

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 Leone & Leone Ltd. 31882 Camino Capistrano, Ste. 242 San Juan Capistrano, CA 92675	2. Registration No. 4619
3. Name of foreign principal The Great Canadian Railtour Company Ltd.	4. Principal address of foreign principal 104-340 Brooksbank Ave. North Vancouver, British Columbia, CANADA V7J 2C1

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: **None**

- 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: **None**

- 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

Operates scenic passenger railtours between British Columbia, Canada, and Alberta, Canada (seasonal).

b) Is this foreign principal None

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.)

None

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.

Privately owned Canadian corporation.

Date of Exhibit A February 3, 1992	Name and Title C. Michael Leone Chairman	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. 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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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
Leone & Leone Ltd.	The Great Canadian Railtour Co. Ltd.

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 three 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 three 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 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.

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

To generate publicity in the United States for The Great Canadian Railtours scenic excursions between British Columbia, Canada, and Alberta, Canada.


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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.

Develop and place print and electronic media publicity for The Great Canadian Railtour Co. Ltd.'s scenic Rocky Mountain Railtour service between British Columbia, Canada, and Alberta, Canada. (This is a seasonal service operating May-October.) To interest travel writers in riding the train and preparing stories about their experience to interest travelers to go to Alberta and British Columbia and include this tour as part of their visit.

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.

Date of Exhibit B	Name and Title	Signature
February 4, 1992	C. Michael Leone Chairman	

'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.

October 2, 1991

Rick Antonson
Vice President, Marketing & Sales
THE GREAT CANADIAN RAILTOUR CO. LTD.
#104-340 Brooksbank Avenue
North Vancouver, BC V7J 2C1
CANADA

Dear Rick:

As discussed today, this letter will serve as confirmation of your agreement to continue the services of Leone & Leone Ltd. for another twelve (12) months --- effective September 21, 1991, to September 20, 1992.

All of the terms as outlined in our original proposal to you, dated August 20, 1991, will remain in effect, except for the retainer fee which has been changed to a total of US\$40,000.00 for the one-year time period. The fee will be billed as follows:

September 20, 1991	\$ 4,000.00
October 20, 1991	\$ 3,000.00
November 20, 1991	\$ 2,500.00
December 20, 1991	\$ 2,500.00
January 20, 1992	\$ 2,500.00
February 20, 1992	\$ 2,500.00
March 20, 1992	\$ 3,000.00
April 20, 1992	\$ 4,000.00
May 20, 1992	\$ 4,000.00
June 20, 1992	\$ 4,000.00
July 20, 1992	\$ 4,000.00
August 20, 1992	\$ 4,000.00

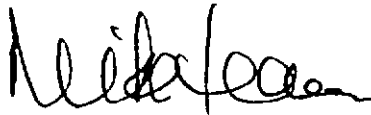
This retainer fee will cover approximately 40-50 hours per month and we will schedule our time to best maximize efforts that coincide with long-lead placement opportunities, media visits, and release schedules. In addition, we should plan to meet in the next 4-6 weeks to review your specific consumer and travel trade needs, use of new photographic and video materials and some specific long-lead contact opportunities.

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FEB 12 1992
LEONE & LEONE LTD
MARKETING & COMMUNICATIONS
31882 CAMINO CAPISTRANO - SUITE 1042
SAN JUAN CAPISTRANO, CA 92675
(714) 493-7988 FAX (714) 493-6977

Rick Antonson
THE GREAT CANADIAN RAILTOUR CO. LTD.
October 2, 1991
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Please give me a call if you have any questions. We all look forward to working with you again and being part of your resource team ... and to making your 1992 season "one for the record books."

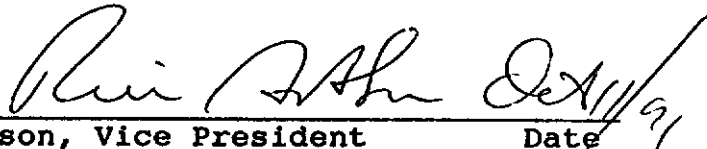
Regards,



C. Michael Leone

CML:mh

Approved:



Rick Antonson, Vice President Date Oct 11/91
THE GREAT CANADIAN RAILTOUR CO. LTD.

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