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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

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 Holland & Knight 888 17th Street, N.W. Washington, D.C. 20006	2. Registration No. 3718
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3. Name of foreign principal Sociedad Aeronautica de Medellin	4. Principal address of foreign principal Calle 53, No. 45-112 Edificio Centro Colseguros PISO 24, Medellin Colombia
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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.

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

- a) Principal address
- b) Name and title of official with whom 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 **Airline**

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.)

SAM Airlines is a private airline wholly owned, directed and controlled by private parties of Colombian nationality.

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.

SAM is owned by its shareholders. Its total outstanding shares are 104,989. AVIANCA owns 98,700 shares. Helicopteros Nacionales de Colombia, S.A. owns 6,282 shares. The remaining shares are held by 7 unrelated individuals.

Date of Exhibit A

March 7, 1997

Name and Title

David H. Baker, Partner

Signature



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
Holland & Knight	Sociedad Aeronautica de Medellin

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.
Holland & Knight is to act as legal counsel for Sociedad Aeronautica de Medellin (SAM) on a variety of matters as requested by SAM. It is anticipated that such matters would include representation in court and proceedings before regulatory agencies and legislative bodies, as well as consulting with state and federal government officials where appropriate.

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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.

Legal representation such as is performed by corporate general counsel for U.S. corporations on projects selected and assigned by SAM. See also responses to questions 1 and 4 above.

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.

Holland & Knight will represent SAM before state and federal regulatory agencies and legislative bodies. The work may constitute political activities under the definition in section 1(o) of the Act. To date, however, no such political activities have been undertaken, nor are there any immediate plans to engage in such activities. If such activities occur, registrant will file an amendment to this exhibit describing the policies to be influenced together with the means employed to achieve such purposes.

Date of Exhibit B	Name and Title	Signature
March 7, 1991	David H. Baker, Partner	

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.

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Miami

August 23, 1990

VIA TELEFAX - 011-574-251-0562

Sociedad Aeronautica de Medellin, S.A.
Carrera 7, No. 27-52
Oficina 203
Bogota
Colombia

Attention: Dr. Alfonso Avila, President

RE: Advice in connection with Customs Matters
Our File: New Matter

Dear Sirs:

As suggested by our firm managers, we hereby confirm that Holland & Knight has been engaged as your legal counsel in connection with the referenced matter. Although we do not wish to be overly formal in our relationship with you, we have found it helpful to confirm with clients the nature and terms of our representation. Our representation has begun and, of course, is terminable at will by either you or us, subject to your payment of all fees for services performed and costs advanced through the date of termination.

We will endeavor to send a statement of account to you monthly for legal services rendered and out-of-pocket costs incurred on your behalf during the immediately preceding month. Our monthly statements to you will summarize each matter for which legal services were rendered and the fee charged for the matter. Also, the statement will include an itemized description of any out-of-pocket costs advanced by us on your behalf. These advanced costs generally may include, without limitation, the following: travel expenses, long distance telephone tolls, courier charges, postage, the costs of terminal time for computer research; computer document preparation; filing, recording, certification, and registration fees charged by governmental bodies; secretarial overtime, and the cost of photocopying. In circumstances in which substantial costs can be predicted, we might require an advance cost deposit.

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Our monthly bills will be based primarily on the hourly rate fixed for each attorney who performs work on this matter. These rates are assigned internally to each lawyer in our firm based on the lawyer's ability, experience and reputation and hourly fees for this matter may range from \$125.00 to \$210.00. When selecting lawyers to perform services for you, we generally will seek to assign lawyers having the lowest hourly rates consistent with the skills, time demands, and other factors influencing the professional responsibility required for each matter. Also we will bill you for work performed under the supervision of a firm lawyer by legal assistants and law clerks (including recent law school graduates who are not yet admitted to practice). We seek to use law clerks and legal assistants whenever appropriate because it enables us to deliver legal services more economically. Of course, our internal allocation of values for lawyer time changes periodically to account for increases in our cost of delivering legal services, other economic factors, and the augmentation of a particular lawyer's ability, experience and reputation.

Payment is due in full when you receive the statement. If you have not remitted payment to us within forty-five days from the date of the invoice, however, the firm will bill you for interest at the rate of one per cent (1%) per month from the forty-fifth (45th) day after the date of the invoice until paid. Additionally, you will be obligated to pay all attorneys' fees and costs if collection activities are necessary. Any payments made on past due statements will be applied first to the oldest outstanding statements.

We invite you to discuss freely with us any questions you may have concerning our understanding relative to fees generally or to particular fees charged for any matters. We want our clients to be satisfied with both the quality of our legal work and the reasonableness of the fees we charge for those services. We have found that an engagement letter that confirms the general scope of the representation and outlines the fee and cost arrangements assists both the lawyer and the client in dealing with the business side of their relationship while preserving a good working relationship with respect to the representation of the client.

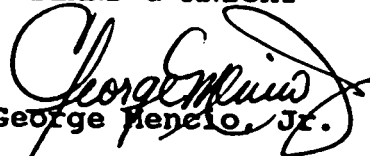
Finally, a few words about the professional ethics that will govern our representation. As a matter of professional responsibility, we are required to preserve the confidences and secrets of our clients. This professional obligation and the legal privilege for attorney-client communications exist to encourage candid and complete communication between a client and his lawyer. We can perform truly beneficial services for you

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only if we are aware of all information that might be relevant to our representation. Consequently, we trust that our attorney-client relationship with you will be based on mutual confidence and unrestricted communication that will facilitate our proper representation.

Very truly yours,

HOLLAND & KNIGHT


George Menelo, Jr.

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