aviv during the elections, including having Jewish lobbyists and officials of the Israeli government make our points in Washington among important Members of Congress who are a part of the Israeli lobby.
- b. We have a number of initiatives being discussed and have targeted important members of Congress who are Jewish (the #2 leader in the House of Representatives is Eric Cantor – he is Jewish).
- c. It will be important to find opportunities for positive statements by President VY on Israel and tying Svoboda and the opposition into anti semitic activity.

6. Disapora

- a. Other than the Tymo lobby, the Disapora is the main originator of anti VY activity in Washington. Through money and political support in local communities the Dispora is active.
- b. We are identifying a new strategy for the Diaspora. The key to this strategy is to have a Ukrainian Ambassador to the US who I can work with to manage this part of the strategy. As we have discussed, a political representative of the President would be better than a diplomat.
- c. My recommendation is that you consider Anna German as your appointment to be Ambassador to the US. She was very positively received during her visit to Washington to attend the National Prayer breakfast. Additionally, as a woman she will be a good response to the attacks by women on VY. Finally, her reputation is one that we can promote positively to the objective Members of Congress. Anna is viewed as being close to you, understands the issues and players and is someone I can work with immediately to frame the right strategy for the Disapora and also for the USG. For these reasons I urge that you consider this appointment. The sooner it is done the better it will be. We need to have a strong personal representative of the President on site before the new US Congress and new Secretary of State engage in policy issues related to Ukraine.

Tymoshenko's Plans

YT's plan to impact policymakers in the US is to focus the debate on imposing sanctions against the GoU.

YT is working aggressively to disrupt the work of the GoU in Washington, DC. She has several sympathizers in Congress and the Administration that believe nothing short of her release is necessary to truly re-engage with the GoU. She has hired professional lobbyists (Wiley Rein & Felding) to press her case and work directly with key members of the USG to formulate potential resolutions that are damaging to the image of Ukraine.

While integration with the EU is important in the eyes of the USG, there are other major issues that are of concern to the US as well. Several members in the US Congress have personally taken on campaigns to combat what are perceived global human rights abuses. This has applied to China

mainly, but over the last several years has been vastly expanded. Tymoshenko has used this cause in the US to press her case of “wrongful conviction” and “political prosecution”.

The US consultants are battling against the strategy being waged by YT by focusing on two major components. They are focusing on an issue of greater importance to the US which is the geopolitical issue of Ukraine aligning with the West. This is extremely important to the USG that Ukraine not be perceived to moving toward Russia. We are focusing on the relevant committee and subcommittee members on the foreign relations committees making sure they understand the significance of Ukraine’s alignment with the West.

The second part of the plan to neutralize YT in Washington is implementing the “Engage Ukraine” strategy outlined above. We must be aggressive and positive – not defensive. Ukraine has a compelling story to tell about the many positive aspects of its relationship with the US. Most members in the USG and in Congress do not recognize these positive elements. The components of this program are listed above.

Administration - Update

The White House and State Department position toward Ukraine will be one of caution but hope for progress.

Last week we learned that the Strategic Partnership Commission, between the US and Ukraine, which will be useful to strengthening relations, will re-engage. The Helsinki Commission indicated that the working group at the State Department is likely to meet in the next few weeks, which is being construed as “a good signal”.

Another significant and positive change for Ukraine is the confirmation of Senator John Kerry as the new Secretary of State. Secretary Kerry will focus largely on policy issues related to energy and the environment. The Secretary has always been a proponent of these issues. This is a positive development for us and will be a dramatic change from former Secretary Clinton’s personal agenda.

Overall the State Department will maintain a position of opposing sanctions of any kind as an instrument to deal with foreign governments. This policy is consistent with State Department actions directly applied to Ukraine over the last several years. In addition, this position was further supported last week by State when Senator McCain (R-AZ) attempted to discuss the idea of potentially introducing sanctions against Ukraine as something that “could happen”. Deputy Assistant Secretary Dan Russell reiterated State’s position of no sanctions to the committee staff for both the House and Senate foreign affairs. This will be a constant battle in the Congress in the next week.

It is important to understand that holdovers from the Clinton days and the US Embassy in Kyiv are not objective and are conspiring to identify options to get sanctions as a tool to pressure the Yanukovich Government. At this point, they are working with Tymo supporters but have not been able to change the opinion of the WH. Our strategy is focusing on using the current WH position to serve as a block on all attempts to change the policy.

Given the policy interests of Secretary Kerry, we now have a great opportunity to take a proactive and positive approach with the State Department. Focusing on the recent shale gas contracts with Exxon and Chevron will be important and welcomed by the USG.

At this time the rest of the key personnel at State Department is fluid. Secretary Kerry will take two of his top staffers from his Senate office. But the rest of the key appointments will be made by the White House. At this time the only confirmed appointee affecting us is that DAS Dan Russell will remain at this post. Our sources tell us that AS Phil Gordon will be moved to the NSC to oversee the Middle East and other countries in a few months.

In addition to the appointment of Secretary Kerry, President Obama made several key appointments to his executive office which are good for Ukraine.

- Denis McDonough has been appointed WH Chief of Staff. Previously Mr. McDonough served as Deputy National Security Adviser. He was also the person in the NSC who coordinated the HEU negotiations and is personally aware of the role you played in this process.
- Tom Donilon will remain as the President's National Security Adviser.
- Tony Blinken has been appointed as Deputy National Security Adviser and Assistant to the President. Previously, Mr. Blinken served as VP Biden's national security adviser.

These three appointments are critical for the GoU. They are pragmatic, sensible and will want to see Ukraine align with the West. Their focus will be on geo-political relations specifically watching Russia and other former Soviet countries, and their actions.

US Congress - Update

There are elements in Congress that will continue to be hostile toward Ukraine. Our goal must be to constantly discuss the positive contributions Ukraine is making to the global community.

Although the US Congress was largely unchanged following the November 2012 election in terms of control of the House and Senate, there have been several significant changes to the committee structures that will benefit Ukraine.

House

The Republicans were able to maintain their control of the US House of Representatives. The House leadership will remain in place. Speaker John Boehner and Majority Leader Eric Cantor will lead the Republicans. Nancy Pelosi will remain as the Minority Leader.

The majority of the first six months of the new Congress will be consumed by budgetary issues. This will help to take negative attention away from the GoU. However, we already have evidence that YT's forces are seeking to build a negative agenda. We are working with our friends to build a new agenda based on the joint agreement on the issues in the 2011 Statement of the US-Ukraine Strategic Commission. We believe this provides an opportunity to build a new constructive momentum in the Congress on issues, which are important to them beyond the Democracy issues.

The significant changes at the House level relate to key committee structures. There is a guiding rule in the House that Chairs of all committees are changed every two years, and are appointed at the discretion of the leadership – seniority no longer takes precedent.

The House Committee of Foreign Affairs will now be chaired by Congressman Ed Royce (a Republican from California). This will be a helpful appointment for Ukraine.

The key subcommittee for Ukraine is the House Foreign Affairs Subcommittee on Europe, Eurasia and Emerging Threats. The new chairman is Congressman Dana Rohrabacher (a Republican from California). Again, the new chairman is a good appointment for Ukraine and will be open minded about key policy issues.

Congressman Chris Smith was given the Chairmanship of the Subcommittee on Africa, Global Health, Global Human Rights and International Organizations. It is highly likely that Smith uses this subcommittee as a vehicle to hold hearings on YT's situation and possibly promote legislation. Our AC team is close to his staff and as of this memo, Smith intends to take no action at this time. However, he was disappointed in the latest charges levied against YT.

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t. **Human Rights and Democracy:** The Committee will examine U.S. activities to promote democracy and protect human rights around the world. The Committee will critically assess U.S. involvement with multilateral human rights mechanisms, to ensure that U.S. diplomacy serves to promote fundamental human rights and freedoms. Working with the Commission on Security and Co-operation in Europe, this Subcommittee will seek to pressure the VY Government. The best block of its actions is to have the pertinent SubCommittee on Europe take more positive stands. This is the strategy we are building.

Senate

Due to the confirmation of Secretary Kerry the relevant committee in the US Senate for Ukraine, the Senate Foreign Relations Committee has undergone few changes thus far. The Republicans have made its appointments and it is expected that the Senate leadership will make the final Democratic appointments during the week of February 4th.

However, we do know that Senator Dick Durbin (D-IL) will no longer serve on the Committee. Nor will Senator Jim Inhofe (R-OK). These two Senators were the lead sponsors on Senate Resolution 466 that was passed last year. The Democrat Chair of the Full Committee is now Robert Menendez and the Ranking Republican is Bob Corker. Neither have been active on Ukrainian issues in the past.

Last week the SFRC finalized subcommittee assignments. The subcommittee of importance to Ukraine is on European Affairs, which will be chaired by Chris Murphy (D-CT). The ranking member is Ron Johnson (R-WI). Our consultants are close to both members. Also, both members are quite unfamiliar with Ukraine issues so we have an opportunity to build these relations successfully. We have started the process of working with them to understand the broader implications. The Portnov visit was the first step in using GoU officials to do so. Hapsburg leadership will be visiting in early March.

Resolutions and Legislation

At the time of this memo, there are only two resolutions that have been introduced related to Ukraine. On January 14, Rep. Marcy Kaptur (D-OH-9) introduced two resolutions regarding Ukraine. Both Resolutions were referred to the House Committee on Foreign Affairs and have gained no additional sponsors as of January 31.

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There is some renewed calling for additional actions to be taken against Ukraine. Thus far this rhetoric has only come from Ukraine's opposition and former US Ambassador to Ukraine Steven Pifer two weeks ago during an interview with Voice of America. Pifer indicated that the US Congress is concerned about the situation in Ukraine, and could use sanctions to pressure the GoU into freeing what it calls political prisoners. This statement is his personal assessment based on what he wants. It is not reflective of any new developments in the new Congress.

Some critics are saying the focus will return to a bill that was passed by the US Congress at the end of last year called the "Russia and Moldova Jackson-Vanik Repeal and Sergei Magnitsky Rule of

Law Accountability Act of 2012" otherwise known as the Magnitsky Act. The bill was signed into law by President Obama on December 14th, 2012.

Some critics of Ukraine suggest expanding the scope of this legislation to include Ukraine and place travel sanctions on certain Ukrainian Government officials. Our AC team is monitoring this bill closely. Although McCain has recently asserted his intention to do so, after meeting with Eugenia Tymoshenko, to date there has been no action has been taken by any Congressional member. We are building a firewall to withstand this effort.

IMF Update

Recent meetings with the IMF delegation in Kyiv went well. Although a deal has not been concluded yet, the foundation for a future cooperation is emerging. Confidence at the IMF is higher than it has been in some time. Discussions with IMF officials highlighted several positive results from the recent visit

The most important point, from the standpoint of the IMF negotiating team is the fact that the IMF believes the Government's new economic team is working as a team. The IMF saw a unified position of the Ukraine government. The IMF sees the momentum growing inside of the Government to "get a deal done" and is encouraged by this progress.

This finding is fundamental to securing a new deal. Over the past 18 months, the IMF believed the Ukraine Government was not serious and thus the IMF was not prepared to enter into meaningful discussions. The recent discussions were viewed as a constructive change. With a more positive atmosphere, the IMF is listening more carefully and is seeking to identify how to create a deal that will be consistent with IMF requirements and tolerable for the Government of Ukraine.

This growing momentum, from IMF's standpoint, has two components:

1. The GoU and IMF have developed a mutual understanding of where the problem is. From the standpoint of the IMF, this "understanding" never existed before, and is viewed by the IMF as an extremely positive development.
2. The GoU and IMF have so far not agreed to a mutually acceptable solution regarding increased prices for consumer gas. The IMF is privately and publicly claiming that it is not going to give in on this because from the Fund's standpoint there is no alternative to increase these prices, both in the short-and long-term.

Taking into account the recent progress, the IMF is prepared to send a mission back to Kyiv at the end of March, but only if Ukraine comes up with a coherent solution that reflects increased gas tariff prices.

