

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 555 13th Street, N.W. Washington, D.C. 20004-1109	2. Registration No.  2244
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3. Name of foreign principal Government of Ontario Ministry of Industry, Trade & Technology	4. Principal address of foreign principal Hearst Block, Queen's Park Toronto, Ontario M7A 2#1
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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
  - Committee
  - Corporation
  - Voluntary group
  - Association
  - Other (specify) \_\_\_\_\_
- Individual—State his nationality \_\_\_\_\_

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

- a) Branch or agency represented by the registrant. Ministry of Industry, Trade and Technology,  
Industry and Trade Policy Branch
- b) Name and title of official with whom registrant deals.  
Director of Industry and Trade Policy Branch  
Senior Manager of Trade Policy, Industry & Trade Policy Branch

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

- a) Principal address
- b) Name and title of official with whom the 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 N/A

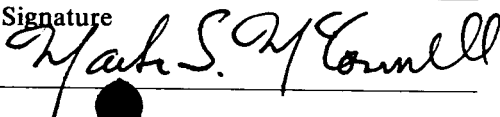
- Owned by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Directed by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Controlled by a foreign government, foreign political party, or other foreign principal ..... Yes  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.)

N/A

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 March 25, 1988	Name and Title Mark S. McConnell 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

Name of Foreign Principal

Hogan & Hartson

Government of Ontario

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.

See Attachment

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

See Attachment

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SECTION  
REGISTRATION UNIT

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

See Attachment

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1</sup>  
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.

See Attachment

Date of Exhibit B

March 24, 1988

Name and Title

Mark S. McConnell  
Partner

Signature

Mark S. McConnell

<sup>1</sup>Political 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.

## Attachment to Exhibit B for Government of Ontario

### Response to Questions 2 and 3

Attached are two copies of (1) letter dated March 25, 1987 from Patrick J. Lavelle, the Deputy Minister of Ontario Ministry of Industry, Trade and Technology, to Mark S. McConnell; and (2) a letter dated April 9, 1987 from Mark S. McConnell to Deputy Minister Lavelle. This exchange of letters establishes Hogan & Hartson's representation of the Ministry. In addition, a letter dated February 5, 1987 from Mr. McConnell to Deputy Minister Lavelle contained the initial proposal of the parameters of the registrant law firm's representation of the Ministry. Because the letter contains privileged and confidential information, a summary of the initial proposal is set forth in Item 4 below. The terms of Hogan & Hartson's representation were revised orally, (the terms of this revision are reflected in the response to Questions 4 and 5 below) and then extended by an additional exchange of correspondence composed of (1) a December 21, 1987 letter from Deputy Minister Lavelle to Mark McConnell, and (2) a January 4, 1988 letter from Mark McConnell to Deputy Minister Lavelle. Copies of this additional correspondence are attached.

### Response to Questions 4 and 5

The registrant has rendered or will render advice and representation to the foreign principal on U.S. laws, regulations and policies that may affect or relate to the activities and interests of the foreign principal, including the monitoring of legislative, administrative, and judicial developments in U.S. trade policy and of the progress in international and bilateral trade negotiations, and the representation of the foreign principal's views on trade-related issues to U.S. government officials and others. For such services, the foreign principal will pay the registrant a fee to be determined periodically, based on standard hourly rates and other criteria for legal fees, plus out-of-pocket expenses. The duration of the agreement is until September 1988, unless extended beyond that time.

### Response to Question 6

The registrant's activities on behalf of the foreign principal occasionally may include communications with Executive Branch officials, with officials of U.S. government agencies, and with members of the U.S. Senate and House of Representatives and their staff relating to legislation and actions of the Executive Branch and of U.S. government agencies that may affect or relate to the foreign principal, including issues regarding U.S.-Canada trade.



Office of the  
Deputy Minister

Ministry of  
Industry, Trade  
and Technology

Hearst Block  
Queen's Park  
Toronto, Ontario  
M7A 2E1  
416/965-7807

March 25, 1987

Mr. Mark S. McConnell  
Hogan and Hartson  
815 Connecticut Avenue  
Washington D.C.  
20006-4072

Dear Mr. McConnell:

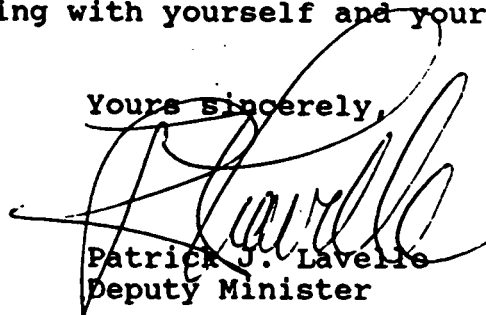
This letter will confirm arrangements for Hogan and Hartson of Washington D.C. to provide legal advice and counsel on issues relating to Canada-United States trade to the Ontario Ministry of Industry, Trade and Technology. The Ministry is seeking advice on current Canada U.S. trade irritants, such as steel, uranium and colour picture tubes as well as analysis and advice on the bilateral free trade negotiations.

