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OMB No. 1124-0003; Expires April 30, 2017

U.S. Department of Justice
Washington, DC 20530

Amendment to Registration Statement Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS. File this amendment form for any changes to a registration. Compliance is accomplished by filing an electronic amendment to registration statement and uploading any supporting documents 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 1.5 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	2. Registration No.
Brownstein Hyatt Farber Schreck, LLP	5870

3. This amendment is filed to accomplish the following indicated purpose or purposes:

- ☐ To give a 10-day notice of change in information as required by Section 2(b) of the Act.
- ☐ To correct a deficiency in
  - ☐ Initial Statement
  - ☐ Supplemental Statement for the period ending _____
  - ☐ Other purpose *(specify)* _____
- ☒ To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list:

Final fee agreement with the Embassy of the Republic of Iraq

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. *(If space is insufficient, a full insert page must be used.)*

The registrant's Exhibit B, filed on 1/31/2017, should be amended to include the fully executed agreement with the Embassy of the Republic of Iraq. The final agreement is attached.

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EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)	(Print or type name under each signature or provide electronic signature[1])
2/23/17	/s/ Marc Lampkin Marc Lampkin

[1] This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

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Brownstein Hyatt
Farber Schreck

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Managing Partner
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January 16, 2017

H. E. Fareed Yasseen
Ambassador to the United States
from the Republic of Iraq
Embassy of the Republic of Iraq
3421 Massachusetts Ave. NW
Washington, DC 20007

RE: Fee Agreement for Representation

Ambassador Yasseen:

You have asked us, and we have agreed, subject to our firm's conflicts of interest check, to act as policy counsel for the Embassy of the Republic of Iraq to provide government relations, business development support, and strategic advisory services to advance the goals of your embassy and government with regard to the U.S. Government, foreign governments, and commercial businesses. The purpose of this letter is to confirm the terms and conditions of Brownstein Hyatt Farber Schreck's (BHFS) representation of the Republic of Iraq's interests.

Effective upon execution of this agreement, our fee amount will be $40,000 per month for three months, from January 15, 2017, through April 15, 2017. The January fee amount will be paid by wire transfer and will be wired immediately upon execution of this agreement. (Wiring instructions are attached to this fee agreement.) The Embassy of the Republic of Iraq and BHFS will agree terms of extension of their relationship 10 days prior to the conclusion of this agreement.

It is anticipated that James Nicholson, Marc Lampkin, Alfred Mottur, and Doug Maguire will perform most of the work on this matter. In addition, BHFS may assign additional lawyers or professionals in our firm or serving as advisors to our firm to represent you if, in our judgment, that becomes necessary or desirable.

This representation will require registration pursuant to the Foreign Agents Registration Act (FARA). The Embassy of the Republic of Iraq agrees to provide BHFS the information needed to comply with FARA registration and reporting. FARA compliance costs will be passed on to you.

We bill for our services on a monthly basis. You agree to make payments within 30 days of your receipt of a statement. We reserve the right to suspend performing services and to promptly move to withdraw from the representation upon a failure to timely pay a bill.

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We also wish to emphasize that BHFS provides a wide array of legal and public policy services to many clients around the world. These services include legislative and administrative representation on matters that may affect your interests, directly or indirectly. Therefore, as a condition of our undertaking to represent any client on a particular matter as described in the engagement letter, we hereby ask you, as we do each of our clients, to waive objection to any conflict of interest that might be deemed to be created by our representation of other clients in legislative or administrative policy matters that are unrelated to the specific representation we have been asked to undertake on your behalf. Your waiver will permit us to represent another client in advocating a change in law or policy areas such as, but not limited to, environmental or business regulation, international trade, telecommunications or taxation, even if the policy we advocate would or might have a direct or indirect adverse impact upon your interests.

We recognize a mutual obligation to maintain the confidentiality of information and to comply with all applicable laws and regulations, including those pertaining to foreign agent registration, lobbying, and foreign corrupt practices.

This agreement shall be governed by and construed in accordance with the substantive laws of the District of Columbia. Furthermore, this agreement shall be understood as having been drafted by both parties and constitutes the final, complete, and exclusive statement of the terms of the agreement between the parties, superseding all prior and contemporaneous agreements, representations, and understandings of the parties. Finally this agreement may be executed in one or more counterpart copies. Each counterpart copy shall constitute an agreement and all of the counterpart copies shall constitute one fully executed agreement. This Agreement may be executed on electronic mail and facsimile counterparts. The signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

We are very pleased and privileged to work with you. Occasionally, we may provide lists of representative clients to various publications and may use your company name in marketing materials. Unless you instruct us to the contrary, you hereby consent that such use is acceptable.

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Please indicate your agreement to the terms of this letter by executing the enclosed copy and returning it to me. We appreciate the opportunity to represent you.

Very truly yours,

BROWNSTEIN HYATT FARBER SCHRECK, LLP

By _____
Marc Lampkin

EMBASSY OF THE REPUBLIC OF IRAQ

By: _____
H. E. Fareed Yasseen

ACCEPTED and AGREED TO this ____ day of _____, 2017

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