

Exhibit A
To Registration Statement
Pursuant to the Foreign Agents Registration Act of 1938, as amended

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, DC. 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.

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 BAKER DONELSON BEARMAN CALDWELL & BERKOWITZ, PC	2. Registration No. 5678
--	---------------------------------

3. Name of foreign principal SULTANATE OF OMAN	4. Principal address of foreign principal MUSCAT, OMAN
---	---

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:

<input type="checkbox"/> Partnership	<input type="checkbox"/> Committee
<input type="checkbox"/> Corporation	<input type="checkbox"/> Voluntary group
<input type="checkbox"/> Association	<input type="checkbox"/> Other (specify): _____

Individual-State nationality _____

CRM/ISS/REGISTRATION UNIT
2005 MAR 31 PM 3:58

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.
Ministry of Commerce and Industry

b) Name and title of official with whom registrant deals.
His Excellency Maqbul bin Ali bin Sultan

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

a) Principal address.
NONE

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

NONE

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.)

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.

NONE

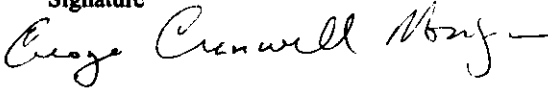
Date of Exhibit A	Name and Title	Signature
3/30/05	George Cranwell Montgomery Shareholder	

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

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.

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, DC. 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.

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 Baker Donelson Bearman Caldwell & Berkowitz, PC	2. Registration No. 5678
3. Name of Foreign Principal Sultanate of Oman	

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.

CRM ASS/REGISTRATION UNIT
2008 MAR 11 PM 3:08

Assist in the process of concluding with the United States a Free Trade Agreement.

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

Assist in the process of concluding with the United States a Free Trade Agreement.

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

1. to work with appropriate members of Congress and relevant committees of the Congress to engender Congressional support of the Free Trade Agreement, including the creation of a Congressional "Oman Caucus"; and, more generally, to foster among members a more comprehensive understanding of the importance to the United States of its relationship with Oman;
2. to assist and advise Ministry officials in their preparation for and conduct of the negotiations with the United States Trade Representative;
3. to assist, as required, in the formation of a business coalition in support of the Free Trade Agreement among United States companies with interests in Oman; and
4. to provide such other services as the Ministry may require to complement its efforts to reach a successful conclusion to the Free Trade Agreement negotiations.

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.

As necessary, work with officials of the Executive Branch during the course of the negotiations.

2005 MAR 31 PM 3:37
CRM/ISS/REGISTRATION UNIT

Date of Exhibit B	Name and Title	Signature
3/30/05	George Cranwell Montgomery Shareholder	

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 or public interests, policies, or relations of a government of a foreign country or a foreign political party.

5678

ATTACHMENT TO EXHIBIT B

2005 MAR 31 PM 3: 37
CRM/ISS/REGISTRATION UNIT

**BAKER
DONELSON**
BEARMAN, CALDWELL
& BERKOWITZ, PC

#5678

LINCOLN SQUARE
155 ELEVENTH STREET, NW
SIXTH FLOOR
WASHINGTON, D.C. 20004
PHONE: 202.508.3400
FAX: 202.508.3401

www.bakerdonelson.com

GEORGE CRANWELL MONTGOMERY
Direct Dial: (202) 508-3418
Direct Fax: (202) 226-2218
E-Mail Address: crmontgomery@bakerdonelson.com

February 7, 2005

2005 MAR 31 PM 3:37
CRM/ISS/REGISTRATION UNIT

His Excellency Maqbul bin Ali bin Sultan
Minister of Commerce and Industry
Muscat
Sultanate of Oman

Mr. Minister:

We appreciate your decision to engage Baker, Donelson, Bearman, Caldwell & Berkowitz (Baker Donelson) to assist in the process of concluding with the United States a free trade agreement (FTA). This letter is to describe the terms of the engagement including your expectation of the services we will provide on your behalf.

