

Exhibit A  
To Registration Statement  
Pursuant to the Foreign Agents Registration Act of 1938, as amended

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials 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 of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 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.

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<br>Preston Gates Ellis & Rouvelas Meeds LLP<br>1735 New York Ave, N.W. # 500 Washington, DC 20006 | 2. Registration No.<br>5583 |
|---|-----------------------------|

|   |   |
|---|---|
| 3. Name of foreign principal<br>Dr. Ayad Allawi through<br>Theros & Theros, LLP | 4. Principal address of foreign principal<br>Iraqi Governing Council Building<br>Karradat Meryam, Baghdad, Iraq |
|---|---|

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

Foreign government

Foreign political party

Foreign or domestic organization: If either, check one of the following:

|                                      |   |
|--------------------------------------|---|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Committee              |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group        |
| <input type="checkbox"/> Association | <input type="checkbox"/> Other (specify): _____ |

Individual-State nationality Iraq

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.  
N/A

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

a) Principal address.  
N/A

b) Name and title of official with whom registrant deals.  
N/A

c) Principal aim.  
N/A

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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

The foreign principal, Dr. Ayad Allawi, is a member of the Iraqi Governing Council.

b) Is this foreign principal

|   |   |  |
|---|---|--|
| Supervised by a foreign government, foreign political party, or other foreign principal         | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| Owned by a foreign government, foreign political party, or other foreign principal              | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| Directed by a foreign government, foreign political party, or other foreign principal           | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| Controlled by a foreign government, foreign political party, or other foreign principal         | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| Financed by a foreign government, foreign political party, or other foreign principal           | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/>            |
| Subsidized in part by a foreign government, foreign political party, or other foreign principal | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |

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

The Registrant is helping to represent Dr. Ayad Allawi through Theros & Theros, LLP. Theros & Theros, LLP has an oral agreement with Dr. Mashal Nawab, a citizen of the United Kingdom, who will personally pay all fees and expenses of the representation.

Dr. Nawab is a close friend and admirer of Dr. Allawi. Dr. Nawab does not represent any foreign government, political party or organization.

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.

N/A

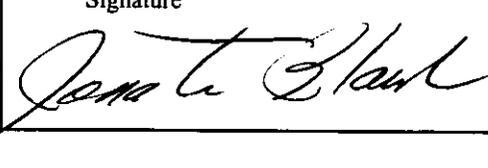
| Date of Exhibit A | Name and Title                   | Signature  |
|-------------------|----------------------------------|--|
| 10/30/03          | Jonathan Blank, Managing Partner |  |

Exhibit B  
To Registration Statement  
Pursuant to the Foreign Agents Registration Act of 1938, as amended

**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. One original and two legible photocopies of this form shall be filed 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, copy of informational materials 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 of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. 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.

|   |                             |
|---|-----------------------------|
| 1. Name of Registrant<br>Preston Gates Ellis & Rouvelas Meeds LLP | 2. Registration No.<br>5583 |
|---|-----------------------------|

|  |
|--|
| 3. Name of Foreign Principal<br>Dr. Ayad Allawi through Theros & Theros, LLP |
|--|

Check Appropriate Boxes:

- 4.  The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
- 5.  There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- 6.  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 expenses, if any, to be received.

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

To assist in making contacts with U.S. Government officials and agencies, and other U.S. opinion leaders, including media, in order to enable the foreign principal to explain his views on the security and political situation in Iraq.

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

To assist in making contacts with U.S. Government officials and agencies, and other U.S. opinion leaders, including media, in order to enable the foreign principal to explain his views on the security and political situation in Iraq.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? 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.

To assist in making contacts with U.S. Government officials and agencies, and other U.S. opinion leaders, including media, in order to enable the foreign principal to explain his views on the security and political situation in Iraq and to gain U.S. Government support for his policy suggestions for Iraq.

| Date of Exhibit B | Name and Title                   | Signature  |
|-------------------|----------------------------------|--|
| 10/30/02          | Jonathan Blank, Managing Partner |  |

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any 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.

October 23, 2003

**PRIVILEGED AND CONFIDENTIAL ATTORNEY/CLIENT COMMUNICATION**

Ambassador Patrick Theros  
President  
Theros and Theros, LLP  
3283 Arcadia Place NW  
Washington DC 20015

Dear Ambassador Theros:

Thanks very much for contacting me concerning Iraq. We appreciate your confidence in Preston Gates Ellis & Rouvelas Meeds LLP and look forward to working with you and Theros and Theros ("T and T"). This letter will confirm the terms of our representation of T and T.

