

REVISED

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, D.C. 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. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

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 Garvey Schubert Barer	2. Registration No. 3047
3. Name of Foreign Principal Province of Ontario, Canada	

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 of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

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

Registrant will provide legal services and representation in connection with two issues specified in the attached agreement with the Province of Ontario, transboundary air pollution and transboundary waste exports. Registrant will collect relevant information, perform legal research and analysis, and provide legal and policy advice to the Province. The Registrant will also represent the Province as directed in judicial, administrative or legislative proceedings related to transboundary air pollution and transboundary waste exports.

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

Registrant will monitor, analyze and report on proceedings before the U.S. courts, federal agencies and the U.S. Congress that relate to transboundary air pollution and transboundary waste exports. Many of the activities to be undertaken by Registrant on behalf of the Province of Ontario will be judicial or administrative representation that is exempt under the Act.

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.

Registrant's representation may include communicating with officials in the executive branch and members and staff of the legislative branch regarding the Province of Ontario's legal, policy and scientific views on transboundary air pollution or transboundary waste exports. Registrant's representation may include monitoring administrative rulemakings, policies, and legislative proposals that affect transboundary air pollution, as well as administrative rulemakings, policies and legislative proposals that may control waste exports from the Province of Ontario to the U.S.

Date of Exhibit B	Name and Title	Signature
Aug 16, 2006	Harold G. Bailey, Jr. Owner	

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

Ministry of the
Attorney General

Legal Services Branch
Environment and Energy

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135 St. Clair Avenue West
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Ministère du
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Direct Line: (416)212-0853 Email: rand.roszell@ene.gov.on.ca

May 15, 2006

Mr. Richard Wegman
Garvey Schubert Barer
Fifth Floor, Flour Mill Building
1000 Potomac Street NW
Washington, DC 20007-3501
USA

Dear Mr. Wegman:

RE: Retention by the Government of Ontario for Transboundary Issues

This letter confirms our agreement regarding the extension to the retainer of your law firm by the Ministry of the Attorney General on behalf of the Ministry of the Environment to provide legal advice on transboundary issues that affect the interests of the Province of Ontario.

The retainer has two components. First, to provide legal advice and representation in respect of actions that Ontario may take to reduce transboundary air pollution from the United States. Second, to provide legal advice and representation in respect of legislative initiatives in the United States to restrict or prohibit transboundary waste exports from the Province of Ontario.

Under the retainer, the Ministry of the Attorney General agrees to pay you and members of your firm in accordance with the hourly rates set out below:

Richard A. Wegman (partner)	US \$325
Eldon V. Greenberg (partner)	US \$300
Harold G. Bailey, Jr. (Partner)	US \$300
Amy Morton (associate)	US \$155
Patrick Briscoe (independent contractor)	US \$155

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In addition to the legal fees based on the hourly rates noted above, the Ministry of the Attorney General will reimburse your firm for all reasonable disbursements incurred in relation to the retainer. Payments will be made on the basis of your firm rendering accounts monthly to this office indicating the services provided, the lawyers involved, the number of hours worked and the disbursements (if any). The total billing for all items pertaining to this retention is not to exceed US \$125,000 in respect of transboundary air pollution and US \$50,000 in respect of transboundary waste, without our further written approval. The retainer applies for legal services provided on and after February 1, 2006. Please ensure that your invoices and dockets contain two distinct sections: one for transboundary air pollution and one for transboundary waste.

Your firm's primary contact on this matter is Mr. John C. Turchin, Senior Counsel, Ministry of the Attorney General, Legal Services Branch, Environment and Energy. John can be reached at 416.314.6552 and at john.turchin@ene.gov.on.ca. Your firm's secondary contact on this matter is Ms. Risa Schwartz, Counsel, Ministry of the Attorney General, Legal Services Branch, Environment and Energy. Risa can be reached at 416.314.0928 and at risa.schwartz@ene.gov.on.ca.

This retainer is a contract for services and you, your colleagues, and your firm shall not be deemed to be employees, agents or partners of the Ministry of the Attorney General, the Ministry of the Environment, or Her Majesty the Queen in right of Ontario.

In accepting this retainer, you agree to ensure that the services provided under this retainer will be undertaken and completed without a conflict of interest. During the term of this retainer, you shall not undertake or engage in any work or provide any legal services that could reasonably result in a conflict of interest. If there arises any circumstance which could constitute a conflict of interest, you are required to disclose the conflict to us and resolve the conflict in such manner as we may direct.

In accepting this retainer, you agree to treat as confidential any information that is of a character confidential to the affairs of the Ministry of the Attorney, the Ministry of the Environment, or the Province of Ontario to which your firm becomes privy as a result of this retainer. Further, you agree that all material prepared by your firm pursuant to this retainer shall be the property of the Ministry of the Attorney General.

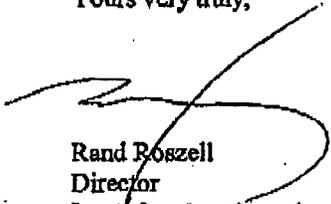
This retainer may be terminated by the Ministry of the Attorney General by giving seven (7) days' written notice to you. If the Ministry of the Attorney General terminates this retainer, the Ministry shall be responsible only for the payment of fees and disbursements incurred up to the date of the termination.

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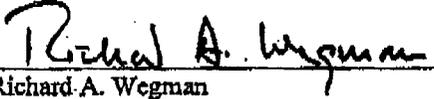
If you agree with the terms of the retention, please sign both copies of this letter, retain one copy for your files, and return the second copy to me.

I am very pleased that you will continue to work with us and our Ministry of the Environment client groups. We appreciate the excellent advice you have provided us to date on the transboundary air and transboundary waste files.

Yours very truly,



Rand Roszell
Director
Legal Services Branch
Ministry of the Attorney General
Environment and Energy


Richard A. Wegman

May 16, 2006
Date