The IMF is ready to discuss options on how to increase tariffs. The primary one that is acceptable to the IMF is known as the "Indonesian scenario" proposed by IMF's First Deputy Managing Director, David Lipton. This option envisions targeted subsidies for those who are affected by the increase most.

The IMF is also prepared to be flexible on timing, for example, the increase can occur after the heating season is over, so that the mechanism of subsidies using IMF funding and expertise can be developed by the beginning of the next heating season.

Carnegie Endowment for International Peace

On Friday, February 22nd Andriy Portnov will participate in an event being sponsored by Carnegie along with Deputy Assistant Secretary of State Thomas Melia on the "Human Dimension of Ukraine's OSCE Chairmanship". This will provide important exposure on Ukraine's leadership role of the OSCE.

The event will be a roundtable format and is closed to the press. One of our contacts at Carnegie will moderate the event. The event will focus on key reforms of the Ukrainian Government. While judicial and criminal reforms will be discussed, this represents an important opportunity for Portnov to focus on the many of the other reforms that Ukraine's Government is implementing. Portnov's messaging will be important to our positive "Engage Ukraine" strategy and puts us on the path of discussing the positive contributions of Ukraine and the many reforms it is introducing to modernize the country.

Conclusions

The key for 2013 is for us to promote a new more aggressive agenda in Washington that is positive in nature, not defensive.

We are building this strategy on several pillars. One is the new CPC where we believe we can gain positive traction by creating interaction between USG and Ukrainian officials focusing on improvements to the latest CPC. This month Portnov and Lukash are coming to Washington to begin this process.

Second, we are building out a plan that takes the agreement of the last US-Ukraine Summit and lays out ways to emphasize the key areas of joint co-operation.

Finally, we are building a program of briefings by our Hapsburg friends to come to Washington in the Spring of this year to brief key US officials, and give speeches to important think tanks on the importance of supporting a policy of engagement with Ukraine to accelerate Ukraine's integration into Europe.

I will be providing regular updates so that you are aware of activities, pro or con, occurring in Washington.

The important point I want to emphasize is that the team is fully engaged and active in the Administration and the Congress. The Tymo lobby is active but so are we.

Exhibit PP

MEMORANDUM

To: President VFY
From: PJM
Subject: Hapsburg - Update
Date: February 21, 2013-02-20

Executive Summary

Over the past 8-months the Hapsburg team has been critically active in a number of events that have been staged to drive specific and positive messaging for the GoU. In addition to the public events, the Hapsburg team has provided valuable back-channelling and timely information on relevant issues between European Commissioners and other high-ranking EU personnel.

The primary strategy of the Hapsburg team following the October 28th elections was to intensify relations with relevant EU institutions, EU leaders and several key member states including France, Germany and Italy. The objective was to change the tone and rhetoric coming out of the EU regarding its relations with Ukraine.

The first post-election event staged by the Hapsburg team was in Paris, where members of the team spoke positively about the election outcome, and used that analysis to encourage Europe to seize the opportunity of deepening ties with Ukraine and signing the AA. The event was impactful and focused the debate on relevant and positive issues regarding Ukraine, which was the intended outcome. Each time we change the rhetoric away from YT, we are making progress and focusing the West on positive changes that are occurring in Ukraine. This strategy proved effective in Europe, where the dialogue has changed to "engagement" with Ukraine, and the belief of the EU that the AA will be executed this year.

The Hapsburg efforts have been broadened to cover other key European countries, and as a result their success, they will also include the US where they can add important credibility to the dialogue that is occurring in the US Government.

Habsburg Activity (November 2012 - February 2013)

1. Back-channel diplomacy - In the past 90 days the Habsburg team has been especially active in engaging key European leaders behind-the-scenes to discuss issues on behalf of Ukraine.

- * The Hapsburg team have communicated privately with top officials such as Barroso, Ashton, and others in Brussels, and continue to speak with them in order to coordinate ways to help the GoU finalize the AA agreement. The involvement of the Hapsburg team with respect to these efforts has been successful with many important messages being exchanged between the two sides.
- * The Hapsburg members have also spoken to EU officials and senior IMF officials about the importance of IMF cooperation and financial support for Ukraine.
- * Several of the team members have carried many messages for the GoU back and forth from Martin Schulz and other EP leaders, and is working hard to dilute many of the negative motions that have been suggested against Ukraine. We have also learned

about what YT is saying privately to EU leaders due to the success of the Habsburg network.

- * Through contacts of the Habsburg team in Italy, work is being done with senior Government officials close to Prime Minister Monti to create closer relations in the trade and investment sectors, building a Ukraine-Italy Business Council and demonstrating the importance of Ukraine to Italy.
- * The team is also having private talks with top advisers to President Hollande as well as French Foreign Minister Laurent Fabius to help improve relations, influence French policy, and gain support for the AA, and to argue Ukraine's case.
- * The team will also continue to work behind the scenes inside PACE and the EP and to prevent negative statements and try and improve treatment of Ukraine.
- * The team is fully engaged in working through the issue of selective prosecution with the goal of getting President Shultz to understand the broader picture and to focus on more policy oriented policy issues.
- * In March, members of the team will be meeting with high-level USG officials to promote a positive "engage Ukraine" program for the US.
- * New members are being brought on to the Habsburg team. These new members will be of the same calibre as the original members.

2. **Post-Election Event in Paris and Media Campaign.** In the wake of the parliamentary elections, the Habsburg team organised a conference in Paris in November to help convey positive messaging regarding the election. It provided an opportunity to discuss the country's European integration perspectives post-election, France-Ukraine relations and the advantages of the Association Agreement. Attended by key members of the team, the conference further examined perspectives for defence cooperation between NATO and Ukraine – with Kyiv playing the strategic role of bridge between the EU and Russia – and called for a more pragmatic approach to Ukraine-EU relations.

Extensive media coverage was conducted around the conference by the Habsburg team, including the influential TV news channel **France 24**, the weekly magazine **Marianne**; and the country's most popular newspaper **Le Monde**.

In addition, a lead story was published entitled, "*Leading European Statesmen Call for Steps to Improve Relations between Europe and Ukraine*". The news story was printed by 340 editorial publications.

3. Next Steps (Paris, Rome, Washington):

- * All members of the Habsburg team are committed to continuing with the project and working with key EU leaders in the major European cities including Brussels, Berlin, Paris, and Rome.
- * The Habsburg team will provide messaging and media engagement following the February 25th EU-Ukraine Summit. The team will also be speaking with key EU leaders throughout the summit driving critical messages to senior EU officials.
- * Members of the team have been invited by Fabius to meet in Paris in early March to review French foreign policy toward Ukraine.
- * All Habsburg members have agreed to participate in a series of at least six pro-Ukraine conferences plus multiple interviews, op/eds and roundtables during 2013.

- * The first of the key conferences will take place for 2013 is on March 6th in Rome at the Library of the Parliament, with the high level participation of the team members. The Hapsburg team will engineer major positive media in Italy as a result of this event.
- * The Hapsburg team will also do a series of events between March and May in Washington DC designed to change the public rhetoric directed at Ukraine, but to also influence key members of the US Government through private meetings held at the highest levels. This will include major speeches, participation in key events, and private meetings with senior US officials including Secretary of State John Kerry, and other members of the Administration.
- * The Hapsburg team is also in the process of recruiting one or two new team members and position them in front of the media to support the leadership vision of the GoU. This will be relevant as we focus on the geopolitical value of Ukraine to the EU.
- * The Hapsburg team also have a group of more than 15 potential MPs, who can become our advocates in the EP (including EPP members) and who can be integrated into the Hapsburg project so we can create more positive messaging and media directly in Strasbourg and Brussels for Ukraine.

Conclusions

The Hapsburg team has demonstrated many successes over the last several months. The elements of the Hapsburg project have proven very effective in dealing with the EU. The key to these successes is that the participants are significant European leaders who are viewed as objective regarding Ukraine. This has allowed them to make their points without any apparent self-interest, thus giving their comments more weight and impact.

The new year is already providing many more opportunities for Hapsburg to engage and provide substantial value to the Ukraine efforts.

By expanding the presence of the Hapsburg team to the US this year, several important objectives will be achieved much faster as a result of the direct involvement of the team.

It is critical that we use the Hapsburg team to coordinate key messages publicly, but to also leverage the team's experience, expertise, and network of high profile EU and US officials behind the scenes as much as possible.

The group will play a prominent role in the lead-up to Vilnius. They are fully engaged and briefed.

The EU rhetoric has changed dramatically over the last three months and is now truly engaging Ukraine on important issues. The Hapsburg team efforts will continue to ensure this happens.

Exhibit QQ

To: BVK, SL
From: PJM
RE: Campaign budget for national and regional TV/Radio advertising

I understand that there is some question about the need for the level of media buy in the budget.

This is my revised minimum amount we need.

If we cut this budget, we lose.

It is that simple.

Exhibit RR

T0: SL, RA
CC: OB Leadership
From: PJM
Re: Roadmap for November-December 2014
Date: October 29, 2014

The purpose of this document is to outline the activities that the OB should be actively developing over the remaining months of 2014.

While the outline is not exhaustive, it is reflective of the range of areas where immediate attention is required. The range is quite extensive. A real structure must be created for each of the categories.

Two Very Important Points that must drive all OB activity in the remainder of 2014.

1. Keeping the trust with our voters
 - a. It is very important that OB demonstrates through its actions in the early months, that it intends on keeping its promise to be "the voice of the people in Kyiv"
 - b. This means the OB must be very visible in the media and have regular communications to the oblasts – both to its leaders and the voters.
We must maximize the opportunities posed by the new gov't's inevitable paralysis and constantly point highlight the effects on ordinary people and point towards a better way
 - c. The OB must provide concrete examples, through legislation, that it is aggressively pursuing the implementation of its social policy agenda and its reform agenda
2. The next 6 months will be a terrible time for the new Government.
 - a. The new govt will have to deal with many issues that are beyond their abilities or control
 - i. the economy contracting and causing more economic dislocations affecting people and businesses;
 - ii. the impact of the war draining resources ;
 - iii. the loss of jobs and lack of social payments;
 - iv. the debt crisis requiring new money which in turn will require new conditions that reduce the social services provided to the people by the national government;
 - v. the prospects of a cold winter;
 - vi. the inevitable in-fighting of the coalition members to maximize their own personal power.
 - b. the West will have a new set of leaders in both the EU and in the US Congress

- i. this will distract interest from Ukraine and force the west to deal with their own sets of issues
 - c. the economic crisis in Europe will cause commitments of money to lessen as Europe tries to cope with its own economic problems
- 3. The relevance of these 2 points is that the OB must avoid becoming a part of the negotiations to form a new government
 - a. If it appears that the OB is seeking positions in the new government, the OB will be viewed by their voters as hypocrites and liars;
 - b. This government will fail. The OB cannot be seen as part of this government in any way;
 - c. The government may even attempt to recruit some of our members as key players in the new coalition. We must rebuff all attempts by this government to join the coalition;
 - d. Voters will believe they were used by the OB in order for the leaders of the OB to secure power for their personal self interests;
 - e. This will break the trust between the OB and its voter.

INITIAL PRIORITIES

SHADOW CABINET

1. OB must look responsible to both its voters and to the elites in Kyiv.
2. A Shadow Cabinet should be announced immediately after the announcement of the new coalition govt by President and PM. The Goal is to preview new faces and demonstrate their skills and talents.
3. The Shadow Cabinet should include elites, businessmen, trade unionists
4. The Shadow Cabinet does not need to be restricted to OB deputies. It should be comprised of experienced people that can attack the government and its policies consistently and effectively.
5. We should also form committees to work with the EU parliament, PACE, Venice Commission, European Commissioners, etc.
6. One of the functions of the Cabinet is to advocate different (sometimes populist) policies, like we did during the election campaign (Family Protection plan, Refugee program, pension legislation).

