

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 Hogan & Hartson	2. Registration No. 2244
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3. Name of foreign principal Aermacchi, S.p.A.	4. Principal address of foreign principal Via Sanvito 80 21100 Varese, Italy
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5. Indicate whether your foreign principal is one of the following type:

- Foreign government
- Foreign political party
- Foreign or domestic organization: If either, check one of the following:

- Partnership
- Corporation
- Association
- Committee
- Voluntary group
- Other (specify) _____

Individual—State his nationality _____

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6. If the foreign principal is a foreign government, state:

- a) Branch or agency represented by the registrant.
- b) Name and title of official with whom registrant deals.

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

- a) Principal address
- b) Name and title of official with whom the registrant deals.
- c) Principal aim

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

Aircraft manufacturer.

b) Is this foreign principal

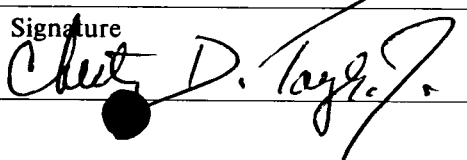
- Owned by a foreign government, foreign political party, or other foreign principal Yes No
- Directed by a foreign government, foreign political party, or other foreign principal..... Yes No
- Controlled by a foreign government, foreign political party, or other foreign principal Yes No
- Financed by a foreign government, foreign political party, or other foreign principal Yes No
- Subsidized in whole 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 may be used.)

No direct "subsidy" is provided. AerMacchi from time-to-time receives monetary grants from the government of Italy for specific research projects in the area of aeronautics.

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.

AerMacchi, S.p.A. is a private corporation controlled by members of the Paolo Forezio family which owns the controlling interest.

Date of Exhibit A August 10, 1987	Name and Title Chester D. Taylor, Jr. Partner	Signature 
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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
Hogan & Hartson

Name of Foreign Principal
Aermacchi, S.p.A.

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.

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

Business counseling and representation.
Legal services.

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

Business counseling and representation.
Legal services.

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

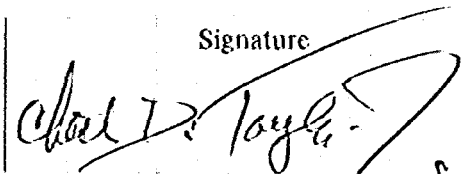
If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Contacts with Department of Defense officials, members of Congress, and Congressional staff on Department of Defense plans to extend the structural life of the existing primary trainer aircraft and on an acquisition method for a new primary trainer involving leasing the aircraft.

Date of Exhibit B
August 10, 1987

Name and Title
Chester D. Taylor, Jr.
Partner

Signature



¹Political 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.

HOGAN & HARTSON

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

FRANK J. HOGAN (1877-1944)
NELSON T. HARTSON (1887-1976)

EDWARD A. NEDERNOTT
PAUL G. ROGERS
EGGAR W. HOLTS
JOHN P. ARNESS
E. BARRETT PRETTYMAN, JR.
ARWOLD C. JOHNSON
JOHN J. ROSS
HOWARD F. ROYCRONTS
ROBERT H. KAPP
SHERWIN J. BARRMAN
ROBERT J. ELLIOTT
JAY E. RICKS
ROBERT M. JEFFERS
DENNIS J. LEHR
ARTHUR J. ROTHROFF
THOMAS B. LEARY
JEROME N. BONOSKY
JAMES A. HOURMAN
GERALD E. GILBERT
CHARLES E. ALLEN
AUSTIN S. MITTLER
VINCENT H. CORNEIL
GEORGE U. CARNEAL
FRANK J. FAHRENROFF, JR.
CHESTER D. TAYLOR, JR.
BOB GLEN DALE
RICHARD S. BODIN
RICHARD J. N. POULSON

PETER W. TREDICK
ANTHONY S. HARRINGTON
ALFRED JOHN DOUGHERTY
PETER F. ROUSSELOT
JAMES J. ROSENHAUER
SARA-ANN DETERMAN
JOSEPH N. MASSETT
DAVID J. HENSLEY
ERIC A. VON SALLER
DAVID S. YATEL
GEORGE W. MILLER
JOHN C. JOYCE
ALPHONSO A. CHRISTIAN, II
BL LANGHORNE KEITH
MARVIN J. DIAMOND
DAVID B. LITTLE
WILLIAM S. REYNER, JR.
JOSEPH C. BELL
RAYMOND E. VICKERY, JR.
WILLIAM A. BRADFORD, JR.
PHILIP C. LARSON
ALLEN R. SNYDER
N. TODD MILLER
ROBERT J. WALDMAN
SAMUEL R. BERGER
PATRICK M. BAHER
DAVID J. SAYLOR
JEAN S. MOORE