It is our understanding that you expect of Baker Donelson the following:

1. to work with appropriate members of Congress and relevant committees of the Congress to engender Congressional support of the FTA, including the creation of a Congressional "Oman Caucus"; and, more generally, to foster among members a more comprehensive understanding of the importance to the United States of its relationship with Oman;
2. to assist and advise Ministry officials in their preparation for and conduct of the negotiations with the United States Trade Representative;
3. to assist, as required, in the formation of a business coalition in support of the FTA among United States companies with interests in Oman; and
4. to provide such other services as the Ministry may require to complement its efforts to reach a successful conclusion to the FTA negotiations.

There are two attachments to this letter: the first is Baker Donelson's original proposal and the second is a list of early action items on which we agreed in our meeting on the 27th of January. Both attachments are incorporated by reference into the letter of engagement.

For these services, Baker Donelson will be paid a monthly retainer of \$22,000, with routine administrative expenses to be included in that amount. Travel expenses, to be undertaken only with the

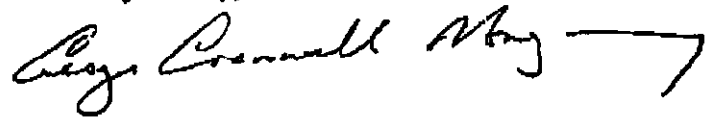
W GCM 137396 v1
6-0 02/07/2005

His Excellency Maqbul bin Ali bin Sultan
February 7, 2005
Page 2

prior approval of the Ministry, will be billed in addition to the monthly retainer. These terms are to be reviewed and possibly modified at the end of six months from the effective date of this engagement.

The effective date of this engagement shall be as of the first day of February, 2005.

Respectfully,



Attachments

Accepted:



Maqbul bin Ali bin Sultan

Date: 9th Feb. 2005

2005 MAR 31 PM 3: 37
CRM/ISS/REGISTRATION UNIT

LAW OFFICES
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ
A PROFESSIONAL CORPORATION
LINCOLN SQUARE, SIXTH FLOOR • 555 ELEVENTH ST., NW
WASHINGTON, D.C. 20004

(202) 508-3400

Facsimile
(202) 508 3402

MEMORANDUM

TO: His Excellency, Maqbool Bin Ali Bin Sultan
Minister of Commerce and Industry
Sultanate of Oman

FROM: George Cranwell Montgomery
Baker, Donleson, Bearman, Caldwell & Berkowitz, PC

DATE: December 17, 2004

RE: Proposal for the Counseling and Representation of the Sultanate in the
Negotiation of a Free Trade Agreement with The United States of America.

I have the honor to submit this proposal to the Ministry on behalf of my law firm. Baker, Donelson, Bearman, Caldwell & Berkowitz (hereinafter "Baker Donelson" or "Firm") is one of the pre-eminent professional advisors in law and policy in Washington, DC. It is uniquely qualified to provide specialized expertise in trade law and policy, as well as political and negotiating advice and liaison services on behalf of the Sultanate in this critical project. This Proposal consists of the following sections:

- I. Overview of the negotiations of an Oman-US Free Trade Agreement.
- II. Unique qualifications of the Oman-Baker Donelson FTA team.
- III. Services related to the negotiations and attendant fees.
- IV. Baker Donelson and its international practice.
- V. Background information regarding key professional members of the Oman-Baker Donelson FTA team.

I. Overview of the negotiations of the Oman-US Free Trade Agreement.

It probably is not a question of "if" a Free Trade Agreement between Oman and the United States will be executed; it is more a question of "when" and in what form the Agreement will be fashioned.

MEMORANDUM

December 17, 2004

Page 2

In July of this year, Oman and the United States signed a Trade and Investment Framework Agreement (TIFA) that established a mechanism for exploring ways to expand bilateral trade and investment. Thus far, such agreements have been precursors for follow on Free Trade Agreements between the US and 12 other countries. Oman is now on track to join these ranks and to become an active participant in the Greater Middle East Initiative announced a year ago by President Bush.