OB PARTY HQ

7. Establish a real HQ
8. Initial GOALS
 - a. Election Analysis
 - i. Analyze impact of MT program on election results;
 - ii. Assess and update MT program for party-building;
 - b. Develop a communication program to party members and prospective leadership
 - i. Create a newsletter and internet communications platform for weekly and daily messages
 - ii. Build staffs in communications, research and legal divisions – THIS IS VIP
 - c. Hold weekly press-conferences and generate “news packets” for dissemination via regular and social media.
 - d. Agree to a “real budget” and fund it.
9. Political Division
 - a. Establish Oblast HQs in every oblast. This work should be phased with the priority oblasts organized first.
 - b. Build a plan to expand influence of OB in all TOs and Donbas, and begin to recruit new members and leaders for the Party.
10. Communications Div
 - a. Goals
 - i. a weekly newspaper to leadership,
 - ii. Bi-monthly communication to oblast leaders and local leaders
 - iii. Build out of OB Website – Ukrainian, Russian & English
11. Think Tank Division (can be outsourced to other Think Tanks)

- a. GOAL: Regular distribution of analytical papers to Ukraine elites, businesses, diplomats, and international communities on all legislation submitted to VR, key positions of OB and Think Tank pieces on major issues
- b. Leadership should have thoughtful papers published – at least one a month
 - i. These papers are not populist but will have our political spin
 - ii. Examples of initial papers to publish
 - 1. Building an Energy Independent Ukraine – Boyko
 - 2. Reforming the tax laws of Ukraine to attract FDI – SL
 - 3. Decentralization (from an philosophical perspective, referencing western examples) - Vilkul
 - 4. Reconstruction of the Donbas – BVK
 - 5. Ukraine’s pending Debt Crisis - Akimova
 - 6. Reforming the Govt to make it more accountable and transparent (subpoint would deal with corruption)
 - 7. Integrating Ukraines’ trade relationships to find a roadmap for Ukraines’ DCFTA obligations and its historic trade partners
 - 8. Protecting the Needy of Ukraine – social services, pensions, IDPs, Koroleskya/Bakteeva
 - 9. Judicial Reform – we will need this paper to be prepared for the reforms that the coalition will implement
 - 10. Electoral reform – We need to focus on the abuses in the most recent VR elections and incorporate protections into a draft election law.

12. Build research dept

- a. To track National Govt activity
- b. To develop facts for party legislation
- c. Maintain video library of OB leaders

13. Legal dept

- a. Need a technical legal division to perform a range of legal needs

14. Develop strategy and network for local elections

- a. Identify top local targets to elect OB representatives
- b. Recruit candidates for local offices with emphasis on new people who are active in community but not necessarily in politics
- c. Build a strategy to have prospects in the news in their communities

VR

15. Establish Fraction Leadership inside of VR

16. Identify committee assignments for Deputies

- a. People should be assigned based on their expertise and willingness to commit time to do the requirements of the position

17. Integrate Shadow Cabinet into organization of VR Fraction (recognizing that there are non-deputies in Shadow Cabinet)

18. Build a strategy for first session of VR

a. GOALS

- i. submit legislation that shows our constituency that OB is following through on its campaign promises
- ii. Create shadow cabinet that shows experience of OB leadership
- iii. Analysis of the pending deal with the IMF and European Union for loans and application of loans to programs
- iv. Build a plan based on next tranche of IMF money to be used for micro-economic purposes
 1. Pay all back wages due immediately
 2. Index social services payments for inflation
 3. Pay supplemental pension funds to cover impact of hryvnia devaluation and inflation

19. Develop a plan to deal with Donbas peace process

20. Prepare legislation to submit to the VR immediately upon convocation

a. Initial legislation

- i. Refugee relief program – update the campaign program
- ii. Donbas Reconstruction program – update the campaign program
- iii. Pension Relief program – campaign program updated
- iv. Family Protection Act – submit an revised version of the campaign plan

b. Create a new piece of legislation on decentralization

- i. Political components
- ii. Economic components
 1. Analyze each oblast to determine how recaptured money can be used for social purposes and local needs of oblasts
 2. Create a roadmap where people see that decentralization is more than about political power and impacts them directly

CONSTITUTIONAL REFORM

21. Establish a core team to manage the OB position on the pending Constitutional change process

22. Team of experts should be created

a. Goals

- i. To develop OB position on key issues
- ii. To research western models to recommend in the deliberations
- iii. To interact with western NGOs to demonstrate depth and seriousness of OB engagement on the reforms

23. Develop core positions from OB standpoint

- a. some examples – decentralization, parliamentary elections format, re-organization of the judiciary

24. Provide critiques of the current government's positions, and work with international groups including Venice Commission and PACE to propose our positions. We need to engage these groups as a legitimate political party.

ELECTORAL REFORM

25. We need to build a program that discusses the elections abuses that occurred in the last round of parliamentary elections.

Exhibit SS

To: VY
CC: NA, BVK
BCC: SL, AG, RA

From: PJM

RE: Final Week – Strategy, Tactics and Messages

Date: January 31, 2010

Background on Last Week

As we enter the final week we will begin to see closure in support of Tymoshenko in some of her base areas in the West and Center. The ballot will close from the current 12-15 point lead to the more realistic 8-12 points.

This closure is natural. Our vote was committed early. Tymoshenko's additional support from the Orange electorate took longer to form because they are not happy with her. However, as election day gets closer, these traditional voters will move towards her. How many of them vote is still uncertain, but our strategy must assume that the West and Center will vote at their historical levels. Our strategy must be based on that assumption. If the turnout in those areas is lower, it works to our advantage.

Tymoshenko Strategy and Themes for last Week

This weekend we see the thematic of Tymoshenko's closing messages. To rally her support, she is going to position herself as the unifying candidate who will form a national government with ST and AY and all of the "democratic forces" in it. She will promise a professional government that will bring change to Ukraine and protect the people from the "bandits". In the West she will promote her European values and her support from western governments. To the Western voters she will promise the things that matter to them like visa policy, land policy etc. To the rest of the country she will promise reforms, increases in salaries, pensions, healthcare and anything else she can think of. There is nothing she won't promise this week to specific voter blocs and groups.

Her entire campaign will be a crusade and she will be the savior. She will use the words reform, unity and a coalition government of Tymoshenko, Tigipko and Yatsynuk as her mantra. The implication of her messages will be that this new team is all set to start working and committed to her plan as soon as she is elected President. Thus, the campaign becomes not Tymoshenko versus Yanukovich but Tymoshenko, Tigypko, Yatsynuk and the West versus Yanukovich.

Yanukovich Strategy and Themes for the Last Week

The whole point to the Tymoshenko campaign thematic is the future. This is where our strategy comes into play. We don't let the voters accept her focus on the future and what she will do. We need to rivet their attention to the past 5 years and what she has done.

*Our themes are the same as they have been for the last 3 months. **She is the incumbent, and the mess that exists in Ukraine today is her doing.***

*The subthemes are also critical to our messages this week as we blunt her final strategy. **She will promise anything but deliver nothing, and she cannot work with anyone as is evidenced by the unstable government of the last 5 years.***

Our job is to stay totally focused this week. Our messages must be clear and direct. We must continue to make her the issue. We must trap her in the past.

1. She cannot be change because she is the government that created what must be changed.
2. She cannot organize a team of unity because she has demonstrated an inability to work with anyone over the last 5 years and this instability has been a major contributor to the crisis.
3. She will promise anything but has delivered on none of her promises over the last 5 years.

In this context, we will make the points that Tigypko and Yatsynuk are not committed to her, their policies are different from her record and they are not voting for her. Her statements of intention will be compared to her record of the last 5 years when she couldn't work with anyone and warn that she wont in the future.

Conclusion

We have defined the stakes of the election for the last 5 months. We have been successful in keeping the focus on Tymoshenko and her record. This focus has gotten us to this moment.

However, the Tymoshenko closing message is smart. It is the only way she can rally the troops, even though there is not any truth to the premises of her themes. She will have blocks of time on television this week to promote these messages. The UT1 debate time, the two blocks of 45 minutes allocated to the candidates and talk shows will allow her to press these themes.

We must stay sharp in our message presentation, keep her on the defensive and turn out our vote.

The key to our strategy is to make certain that the swing voters are coming to the polls to vote against her. This is the central point. We want them to vote their fears, not their hopes. They cannot afford more of Tymoshenko and they cannot believe anything she says.

If we do that we win.

Exhibit TT

TO: Paul Manafort

FROM: KK

DATE: April 06, 2010

SUBJECT: SL Staff Meeting

Attending: Akimova, Miroshnichenko, Portnov, Shuvalov, Goncharuk, German, Ermolaev, Gramotnev, Rafalsky, Skubashevsky, Levenets, KK.

1. Irina Akimova

- a. raised the issue that she is preparing briefing materials for the trip to the US (mostly related to IMF and the World Bank)
 - i. She must provide them to SL today
- b. Said that ideally Ukraine should TRY to accomplish at least some requirements/recommendations of IMF before the trip
 - i. This week's meeting between the President and the Speaker may be a good opportunity to announce introduction of at least a few laws that IMF feels strongly about
 - 1. Draft legislation on the National Bank,
 - 2. Draft legislation on bankruptcy – World Bank's experts are reviewing it, still gave no opinion
 - 3. 3 draft laws on entrepreneurship – are ready to be submitted to VR
- c. Complained about the fact that the working groups under the Committee for Reforms are NOT working. The only exception is Tygipko, who is actually giving IA good stuff and is taking the work of the Committee seriously. SL told IA to write a memo, and SL will deal with the individuals who do not perform.

2. Yuri Miroshnichenko

- a. Mentioned the issue of relations between the PofR faction and the Presidential Administration (PA). SL said it is vital to establish coordination not only with PofR, but also within the coalition, so that “the coalition and PA float in the same communication space).
 - i. SL said Miroshnichenko should be meeting with head of PofR faction in the VR Efremov to coordinate legislative initiatives. “Faction should not live a separate life”
- b. Miroshnichenko needs to act as “clearing house” for all recommendations/amendments/proposals coming from the PofR (and later from the coalition), and use Ermolaev's Institute for analysis and expertise
 - i. SL reiterated that all law-making activities should be systematized
 - 1. Economic legislation should be work product of the Committee on Reforms

2. Political legislation should be work product of the Council of Regions (a new body to be created, which will consist of Governors/regional leaders)
3. Andrei Portnov
 - a. His first participation in the meeting
 - b. Did not have much to say, continues meetings/consultations with the Ministry of Justice (Lavrinovich/Lukash)
4. Alexander Kurdinovich
 - a. Need to understand what to focus on in terms of coverage during this week
 - b. Rada is not in session, but when it is, AK is dealing with a lot of challenges in establishing message and events coordination with the Rada.
 - c. 3 major international trips – Moscow (yesterday), Kazakhstan (April 7th), Washington (need to announce the purpose before leaving)
5. Anna German
 - a. Was visibly tired
 - b. Said everything is going according to the plan, there are no communication issues.
 - c. Said there will be a lot of comments/information on the yesterday's trip to Moscow.
 - d. Need to prepare for next week's meeting of the Humanitarian Council
 - i. SL said she needs to organize comments on shutting down 30+ advisory committees and commissions created by Yuschenko
 1. needs to get economic arguments, how much was saved, explain the reason for cuts etc
 2. comments to be posted on the Presidential website, to be made by either Press-Service or Ermolaev as head of the Institute for Strategic Studies
6. Stanislav Skubashevsky
 - a. This week the plan is to appoint 6 governors
 - b. VF will be doing meetings with 2 candidates/day, starting today
 - c. Need to be thinking about elections to local self-government bodies
 - i. No date yet
 - ii. Date will be determined after the changes are made in the electoral law
 - iii. So far the plan is to have only single mandate (majoritary system) elections in village councils and small townships, and 50/50 single mandate/party list in city and oblast councils. The concept is being finalized.
7. Oleg Rafalski
 - a. Personnel issues - Now that the regulation on PA has been approved, they will start official procedure for hiring staff.
 - b. Need to keep the procedure for reduction of staff from the shut down advisory committees under control
8. Andrei Ermolaev
 - a. Will work on preparing the materials for VFY's trip

