TRADE AND INVESTMENT FRAMEWORK AGREEMENT BETWEEN THE GOVERNMENT OF THE UNITED STATES OF AMERICA AND THE GOVERNMENT OF THE REPUBLIC OF IRAQ CONCERNING THE DEVELOPMENT OF TRADE AND INVESTMENT RELATIONS

The Government of the United States of America and the Government of the Republic of Iraq(individually, a "Party" and collectively, the"Parties"):

1. Recognizing the urgent need to revive Iraq's economy, bolster private-sector development and further Iraq's reintegration into the world economy, and noting the work of the U.S.-Iraq Joint Commission on Reconstruction and Economic Development to advance these objectives;

2. Desiring to enhance the bonds of friendship and spirit of cooperationbetween the two countries;

3. Desiring to further promote both countries' international trade and economic interrelation between both countries;

4. Recognizing the importance of fostering an open and predictable environment for international trade and investment;

5. Recognizing the benefits to each Party resulting from increased international trade and investment, and that trade-distorting investment measures and protectionist trade barriers would deprive the Parties of such benefits;

6. Desiring to promote transparency and to eliminate bribery and corruption in international trade and investment;

7. Recognizing the essential role of private investment, both domestic and foreign, in furthering growth, creating jobs, expanding trade, improving technology, and enhancing economic development;

8. Recognizing that foreign direct investment confers positive benefitson each Party;

9. Desiring to encourage and facilitate private sector contacts between the two countries;

10. Recognizing the desirability of resolving trade and investment problems as expeditiously as possible;

11. Recognizing the increased importance of services in trade between their economies and in their bilateral relations;

12. Taking into account the need to eliminate non-tariff barriers in order to facilitate greater access to the markets of both countries and the mutual benefits thereof;

13. Recognizing the importance of providing adequate and effective protection and enforcement of intellectual property rights and of membership in and adherence to intellectual property rights conventions;

14. Recognizing the importance of providing adequate and effective protection and enforcement of worker rights in accordance with each nation's own labor laws and of improving the observance of internationally recognized core labor standards;

15.Desiring to ensure that trade and environmental policies are mutually supportive in the furtherance of sustainable development;

16. Considering that it would be in their mutual interest to establish a bilateral mechanism between the Parties for encouraging the liberalization of trade and investment between them; and

17. Desiring further dialogue on ways that the Parties may expand and liberalize trade by exploring the potential for greater cooperation and more comprehensive trade and investment agreements.

To this end, the Parties agree as follows:

Article One.

The Parties affirm their desire to expand trade in products and services andto promote an attractive investment climate consistent with the terms of thisAgreement. They shall take appropriate measures to encourage andfacilitate the exchange of goods and services and to secure favorableconditions for long-term development and diversification of trade betweenthe two countries.

Article Two.

The Parties shall establish a United States-Iraq Council on Trade and Investment ("the Council"), which shall be composed of representatives of both Parties. The Iraqi side shall be chaired by the Ministry of Trade and the U.S. side shall be chaired by the Office of the U.S. Trade Representative("USTR"). Both Parties may be assisted by officials of other government entities as circumstances require. The Council shall meet at such times and in such places as agreed by the Parties. The Parties shall endeavor to meet no less than once every two years.

Article Three.

The objectives of the Council are as follows:

1. To monitor trade and investment relations, to identify opportunities for expanding trade and investment, and to identify issues relevant to trade or investment, such as intellectual property rights, labor or environmental issues, that may be appropriate for negotiation in an appropriate forum.

2. To hold consultations on specific trade matters, and those investment matters of interest to the Parties.

3. To identify and work, toward the removal of impediments to trade and investment.

4. To seek the advice of the private sector and civil society, where appropriate, in their respective countries on matters related to the work of the Council.

Article Four.

Either Party may raise for consultation any trade matter or investment issue. Requests for consultation shall be accompanied by a written explanation of the subject to be discussed and consultations shall be held within 30 days of the request, unless the requesting Party agrees to a later date. Each Party shall endeavor to provide for an opportunity for consultations before taking actions that could adversely affect trade or investment interests of the other Party.

Article Five.

This Agreement shall be without prejudice to the domestic law of either Party or the rights and obligations of either Party under any other agreement to which it is a party.

Article Six.

This Agreement shall enter into force on the date on which the Government of the Republic of Iraq notifies the Government of the United States of America that all legal requirements for entry into force of this Agreement have been fulfilled.

Article Seven.

This Agreement shall remain in force unless terminated by mutual consent of the Parties or by either Party upon six months written notice to the other Party.

IN WITNESS WHEREOF, the undersigned, being duly authorized by their respective governments, have signed this Agreement.

DONE, in duplicate, at Amman this 11th day of July 2005, in the English and Arabic languages, each being equally authentic.

FOR THE GOVERNMENT OF THE UNITED STATES OF AMERICA:

FOR THE GOVERNMENTOF THE REPUBLIC OF IRAQ: