

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.

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DEPARTMENT OF JUSTICE  
MAR 27 2 51 PM '77  
REGISTRATION UNIT  
CRIMINAL DIVISION

1. Name and address of registrant Dechert Price & Rhoads 888 17th Street, N.W., Washington, D.C. 20006	2. Registration No. 0777
3. Name of foreign principal Embassy of Japan	4. Principal address of foreign principal 2520 Massachusetts Ave., N.W. Washington, D.C. 20008

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 \_\_\_\_\_

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

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

Mamoru Ozaki	Toshiro Muto	Fujio Matsumuro
Financial Counselor	Financial Attache	Finance Minister

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

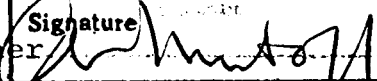
b) Is this foreign principal

- 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 Embassy of Japan functions as the Government of Japan's official diplomatic representative and emissary in the United States.

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.

Date of Exhibit A April 27, 1977	Name and Title Allan S. Mostoff, Partner	Signature 
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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

RECEIVED  
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REGISTRATION UNIT  
CRIMINAL DIVISION

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
Dechert Price & Rhoads	Embassy of Japan

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.


Dechert Price & Rhoads has agreed with the Embassy of Japan to provide research and consultation relating to legal regulation of securities, and developments in the securities industry generally. The registrant will meet its obligations under this agreement by making current and periodic written and oral reports to the Embassy on such matters.

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

The registrant will seek current information on the matters described in Item 4 by careful attention to legal and regulatory developments in the securities area, by reading trade publications and specialized journals, and by maintaining contact with other professionals concerned with these matters.

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.

Date of Exhibit B	Name and Title	Signature
April 27, 1977	Allan S. Mostoff, Partner	

<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.

April 18, 1977

Mr. Allan S. Mostoff  
Dechert, Price & Rhoads  
888 17th Street, N.W.  
Washington, D.C. 20006

Dear Mr. Mostoff:

This letter is in regard to your contract with the Representative Office in Washington, The Export-Import Bank of Japan, made on April 18, 1977.

We request that you send information to us on the items listed below.

- (1) Important amendments of laws relating to the disclosure system. Also, any other relevant information such as the announcement of exposure drafts.
- (2) Decisions issued by the SEC concerning disclosures.
- (3) Any new material published concerning the disclosure system.
- (4) New proposals or amendments of accounting standards.

We would like to receive this information on a current basis as becomes available to the public and, if it is convenient, quarterly summary would also be helpful.

Aside from the above information we may occasionally ask you to answer specific questions and to research in regard to the SEC and/or securities laws.

This letter will be considered part of the Contract between you and the Representative Office in Washington, The Export-Import Bank of Japan.

Thank you very much. Your cooperation on these matters is greatly appreciated.

Sincerely yours,



Mamoru Ozaki  
Financial Counselor  
The Embassy of Japan

Attested by



Kiyoshi Uemura  
Chief Representative  
The Representative Office in Washington  
The Export-Import Bank of Japan