- i. IA will prepare briefings on IMF/WB
 - ii. Ermolaev will prepare general briefing
 - 1. no one specified what this involves, or asked for our help
 - iii. National Institute for Strategic Research – will cut down staff, will leave people of the highest quality, other people will be offered jobs/options, no one will be wasted/forgotten
- 9. Andrei Goncharuk
 - a. The final schedule of the US trip is what you got from Ladny on Friday
 - b. There was NO discussion of the schedule
 - c. Raised the concern about inadequate public reaction on shutting down the NATO ascension committee – Goncharuk is ready to make comments too that the NATO cooperation is scaled back – it is going to continue in the same format using different tools. Agreed that the comments will be made by AG/Ermolaev
 - d. Need to prepare for the meeting of the Inter-state Russia-Ukraine Commission on May 16-17th
- 10. Yuri Levenets
 - a. The only one who came prepared, with a chart and his computer, and was making substantive comments.
 - b. Said that this week is a complicated one from the communication standpoint – tough to identify a single message for this week
 - i. Will be some activity of the Committee on Economic Reforms
 - ii. Potential meeting of NSC
 - 1. SL hinted there may be some news on appointing a new Secretary of the NSC
 - a. As I was leaving I saw Raisa Bogatyreva going into SL's office
 - iii. 3 international visit of VFY – Moscow, Kazakhstan, US)
 - 1. Need to highlight the success/usefulness of the trip to Moscow
 - a. No substance was offered by anyone on what this trip accomplished
 - iv. A lot of incoming international visits
 - 1. Russian Head of PA Naryshkin to see SL Thursday,
 - 2. Platini/UEFA delegation to come to Kyiv on Thursday
 - 3. Slauta and Russian deputy PM Zubkov to discuss cooperation in agricultural areas today
 - 4. Russian Foreign Minister Lavrov to be in Kyiv Friday
 - 5. SL said the international incoming and outgoing visits need to be kept track of and comments should be offered proactively on the purpose and results of these visits
 - v. 7th of April is the International Day of Health. VFY is planning to put out some social initiatives/announce development of plan on reforming the healthcare system in Ukraine

- vi. In addition to this, there will be a meeting of the Coordination Council for Preparing for Celebration of the 65th Anniversary of the Victory in WW II.
 - c. Recommended that serious articles/interviews in newspapers are postponed till next week, when VF is back from the U.S., while this week we use radio to communicate VF's social initiatives on healthcare and VF's international activity
 - d. Said that he is receiving a lot of good information/materials from the oblasts, but the ministers/Government are NOT doing their job in terms of providing information on the on-going/prospective events.
 - e. SL said he'll deal with these issues on individual basis.
11. Issue of cancellation of Yuschenko's contradictory decrees – need to make decision before Thursday

General notes:

SL was not very focused, looked tired after the yesterday's trip.

The US trip was mentioned a few times in terms of the need to announce the purpose before VFY goes, but no specifics were discussed. No specifics of the trips to Moscow/Kazakhstan were mentioned in the meeting.

I could feel that they are starting to get some resources and are getting more and more organized. Shuvalov, who kept silent during the meeting, in a sidebar conversation mentioned that they have state of the art equipment now and can transmit high quality picture from anywhere in the world.

Also, saw Larin in SL's office – he's getting ready to be appointed Governor of Kirovograd oblast. Is very enthusiastic, but said does not how to deal with the local economic issues - hopes for help from experts.

Exhibit UU

To: VFY
From: PJM
Re: Goals of US Trip
Date: April 9, 2010

The purpose of this memorandum is simply to restate what we have spoken about over the last month regarding the purpose of your trip to the US.

Goals

We have 3 goals on this trip. While two of them focus on image, and one focuses on substance, they all will have an important impact on what we must accomplish this year.

The first goal is to create a personal rapport with President Obama. While you will only have 30 minutes with him, it is important that the discussion in this meeting convey your goals for the Presidency in a way that defines you as a leader and as a person. Obama responds to personal chemistry and intelligence. He will be interested in your goals and your ability to achieve those goals.

While the meeting will focus on some technical, substantive policy issues (like European security, IMF negotiations etc), it is very important that early on in the meeting you set forth 3 main points.

1. Your commitment to reform.
2. Your commitment to finalizing agreements that will establish Ukraine as a real member of the European community.
3. Your commitment to building Ukraine into a democratically stable country.

Obama will have been briefed on what you are doing. However, it is very important that he hears these key points directly from you. I have provided some Talking Points for this meeting that focus on these messages.

You should be aware that President Obama is only doing 4 bilateral meetings this week. Most of the 47 governments attending the Conference requested private bilateral meetings with him, but only 4 were granted. The fact that you were granted this meeting is a sign of the growing interest in Ukraine by the USG. Your meeting with President Obama will have a major impact on the acceleration of US policy development on Ukraine.

The second goal is what we convey back to Ukraine. You will be interacting with the leaders of all of the key countries of the world. It is important that we demonstrate, via

the media, that you are a part of this community of leaders and working with them in ways that will bring economic opportunity to Ukraine.

The final goal revolves around the economic reform program and the IMF negotiations.

Your visit to Washington allows you to meet directly with the leadership of the IMF and to bypass the technical people to communicate your goals and needs in dealing with Ukraine's economic recovery.

The meeting with Strauss-Kahn will be very important in this regard. Strauss-Kahn will use the meeting to deal with the specifics of the current negotiations between Ukraine and the IMF. While it is important that you discuss the details, it is more important that you use the meeting to impress upon Strauss-Kahn that you are taking a long view to the recovery program and need him to do the same. *You must leave him with the impression that you are completely committed to real economic reform, not the populism of the previous government.*

Your meetings with Treasury Secretary Geithner and World Bank President Zoellick will provide you with the opportunity to enlist their support for your economic reform program. Both can provide experts to assist both Irina Akimova and the Economic Reform Commission.

Summary

The real benefits from your trip will be realized at a later time but the impact of the trip will be felt immediately.

This trip provides you with the unique opportunity to interact with the key leaders of the world and financial institutions in a way that they can begin to know who you are and what you are committed to achieving. Additionally, and not insignificant, the distorted image of you promoted by Tymoshenko over the past 5 years will become irrelevant.

Exhibit VV

To: Konstantin Kilimnik[kkilimnik@davismanafort.com]; Vladimir Stepanov[vlad.tolmach@gmail.com]
Cc: Philip Griffin[pgriffin@davismanafort.com]
From: Paul Manafort
Sent: Tue 6/1/2010 9:43:01 AM
Importance: Normal
Subject: Q and A for VY
Received: Tue 6/1/2010 9:43:23 AM
Expected questions for the Press.doc PJM REV.doc

I have added some questions, and removed some. I have also provided answers.

Pls translate and deliver to SL operation

Thanks

p

**Expected questions for the Press-conference “100 days of the
Presidency of Victor Yanukovich”
(4th June 2010)**

***1. How do you assess your first 100 Days in office. What are
your major accomplishments?***

1. Overview the mess inherited
 1. government didn't work
 2. treasury was empty, no budget, accounts frozen
 3. no plan for reform
2. Accomplishments
 1. Stability in government and creation of a reliable power vertical
 2. Initiation of reform agenda
 3. stabilization of economy
 4. improvement of relations with Russia
 5. ending of onerous gas contract
 6. passage of a budget
 7. harmonization of national oblast and local budgets
 8. acceleration of negotiations with EU on Neighborhood Association Agmt and Visa Free status
 9. Implementation of a program that will ensure Reduction to the threat to Nuclear Proliferation

***2. What about criticisms that Ukraine is becoming less free,
less tolerant of opposition and freedom of the press is being
restricted***

1. such claims are propaganda technologies of the opposition

2. There is no effort by the Government to impede open access of all media sources
 3. When we were in opposition, I felt the sting of such abuse and promised myself that when we came to power I would protect the rights of all to express themselves and as President I have communicated this directive to the CoM and to the media on a regular basis
 4. all media outlets have unfettered and dynamic discussions from all elements of Ukrainian political spectrum
 5. Criticism of the Government has been aggressive on TV, radio and print
3. ***Your reform program claims to benefit the people but it is filled with changes that, in the short term, will dramatically affect the lives of all Ukrainians. Your reform program calls for removal of subsidies, allowing prices to rise to market levels, changing the age of pensioners and many more changes that will affect the safety net that people of Ukraine have come to expect and need. How will this improve the lives of the Ukrainian people? How long will the Ukrainian people have to suffer before they start to see benefits from your reform program?***
1. Yes, there will be short term sacrifices required by all segments of Ukrainian society
 2. these sacrifices are no greater than the suffering that people have been feeling for the last 5 years but with an important difference
 3. these sacrifices will lead to a better future
 4. these sacrifices will be driven by reforms that will create an infrastructure that will produce investment, create new jobs, modernize our nation and open up our country to European values and cultural relations

5. While these sacrifices will be short term, the benefits will be long term and will place Ukraine among the leading nations of the world as far as productivity and quality of life for its citizens
4. How do you assess the activities of Azarov's Government? Are you planning any personnel rotation? Are you ready to fire the ministers whose activities cause negative reaction in the society (Tabachnyk, Seminozhenko)?

I am quite pleased by the performance of the Government in its first months in office. It is far too early to proclaim success or accept failure, but I think that the Prime Minister has made an energetic and resolute beginning on reducing our budget deficit and developing a reform agenda. I have complete confidence in Prime Minister Azarov and the team he has assembled. It is not the job of the President to manage the personnel of the Government, the Prime Minister can hire or fire any Minister he needs to in order to get the job done. I respect his judgement.

5. During the past few days you have initiated a range of reforms, in particular the judicial and anti-corruption reforms. Are you ready to assume the personal responsibility for implementation of the reforms?

Absolutely. Economic reform and measures to fight corruption are my two highest priorities as President. I take personal responsibility for the success of these initiatives. My promise to the Ukrainian people is when I leave office the economic will be reformed and growing and the Government and private sectors will be free from corruption to a degree comparable with the most advanced economies in Europe and the world.

6. How is the audit of Tymoshenko Government's activities paid for? Why companies, which do not have the relevant qualification, have been selected? Also, who is paying for the international expert group, which is preparing the strategy of reforms?

I believe an audit is necessary in order to fully understand the depths of the financial problems facing our nation. This is not a witchhunt. It is a practical step taken that is taken by western governments all of the time. The audit presents a transparent picture of the state of the government, what is working and what has failed. In the process, if there has been any corruption, the audit will uncover it. There has been criticism that the audit

should be conducted by a internationally recognized accounting firm whose credentials are above reproach. I have asked the PM to consider such a step. He will be reporting to me in the next few days on how he has progressed. I have asked that a certified international accounting firm be entrusted with the audit of Government finances which is an essential part of our economic reform program.

7. You spent last 5 years in the opposition and know well, how its activities should be stipulated. Are you prepared to arrange for European standards for the opposition forces in Ukraine? Can one consider as oppression the facts of opening of criminal cases against opposition politicians and their relatives?

The Presidential Administration is not involved in recommending or initiating investigations. As a general rule, all officials in this Government and previous Governments are open to investigation if there is a reasonable suspicion that they may have misused funds or their position while in office. This rule holds true for all officials, regardless of Party, in opposition or in coalition. Over time, I think that you will find that prosecutions and convictions will not be directed at a single party or opposition.

8. What is your vision of reforms of the territorial organization of Ukraine? Do you accept federalization of the state by means of changing the Constitution?

There is absolutely nothing wrong with the territorial integrity or territorial organization of Ukraine. The longer term challenge of constitutional reform lies in clarifying the separation of powers under the constitution, eliminating confusing and contradictory articles, making the electoral process more responsive to voters, and making both the Parliament and Government accountable for their actions or lack of action. This is a long term goal which I imagine will take the entire five years of my Presidency.

9. ***You have said several times that the local elections will take place in the constitutional term, i.e. this year. Speaker Lytvyn gives a different date – spring of 2011. Can you give a definite confirmation that the local elections will be held in 2010?***

1. This matter is being sorted out. We postponed elections because of the lack of funds and the need to create a framework that would allow for more democratic elections that would ensure that the elected officials were accountable to the people, and not to just political

parties. We expect to be announcing a package of reforms that will allow such elections at which time we will move immediately to local elections.

