

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 General 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 .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 Baker, Worthington, Crossley, Stansberry & Woolf 801 Pennsylvania Avenue, NW, Suite 800 Washington, DC 20004	2. Registration No. 4397 <i>cong</i>
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3. Name of foreign principal MCA INC.	4. Principal address of foreign principal 100 Universal City Plaza Universal City, CA 91608
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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
 - 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.
- b) Name and title of official with whom registrant deals.

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

- a) Principal address
- b) Name and title of official with whom registrant deals.
- c) Principal aim

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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

MCA INC., is a domestic corporation which with its subsidiaries is principally engaged in the production, distribution and sale of music, film, and other media to the public.

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

* See Item 9 - certain of MCA INC. assets have been placed under the control of a special committee by board resolution with acquiescence of Matsushita Electric Industrial Co., Ltd. indirect principal owner of MCA INC. stock.
9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

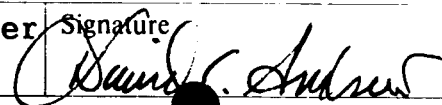
MCA INC., a Delaware Corporation, was the subject of a tender offer for its shares dated November 30, 1990 by Matsushita Acquisition Corp., an indirect wholly owned Delaware subsidiary of Matsushita Electric Industrial Co., Ltd., a Japanese Company. This tender offer was successfully concluded on December 29, 1990 rendering Matsushita Acquisition Corp. the principal owner of MCA INC. stock. The stock of the Yosemite Park & Curry Company, wholly held by MCA INC. was by board resolution, placed in the control of a special committee with the approval of Matsushita Electric Industrial Co., Ltd., to insure independence in the operation and control of Yosemite Park & Curry Company and its concession operations. By merger to be consummated January 3, 1991, Matsushita Acquisition Corp. will be merged into MCA INC. and MCA INC. will thereafter be the wholly-owned subsidiary of Matsushita Holding Corp.

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 Filing: January 3, 1991

Name and Title: David C. Andrew, 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 triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Name of Registrant	Name of Foreign Principal
Baker, Worthington, Crossley Stansberry & Woolf	MCA INC.

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.

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

For the performance of legal services, the foreign principal will pay the law firm at the standard hourly billing rate of those persons working on its account and reimburse the firm for all routine out of pocket expenses against a retainer of \$1.6 million.

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

We have rendered legal services in connection with the disposition of certain corporate assets to MCA INC., which prior to December 29, 1990 was a publicly-held Delaware corporation. MCA INC. became principally owned by Matsushita Acquisition Corp., an indirect wholly-owned subsidiary of Matsushita Electric Industrial Co., Ltd. formed for the purpose of acquiring share of MCA pursuant to a tender offer dated November 30, 1990 on December 29, 1990. We continue to represent MCA INC. in the disposition of stock in the Yosemite Park and Curry Co., a wholly-owned subsidiary of MCA INC.

In addition, as necessary, authorized members of the Registrant will communicate through oral written media the views of MCA INC. with respect to the disposition of stock in the Yosemite Park and Curry Co., a wholly-owned subsidiary of MCA INC. and as such disposition affects the subsidiary concession contract with the United States of America.

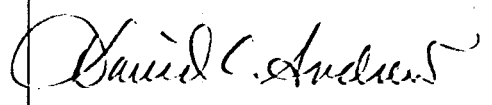
6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?
Yes No

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.

MCA INC. is a domestic corporation seeking to dispose of certain of its assets to a qualified American purchaser. That asset, the Yosemite Park and Curry Co. (a wholly-owned subsidiary of MCA INC.) has a concession contract with the United States Government. MCA INC. will continue negotiations with Department of Interior officials with respect to that contract and may express its position regarding contract issues with members of Congress and the Executive Branch of the U.S. Government.

Date of Exhibit B
January 3, 1991

Name and Title
David C. Andrew
Partner

Signature


*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.