

UNITED STATES DEPARTMENT OF JUSTICE
Washington, D.C. 20530

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REGISTRATION SECTION

EXHIBIT B

TO REGISTRATION STATEMENT
Under the Foreign Agents Registration Act
of 1938, as amended

REGISTRATION No. 5 MW 208

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
Cleary, Gottlieb, Steen & Hamilton 1250 Connecticut Ave., N.W. Washington, D.C. 20036	The Colonial Sugar Refining Co., Ltd. 1-7 O'Connell Street Sydney, Australia

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.

Since April 1961 the registrant has been rendering services pursuant to an oral arrangement subject to the normal terms and conditions applicable to attorney-client relationship. The services rendered by the registrant include giving information and advice concerning proposals that affect United States sugar imports under the Sugar Act and advising and assisting the Company to secure for Australia a fair allocation of the United States' foreign sugar requirements. The principal is usually billed quarterly on the basis of services rendered during the period, plus disbursements. The registrant's understanding with the principal is of an indefinite duration and is cancellable at any time by either party upon notice.

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

Registrant follows all developments with respect to United States Sugar Act and its administration and keeps the principal advised of all relevant developments affecting United States' sugar imports under the Sugar Act. The registrant consults with the principal as to rules, regulations and estimates published by the U.S. Government and assists from time to time regarding shipments. The registrant also consults as to commercial and tax matters which have arisen with regard to shipments to the United States. When the Sugar Act was considered by the Congress the registrant assisted in presenting facts and testimony (where appropriate) to the Administration and the Congress.

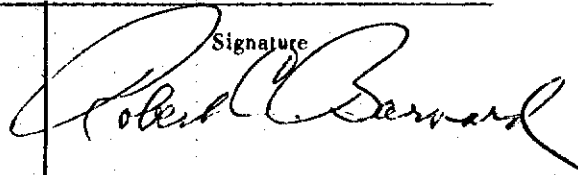
5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

The registrant proposes to keep informed of all developments with respect to the U.S. Sugar Act and its administration. From time to time, we propose to be in contact with other U.S. and foreign sugar industry representatives and with U.S. Government officials handling matters related to the Sugar Act and its administration. When the Sugar Act comes up for extension again, registrant proposes to assist in presenting to the Administration and the Congress information in support of a fair allocation of the United States' foreign sugar requirements being granted to Australia.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?^{1/} 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.

When sugar legislation comes up for consideration the registrant proposes to assist the Company to present to officials of the Executive and Legislative branches of Government facts and relevant information in support of the position that Australia should be allocated a fair share of the United States' foreign sugar requirement. This will be done by written and oral presentations (including testimony before Committees of the Congress where appropriate) regarding Australia's sugar industry, its record and capacity to supply a part of the U.S. requirement for foreign sugar and facts relating to a determination of a reasonable and fair allocation to Australia.

Date of Exhibit B February 3, 1970	Name and Title Robert C. Barnard Partner	Signature 
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^{1/} 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.