10. *The opposition is accusing you of betrayal of the national interests during signing of the “Harkiv” and “Kyiv” Agreements with the President of Russia. Do you think that, by signing these Agreements, Ukraine lost part of its national sovereignty.*

Complete nonsense. The Khariv Agreements were critical to restoration of our economy and the initiation of real reforms. As a result of these Agreements, we have achieved a 30% reduction in gas prices to allow us to close our budget deficit and to meet IMF conditions for aid. We have extended our basing agreement with Russia, much as Japan has just done with its basing agreement with the United States, because both extensions add stability to their region, improve bi-lateral relations between the Parties, and offer local residents a predictable period of transition to new jobs and opportunities. In other areas, such as electrical power generation and joint development of aircraft, like every other country in Europe we are looking for cross border projects, regional partners, and economic opportunities. Everything we have achieved so far strengthens Ukraine as a nation.

11. You have significantly intensified the bilateral relations with Russia. How do your relations with European structures look at this background?

Relations with European institutions have never been closer or looked so promising. I agreed with President Barroso that we would strive to conclude a Free Trade Agreement with the European Union by the end of 2010 which will double Ukraine's trade with Europe at a bare minimum. We are at work on visa-liberalization which will make travel to Europe for work and study that much cheaper and easier for all Ukrainians. The European Commission is already engaged in helping Ukraine modernize our gas transit system and these efforts have accelerated in the last few months. Ukraine was at the center of the Nuclear Non-proliferation Summit in Washington in April, and has improved cooperation with NATO which you will see reflected in joint exercises this summer. It is simply mistaken to view Ukraine's choices as “Russia or Europe.” This is old thinking. President Medvedev and I agree that we will look of opportunities to work together at the same time Russia and Ukraine will both be increasing their engagement with Europe on trade, investment, and security. I am surprised that this question could even be raised at the end of the first decade of the 21st Century.

12. Ukrainian journalists founded the movement “Stop to Censorship” This movement was joined by over 300

representatives of the national and regional media, lawyers, professors and publishers. Are you personally familiar with instances of censorship? Is there a risk of returning to practice of information manipulations in the mass media?

**List of risky questions, which can be asked at Press-Conference “100 days’ of Presidency of Victor Yanukovich”
Friday, June 4th**

1. Since the day of inauguration you haven’t made any public appearances with the First Lady. What has she been doing lately. Are you planning to take part in official events together with her?

The Presidency is a powerful office, but the First Lady is a greater power.

2. Why haven’t you published your income declaration yet?

It’s a longer and more complex legal process that I had thought, but I am committed to meeting these disclosure standards, hopefully before the summer break.

3. Are you planning to move closer to downtown Kyiv, to remove the issue of blocking the roads while your motorcade is moving?
4. The opposition has been using the issue of Mezhigirya residence in political fight against you. Do you consider your actions on purchase of this estate in compliance with the law?
5. Why have you failed to cancel the decree of President Yuschenko to give Stepan Bandera the title of the Hero of Ukraine, although the relevant court decision exists?
6. What have you felt when the wreath fell upon you by the Tomb of an Unknown Soldier?

It was a very emotional day for me. I was thinking about the many men and women who died in the WWII and I was thinking about my friend Presidency Kacynski who died on the way to Katyn to commemorate the Polish dead. I really did not notice the wind and

the rain. Getting hit in the head by a wreath was probably the only thing that stopped me from crying that day.

7. Ukraine is probably the only state in Europe which does not have public television. Will Ukraine get public TV and radio during your presidency?

We would all like to have a public television and radio in Ukraine. But I am not going to be the one to propose costly new programs in this period of economic hardship. We are asking all Ukrainians to accept cuts in hiring, wages, pensions, and all kinds of personal sacrifices. If there is extra money in State revenues, it will go to protect the most vulnerable parts of our society: pensioners, elderly, medical care, and education for youth. When Ukraine is growing again – which it will in a matter of months with our reforms and the help of the IMF – we can have a national debate on how to invest our budget surplus in the future of Ukraine. I would be delighted to have the problem of what to do with a budget surplus.

8. What is your vision of the status of the Russian language in Ukraine? Will you initiate providing Russian with the status of the 2nd state language?

Many democracies in Europe and North America use two or more languages, among them Switzerland and Canada. No Ukrainian should feel discriminated against because he or she speaks Ukrainian or Russian or chooses to seek a job or a place to live using their language of choice. I am for allowing the local communities to establish their standards. My overall position is that we should not discriminate.

9. Do you support the idea of Papal visit to Ukraine?

Yes. I would be delighted if the Pope would visit Ukraine. I was very pleased with Patriarch Krill's visit, and I am hopeful that religious leaders will feel welcome in Ukraine. One of the great strengths of Ukraine is the tolerance that exists between faiths and creeds. It would be my hope that Kyiv could provide a hospitable and historic site for a deepening dialogue between faiths. I would welcome the Pontiff.

Exhibit WW

To: Konstantin Kilimnik[kkilimnik@davis Manafort.com]
Cc: Philip Griffin[pgriffin@davis Manafort.com]; Rick Gates[rgates@pericleslp.com]; Vladimir Stepanov[vlad.tolmach@gmail.com]
From: Paul Manafort
Sent: Wed 6/2/2010 7:55:25 AM
Importance: Normal
Subject: Press and Diplomatic Package
Received: Wed 6/2/2010 7:54:23 AM
100 Days Package.doc

K

This is the package we need to organize in Ukrainian, Russian (if available) and English.

Pls try to secure the hard copies or electronic copies, preferably, of the official docs and put what we don't have into translation.

P

Press Package

1. Cover note
2. VY Speech to Nation (Thursday speech)
3. Summary of Economic Reform package
4. Full version of Economic Reform package
5. Summary of Judicial Reform Package
6. NSDC Foreign and Domestic Policy Promulgation

Exhibit XX

To: Daniel Rabin[dan@rabinstrasberg.com]; Adam Strasberg[adam@rabinstrasberg.com]
Cc: Tony Fabrizio[tony.fabrizio@fabmac.com]; Bob Ward[bob.ward@fabrizioward.com]; K. Kilimnik[kkilimnik@dmpint.com]; Rick Gates[rgates@dmpint.com]; Vladimir Stepanov[vlad.tolmach@gmail.com]
From: Paul Manafort
Sent: Sat 7/14/2012 11:03:50 AM
Importance: Normal
Subject: Re: testimonials, Accomplishments, schedule
Received: Sat 7/14/2012 11:04:00 AM
Testimonial selectsPJMREV.docx

Dan

When do you think we will have the rough ads to review? How many do you think you can make?

The cadence for each ad should include

1. Govt stability
2. Criticism of opposition
3. 2 to 3 quotes focus on one issue per spot - pensions, education, controlling prices, salaries

Ask tony and bob for their favorite quotes. I have highlighted some of mine from the testimonial script of quotes you sent.

P

From: Daniel Rabin <dan@rabinstrasberg.com>
Date: Saturday, July 14, 2012 6:00 AM
To: paul manafort <pmanafort@dmpint.com>
Cc: Bob Ward <bob.ward@fabrizioward.com>, Tony Fabrizio <tony.fabrizio@fabmac.com>, Adam Strasberg <adam@rabinstrasberg.com>, Konstantin Kilimnik <kkilimnik@dmpint.com>, Rick Gates <rgates@dmpint.com>, Vlad Stepanov <info@tolmach.com>
Subject: Update: testimonials, Accomplishments, schedule

Paul,

The funny farm took an interesting turn last night. After having us re-read the Accomplishments VO two times, and delaying shipping for a 3rd VO read Demedko showed BVK an older version of the ad (the last version on which Demedko wanted additional video and audio changes) which BVK approved with a few video changes of his own (seeing the inside of train station v the outside, etc). Whatever riled up Demedko and his team about the 2nd version of the script apparently did not bother BVK, as he did not mention either script issues or other video issues. So Demedko's internal focus groups cost them 4 days on the air. The final version of the spot and the script are enclosed as is the re-worked flight schedule.

We pushed the FG's to next weekend which should give Adam time to rough cut message testimonials all week and have a DVD of ads ready for them on Friday. We are in touch with Bob about how many ads we can test. As I told him yesterday, out of 17 people set up by the POR for us to interview, only a few were really great. The others echoed most of the concerns we heard from the last groups. We were able to get lot's of usable quotes though and we are still sifting through 6 more interviews. Enclosed is my transcribed selects list to date. By end of weekend, we should have all of the selects done.

Adam arrives in Kiev on Monday and I follow right after him next week.

Rabin Strasberg Media
media moving people
c: 202.550.1795
www.rabinstrasberg.com
(under construction)

Ludmila Nezaimay (factory worker)

I think that our gov't must stay and complete everything they have started. 8:35

Because I see in them development and stability of our state. (LN 8:53)

Judging by what we hear on TV – Greece, Portugal, well, Italy also... so we live better than them. (LN 6:12)

Two years ago, when we had the crisis... things were tough... but now... much better. (LN 3:23)

I believe these authorities do everything possible for our social **standard**. 4:09

Yes... the prices...this year. may be rising, but not as fast as in previous years. :53

I voted for this government... (LN 05:08)

Stability? It's the most important thing in life.

(LN 01:54)I've worked at this factory for 25 years. (LN 01:35)

Mykola M. Lysun (Pensioner)

Well, what can I say? I cannot say that they were very easy as well as that they were difficult. But I would like to see more changes for the better, to live better... This year, the decision has been made to recalculate military pensions a little, starting from the first of July and to increase it a little bit till the new year. (ML 01:06)

Stability? The most important thing is to have peace. (01:49 ML)

14. Indeed, everyone wanted to see the standards of living and social standards to improve immediately.

Well, I understand that everyone wants everything to happen fast, but it requires time (ML 05:29)

Let this government work. They will do what they've planned. (ML 09:43)

I think the current government is working effectively. (01:29 ML)

Why, because they have shown, what they can do. And we know their results. There is hope of this government we have for the time being. (02:55 ML)

Yes, there is hope. I have hope. (ML 03:24)

Nadia Kravchenko (school principal)

00: 57 My overall teaching experience is 17 years, and this is only my second year as a school principle

02:27 (take 1) ... the education is moving forward and every year education develops.

02:55 (take 2) New legislative acts have been adopted that made our education closer to European standards.

02:55 Let's say, there are more opportunities for our children when they graduate: maybe to study abroad, maybe communicate with children of their age, participate in different international projects, programs, these are big perspectives for youth.

04:27 (take 2) Now a new state standard of elementary, comprehensive secondary school, senior school is being implemented and this gives big opportunities and perspectives for our youth.

05:41 (take 2) Considering that all the innovations that have been adopted in education sphere were initiated by this government, then it should be noted that the government takes care about the education.

06:28 As of now, such programs as IT support of educational establishments are actively used in education. Our school also received computers for a computer lab last year. The program "School bus" also functions; village schools receive buses which can get the children to the remote areas. The program "School desk" functions as well. The schools were supplied with new desks. The school books that comply with new state programs were also provided. The school is being renewed, maybe not as fast as we would want it, but rather steadily.

11: 15 (take 3) Given the difficult global situation, we can say that our government is doing everything possible for education, salary of teachers is

gradually increasing, new state programs are funded, we confidently move to the development of Ukrainian education.

1:53 It is impossible to go back. I believe the team that starts any project should bring it to the end and it takes quite a long time. And maybe it will take five, maybe ten or fifteen years to see the results, to see what this team has planned.

2:49 In the future, I see the school equipped with modern facilities, in the future, I see students who speak many foreign languages, students who are able to communicate with their peers, students who clearly see their future. I see teachers who can use the new textbooks, new programs, teachers who can also communicate with colleagues, attend international exhibitions, participate in various projects.

5:21 I can say that this government cares about the future of our children, cares about the education of modern Ukraine.

