

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

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, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 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 LLP 2100 Pennsylvania Avenue, NW, Washington, D.C. 20037		2. Registration No. 3718
3. Name of foreign principal Central American Bank for Economic Integration	4. Principal address of foreign principal Tegucigalpa, Honduras	

5. Indicate whether your foreign principal is one of the following:

- Foreign government
- Foreign political party
- Foreign or domestic organization: If either, check one of the following:
 - Partnership
 - Corporation
 - Association
 - Individual-State nationality _____
 - Committee
 - Voluntary group
 - Other (specify) _____

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 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 Central American Bank of Economic Integration is a multilateral development bank.

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal Yes No

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 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 must be used.)*

The Bank is controlled by the Central American member states, each of whose government is represented on the Board of Directors of the institution.

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.

It is a multilateral financial institution owned and operated by the governments of its member states, the nations of Central America.

Date of Exhibit A	Name and Title	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. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 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, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant Holland & Knight LLP	2. Registration No. 3718
3. Name of Foreign Principal Central American Bank for Economic Integration	

Check Appropriate Boxes:

- 4. The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
- 5. There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- 6. The agreement or understanding between the registrant and the 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 expenses, if any, to be received.
- 7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Please see Question 4.

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

The registrant will provide strategic advice and counsel concerning and advocating for the introduction and passage of legislation to enhance access to the U.S. market for the exports of the nations of the Caribbean Basin. We will seek to persuade the Clinton Administration and the congressional leadership to make Caribbean Basin enhancement legislation a priority in the early days of the 106th Congress. Upon introduction of appropriate legislation, we will educate and persuade members to win their support for enactment of the legislation.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? 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.

Please see Question 4.

Date of Exhibit B	Name and Title	Signature
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Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any 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 interests, policies, or relations of a government of a foreign country or a foreign political party.

ATTORNEY-CLIENT COMMUNICATION

The President,
Central American Bank of
Economic Integration
Tegucigalpa, Honduras

Re: Engagement of Counsel

Dear Mr. President:

Thank you for retaining Holland & Knight LLP to represent the Central American Bank of Economic Integration in furthering the interests of the nations of Central America (the "Beneficiary Countries") in persuading the United States Congress to enact legislation placing the Beneficiary Countries on a parity with the nations favored by NAFTA with regard to the US market for their exports ("Parity Legislation"). We look forward to serving the needs of the Beneficiary Countries in this matter.

The purpose of this letter is to confirm our engagement as counsel and the scope and terms of our representation. We will undertake the following tasks in our efforts to secure Parity Legislation and the effective implementation of that legislation by the relevant regulatory agencies:

1. Diagnostic

- Prepare a comprehensive analysis of the position of the CBI in relation to NAFTA and the benefits gained by the U.S. from its trade with the Beneficiary Countries and the other CBI beneficiaries.
- Identify and analyze the reasons for failure of HR 2644
- Identify the principal congressional and non-congressional proponents and opponents of Parity Legislation
- Identify all members of congress on each side of the issue not running for re-election
- Identify all U.S. Corporations with business interest in the CBI region as well as other supportive groups and develop a coalition Assess the present posture of the White House/United States Trade Representative ("USTR") on Parity Legislation
- Collect economic, social, geopolitical, environmental and other relevant information and statistics which bear on Parity Legislation
- Prepare a detailed action plan tied to a Critical Path Timetable

COPY



2. Direct Congressional Lobbying

- Assemble the team responsible for lobbying
- Assign responsibilities for direct lobbying activity in both political parties
- Establish legislative monitoring system
- Create a coalition of support for Caribbean parity with other supporters of parity representing the interests of other Caribbean Basin beneficiary nations and U.S. business interest invested and doing business in the Caribbean Basin.

3. Lobbying the Administration

- Continue to press the Administration to make the attainment of Caribbean parity one of its primary legislation objectives.

4. Identify U.S. business interests both pro and con, and devise strategy to enlist and enhance supporters and neutralize/convert opposition

- Approach the business coalition which supported fast track to energize around the Africa and Caribbean trade bills.

5. Identify U.S. constituent groups, including Black and Hispanic caucuses

- Establish program of outreach to supportive constituencies and convince supporters of the Africa trade bill to support the Africa and Caribbean trade bills.
- Mobilize additional constituencies as required

6. Post Enactment

- Concentrate efforts on the regulations and other administrative matters following enactment for the effective implementation of Parity Legislation by all relevant regulatory agencies.

7. Counselor's Schedule

- Holland & Knight LLP will name one representative, who will act as a link between Holland & Knight LLP and CABEI.
- Holland & Knight LLP shall issue a schedule of all the activities described in the document "Terms of Reference" which has been sent by CABEI to Holland & Knight LLP, as well as the budget for each activity.



- Holland & Knight LLP shall report monthly to CABEL, by written, the advances in the project. Such reports will support and justify the next month installment.
- Holland & Knight LLP shall immediately notify to CABEL any event, act or circumstance which may directly and considerably affect the goals of this project.

Holland & Knight LLP will engage, at our expense, the firm of Penn, Schoen & Berland Associates, Inc. to assist us in the efforts to obtain the objectives outlined in this letter.

Our engagement will cover a period of twelve (12) months commencing November 15, 1998 and ending on November 14, 1999. We have agreed to a fixed fee for this engagement, including costs and expenses, of US\$ 660,000.00 payable over an 12 month period in installments of US\$ 55,000 per month, with each payment due at the beginning of each month. This agreement shall be renewable for an additional one (1) year period upon the mutual agreement of the parties.

If the terms described above are satisfactory, please so indicate by signing and returning the enclosed copy of this letter.

Thank you again for your confidence in Holland & Knight. We look forward to working with you and to establishing a mutually satisfactory relationship.

Sincerely,

HOLLAND & KNIGHT LLP

By: 
George A. Dalley

Encl.
Cc: Mr. Mark Penn

Approved this 30th
day of November, 1998

CENTRAL AMERICAN BANK OF ECONOMIC INTEGRATION

By: 
Executive President