

Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant <b>Mayer, Brown &amp; Platt</b> 2000 Pennsylvania Avenue, N.W., Washington, D.C. 20006		2. Registration No.  3076
3. Name of foreign principal <b>Lehndorff &amp; Babson Real Estate Counsel</b>	4. Principal address of foreign principal <b>Suite 340</b> 2501 Cedar Springs Dallas, Texas 75201-1409	

5. Indicate whether your foreign principal is one of the following type:

- Foreign government
- Foreign political party
- Foreign or  domestic organization: If either, check one of the following:
  - Partnership
  - Corporation
  - Association
  - Committee
  - Voluntary group
  - Other (specify) \_\_\_\_\_
- Individual—State his nationality \_\_\_\_\_

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

- a) Branch or agency represented by the registrant. **N/A**
- b) Name and title of official with whom registrant deals.

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

- a) Principal address
- b) Name and title of official with whom the registrant deals.
- c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party,

- a) State the nature of the business or activity of this foreign principal  
**Lehndorff & Babson Real Estate Counsel is a Texas general partnership whose business is solely the investment of assets of U.S. institutional investors (primarily pension plans) in U.S. real estate.**

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b) Is this foreign principal

- Owned by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Directed by a foreign government, foreign political party, or other foreign principal..... Yes  No
- Controlled by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Financed by a foreign government, foreign political party, or other foreign principal..... Yes  No
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal..... Yes  No
- Subsidized in part by a foreign government, foreign political party, or other foreign principal..... Yes  No

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

Lehndorff & Babson Real Estate Counsel ("L&B") is a Texas general partnership. Lehndorff U.S. Equities, Inc., a Texas corporation ("Equities"), owns a 65% interest in L&B. Dr. Hans G. Abromeit and his wife (citizens of West Germany and Canada) and Johan von Haefton (a citizen of West Germany) indirectly hold 80% of the voting securities of Equities. Dr. Abromeit also serves as chairman of the board of Equities.

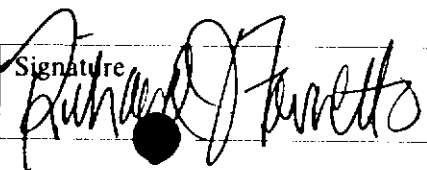
10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

**Not Applicable**

Date of Exhibit A

Name and Title  
Richard J. Favretto  
Managing Partner

Signature



**INSTRUCTIONS:** A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
Mayer, Brown & Platt	Lehndorff & Babson Real Estate Counsel

Check Appropriate Boxes:

- The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

Lehndorff & Babson Real Estate Counsel orally directed its legal counsel, Mayer, Brown & Platt to undertake certain legal services and lobbying activities with respect to clarifications of proposed changes in the Internal Revenue Code's treatment of pension plans investing in real estate. Fees will be at Mayer, Brown & Platt's normal hourly rates plus reasonable expenses.

- Describe fully the nature and method of performance of the above indicated agreement or understanding.  
The Mayer, Brown & Platt attorneys identified in the attached short-form registration forms will analyze the impact of proposed changes in the Internal Revenue Code, and may meet with members of Congress and the executive branch to advise them of the implication of the proposed changes and request other changes in the legislation.


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INTERNAL SECURITY  
REGISTRATION

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal. Registrant may meet with members of Congress and the executive branch to seek changes in and clarifications of tax legislation and regulations. Registrant will also continue to provide general legal services involving corporate, tax, contractual and regulatory matters.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1</sup>  
Yes  No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

See items 4 and 5 above. The short-form registrants will attempt to influence policy decisions regarding the Internal Revenue Code's treatment of pension plans investing in real estate. The means to be employed may include meetings and telephone conversations with, and presentations of legal memoranda and other documentation to members of Congress, Congressional staff and officials of the Internal Revenue Service.

Date of Exhibit B  3/21/88	Name and Title Richard J. Favretto Managing Partner	Signature 
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<sup>1</sup> Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name <b>Jerry L. Oppenheimer</b>	Registration No. <b>3076</b>
2. Residence Address <b>4655 Garfield Street, N.W. Washington, D.C. 20007</b>	3. Business Address <b>2000 Pennsylvania Avenue, N.W. Washington, D.C. 20006</b>
4. Date and Place of Birth <b>2/22/37 Birmingham, Alabama</b> Present Citizenship <b>U.S.A.</b>	5. If present citizenship was not acquired by birth, indicate when, where, and how acquired.