A regular reporting relationship is to be established between Hogan and Hartson and Mr. David Barrows and Mr. John Brady of the Ministry's Industry and Trade Policy Branch. As well, it will be necessary for staff from my office to maintain regular liaison with Hogan and Hartson.

As agreed, on March 23, 1987, the Ontario Ministry of Industry, Trade and Technology would engage the services of Hogan and Hartson for an initial period of six months. At that time the agreement will be reviewed. Hogan and Hartson's monthly fee for this service will be \$5,500 (U.S.).

I look forward to working with yourself and your colleagues.

Yours sincerely,



Patrick J. Lavelle  
Deputy Minister

cc David Redgrave

LAW OFFICES OF  
**HOGAN & HARTSON**  
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS  
815 CONNECTICUT AVENUE  
WASHINGTON, D. C. 20006-4072

TELEPHONE (202) 331-4500  
CABLE ADDRESS "HOGANDER WASHINGTON"  
DDD LINE: (202) 296-6241  
TELEX: 248370 (RCA), 64842 (WUI)  
882757(WU)  
TELECOPIERS: (202) 331-2637, 331-5752,  
331-4788, 331-4770

WRITER'S DIRECT DIAL NUMBER  
(202) 331-5796

April 9, 1987

Mr. Patrick J. Lavelle  
Deputy Minister  
Ministry of Industry, Trade  
& Technology  
900 Bay Street, 8th Floor  
Hearst Block  
Toronto Ontario M7A2E1

Dear Mr. Lavelle:

Thank you for your letter of March 25, 1987. I am pleased to confirm the arrangement described in your letter. I would only note that the \$5,500 per month fee is for legal services, and that disbursements made in performing those services will be billed in addition to the flat fee.

I greatly look forward to our continued relationship.

Kindest regards.

Sincerely,



Mark S. McCormell

kh



CC: J. Belger

Office of the  
Deputy Minister

Ministry of  
Industry, Trade  
and Technology

Hearst Block  
Queen's Park  
Toronto, Ontario  
M7A 2E1  
416/965-7807

December 21, 1987

Mr. Mark S. McConnell  
Hogan & Hartson  
815 Connecticut Avenue  
Washington, D.C. 20006  
U.S.A.

Dear Mr. McConnell:

I am pleased to enclose a cheque for the most recent invoices for legal and analytical services provided to the Ministry in the matter of the Canada/United States Free Trade Agreement.

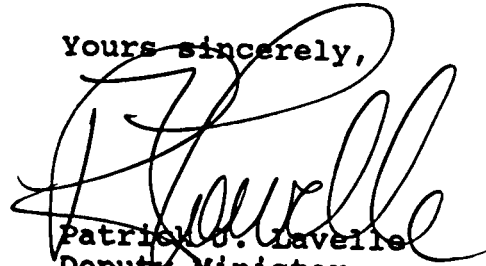
You will recall that in my letter to you of March 25th I outlined the agreed services that you would provide to the Ministry. The letter also indicated that there would be a review after a period of six months. The Ministry as part of the preparations for the receipt and analysis of the Free Trade legal text agreed with the Attorney General's Department and Cabinet Office to a joint approach which will require the continuation of the services of Hogan Hartson for the next few months in order to track and analyse the passage of the Canada/United States Free Trade Agreement through Congress, and to track and assess the implications of the Omnibus Trade Bill. In particular the Government has substantial concerns about the implications of the Omnibus Trade Bill for the effectiveness and real scope of the Free Trade Agreement.

I would therefore be glad if you would agree to continue to provide advice to the Ministry on both the legal and political aspects of the two measures as they move forward through the U.S. Congress. I would propose that because of the anticipated length of that



process that the Ministry review the agreement again at the end of a nine-month period beginning with the date of the signing of the Canada/United States Agreement in January 1988.

Yours sincerely,



Patrick G. Davelle  
Deputy Minister

Encl.

cc: R. Chaloner  
B. Cass

Out  
Comp

# HOGAN & HARTSON

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

COLUMBIA SQUARE  
555 THIRTEENTH STREET NW  
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8300 GREENSBORO DRIVE  
MCLEAN, VIRGINIA 22102  
703/848-2800

8701 ROCKLEDGE DRIVE  
BETHESDA, MARYLAND 20817  
301/483-0030

January 4, 1988

Mr. Patrick J. Lavelle  
Deputy Minister  
Ministry of Industry, Trade & Technology  
900 Bay Street  
8th Floor, Hearst Block  
Toronto, Ontario M7A2E1  
Canada

Re: Continuation of Hogan & Hartson Legal Services

Dear Deputy Minister:

I have received your letter of December 21, 1987. Hogan & Hartson is pleased to agree to continue to provide advice to the Ministry of Industry, Trade and Technology by continuing our existing arrangement. We find your recommendation of a further Ministry review, at the end of the nine-month period beginning with the date of the signing of the Canada-United States Free Trade Agreement, to be fully acceptable.

We look forward to continuing our relationship.

Kindest regards.

Sincerely,



Mark S. McConnell

lmh

bcc: Samuel R. Berger