

EXHIBIT A

TO REGISTRATION STATEMENT

Under the Foreign Agents Registration Act of 1938, as amended

*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 Chapman, Duff and Paul, 1730 Pennsylvania Avenue, N.W., Suite 1200, Washington, D.C. 20006	2. Registration No. 2275
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3. Name of foreign principal Industrias Penoles, S.A. de C.V.	4. Principal address of foreign principal Paseo de la Reforma Mexico 5, D.F.
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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.
- 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

The foreign principal is a Mexican producer of fluorspar.

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.)

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.

The foreign principal is a private corporation. To the best of our knowledge, it is owned and controlled by Mexican citizens.

Date of Exhibit A March 22, 1979	Name and Title Albert D. Sturtevant Partner	Signature <i>Albert D. Sturtevant</i>
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UNITED STATES DEPARTMENT OF JUSTICE
Washington, D.C. 20530

EXHIBIT B

TO REGISTRATION STATEMENT
Under 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. 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
Chapman, Duff and Paul	Industrias Penoles, S.A. de C.V.

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.

Hourly billings plus expenses.

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

The nature of the representation is the furnishing of legal services. The method will include obtaining information regarding actions taken by federal agencies and the U.S. Congress which affect the Company and advising them as to the implications of such actions and assisting in making its point of view known to appropriate officials of the U.S. Government and preparation of written materials in connection with the foregoing.

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

See method of performance in Item 4 above.

Representation of the foreign principal will include contacts with officials of the Department of the Treasury, the Department of Defense, General Services Administration and the U.S. Congress.

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.

Political activities will not include the dissemination of political propaganda. They will include, as indicated above, assistance in making the Company's point of view known to appropriate government officials regarding matters which affect its interests.

Date of Exhibit B	Name and Title	Signature
March 22, 1979	Albert D. Sturtevant Partner Chapman, Duff and Paul	<i>Adm. & D. Sturtevant</i>

^{1/} 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.