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DEPARTMENT OF JUSTICE
FEB 19 4 44 PM '76
REGISTRATION UNIT
CRIMINAL DIVISION

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 Arent, Fox, Kintner, Plotkin & Kahn 1815 H St., N.W., Washington, D.C. 20006		2. Registration No. 2661
3. Name of foreign principal Potash Corporation of Saskatchewan	4. Principal address of foreign principal c/o Dr. John Beke 300 Bank of Canada Bldg. 2220-12th Avenue Regina, Saskatchewan, Canada	
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. N/A
 - b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state:
- a) Principal address N/A
 - 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 Potash Corporation is a provincially-owned company empowered by the Potash Development Act of 1975 of the Legislative Assembly of Saskatchewan Canada to acquire and operate mining properties associated with potash mineral resources located in Province.

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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.)

The Potash Corporation of Saskatchewan is owned, directed, controlled and financed or subsidized (as the occasion may require) by the government of the Province of Saskatchewan.

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 February 4, 1976	Name and Title Robert H. Neuman, Partner	Signature <i>Robert H. Neuman</i>
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CRIMINAL DIVISION

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
Arent, Fox, Kintner, Plotkin & Kahn	Potash Corporation of Saskatchewan

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.

Legal services and representation as outlined in the correspondence attached hereto.

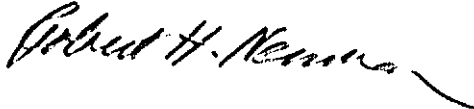
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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Activities to be engaged in on behalf of foreign principal were described in a letter dated January 16, 1976, from Samuel Efron to the Department of Justice, a copy of which is attached hereto.

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.

Date of Exhibit B	Name and Title	Signature
February 4, 1976	Robert H. Neuman, Partner	

^{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.

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January 16, 1976
SE 76/0037

Registration Unit
Criminal Division
Department of Justice
Washington, D. C. 20530

Attention: Messrs. Justin O'Shea
Joel L. Lisker

Gentlemen:

This letter is written upon your suggestion in furtherance of a conversation held on January 15, 1976 between Messrs. Robert Neuman and Jerome Akman of this law firm and yourselves. The nature of that conversation was a discussion of activities which this firm has been requested to undertake by the Potash Corporation of Saskatchewan ("PCS"), a wholly-owned corporation of the government of the Province of Saskatchewan, Canada. We are seeking your guidance as to whether or not this firm and members of this firm are required to register as agents of a foreign principal within the terms and meaning of the Foreign Agents Registration Act of 1938, as amended (22 U.S.C. 611-621). The facts are as follows:

We have been requested by representatives of PCS to render legal services to PCS in connection with the acquisition by PCS of potash mining companies located within Saskatchewan under the terms of a Bill presently pending in the provincial legislature of Saskatchewan. The Bill empowers the Province of Saskatchewan to acquire, by negotiation or expropriation, any or all of the potash mining companies presently operating within Saskatchewan, upon the payment of fair compensation. The Act thus empowering the Province to acquire such assets and to vest title to the assets in PCS is expected to become law in Saskatchewan very shortly.

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PCS has requested our firm to render legal advice in the following general areas:

1. International law and U.S. standards of "prompt, adequate and effective" compensation for expropriated assets;
2. Advice concerning prospective borrowings by PCS in the U.S. financial market for the purpose of providing PCS and/or the Province with funds to compensate expropriated owners;
3. Advice concerning the marketing and distribution of PCS potash in the United States.

In addition to the foregoing, PCS has requested us to seek to determine, on a continuing basis, the U.S. Government's position and views with regard to the purchase and/or expropriation of U.S. potash mining companies in Saskatchewan. For this purpose, we intend to have discussions with the Department of State and possibly other agencies of the U.S. Government in an information-gathering capacity. It is also possible that, in the course of this activity, we may, to some extent, act as a conduit or channel of communication or expression of views between the U.S. State Department and either the Province of Saskatchewan or PCS.

We do not at this time anticipate holding discussions or communicating in any other way with members of the U.S. Congress, or attempting to influence the domestic or foreign policies or actions of the U.S. Government. However, it is possible that, at some future time, we may be requested to undertake such activities; and, at that time, we would intend to file a registration statement pursuant to the Foreign Agents Registration Act, assuming no prior statement has been filed by us.

In the above circumstances, we request your views as to whether or not at the present time this law firm and any partners or associates thereof are required to register under the terms of the Foreign Agents Registration Act. For your information, we are today informing the Department of State under 18 U.S.C. 951 of our general representation of PCS (a copy of our letter to the Department of State is enclosed).

Sincerely yours,

Samuel Efron