

U.S. Department of Justice
Washington, DC 20530

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

INSTRUCTIONS. Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. 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. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. 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 in print and online at: <http://www.fara.gov>.

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, Counterespionage Section, National Security 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 and Address of Registrant Bryan Cave LLP 1155 F Street, NW Washington, DC 20004	2. Registration No. <div style="font-size: 2em; text-align: center;">6163</div>
3. Name of Foreign Principal Republic of Palau	4. Principal Address of Foreign Principal Melekeok, Palau
5. Indicate whether your foreign principal is one of the following: <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Foreign government <input type="checkbox"/> Foreign political party <input type="checkbox"/> Foreign or domestic organization: If either, check one of the following: <ul style="list-style-type: none"> <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Individual-State nationality <input type="checkbox"/> Committee <input type="checkbox"/> Voluntary group <input type="checkbox"/> Other (<i>specify</i>) _____ 	
6. If the foreign principal is a foreign government, state: <ul style="list-style-type: none"> a) Branch or agency represented by the registrant Office of the President of the Republic of Palau b) Name and title of official with whom registrant deals Hersey Kyota, Ambassador to the United States 	
7. If the foreign principal is a foreign political party, state: <ul style="list-style-type: none"> a) Principal address N/A b) Name and title of official with whom registrant deals c) Principal aim 	

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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.

N/A

b) Is this foreign principal:

Supervised by a foreign government, foreign political party, or other foreign principal

Yes No

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 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 must be used.)

N/A

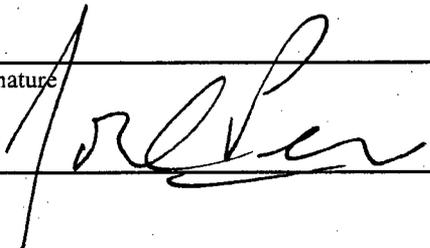
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10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit A	Name and Title	Signature
4/8/2013	John Peirce, Office Managing Partner	

U.S. Department of Justice
 Washington, DC 20530

**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. Compliance is accomplished by filing an electronic Exhibit B form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. 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. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. 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 in print and online at: <http://www.fara.gov>.

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, Counterespionage Section, National Security 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 Bryan Cave LLP	2. Registration No. <div style="font-size: 2em; text-align: center;">6163</div>
3. Name of Foreign Principal Republic of Palau	

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 REGISTRATION UNIT

Check Appropriate Box:

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.

Bryan Cave will represent the Republic of Palau with its review of the Compact of Free Association by undertaking specific tasks assigned to the Firm by the President of the Republic of Palau, as well as other executive branch officials, by contract and agreed to by the firm.

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

Bryan Cave LLP will advise the Republic of Palau with respect to the formal review of its relationship with the United States Government pursuant to the Compact of Free Association between the two countries. We will provide comments and advice regarding communications with the United States and legal advice in matters involving international law. We will schedule meetings and conference calls for representatives from the Republic of Palau with Members of Congress and executive branch officials to discuss the states of the Compact of Free Association review process.

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.

Meetings with Executive Branch officials in Depts. of State, Interior, and EOP officials. Meetings with Senators, Members of Congress, their staffs, and relevant House and Senate Committee staffs.

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EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B <i>4/8/2013</i>	Name and Title John Peirce, Office Managing Partner	Signature <i>John Peirce</i>
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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.

Republic of Palau

and

Bryan Cave LLP

AGREEMENT

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Michael H. Chanin
Direct: 202-508-6111
Fax: 202-220-7411
michael.chanin@bryancave.com

March 21, 2013

The Honorable Tommy E. Remengesau Jr.
President of the Republic of Palau
PO Box 6051
Koror, Palau 96940

RE: Compact of Free Association

Dear President Remengesau:

We are pleased to confirm our engagement to represent the Republic of Palau before and in negotiations with the United States Executive Branch and Congress in connection with the Compact of Free Association and such other matters agreed upon by you and our Firm.

Our engagement will also include, as requested by you, advice on and negotiation of modifications to existing or new agreements and other assistance in Washington for Palau and its representatives. We will provide you a monthly report on activities undertaken on behalf of Palau. Our fee will be \$15,000 per month but, in our discretion, we may reduce the monthly fee to \$10,000 for a particular month when there is a lull in activity. We shall comply with travel and other policies of the Executive Branch of the Republic of Palau as made applicable and communicated to us.

This letter will be filed with the United States Department of Justice as required under the Foreign Agents Registration Act. We look forward to working with the Republic of Palau.

Very truly yours,

Michael H. Chanin

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