

REVISED

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 triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda or other document or information filed with the Attorney General under this act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. One copy is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney General transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC. 20503.

Name of Registrant	Name of Foreign Principal
DAVIS & HARMAN	Underwriters at Lloyd's, London

Check Appropriate Boxes:

- 1.  The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach three copies of the contract to this exhibit.
- 2.  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 three copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- 3.  The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

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4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

The firm will monitor and advise the Underwriters at Lloyd's, London of legislative and regulatory initiatives which could impact upon its present-law treatment. In addition, we will continue to educate Congress with respect to Lloyd's operating structure. The firm also will be available to assist foreign principal during visits to Washington.

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

We will monitor Federal legislation to assess the possible impact of such legislation on the Underwriters at Lloyd's, London. In addition, we will monitor and report on U.S. Treasury and Internal Revenue Service developments that may affect Lloyd's and continue educating Congress and Administration officials with respect to the present-law tax treatment of Lloyd's, London.

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.

As described in items number 4 and 5, the firm will assist in efforts to educate members of Congress and their staffs and Administration officials with respect to the operating structure and present-law treatment of the Underwriters at Lloyd's, London. In addition, we anticipate meetings and discussions with members of Congress, their staff, Treasury and IRS officials regarding potential legislative and regulatory initiatives and introduced bills.

Date of Exhibit B	Name and Title	Signature
2/27/91	Barbara Groves Mattox Partner	

<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.

LAW OFFICES OF  
**DAVIS & HARMAN**  
THE WILLARD  
1455 PENNSYLVANIA AVENUE, N.W.  
SUITE 1200  
WASHINGTON, D.C. 20004  
  
(202) 347-2230

November 8, 1990

Mr. John Gaynor  
Lloyd's of London  
One Lime Street  
London EC3M 7HA  
England

RE: Proposed Retainer Arrangement

Dear Mr. Gaynor:

Following up on our recent discussions, we are pleased to propose a retainer arrangement between Lloyd's of London and Davis & Harman under which we would monitor and report on legislative and U.S. Treasury and Internal Revenue Service actions which might impact Lloyd's. In that regard, we would:

1. monitor and report on legislative developments of interest to Lloyd's (including those emanating not only from the tax writing committees but from the regulatory committees, such as the House Energy and Commerce and the Senate Commerce Committees, as well);
2. contribute to Lloyd's continued presence in the Congressional arena, a presence which has been developed extensively over the last three years;
3. monitor and report on legislative initiatives that others are pursuing which may be of interest to Lloyd's (e.g., activities of U.S.-Lloyd's groups, Reinsurance Association of America insurance excise tax proposals, and changes in the U.S. taxation of U.S. insurance companies);

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SECTION  
REGISTRATION UNIT

Mr. John Gaynor  
November 8, 1990  
Page Two

4. monitor and report on U.S. Treasury and Internal Revenue Service developments that may impact Lloyd's either directly or indirectly (e.g., any changes in Treasury/IRS positions from those in place at the time the Closing Agreement was negotiated); and
5. be available for direct consultation with Lloyd's representatives and to assist with arrangement of appointments and any other arrangements in Washington.

In return for our services, we would be paid \$60,000 per year to be billed in equal monthly installments, plus out-of-pocket expenses related to Lloyd's matters. In the event more extensive representation is required because of unforeseen developments, we will consult with you at that time about the appropriate fee for such representation.

We hope this proposed arrangement is satisfactory. If you have any questions or comments, please let me know. Barbara, myself, and the others at Davis & Harman look forward to continuing our work with you.

Sincerely,



Thomas A. Davis

TAD/aif

cc: Mr. Kenneth S. Goddard

Head of Finance

OUR REF: JHFG/JCC  
DATE: 29 January 1991

Thomas A Davis, Esq.,  
Davis and Harman  
The Willard  
1455 Pennsylvania Avenue N.W.  
Suite 1200  
Washington, D.C.20004  
USA

**LLOYD'S**  
LLOYD'S OF LONDON

Telephone 01-623 7100. Facsimile 01-626 2389. Telex 987321 LLOYDS G

One Lime Street, London EC3M 7HA

*Dear Tad,*

LLOYD'S OF LONDON RETAINER ARRANGEMENTS

I am writing to confirm our agreement at our meeting on the 21st January under which Lloyd's will pay to Davis & Harman a retainer of \$60,000 p.a. billed in equal quarterly instalments in advance, plus reasonable out of pocket expenses reimbursable quarterly in arrears, in return for your monitoring and reporting to us on all legislative and US Treasury and Internal Revenue Service proposals and actions which might impact on Lloyd's and for contributing as necessary to Lloyd's continued presence in the Congressional area.

I also confirm that in the event that special and extensive representation becomes necessary because of unforeseen developments we would be prepared at your request and subject to prior consultation to negotiate an additional fee.

I would suggest that the above arrangements take effect from 1 January 1991.

On a more personal note it was good to see you and Barbara again and to hear your news. I have told Alan Lord that you will liaise with Cliff Gibbons and then send to me a suggested outline programme for his one day visit to Washington. I gather that the afternoon of the 9 May and the morning of the 10 May, giving a dinner opportunity, would suit him best.

I look forward to hearing from you.

*Yours ever*  
*JHF*

J H F Gaynor

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