6. Occupation  
**Attorney**

7. What is the name and address of the individual or organization whose registration made it necessary for you to file this statement?  
Name **Mayer, Brown & Platt** Address **2000 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006**

8. List every foreign principal of the individual or organization named in Item 7. **Accountants' Liability Assurance Company Ltd., Attorneys' Liability Assurance Society Ltd., Dome Petroleum Limited and Lehndorff & Babson Real Estate Counsel.**

9. Indicate your connection with the individual or organization named in Item 7:  
 partner                       director                       employee  
 officer                       associate                       agent  
 other (specify) \_\_\_\_\_

10. Describe in detail all services which you have rendered or will render to the individual or organization named in Item 7. If you are no longer rendering such services, indicate period of past services. (If space is insufficient, a full insert page must be used.)

The individual registrant is providing the Attorneys' Liability Assurance Society Ltd., the Accountants' Liability Assurance Society and Lehndorff & Babson Real Estate Counsel with advice regarding tax legislation and regulatory action and may contact members of Congress, congressional staff and executive branch personnel. The individual registrant also has rendered or will render to the above principals general legal services involving corporate, tax, contractual and regulatory matters.

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 REGISTRATION DIV.

11. Do any of the above described services include political activity as defined in the footnote below?

Yes  No

If yes, fully describe such political activity.

Registrant may contact members of Congress, congressional staff and executive branch personnel to seek favorable tax legislative or regulatory action.

12. The services described in Item 10 are to be rendered on a

full time basis  part time basis  special basis

13. What compensation are you receiving or will receive for above services?

Salary: Amount \$ \_\_\_\_\_ per \_\_\_\_\_  Commission at \_\_\_\_\_ % of \_\_\_\_\_

Fee: Amount \$ \_\_\_\_\_ **Compensation on an hourly basis at fees of up to \$275 per hour.**  Other thing of value \_\_\_\_\_

14. What compensation or thing of value have you received to date for above services?

Date	From Whom Received	Amount
None		

15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with an election to political office or in connection with any primary election, convention, or caucus held to select candidates for political office? Yes  No

If yes, furnish the following information:

Date	Amount of thing of value	Name of political organization	Name of candidate

March 28, 1988

Date of Signature

[Signature]  
Signature

Subscribed and sworn to before me at District of Columbia

this 28th day of March, 19 88.

Shirley R. Rothlisberger  
Signature of notary or other officer

My commission expires My Commission Expires October 31, 1989, 19 \_\_\_\_\_.

Footnote: Political activities as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name <b>Robert H. Swart</b>	Registration No. <b>3076</b>
2. Residence Address <b>3106 Hawthorne Street, N.W. Washington, D.C. 20008</b>	3. Business Address <b>2000 Pennsylvania Avenue, N.W., Washington, D.C. 20006</b>
4. Date and Place of Birth <b>11/12/46 Grand Rapids, Michigan Present Citizenship U.S.A.</b>	5. If present citizenship was not acquired by birth, indicate when, where, and how acquired.

6. Occupation  
**Attorney**

7. What is the name and address of the individual or organization whose registration made it necessary for you to file this statement?  
**Name Mayer, Brown & Platt** **2000 Pennsylvania Avenue, N.W.**  
**Address Washington, D.C. 20006**

8. List every foreign principal of the individual or organization named in Item 7. **Accountants' Liability Assurance Company Ltd., Attorneys' Liability Assurance Society Ltd., Dome Petroleum Limited and Lehndorff & Babson Real Estate Counsel.**

9. Indicate your connection with the individual or organization named in Item 7:  
 partner  director  employee  
 officer  associate  agent  
 other (specify) \_\_\_\_\_

10. Describe in detail all services which you have rendered or will render to the individual or organization named in Item 7. If you are no longer rendering such services, indicate period of past services. (If space is insufficient, a full insert page must be used.)