ROBERT J. KENNEY, JR.
GEORGE W. MAYO, JR.
GARDNER F. GILLESPIE
WALTER A. SMITH, JR.
JONATHAN S. KAHAN
RONALD E. STAUFFER
PETER J. ROMEO
CARL W. COLLIER, JR.
RAYMOND J. BATLA, JR.
WILLIAM J. CASSIDY, JR.
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BENTON R. HAMMOND
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MARY ANNE GULLMAN
JOHN C. KEENEY, JR.
PRENTISS E. FEAGLES
CRAIG H. ULMAN
MARRY T. JONES, JR.
ROBERT B. CAVE
PATRICIA R. ARBROSE
DAVID J. HAYES
STEVEN E. BALLEW
J. WARREN GORRELL, JR.
MARK S. FISCHER
ELLIOT N. WINCBERG

J. WILLIAM FULBRIGHT
LEE LOEYNGER
SEYMOUR S. HINTZ
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OF COUNSEL

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DDD LINE: 202/296-6241
TELEX: 248370 (RCA), 64842 (WUI),
692757 (WU)
TELECOPIERS: 202/331-2637, 331-5752,
331-4769, 331-4770

WRITER'S DIRECT DIAL NUMBER

331-4687

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September 18, 1986

AERMACCHI, S.p.A.
Via S. Vito Silvestro, 80
21100 Varese, Italy

Gentlemen:

My partners enjoyed meeting with you in Washington and discussing the representation of Aermacchi by Hogan & Hartson. I regret that I was out of town but look forward to meeting you in the near future. It is our understanding, consistent with my letter of July 22, 1986, that Aermacchi wishes to retain Hogan & Hartson to represent Aermacchi in business matters of a varied nature in the United States.

Aermacchi agrees to pay a retainer of U.S.\$50,000.00 per year, in two separate, equal installments, to cover payment for the professional services of Hogan & Hartson. The first \$25,000.00 will be paid upon the execution of this agreement, and the second installment will be paid six months thereafter. Charges will be made against the retainer, at our regular hourly rates (which range from \$90 to \$250 depending on the attorney who performs the work for Aermacchi). Major out-of-pocket expenses (to be mutually agreed upon) such as, authorized travel, long-distance telephone and telegraph, and photocopying, etc., will be billed separately on a monthly basis. We will also be using the services of a special consultant, Enzo de Chiara, which will be billed against the \$50,000.00 fee.

If this overall understanding is satisfactory to you, please so indicate by signing and returning the enclosed copy of this

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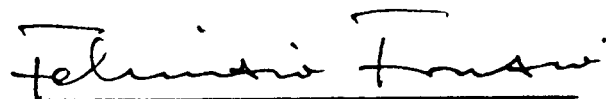
AERMACCHI, S.p.A.
September 18, 1986
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letter. Hogan & Hartson is delighted to represent Aermacchi and we are prepared to begin at your request.

Sincerely,


Gerald E. Gilbert

AGREED:


Dr. Fabrizio Foresio, President
AERMACCHI, S.p.A.

Varese, October 8th, 1986

OCT 15 1986

Mr. Gerald E. Gilbert
HOGAN & HARTSON
815 Connecticut Avenue
WASHINGTON, D.C. 20006 - 4072

Dear Mr. Gilbert,

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This is with reference to the Agreement dated 18th September, 1986 which was confirmed by the President of our Company, Dr. Fabrizio Foresio.

We wish, in particular, to refer to the last paragraph of the Agreement and to list hereinafter for your consideration and guidance the aims, which we would like to pursue in the U.S.A., counting of course on your assistance and co-operation.

- 1) Evaluation of our aircraft by U.S.A.F., in expectation of its possible utilization in the first stage of the Under Graduate Pilot Training.
The aircraft evaluation may be effected either in Italy or in the United States.
In the latter case of course we shall have to bear all the charges connected with transportation of the aircraft.
This operation could possibly be effected at the same time as flight demonstration in the Central and South-America.
- 2) At the same time, search for and identification of an american industrial partner who, in case of development of the programme, mentioned under above item 1), would be interested not only in the aspect of production of the aircraft, but could guide its "americanization", if so required by the end user.

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For your information, we are awaiting a reply from Northrop subsequent to our meetings held in Washington. Other american companies with which we could get in touch are for example, but not limited to: GRUMMAN, GENERAL DYNAMICS, LOOCKHEED or any other company which you may suggest to us.

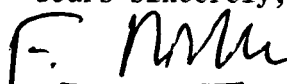
Of course, any suggestion from you on the subject is welcome.

- 3) Search for american industrial partners interested in their own activity in Europe and in establishing a form of co-operation with AerMacchi in the sector of advanced technologies, entrusting AerMacchi with relevant studies which would be of mutual advantage.
This may be undertaken in civilian and/or military sectors.

- 4) Search for american industries interested in subcontracting manufacturing of machined, sheet metal and composite parts and possibly realization of structural sub-assemblies.
From our first investigation we do not think we are competitive in bids for manufacturing spare parts.

We admit, that some aspects of this letter may be considered somewhat general, however, we believe that these first indications may serve as a good guide in the framework of the assistance and co-operation, which Hogan and Hartson wishes to give us.

We look forward to hearing from you, and please accept our best regards.

Yours sincerely,

Francesco Borghese