You had asked us to provide assistance in advancing the policy goals of certain members of the Iraqi Governing Council with respect to the transition to a sovereign Iraqi government from the Coalition Provisional Authority in Iraq. We have discussed and agreed upon a strategy to accomplish those goals.

As agreed in our conversation today, the firm will work to execute that strategy. We anticipate this will take from three to six months to complete.

We will look to you for our direction on this representation. At your direction and under your control, we will work with selected members of the Iraqi Governing Council, but we will look to you to provide ultimate direction on any matters that require resolution.

As we discussed, I will personally be in charge of our firm's role, and, with Mike O'Neil, will be the principal person serving you. Where efficient and appropriate, we will use associate attorneys and staff members for tasks such as legal research and monitoring. When necessary, such as on major floor votes, we can use one or more of our other experienced lobbyists.

Because the representation will entail some work that is considered lobbying under

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federal disclosure law, we will register and report our activities on your behalf under the Lobbying Disclosure Act of 1995. If registration under the Foreign Agents Registration Act is required, we will register and report our activities on your behalf.

We discussed fees and agreed that we would perform this work at a fixed monthly fee of \$100,000, plus ancillary charges. In the event you choose to engage a public relations firm, those costs will be in addition to this amount. We will bill you monthly for our fees and charges.

In the event that your account should become more than sixty (60) days past due, we reserve the right, in our sole discretion consistent with the rules of professional conduct, to cease doing any work on any matter we are working on for T and T until past due amounts have been paid.

You agreed to send us an advance fee deposit of \$100,000. We will deposit the advance in a trust account, and bill the first portion of our work against it. Enclosed, and incorporated by reference into this letter, is a copy of our current policies and procedures, which further explains our billing process and other aspects of our representation.

It is our policy that unless otherwise agreed, the person or entity we represent is the person or entity that is identified in our engagement letter and does not include any affiliates of that person or entity such as parents, subsidiaries, employees, officers, directors, shareholders, partners, or commonly owned entities. If you believe there are persons or entities related to T and T who should also be deemed to be clients of the firm for purposes of this representation, please advise me as soon as possible.

Before beginning our representation of you, we conducted a computerized name check and reviewed your needs with our New Matter Committee in order to assure that no conflict of interest exists between our representation of you and any representations of any of our other clients. This includes clients of our firm's other offices, which practice under the name Preston Gates & Ellis LLP. Our name check revealed no present conflicts.

In addition, our firm in its entirety represents a number of clients, both private and governmental entities, with multifaceted interests in many issues. We do not currently, and would not in the future, represent any other client in connection with any of the specific matters in which we were then representing you, if that other client's interest in those matters was adverse to yours.

It is possible, however, that existing or new clients may in the future seek our services as counsel in connection with matters which are not substantially related to our work for you, and in which the interests of those clients may be adverse to yours. It must be clearly understood that our firm cannot undertake to represent T and T without assurance that T and T will not seek, on the basis of this representation, to disqualify us from representing other clients in any matter that

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is not substantially related to our work for you. We agree, however, that your prospective consent to conflicting representation contained in the preceding sentence shall not apply in any instance where as the result of our representation of you we have obtained sensitive, proprietary or otherwise confidential information that, if known to any other client of ours, could be used in another such matter by that client to your material disadvantage. As a client of the firm, you would, of course, receive the same consideration as our present clients in terms of conflicts posed by future clients.

Because circumstances change, both we and you must be continually alert to the development of any conflicts. Please call us immediately if you become aware of a conflict or potential conflict, or if you change business names or take other actions that would make a fresh conflict check prudent.

As you know, our representation of any client is subject to rules of professional conduct. The rules of professional conduct applicable to our representation of you will be those in effect in and for the District of Columbia.

If you are agreeable to our proceeding with your representation on the basis outlined in this letter, please signify this by signing and returning a copy of this letter to me. If you would like to discuss these matters further, please feel free to give me a call.

Again, we look forward to working with <sup>T and T</sup> [REDACTED] and we appreciate your confidence in our firm.

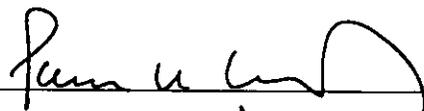
Sincerely,

PRESTON GATES ELLIS  
& ROUVELAS MEEDS LLP

By:   
Emanuel Rouvelas

Enclosures

Acknowledged and accepted for  
T and T

By:   
Title: General Partner  
Date: 10/24/2003