The individual registrant is providing the Attorneys' Liability Assurance Society Ltd., the Accountants' Liability Assurance Society and Lehndorff & Babson Real Estate Counsel with advice regarding tax legislation and regulatory action and may contact members of Congress, congressional staff and executive branch personnel. The individual registrant also has rendered or will render to the above principals general legal services involving corporate, tax, contractual and regulatory matters.

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INTERNAL SECURITY  
REGISTRATION SECTION

11. Do any of the above described services include political activity as defined in the footnote below?

Yes  No

If yes, fully describe such political activity.

Registrant may contact members of Congress, congressional staff and executive branch personnel to seek favorable tax legislative or regulatory action.

12. The services described in Item 10 are to be rendered on a

full time basis  part time basis  special basis

13. What compensation are you receiving or will receive for above services?

Salary: Amount \$ \_\_\_\_\_ per \_\_\_\_\_  Commission at \_\_\_\_\_ % of \_\_\_\_\_

Compensation on an hourly

Fee: Amount \$ basis at fees of up to \$275 per hour  Other thing of value \_\_\_\_\_

14. What compensation or thing of value have you received to date for above services?

Date From Whom Received Amount

None

15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with an election to political office or in connection with any primary election, convention, or caucus held to select candidates for political office? Yes  No

If yes, furnish the following information:

Date Amount of thing of value Name of political organization Name of candidate

3/28/88

Date of Signature

Signature

Subscribed and sworn to before me at District of Columbia

this 28<sup>th</sup> day of March, 19 88

Signature of notary or other officer

My Commission Expires September 30, 1992

My commission expires \_\_\_\_\_, 19\_\_\_\_\_.

Footnote: Political activities as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.



Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name Karen L. Whitney	Registration No. 3076
2. Residence Address 9004 Fairview Road Silver Spring, Maryland 20910	3. Business Address 2000 Pennsylvania Avenue, N.W. Washington, D.C. 20006
4. Date and Place of Birth 10-16-57 Ithaca, New York Present Citizenship U.S.A.	5. If present citizenship was not acquired by birth, indicate when, where, and how acquired.

6. Occupation  
Attorney

7. What is the name and address of the individual or organization whose registration made it necessary for you to file this statement?  
Name Mayer, Brown & Platt Address 2000 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006

8. List every foreign principal of the individual or organization named in Item 7. Accountants' Liability Assurance Company Ltd., Attorneys' Liability Assurance Society Ltd., Dome Petroleum Limited and Lehndorff & Babson Real Estate Counsel.

9. Indicate your connection with the individual or organization named in Item 7:  
 partner  director  employee  
 officer  associate  agent  
 other (specify) \_\_\_\_\_

10. Describe in detail all services which you have rendered or will render to the individual or organization named in Item 7. If you are no longer rendering such services, indicate period of past services. (If space is insufficient, a full insert page must be used.)

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DIRECTOR  
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INTERNAL SECURITY  
REGISTRATION SECTION

11. Do any of the above described services include political activity as defined in the footnote below?

Yes  No

If yes, fully describe such political activity.

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12. The services described in Item 10 are to be rendered on a

full time basis  part time basis  special basis

13. What compensation are you receiving or will receive for above services?

Salary: Amount \$ \_\_\_\_\_ per \_\_\_\_\_  Commission at \_\_\_\_\_ % of \_\_\_\_\_

Compensation on an hourly

Fee: Amount \$ basis at fees of up to \$275 per hour.  Other thing of value \_\_\_\_\_

14. What compensation or thing of value have you received to date for above services?

Date From Whom Received Amount

None

15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with an election to political office or in connection with any primary election, convention, or caucus held to select candidates for political office? Yes  No

If yes, furnish the following information:

Date Amount of thing of value Name of political organization Name of candidate

Karen L. Whitney  
~~Signature~~ Signature

3-28-88  
Date of Signature

Subscribed and sworn to before me at District of Columbia

this 28<sup>th</sup> day of March, 19 88

Valerie Murray  
Signature of notary or other officer

My Commission Expires August 31, 1992

My commission expires \_\_\_\_\_, 19\_\_\_\_\_.

Footnote: Political activities as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.