The level of trade volume between the US and Oman is relatively small, with the US exporting a little over \$323 million of goods to Oman and Oman exporting about \$695 million to the US on an annual basis (according to the most recently published information). But it is not the trade in goods that the proposed FTA will enhance as much as it will improve the bilateral trade in services and increased US investment in Oman. The main objective of the FTA - for Oman - will be the beneficial effect that the Agreement can have on economic diversification, which has been a cornerstone of Omani economic policy for the past several years. It will also have the collateral effect of strengthening between two strategic allies. These objectives have become increasingly important over the last decade as Dubai becomes a stronger competitor for foreign investment funds and know-how in the region.

Using the TIFA as a foundation for FTA negotiations, and referencing Oman's accession to a variety of World Trade Organization agreements, as well as taking into account the recently concluded US-Bahrain FTA, the basis for the basic terms of an Oman-US FTA will not be hard to craft. We believe the more challenging issues may be: (1) in implementing the relatively open competition requirements in certain sectors - e.g., telecommunications, banking, insurance, (2) developing effective enforcement mechanisms for attendant rules of origin (an important part of any FTA in which a party is also a party to other preferential trade agreements), (3) accepting enforcement obligations for intellectual property rights, (4) the rationalization of the FTA terms with the other international obligations of Oman provided in the large number of agreements to which it is a party (see Appendix 1), and (5) revising government procurement policies and practices according to FTA standards.

II. Unique Qualifications of the Oman-Baker Donelson FTA Team

The Team that Baker Donelson would provide to assist the Ministry in the FTA negotiations would consist of a former US Secretary of State, former US Ambassadors to Oman and Turkey, and former Trade Counsel to the US Senate with over twenty years of international trade experience. The general backgrounds of each member of the Team are provided in Appendix 3 to this Proposal. Unique aspects of their backgrounds that warrant emphasis here are:

1. Ambassador Cran Montgomery has a deep understanding of Oman and its business and government culture and objectives (more so than any other person in private practice in Washington)

REGISTRATION UNIT
PM 3: 37

MEMORANDUM

December 17, 2004

Page 3

2. Ambassador Montgomery has hands-on, leadership experience in US - Oman government-to-government negotiations. That experience is an essential feature to effective counseling and representation in the FTA process.
3. Ambassador Mark Parris also has direct senior-level experience in FTA issues on behalf of the US Government.
4. Mr. Johnston, head of the Firm's International Transactions and Trade Group:
 - a. Was Trade Counsel to the Senate Finance Committee (which will have jurisdiction over the Congressional approval process for the US-Oman FTA) and is intimately familiar with the process of such negotiations as well as what the USTR will be cautious about in light of Congressional concerns.
 - b. His professional career of 25 years has been entirely based on international trade and investment issues. [Recently named in a survey of American attorneys as one of the "Best Lawyers in America" in the area of international trade and finance.]
 - c. Enjoys a good working relationship and credibility with Cathy Novelli, Assistant USTR for Europe and the Eastern Mediterranean who will be the lead negotiator for the FTA. Ms. Novelli was a former associate of Mr. Johnston when she was in private practice.

III. Services Related to the Negotiations and Attendant Fees

The exact nature and extent of Baker Donelson's service to the Ministry in the negotiation of an FTA will depend on the amount of pre-negotiation preparation that has occurred under the TIFA as well as within the Ministry itself. Nevertheless, we submit the following initial work schedule as an indication of the process by which the Team can work effectively toward a positive result in the negotiations:

1. Conduct an initial teleconference with the Ministry and any relevant personnel in the Oman Embassy here in Washington. This "meeting" would introduce the team members to one another, establish contact information, define individual backgrounds and capacities, assign initial responsibilities, and identify initial priorities. Such teleconferences would be conducted at least weekly as the negotiations progress.
2. Baker Donelson conducts a comprehensive review of the TIFA proceedings and actions, Oman Tariff Schedules, and the most directly affected bilateral and multilateral agreements in which Oman is a signatory.
3. Baker Donelson conducts an informal meeting with USTR in order to discuss issues and schedules. It may be at that point that USTR will want to submit a discussion draft of the

MEMORANDUM

December 17, 2004

Page 4

FTA for Oman consideration - this depends on the status of TIFA discussions.