00:39 (take 2) Positive changes happen not always as fast as we would like. Dreams come true not tomorrow, it takes time, but we see the progress. THIS IS THE BEST QUOTE FOR WHAT WE NEED

1:04 I think that the government pays attention to investment in education.

Svitlana Tykhonenko (Pensioner)

00.12 I'm a pensioner now. I worked as a teacher of Ukrainian language and literature at Gymnasium #9 for 46 years.

00.34 I don't work now, and use the benefits of a pensioner.

00.44 Well, I should say life is never easy. It always offers challenges, but has happy things. They take turns, and so we live.

01.08 I've had really hard times for the last few years 'cause of family circumstances. Mother is very ill, and me... Far and by, life is life. We try to look for something positive that invigorates our lives.

00.47 Well, as for a country, first of all, we should have proper pension benefits for us not to survive but to live. This is above all things. Of course, development

of all branches and services as we are most interested in this... Medicine, shops... All of these is important for us pensioners.

01.29 No one really can go backwards. You can't step into the same river twice.

01.45 Well, we can afford to buy essential goods. Well... But this is because my husband and I receive pension benefits. I can't realize how I would live for only one pension. As prices on the market are very high... Very high.

02.40 Sure, sure... The promised 100 hryvnias added to pension benefits. I think, they would further add something, not decrease. We don't want the latter. I think, it would be positive... Would be positive.

03.16 Yes, I can. Following the promises we are given, pensions are to go up. Anyway, we can see the first steps now.

03.50 Well, government certainly works. One should be an expert to state they are doing everything sufficiently. Anyway, the got under way. We're moving forward, not backwards. So, to my mind, we'll have results, but not as quickly as we would want.

05.43 First of all, they implemented reforms. Am I right? The reforms were put in place; they had to be implemented sooner or later. And reforms are never easy, especially the first steps. So, naturally, there're mistakes and some gaps. But the most important thing is that they got under way. I think, the way they are working will lead to success.

10.15 In my opinion, we have more order, and more responsible state bodies. This is what I mean.

00.20 Sure, sure... Two years is a short term. This is not much... But if to work, this term can be sufficient, isn't it? We know this.

03.03 Future? Predictions for the future... Well, I'm not a fortuneteller, I cannot tell fortunes. But I can say that the future, first of all, depends on everyone, on his contribution to things that can be changed, done, found or organized... One must do everything oneself, and only then refer to government or some agencies. Everything depends on one's wish... As for government, I wish it efforts, energy, health and the future.

Romanova (Teacher)

1.20 I've been working at school for 28 years and have seen a lot for this time.

3.03 I've been working at school for 28 years and have seen a lot of things for this time.

4.30, 5.04 For the past couple of months our government provided the increase of wages for the employees of education sphere.

5.17 Our government constantly shows their concern about education in Ukraine.

7.04 I truly believe that our government, authority takes care about the problems of employees in education sphere in Ukraine.

7.54 I believe that our government takes care about the problems of employees in education sphere in Ukraine.

2.52 Hearing the news of the difficult situation, of a crisis in Europe, and in the world, I want to say that the Ukraine government is doing everything possible in education sector in order not to feel echo of the crisis.

3.21 The government is doing everything possible in education sector to have positive changes and not to feel crisis.

4.17 Even a few years ago, the situation was more difficult. But we see that the government is doing everything possible ...But the government is doing everything possible to make life better every day, to make education flourished, and to give our children opportunity to learn in good schools with excellent teachers, and make the design of each school and yards beautiful.

6.04 Even a few years ago, the situation was more difficult. And now our government is doing everything to bring positive change in educational sector. Our schools are provided with fine furniture, our children study with good teachers and in good classes, and our children are surrounded by love, kindness and beauty.

0:49 I think this government will continue to invest in education because it is the future.

1:37 The problems of education are very important for the government

1:53 You know that the problems of education are very important for the government

2.56 I believe that this government will always take care of teachers, provide higher wages.

Vladimir F Tereshchenko (Pensioner)

00.21 But for the past two years, at least something has changed, I mean the reforms, though the reforms have not been easy to implement. But new president Viktor Yanukovich came to power. Very good personnel is in the government now and now people feel, and we know that from talking with our veterans of the law enforcement agencies, that our government have started to think a bit about people. Let's take for instance the latest social program of the President, frankly speaking, when we heard in May that police pension would be increased in three stages, we gave the thumbs up. And we have already felt the difference on the first of July, moreover, it was a good pension increase for us. Not just ten or fifteen hryvnas, on average the increase will make somewhere around a thousand hryvnas in three stages. Well, you know that since 2002 we have not got any raise. For four years no pension raise.

Another great benefit for us is the cost of utility services. We pay only 50% of utility bills .

4:24 of course there is much to be improved in the government and the presidential administration, but it is nothing compared to the mess we had two years ago, when the president and the prime minister corresponded by mail. It just does not make sense. How is it possible to do something for the state, when the president and prime minister could not agree on anything!? Therefore, it was difficult, but now, as I have mentioned before, there is still much to be improved, but you can tell there are some changes.

05:15 Well, let's take Euro 2012 for instance: it has shown and revealed the true nature of our Ukraine. See what people say about us now: Blatter, the President of FIFA, and the presidents speak very well about Ukraine in media.

05:15 Euro-2012 has proved to all the guests, visitors, participating teams as well as the entire Europe that Ukraine is a country with great future and we will of course be part of the European Union. It is hard to say when but our chances are very promising.

06:22 This government has ensured progress and development in the country. And we can see that it was not short-term but the prospects for decades. It is important to plan long-term development of the country, the country's progress. Not just for today, but for a 10 – 15 – year period.

06:52 Because we should move ahead and look to the future.

07:12 Well, I remember when everyone was laughing at the Prime Minister, when he told in the Parliament that our cabbage prices went down. As you know a year or year and a half ago, you would go to the market and spend fifty hryvnas on a vegetable borsch, I mean without meat, while now you can buy cabbage for four hryvnas, and opinions for ninety copecks. These are just a few simple examples how little our people need – just brosch, raw bacon, cereal. Of course, it is still difficult, because our pensions are very small.

08:01 Well, I personally, as a police lieutenant colonel (I will not say how much my pension was before), have got a good pension increase under the social initiatives of the President, the Prime Minister and the Verkhovna Rada. The raise has made about a thousand hryvnas total.

08:36 Well, the additional benefits include 50% off the utilities, and it is extremely helpful. You know in winter periods the heating bill for a two-bedroom apartment is 400-500 hryvnas, and we pay only half of it. This is a big help from the state.

09:05 When the simple people got a pension increase of 100 UAH, I am not speaking of any one in particular but of average people. Moreover, the former school principle, for example, Alexandrov has got UAH 250 pension raise. That is not UAH 7 or 8 increase, we got under Tymoshenko's government. This time under the new president and prime minister you could tell it was a significant increase.

00:33 Of course, it was hard to recover after the crisis, and not only in Ukraine but all over the world. However, the changes do not come overnight, we are good as long as the economy develops and industry grows. With a sustainable economy growth we will be better off, the pensions will increase and the other social benefits will come along.

01:33 Another clear evidence of stability in the country is the fact that we have a real power vertical in the government. Good government personnel has also played an important role as opposed to the previous government, where staff rotation was as high as 18,000. It was lustration, in other words 18, 000 government officials who either resigned or were removed are good experts and professionals to learn from. I find the current personnel policy pursued by the government and presidential administration to be very good.

02:35 So, I believe it is important to build stability in the country so that people believe in their future, and know that their grandchildren, like I have four grandchildren, will not be concerned with where to live, (the government used to provide us with housing), and where to get a job to make thousands of dollars. I feel so sorry for our children and grandchildren. Well, my children are better-off, but my grandchildren...they have got a great deal of challenges ahead of them.

03:58 After 2010 elections, when Viktor F. Yanukovich became the President, and brought the new people in the parliament, it was immediately obvious that they did not come to just waste time but work and conduct the reforms that should have been done twenty years ago. Therefore, we believe that this government has made great achievements compared to what we had before: our GDP growth in 2011 made 5% compared to negative 15% in the past, and even over the first six month of this year it has grown by 2.2%. So as I've mentioned before, our people will live better as long as our economy is growing.

01:14 It is clear that they have very good intentions. Certainly, the people are expecting more, but it is clear that this government has come to make people's lives better.

03:26 Yes, any changes take time, and I am talking here not about a year, but two and three years. Again, we need to raise the economy, develop new technologies to be able to bring economic and financial growth and improve the life overall.

04:49 Well, I would not want a new government to come to power. I would prefer the existing government that has already worked for two years, to stay and continue its reforms and do even more in the future. That is what I personally wish for.

05:41 If the previous government, the one we had before, wins it will adversely affect the development of our state.

07:41 I am supporting the current government because, as I have already said, they think not just of today but the future, and because they have initiated the reforms people waited for. It is not easy to implement these reforms, which means there is still much to be done, but the changes are on the way and we can see them in the tax administration and the pension fund. The reforms will get better and better as the Verkhovna Rada makes amendments to them.

01:15 A good example will be my mother-in-law who did not receive UAH 1,000 compensation under the previous government, but this time she has been paid this UAH 1,000 in Oshchadbank. And it made her very happy. She is also very happy that her pension was increased by 165 hryvnas in May.

02:02 I would like to have a positive outlook, but you know how difficult it is to recover after this economic crisis. It would take more than a year or two to get out of this hole we are in. But I hope that after all the people in Ukraine are hardworking and strong who will overcome all these troubles and move on.

Yury V. Babich (factory shop supervisor)

01:09 if there is stability in the state, there will be stability in my family. If I get paid on time, I will be able to rest well on vacation and spend more time with my children and wife ... so, you see everything is interconnected.

02:30 Go back? Generally speaking, there is no such thing in progress like a step back. You should always move forward. So, there is no way back.

03:36 So it goes without saying that our lives have become a little better.

05:15 I mean, I can see some changes, and overall, these changes are for better,

06:44 Well, I think there is always room for more improvements. In other words, the government is doing everything possible, but it should go an extra mile and find the ways to do more and to perform better. I think there is always room for improvement.

07:39 Well, the team is a team. If the team is one big circular firing squad with everyone pulling the trigger at the same time, there will be nothing done, and if everyone is moving in the same direction, when a force is applied from one direction, then it will be very good, and such a team will definitely win.

08:14 Well, generally speaking, it was very hard 2 – 3 years ago.

00:05 There are still more positive things

Nataliya O. Karelina (factory worker)

02:24 I think that, well, that is too little time has passed since this government has come into power.

04:00 Ukraine should move only forward.

04:13 Well, the prices are rising, but not in such way as they were rising four years ago

00:41 It is impossible to do everything at once... They will do it gradually.

00:16 I think that there is no need to change the government now. The team is working. Let them complete their business to the end, that they have begun to do.

Tischenko (worker)

1:45 Financially??? What do I say? ... It was hard ... It was hard, honestly ... It was such an uncertainty in the country ... and you know...uhh... it was a bit unstable ... here and there ... then it got better ... I mean somewhat better, if you can say so. It would be right to say that the life was not easy.

2:51 Well, for me stability is a steady job, a job without any layoffs, regular and steady paycheck because you need to survive and raise children. Well, that is what stability means to me. And also stable economic situation in the country,

not what we had before ... I mean that crazy inflation ... hmm... now it is slowly getting better.

3:25 Well ... The development of the state as a whole? Well ...uhhh ... there is some progress. I must say we are gradually moving towards international level, European level. One step at a time... Rome was not built in a day. But ... we are moving ahead slowly, step by step towards progress. We are restoring old architectural monuments, fixing the roads ... everything is being improved...

4:03 , I think at this stage the government could ensure progress and development of the country.

4:42 No, I think no. You see...Ukraine just does not have any right to get back the previous government. We are moving towards a new level....so why should we make a step back? we are moving ahead.

5:02 Well, overall prices... some prices went down in a way, while some are the same, but if you take the price wage index, then ... I think it got much better. Yes, much better as it used to be back then. In those years, prices were unreasonably high while wages didn't go up. Now the situation has been more or less settled down.

