U.S. Department of Justice
Washington D.C. 20530

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

OMB No. 1105-0004

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, D.C. 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 Genreral 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 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, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

1. Name of Registrant	2. Registration No.
JEFFERSON WATERMAN INTERNATIONAL	4990

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

☐ To correct a deficiency in

☐ Initial Statement

☐ Supplemental Statement for _____

☐ To give a 10-day notice of a change in information as required by Section 2(b) of the Act.

☐ 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-

Executed agreement between Jefferson Waterman International and the Government of Romania

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 more space is needed, full size insert sheets may be used.

Exhibit B filed July 14, 1995 stated "written executed agreement enroute." Executed agreement attached.

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INTERNAL SECURITY
REGISTRATION UNIT

The undersigned swear(s) or affirm(s) that he has *(they have)* read the information set forth in this amendment and that he is *(they are)* familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his *(their)* knowledge and belief.

Carolyn M. Cuppernull, Chief Adm. Officer

The Jefferson Group, Inc.

(All copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent. If the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States if the registrant is an organization.)

THE JEFFERSON GROUP
1341 G. STREET, NW SUITE 1100
WASHINGTON, DC 20005

Carolyn M. Cuppernull

Subscribed and sworn to before me at _____

this 21ST day of September ,19 95

Linda Teresa Dawson
(Notary or other officer)

My commission expires My Commission Expires February 14, 1999

*U.S. GPO: 1991-300-811/49217

JEFFERSON WATERMAN INTERNATIONAL

RETAINER AGREEMENT BETWEEN REPUBLIC OF ROMANIA AND JEFFERSON WATERMAN INTERNATIONAL, L.L.C.

THIS AGREEMENT is made between the Government of Romania ("Romania") and the firm of Jefferson Waterman International, L.L.C. ("JWI"), Washington, D.C.

(1) Romania and JWI have agreed that JWI shall render government relations and public relations services to assist Romania in promoting and strengthening Romania's relations with the United States and, in general, providing such other appropriate advice and assistance as will serve to achieve these purposes.

(2) JWI will provide promptly a Work Plan to Romania in order that JWI's assistance may be supportive of the activities and interests of Romania.

(3) In carrying out the above operations, JWI will utilize its personnel in accordance with its decisions as to devoting its best resources to each of the tasks assigned to it, in a manner that will best assure the accomplishment of the above objectives consistent with the policies and operating procedures of Romania.

(4) The initial term of this Agreement is for a twelve-month period commencing from the date of the signing of this contract and will be extended for successive twelve-month periods unless the parties agree to terminate the agreement in writing ninety days before the expiration date of any contract period.

(5) Romania will pay JWI, in installments every six months, a fee of Three Hundred Fifty Thousand Dollars ($350,000) for the period of twelve months with the first payment of $175,000 due upon the signing of this contract. In addition, the Government will pay for incidental expenses associated with fulfillment of this contract, to include travel to Romania, not to exceed fifteen percent (15%) of the fee ($52,500). All expenses will be well-documented and a full accounting of these expenses will be submitted with JWI's requests for payment every six months. Payments will be made by Romania via wire transfer in U.S. dollars to the following account:

Bank Name:	Franklin National Bank
Bank Address:	1722 Eye Street, N.W. Washington, D.C. 20006
Account Name:	Jefferson Waterman International
Account No.:	10130044
ABA/Routing No.:	054001547
TIN No.:	52-1909753

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(6) In connection with its representation, it is understood that JWI, in certain circumstances, may be required under applicable United States Law to register its representation of Romania with the United States Government and that

1341 G Street, N.W., Suite 1100, Washington, DC 20005
Tel (202) 638-1011 Fax (202) 626-8578

JWI will comply with all requirements of the United States Law in this connection.

IN WITNESS WHEREOF, the parties have caused this agreement to be executed by their duly authorized representatives on the dates written below.

THE GOVERNMENT OF ROMANIA

By: Teodor Melescanu

Minister for Foreign Affairs,

Date: July 6, 1995

JEFFERSON WATERMAN INTERNATIONAL, L.L.C.

By: Walter E. Waterman

Chief Executive Officer

Date: June 21, 1995