4. A follow up meeting with USTR, at which an Oman Government official is present, is then scheduled.
5. Team members meet in Muscat for a full briefing and preparatory session at which objectives, the negotiating schedule and milestones are defined in detail.
6. Team meets with USTR in order to obtain a discussion draft or term sheet for the FTA.
7. Baker Donelson submits to the Ministry a comprehensive analysis of the terms or, if provided, the discussion draft. It may be desirable at this point for another meeting in Muscat to conduct a detailed discussion of the issues.
8. Baker Donelson assists the Ministry in its submissions/responses to USTR proposals.
9. On-going dialogue between USTR and the Ministry in which Baker Donelson shall participate and serve as a facilitator, analyst and, when appropriate, advocate for the Oman position. If necessary, Baker Donelson will also assist the Ministry, in the course of the dialogue, with communications involving the State, Treasury and Commerce departments, each of which have an interagency role to play in the process that is chaired by USTR. This service may also extend to Congressional contacts if there are controversial provisions, but at this time we do not anticipate such issues (notwithstanding the need for a renewal of the President's trade negotiating authority in June of this year). During the course of these discussions, Baker Donelson will have a member of the team available to attend and assist in any and all meetings that USTR or the Ministry may wish to conduct, either in Washington or Muscat.
10. Baker Donelson assists in the finalization of the draft agreement and its execution.

For the services that would be required to perform the work schedule outlined above, Baker Donelson would be paid a retainer amount at \$22,000 per month for six months, to be renewed and adjusted, if necessary - depending on the work load - after six months. Normal expenses such as telephone, fax, copying would be included in the retainer amount. Travel expenses would be paid separately and would be undertaken only with the prior approval of the Ministry.

In the event the Ministry believes its internal resources are not sufficient, we recommend engagement of an economic consulting group with expertise in international trade matters. These consultants can serve as resources for examining the economic impact of certain concessions or benefits obtained through the operation of the FTA and can give the Ministry some quantitative analysis of the results of entering into an FTA. Such consultants charge for their services in a

MEMORANDUM

December 17, 2004

Page 5

variety of ways. If the Ministry elects to seek such outside consultants, Baker Donelson will assist in such an engagement.

IV. Baker Donelson and Its International Practice

Please see attached information in Appendix 2.

V. Background Information Regarding Key Professional Members of the Oman-Baker Donelson FTA Team

Please see attached information in Appendix 3.

On behalf of Baker Donelson, I am pleased to submit this Proposal. Please contact me if you have any comments or desire further information. We believe this project will be an historic landmark for Oman-US relations and will apply our full energy and expertise to the achievement of a successful result for Oman.

EARLY ACTION ITEMS
January 27, 2005

1. Get in touch with Cathy Novelli - pick her brain - get her to identify areas and issues which she believes may be difficult.
2. Repeat the above with Chairman Thomas and other members of the October Congressional delegation to Oman.
3. Begin work on Congressional "Oman Caucus" and US company coalition.
4. Baker Donelson/Ministry teleconference to discuss issues identified above, as well as provisions of the Bahrain and Moroccan FTAs that need to be considered for inclusion in the Oman draft.
5. Develop a white paper on the Oman/US relationship for use with the Congress and others.
6. Obtain a copy of the report of the STR labor delegation to Oman, which occurred last week and is said to be very favorable. Need before the 5th of February, but I can't remember why.
7. Baker Donelson/Ministry meeting in Muscat - probably second half of February - to discuss issues and procedures involved in negotiating this FTA. This to be in preparation for the first negotiating session on 11th March in Muscat.
8. Plan HE's trip to US post March 11; meetings with Congress; NYT/WP editorial boards, US companies, etc.
9. Draft HE letter to VP for post 11 March.

2005 MAR 31 PM 3: 38
CRM/ISS/REGISTRATION UNIT

W GCM 137396 v1
0-0 02/07/2005