8:04 ...I can say that prices have stabilized over the past two years. Well, not significantly, I must admit ... but by 80% for sure. Well,8:04 I can say how it has changed over the past year. Compared to last year, the salaries have increased in fact by 18% this year ... 18% increase. So this is progress. This is progress.

9:02 Well, I can't say much from my own experience, for example, but as for my family ... well, social benefits..., well, let's take my grandmother and people like her who draw retirement benefits from the government. So compared to two years ago, two and a half years ago, the pension has been increased. And I have a friend who is a teacher and paid from the state budget, his salary has also been increased. We are moving ahead, so to say. One step at a time but moving.

10:11 In my opinion, compared to the previous government, this government has increased social standards for people, of course, it is not a significant increase ... after all ... as I've already mentioned, changes do not happen overnight . After the mess we were left with and the state budget deficit, excuse me ... of course,

it takes time to fix everything. But ... we are getting there. Slowly, but it is still better.

00:17 In our country challenges are everywhere. But I must say that ... Well, let's take such an important event like the EURO-2012 for instance, we got well-prepared for the championship. I personally am satisfied with how everything went. Well, of course, there were some shortcomings, improvement won't come overnight ... but overall, the government has achieved good results over these four years. That is my opinion ... Actually, two years. The preparation for the championship took only two years.

1:30 Well, compared to Europe, I must tell that somehow... we ... the Ukrainians are more persevering. We do not quit but move forward. A drowning man catches at a straw – that is about us. And we always find the way out, you know? We do not give up. The crisis hit Europe harder than us, because compared to them ... we are a tough nut to crack ... no problems will kill us, endurance and perseverance is our second nature. A drowning man catches at a straw – that is about us. We do not give up. And the government helps people to survive

00:15 Well ... after all the results achieved why should we go back to the former government? ... Well, I am a practical person, you know, and I think, if one person began fixing his car but failed to finish it and then another person came to started all over again ... this car will never get fixed. The similar situation with our government. If this government put their hands on a task and is getting somewhere, it must accomplish the task. Too many cooks spoil the broth! We have experienced that before. It was under ... Kuchma and Yushchenko ... One person took on a project and left, then another person came and took over him. What's the good of that? ... See where it got us. I think, whoever took on a task must complete it.

1:20 ... if we talk about the overall efficiency of the government performance over the past two years... I must admit, they have achieved tremendous success in some specific areas. However, not everywhere, not in all industries, but one step at a time. You can't do everything at once but follow certain steps gradually to attain success. One step at a time, right? Today I put a screw into the hood, tomorrow I weld car body panels, the day after tomorrow I fix tires. So, after a month a car can be assembled. What will happen If I do all things at once? Here I

fix a tire, there I put a screw and dozens of other things - I will never make a car, then. All parts will be scattered around and I will end up messing everything up. That is why I think it would be better that way.

2:53 Of course, of course we are moving forward, headed by one team and one commander who is in charge and everyone follows his suggestions and advices. Together they pass laws. They operate totally different from what we used to have in the parliament. Remember, what a mess it was? THIS IS a good quote

The entire world saw what a mess was going on in our Parliament. I think today, we are finally at the point when Ukraine has made a right choice. We have chosen the right government.

4:03 Ukraine, raising social standards and so on ... you know, I think the current government has better chance to do that. This government is more likely to succeed than the previous one. The former government could not agree on anything. The President pursued one agenda, the parliament - another, the opposition – the other one. Everyone sought their own. The current government works together, more like a team. There are some disagreements, but they are trying to reach consensus and function more or less like a team. That is progress, visible progress. They work much better.

4:53 (previous gov) They are not trustworthy. People do not trust them anymore. Everything will be as it was before. Speaking our language, everyone will pull the trigger at the same time. I would not want that to happen again.

5:40 You know, I like Viktor Yanukovich's approach to how to get the country out of crisis. I like his 10-year action plan. And I can see that he sticks to his promises, fulfills his promises. So I think he is the man we need.

6:11 You know, I think, if we keep moving in the same direction and so far I guess our progress has reached about 60% completion ... as we got to this level, it should go faster now. My predictions are the following ... I think by the end of the first term of President Viktor Yanukovich, we will reach the European level of life. That is my hope and my desire. And for some reason I have a presentiment that it will be so.

Viktoria S. Alekseyets (teacher)

00:36 I work as a teacher for six years.

04:31 Ok, Today teachers and tutors receive decent salary that grows every quarter, and it will continue to grow even more, in accordance with the development of the economy of Ukraine.

08:13 Today there's a great deal of attention paid to the education sphere. Particularly, to vocational education, which was neglected, forgotten.

00:18 I really believe that this gov't invests in education development

02:03 Indeed, the Ukrainian authorities invest in the education development in UkraineThe authorities invest in the development of education in Ukraine

03:03 I would say that the authorities invest certain funds in the development of education in Ukraine.

05:30 I believe authorities are doing their utmost to develop education in Ukraine and invests in it. (if take does not work she did 6 more preceding it)

00:48 Well, I am willing to support these authorities because I understand that if... while they are there for some time, people, even considering all the possibilities, cannot develop fully and show themselves. I mean they... need to have more opportunities to show their abilities. And in the future, I thin, Ukraine will pick momentum. I can speak for myself, that there is certain stability today. I think that things will get better and better every day.

02:20 I can speak for myself that I feel confident in tomorrow, that we have certain stability, and that is why I support these authorities. I believe with every day we Ukraine will gain momentum of development, both in education and in other industries, more and more.

Maria Maidaniuk (Veteran)

00:05 You know, when the Victory Day had come...when the Victory Day had come, they embraced us, kissed and said: "We are deeply in your debt." But it had been in such a way on Victory Day, and when it came to the end, and then we happened to become, er-er-er, forgotten again.

4:00 People waited for something, but got nothing.

4:55 Well, the previous government, it gave no positive effect and-and made no good things. Save God from coming back those, those government – it can be our collapse.

Exhibit YY

To: K. Kilimnik[kkilimnik@dmpint.com]
Cc: Rick Gates[rgates6@me.com]
From: Paul Manafort
Sent: Sat 5/24/2014 7:40:27 AM
Importance: Normal
Subject: Organization of Package of documents
Received: Sat 5/24/2014 7:40:43 AM
[VK Transition Cover note.docx](#)
[VK Priorities Month 1 FINAL Eng.docx](#)
[June plan \[en\].docx](#)
[Org structure description \[en\].docx](#)
[Kyiv City Adm Proposed Re-Structure \[en\].pptx](#)
[Int'l Projects - Kyiv.pptx](#)
[comms plan master grid.docx](#)

K

I have attached what I believe are the FINAL versions of the package of documents to present today to VK. From an organizational standpoint, ideally, we would put in a tabbed 3 ring binder. The order of the documents, in whatever, format we use should be as follows

1. PJM Cover memo
2. PJM memo on Priorities
3. June Actions memo
4. Plan for restructure of KCA
5. Grid of proposed new structure for KCA
6. List of international projects ready for funding
7. Communications Grid (if it can be translated into Russian in time)

Kyiv Government – Communications Plan

Master Control Grid

This document provides a tactical map that accompanies the Kyiv government communications strategy and plan for VK. It is important to have the plan finalized prior to the election so that actions can be immediately implemented following election day.

PHASE I		
Week	Action Unit	Action
May 20-24	VK Team PJM Team	<ol style="list-style-type: none"> 1. Finalize and agree the communications strategy and plan (including tactical action items) <ul style="list-style-type: none"> - this document will outline the plan around the key messages and themes from the campaign - key is to get to work and get Kyiv working again 2. Establish a press operations center (Location TBD) <ul style="list-style-type: none"> - Ensure that all media has access (international and local) - conduct daily press briefings (first 30 days) - press center should run like a "war room" or command center for VK 3. Identify a point person inside VK operation to run the operations center (communications director ideally) 4. Prepare VK acceptance speech and messages (message – it is time to get to work) 5. Draft TPs for UDAR elected city council members and other key surrogates 6. Develop a tracking chart for first 100 days. This should be a graphic that tracks the progress the VK administration is making on every major issue. 7. Develop database of all key media outlets and publications (to be used for all communications) 8. Develop social media campaign - establish VK on Facebook, Twitter and other specific social media sites (if not already done) but transition from campaign to mayor 9. Need to develop writing and blogging program (including opeds, letters, pieces of interest) 10. Need to have plan to "refresh" or introduce new government of Kyiv website (VK branded) 11. Identify key stakeholders in the media and begin cultivating relationships – need to establish network of key media contacts that will drive themes and messages out of VK administration

ELECTION DAY May 25 th	VK Team	Prepare for election results Finalize acceptance speech (outline goals to Kyiv citizens, get to work) Make key announcements (driven by the speech) <ul style="list-style-type: none"> - opening of press center (daily briefings for first 30 days) VK needs to finalize first announcement for day after election <ul style="list-style-type: none"> - identify key messages and priorities for week 1 (see below) Finalize event schedule for first week. What venues will VK go to, which rayons, etc.
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Phase II		
Week	Action Unit	Action
May 26 - 31		First week in Office VK to hold Initial press conference outlining key priorities that he will work on immediately <ul style="list-style-type: none"> - Announcement will reflect key messages and examples of what VK will do specifically - press conferences should include international and local media to start - press conferences should generally take place in the morning (should include announcements on priorities, and then a brief period of Q&A) Implement social media plan based on key themes – daily contributions should be posted on FB, Twitter and other relevant sites <ul style="list-style-type: none"> - need to track social media activity and comments Develop hand-outs for the press on “Goals for First 100 Days” Develop media plan for the next week <ul style="list-style-type: none"> - should include daily announcement and TPs for UDAR city council members and other surrogates Schedule key interviews with international and Ukrainian media <ul style="list-style-type: none"> - important to reiterate messages during the week Schedule key calls with European leaders – Kyiv wants to be a European city <ul style="list-style-type: none"> - find best practices from other cities Finalize event schedule for second week – events should tie into key messages and themes Staff Press briefings – held daily for first week – updating on VK activity and mobilization for transition

<p>June 1 - 7</p>	<p>Second Week in Office VK holds weekly press conference - focus should be on introduction of new priorities from campaign and any successes from previous week - utilize the "100 Days" tracking chart Staff daily press briefings continue Continue social media activity with outreach and tracking Update any hand-outs with current progress being achieved Develop media plan for the next week - should include daily announcement and TPs for UDAR city council members and other surrogates Launch writing and blogging campaign to focus on key issues impacting Kyiv and the approach of the VK administration Schedule key interviews with international and Ukrainian media - important to reiterate messages during the week</p>
<p>June 8 - 14</p>	<p>Third Week in Office VK Weekly press conference - focus should be on introduction of new priorities from campaign and any successes from previous week - utilize the "100 Days" tracking chart Staff daily press briefings continue Continue social media activity with outreach and tracking Update any hand-outs with current progress being achieved Develop media plan for the next week - should include daily announcement and TPs for UDAR city council members and other surrogates Continue writing and blogging campaign to focus on key issues impacting Kyiv and the approach of the VK administration - need to constantly provide new content for the program Schedule key interviews with international and Ukrainian media - important to reiterate messages during the week</p>

June 15 - 21		Fourth Week in Office Daily press conferences continue - focus should be on introduction of new priorities from campaign and any successes from previous week - utilize the "100 Days" tracking chart Continue social media activity with outreach and tracking Develop media plan for the next week - should include daily announcement and TPs for UDAR city council members and other surrogates Continue writing and blogging campaign to focus on key issues impacting Kyiv and the approach of the VK administration - need to constantly provide new content for the program Schedule key interviews with international and Ukrainian media - important to reiterate messages during the week

Phase III		
Week	Action Unit	Action
June 22 - 28		Continuing First 100 Days Important to continue launching key themes and messages All of the elements listed above should be in operational mode Press conferences should continue on a weekly basis (if not every few days)

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June Goals

Mayor VK

Legislative changes in cooperation with the central government:

1. 100% return of personal income tax collected in Kiev to the city budget and cancellation of the rule on withdrawal of 50% of this revenue to the state budget - introduce the necessary changes to the Budget Code of Ukraine in the Verkhovna Rada.
2. Hand over heads of District State Administrations to the Mayor of Kyiv - introduce the necessary changes to the Law of Ukraine "On the Capital" by the Verkhovna Rada of Ukraine.
3. Make amendments by the Verkhovna Rada to the Administrative Code of Ukraine regarding the possibility of enforcement of fines for violation of parking rules.

