

U.S. Department of Justice  
Washington, DC 20530

Received By NSD/FARA Registration Unit 03/05/2018 05:03 PM  
Exhibit A to Registration Statement

**Pursuant to the Foreign Agents Registration Act of  
1938, as amended**

**INSTRUCTIONS.** Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <https://www.fara.gov>.

**Privacy Act Statement.** The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. 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. Statements are also available online at the Registration Unit's webpage: <https://www.fara.gov>. 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 in print and online at: <https://www.fara.gov>.

**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, Counterintelligence and Export Control Section, National Security 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 and Address of Registrant

Baker, Donelson, Bearman, Caldwell & Berkowitz, A Professional Corporation  
165 Madison Ave Ste 2000, Memphis, TN 38103-2752

2. Registration No.

0535

3. Name of Foreign Principal

Foreign Affairs Office of Yancheng  
Municipal People's Government

4. Principal Address of Foreign Principal

Room 1308, No. 19, Shiji Avenue, Yancheng  
City, Jiangsu Province, China

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

- Government of a foreign country<sup>1</sup>
- 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 \_\_\_\_\_

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

a) Branch or agency represented by the registrant

Foreign Affairs Office of Yancheng Municipal People's Government

b) Name and title of official with whom registrant deals

Xiaoqing Zhou, Deputy Director of Foreign Affairs Office

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

<sup>1</sup> "Government of a foreign country," as defined in Section 1(e) of the Act, includes any person or group of persons exercising sovereign de facto or de jure political jurisdiction over any country, other than the United States, or over any part of such country, and includes any subdivision of any such group or agency to which such sovereign de facto or de jure authority or functions are directly or indirectly delegated. Such term shall include any faction or body of insurgents within a country assuming to exercise governmental authority when such faction or body of insurgents has not been recognized by the United States.

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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.

N/A

b) Is this foreign principal:

Supervised by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Owned by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Directed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Controlled by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Financed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>
Subsidized in part by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/> No <input type="checkbox"/>

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page must be used.)

N/A

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.

N/A

**EXECUTION**

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit A	Name and Title	Signature
3/5/2018	Nicole Carelli, Of Counsel	/s/ Nicole Carelli

U.S. Department of Justice  
Washington, DC 20530

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**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. Compliance is accomplished by filing an electronic Exhibit B form at <https://www.fara.gov>.

**Privacy Act Statement.** The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. 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. Statements are also available online at the Registration Unit's webpage: <https://www.fara.gov>. 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 in print and online at: <https://www.fara.gov>.

**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, Counterintelligence and Export Control Section, National Security 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, A Professional Corporation	2. Registration No.  0535
3. Name of Foreign Principal Foreign Affairs Office of Yancheng Municipal People's Government	

Check Appropriate Box:

- 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.

The registrant will assist the city of Yancheng, PRC in forming a sister city relationship with Salt Lake City, UT. This include outreach to local government officials in Salt Lake City.

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

The registrant will assist the city of Yancheng, PRC in forming a sister city relationship with Salt Lake City, UT.

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.

The registrant's activities will include communications with local government officials in Salt Lake City, UT to discuss entering into a sister city relationship with the city of Yancheng, PRC.

**EXECUTION**

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
3/5/2018	Nicole Carelli, Of Counsel	/s/ Nicole Carelli

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.

We also will develop (free of charge) an extranet site to permit your US and China-based teams to see exactly where the project is with respect to the schedule in real time no matter where they are based or located in the world.

如需要，本所还将为外办免费开发一个外部网站，这样外办的美国和中国团队在全球的任何地方都能实时跟踪项目的进度。

Party A will not be responsible for any expenses or fees in connection with services provided by Party B under this Agreement.

外办不承担本合同项下由本所代理之事项和服务所产生的费用和开支。

We are grateful for the opportunity to work with you in connection with this matter, and we look forward to a mutually satisfactory relationship. Please feel free to contact me if you have any questions regarding the proposed terms of this engagement.

我们非常感谢有机会能与您和外办合作，我们期待与您和外办合作互赢，共同发展。如果您对本合同的拟议条款或者我们代理外办的法律服务有任何疑问，请随时与我联系。

AGREED AND ACCEPTED:  
同意及批准

甲方:  
Party A:

盐城市人民政府外事办公室  
Foreign Affairs Office of Yancheng Municipal People's Government

签名 (SIGN)

周晓晴

职称 (TITLE)

盐城市人民政府外事办公室副主任

日期 (DATE)

乙方:  
Party B:

贝克.唐纳森律师事务所  
Baker, Donelson, Bearman, Caldwell & Berkowitz PC

签名 (SIGN)

Shareholder  
职称 (TITLE)

日期 (DATE)

# BAKER DONELSON

FIRST TENNESSEE BUILDING · 165 MADISON AVENUE · SUITE 2000 · MEMPHIS, TENNESSEE 38103  
901.526.2000 · bakerdonelson.com

## 律所服务合同

### Service Agreement

February 27, 2018  
2018年2月27日

#### 甲方:

#### Party A:

盐城市人民政府外事办公室  
Foreign Affairs Office of Yancheng Municipal People's Government

地址: 江苏省盐城市世纪大道19号1308室  
Address: Room 1308, No.19, Shiji Avenue, Yancheng, Jiangsu, China

#### 乙方:

#### Party B:

贝克·唐纳森律师事务所  
Baker, Donelson, Bearman, Caldwell & Berkowitz PC

地址: 美国田纳西州纳什维尔商业大街211号  
Address: 211 Commerce St, Nashville, TN

Party B is pleased that Party A has asked Baker, Donelson, Bearman, Caldwell & Berkowitz PC to represent Foreign Affairs Office of Yancheng Municipal People's Government in connection with its economic, commercial, cultural, tourism, and educational relationship with Salt Lake City, Utah, USA. It is our pleasure to work with you on this matter and others as we may mutually agree in the future.

非常感谢盐城市人民政府外事办公室(以下简称“外办”)选择贝克·唐纳森律师事务所(以下简称“本所”)协助盐城市人民政府外事办公室与美国盐湖城建立经济、商业、文化、旅游和教育交流之事宜。本所非常荣幸为外办提供服务。

The purpose of this letter is to confirm our engagement as counsel and to provide certain information and other terms that will govern our relationship.

本合同之目的系确认本所与外办之合作关系以及向外办提供有关本所的信息以及其他合作条款。