U.S. Department of Justice
Washington, DC 20530

Exhibit B
To Registration Statement
Under the Foreign Agents Registration Act of 1938, as amended

OMB No. 1105-0007
Approval Expires Nov. 30, 1993

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 triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda 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 is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney Genreral transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

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, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

Name of Registrant	Name of Foreign Principal
Baker & Hostetler	Bayer A.G.

Check Appropriate Boxes:

1. ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach three copies of the contract to this exhibit.

2. ☒ 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 three copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

3. ☒ 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 the expenses, if any, to be received.

Baker & Hostetler has no written contract with Bayer A.G. and has, to date, been retained on the standard hourly rates used by the firm.

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

See attached letter.

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

See attached letter.

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
1-13-92	Edward J. Allera	Edward J. Allera

[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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BAKER
&
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December 21, 1990

VIA TELEFAX 011 49 202 71 24 82

Prof. Dr. Med. Friedrick Hoffmeister
Arzt Fur Pharmakologie Und Klinische
Pharmakologie
Katernberger Strasse 262
5600 Wuppertal 1
Germany

Re: Nimodipine Congressional Initiative

Dear Dr. Hoffmeister:

As we discussed, I am outlining my progress and future strategy for the nimodipine Congressional initiative. Thus far, my colleague, Frederick Graefe, our firm's senior healthcare/ legislative expert, has contacted several prominent United States Senators and Congressmen to explore interest in helping Bayer AG with the United States Food and Drug Administration ("FDA") regarding obtaining approval of nimodipine for its use in Alzheimers Disease. In the Senate, Mr. Graefe has contacted Sen. David Pryor, who is responsible for the recent passage of the law requiring Medicaid rebates for prescription drugs; Sen. George Mitchell, who is the Democratic Majority Leader in the Senate; and Senator David Durenberger, who is the ranking Republican on healthcare policy issues. In the House of Representatives, he has spoken with Rep. Ron Wyden, a Democrat on the Energy and Commerce Committee; and Rep. Pete Stark, who is the Chairman of the Health Subcommittee of the House Ways and Means Committee. Each is influential regarding health care matters, and each has expressed an interest in assisting on the nimodipine issue because of the societal/health care costs issues. Each is cautious and would like additional information.

The first step then is to better educate these Congressmen about your company and nimodipine. Accordingly, I will need several items to answer the initial questions. Please provide me with financial statements or other descriptive brochures about Bayer AG and its products, as well as the company's American presence. Additionally, I will need a summary of the pivotal clinical trials on nimodipine for use in Alzheimers-like diseases that served as the basis for the BGA registration, and the type and frequency of adverse reactions reported to the BGA (and any other

EC regulatory body) for the nimodipine pre-market approval for Alzheimers Disease. It would also be helpful if you could describe the European and BGA approval processes to assure these Congressmen that it is as rigorous as the FDA's.

My plan, once we have sufficiently briefed the interested Congressmen, is to set up a series of meetings between you and them in mid-January. Just prior to these meetings I propose a meeting with the Director of the National Institute of Aging, Dr. Khachaturian, to insure his support for the project, as well as a meeting with a high official in the Alzheimers Association to inform him of the hurdles Bayer is facing in getting nimodipine approved for Alzheimers Disease, and ask the Association's assistance as well.

Once these initial steps are taken, you and other decision makers at Bayer can assess the next step. Please be advised that we have received praise for our discrete approach from our Congressional contacts. Apparently, Warner-Lambert has initiated a massive letter-writing campaign from victims' relatives to Congressmen, seeking their intervention with FDA, and the Congress is very upset with Warner-Lambert.

If you have any questions, please do not hesitate to contact me.

Respectfully,

Edward John Allera

EJA/jpc