Logistical issues:

1. Determine the venue to place KSCA staff:
 - a. Vacate and renovate the building on Khreschatyk 36,
 - b. Place KSCA staff at one of the Kyiv business centers,
 - c. Place KSCA staff in the building of one of the Kyiv district administrations.
2. Hold the first session of the Kyiv City Council:
 - a. Form Mayor's majority in the Kyiv City Council.
 - b. Appoint the Secretary of the Kyiv City Council.
 - c. Form standing commissions of the KCC and appoint their leaders.
 - d. Adopt relevant decisions of the KCC to redistribute powers between KSCA / DSAs / Municipal Enterprises in the area of beautification of territories - 100% of responsibility for the maintenance of territories shall be assigned to the DSAs, reassign MEs to core departments.
 - e. Approve the new structure of the Mayor's Office by a city council decision.
3. Appoint: Deputy Mayor of Kiev / Head of KSCA, Heads of DSAs, directors of KSCA departments, DSA offices, ME directors.

Platform issues:

1. Develop and approve a one-year plan (including the first 100 days) with those responsible for implementation with the necessary budgets and funding sources.
2. Assign responsible officers for the implementation of the program of the Mayor / KSCA Head in the format Mayor - Deputy Mayor - Director of Department - Head of ME and communicate plans and timelines to all those people.
3. Start a preparation program for the heating and the winter season; approve the program of the current road maintenance in Kiev.
4. Start a preparation program for the new school year.
5. Start the development of public area development program together with leading Kyiv urbanists as well as community members.
6. Start ME audits with the leading international auditing companies.

Financial issues:

1. Negotiate and approve the program of cooperation for 2014-2015, with the World Bank, the EBRD, the European Investment Bank and other international lending organizations.
2. Adopt a city council decision to issue bonds to repay existing bonds in the amount of 2.6 billion UAH.
3. Obtain the necessary funding from the CMU and adopt a respective city council decision on the continuation of payments of allowances to employees of public institutions of Kiev (teachers, doctors, and others).

Communications Program – First Weeks

1. Post-Election Press Conference – Define the mandate of the election as a demand by the Kyiv voters to bring real change to City Government and announce VK intention to bring systemic changes to Kyiv City Government beginning with his first weeks in office.
2. Meetings in the between election and oath of office should be with President, VR leaders, World Bank officials, EBRD officials, IFC officials. Additionally meetings with leaders of business communities, other political groups and civic organizations to discuss their visions, ideas and express willingness to co-operate.
3. First Press Conference as Mayor – Announce re-organization plan for Kyiv City Administration.
4. First Major Speech as Mayor – select important civic/business venue and give speech laying out comprehensive program of reform and impact expected from these reforms on ending corruption, bringing in new investment, creating new jobs and improving the quality of life of citizens of Kyiv

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Re: Restructuring of Kyiv City Government – Plan and Rationale

The main objectives of the restructuring of the Kyiv City State Administration (KSCA), district state administrations in Kyiv (DSAs) and KSCA municipal enterprises (ME):

1. Eliminate corruption by eliminating overlapping functions and unassigned areas of responsibility.
2. Clearly divide responsibilities between departments.
3. Improve the efficiency of the KSCA and its departments.
4. Improve financial performance of the KSCA and its subsidiaries KSCA by reducing the administrative apparatus of the KSCA.
5. Cut bureaucracy and increase the investment attractiveness of Kiev.
6. Define key strategic initiatives and align the entire executive vertical for their implementation.

Highlights of the restructuration:

1. Combine the positions of Kyiv Mayor and Head of Kyiv City State Administration, otherwise it is not clear, for whom Kyivans vote.
2. Clearly divide the responsibilities between the KSCA / DSAs and MEs - there should not be 2 or more responsible officers for key processes in Kiev.
3. Heads of DSAs should be fully responsible for beautification and maintenance functions (cleaning, gardening, combating illegal placement of kiosks, snow removal, garbage collection, etc.). This is the main task of the DSAs.
4. Separate workflows to meet the current challenges and strategic initiatives.

Highlights of KSCA restructuring:

1. Reduce the number of Vice-Mayor / Deputy Heads of the KSCA from 5 to 3.
2. Reduce the number of entities in the KSCA from 19 today (16 departments and 3 offices) to 15 departments.
3. Create a structure of responsible officers for the implementation of strategic KSCA initiatives.
4. Separate workflows to meet the current challenges and strategic initiatives.

Highlights of DSA restructuring:

1. Heads of DSAs will be appointed by the Mayor of Kiev.
2. Heads of DSAs would be personally responsible for the maintenance of his territory, for this relevant MEs, powers and budgets will be made available at the district level.
3. All 10 DSAs will have a standardized structure (offices and MEs).
4. Separate workflows to meet the current challenges and strategic initiatives.

Highlights of ME restructuring:

1. Reduce the amount of MEs from the existing 183 to 85 by combining MEs with identical functions and liquidate unnecessary MEs.
2. Create supervisory boards at key MEs.
3. Clearly subordinate all MEs to relevant KSCA departments.
4. Analyze and audit the work of district MEs.
5. Separate workflows to meet the current challenges and strategic initiatives.

Re: Announcement of the Priorities in the First Month of VK
Administration
Date: May 21, 2014

The purpose of this memorandum is to lay out a framework to identify the key priorities of the incoming VK Administration and to build a Communication Program to promote these priorities.

The policy initiatives track the main promises of the VK campaign. The initiatives are built on the following commitments:

1. To get the Kyiv City Government working again
2. To bring economic development to Kyiv and create new, quality jobs and improve the lives of its citizens;
3. To end corruption at all levels of the City Government

First Week In Office

It is very important that upon taking the oath of office, Mayor VK clearly defines his objectives for the first 100 days of his Administration.

The goal is to demonstrate that Mayor VK has a plan that will address the issues affecting city government and is marshaling the resources of the government to analyze the structural problems facing Kyiv and to bring real results to the City.

In this context, VK should stress the main priorities of his government and use examples to define how he intends to bring real change to Kyiv.

The people of Kyiv need to understand that VK will be an activist Mayor who will work with his political allies in the National Government and his UDAR team on the City Council to reform and re-organize Government.

There are a number of action items which are necessary to implement the priorities and initiatives listed in this Memorandum. These actions will be set out in a subsequent memorandum.

1. Priority #1 – Get Kyiv City Government working Again

There are 2 main components of this campaign promise. First is to end the chaos and disorganization that currently characterizes the City Government and the second is to secure appropriate funding from the national government.

The initial policy initiatives in this thematic are the following:

1. ***Take back the Kyiv Administration building.*** This will restore the ability of the City Government to manage the interests of Kyiv from its municipal offices and end the chaos caused by the government building being occupied by protesters from the February Maiden.

In parallel, it will be necessary to start a project to move all KSCA staff to a single new building - today KSCA departments are scattered around the center of Kiev (Khreschatyk Str, Shevchenko Boulevard, Leontovich Str, Bohdan Khmelnytsky Str and other streets).

2. ***Work with the Presidential Administration and the VR to pass legislation that will allow Kyiv Government to keep 100% of its income taxes to cover its budget needs.*** This will allow the City to cover its basic needs, rule out budget withdrawals and supplemented by international funding programs the City will be able to expand the services needed to deal with the issues affecting the everyday lives of the people of Kyiv.
3. ***Pursue legislation that will allow all District Directors to be appointed by the Mayor, not the President.*** This will create accountability of political appointees to the City Government and allow the Mayor to instill discipline on City employees and work with his appointees to end corruption throughout the layers of City Government. Clearly distribute authority and responsibilities between the KSCA and district state administrations.
4. ***Call for an Audit of the communal enterprises and district organizations that are a part of the City Government.*** These structures are duplicative, ineffective, not accountable and in many cases riddled with corruption. The purpose of the Audit is to streamline government, bring an end to layers of corruption and save money that can be allocated to other government projects.

2. Priority #2 - Bring Economic Development to Kyiv and create new and quality jobs and a better living environment for all Kyiv citizens.

The main goals of this priority are to improve the regulatory environment to make it easier to attract both domestic and foreign investment and to encourage the growth of companies doing business in Kyiv today.

1. There are a number of programs dealing with infrastructure improvements, road improvements, transportation needs and creation of technoparks that are ready for funding by international organizations such as the World Bank and ERBD. The projects need to be analyzed, prioritize for immediate funding and implementation and announced.
2. Implementation of a reform program that would overhaul the medical services industries in Kyiv. This program would provide for better quality and less expensive medical services which would improve the quality of life for the most needy of citizens.

3. Priority #3 - Ending Corruption at all levels of City Government.

A major campaign commitment was to create a government that would be open, honest and streamlined to end the opportunities for corruption to flourish. There

are a number of actions that must be taken but initially it is important to set the tone by laying out the initial steps that will be taken to get control of City Government.

1. ***Streamline the regulatory procedures for interaction between the Government and private enterprises and citizens.*** This reform will review the processes that are currently employed by the City Government that can be outsourced to private enterprise, thereby creating cost savings for the Government, better services by the private enterprises, and fostering of new jobs in the private sector. A prime example to be highlighted in the announcement is the preparation for the use of equipment for winter season.
2. ***Conduct an Audit of all of the communal and district enterprises.*** The purpose of this Audit is to determine what actions can be taken to make the enterprises accountable to the City Government, end duplication of services, government waste and redundant jobs. This Audit would analyze all city procedures and define a new regulatory scheme that would provide for more open government and reduction of permits and licenses.
3. ***Work with the National Government to create a City Police system under the control of the Kyiv Administration.*** As a part of the National government's decentralization program, the City Government will conduct an audit and implement a plan of action for security of the City under a municipal police force.

Conclusion

The initiatives laid out in this memorandum are a sample of the types of programs that should be part of the first major address of Mayor VK. The recommended actions establish a commitment to change, an understanding of the complexities of government and an aggressive reform program to end the chaos and corruption of Kyiv and replace it with a real substantive changes.

Promoted properly, Mayor VK will send a strong signal that he is prepared for the challenges of the job and will bring a fresh approach to the management of City Government.

To: VK
From: PJM
Re: First 100 Days – Priorities of the New Mayor
Date: May 24, 2014

The impressions created in the first month as Mayor are vital to create the momentum to bring real change to Kyiv. Such change is vital to impress the voters of Ukraine that you are a serious reformer who will fight the bureaucracies and represent the people's interests over the vested interests.

The package of documents provided today integrate your campaign promises with the details of reforms necessary in order to be successful in your early months. I have held a series of meetings with experts in Kyiv City Government. They have provided me with detailed analyses of the reforms needed in order to provide the framework for implementation of the promises you made to the voters of Kyiv.

The package consists of the following documents

1. A memo that ties the campaign promises to the reforms that can be implemented in the first 100 days of your Administration
2. A framework for actions in the month of June that are consistent with the priorities laid out in my memo to you. This memo lays out the plan of activity for you in the first month.
3. A proposed plan to re-structure the Kyiv City Administration. This restructuring is key to bringing real change to Kyiv and impacts all areas of your campaign promises – reform, accountability, efficiency, ending corruption, attracting investment, creating new jobs, improving the lives of the citizens of Kyiv.
4. A grid of the proposed, new structure of Kyiv City Administration with the current structure attached for comparative purposes.
5. A list of international projects that are ready to be signed by various international organizations (WB, ERBR, IFC) with the City of Kyiv.

From these documents you can get a sense of the range of actions that must be targeted immediately. I have also organized a framework for a draft communications plan that lays out your initial press conferences and interactions with the media.