

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 Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Avenue, N.W., Suite 400 Washington, D.C. 20036	2. Registration No. 3492
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3. Name of foreign principal Gordon Investment Corporation	4. Principal address of foreign principal Box 67, Suite 5300 Toronto-Dominion Bank Tower Toronto, Ontario Canada M5K 1E7
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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:

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

Individual—State his nationality _____

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

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: N/A

a) Principal address

b) Name and title of official with whom the 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

Gordon Investment Corporation is a merchant banking firm, which is engaged in a range of international investment banking activities primarily in Canada and the United States.

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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

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

Gordon Investment Corporation is a corporation which is majority-owned, financed and controlled by its shareholders, most of whom are not U.S. citizens. It is directed by its Board of Directors, most of whom are also not U.S. citizens.

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 Exhibit A
July 18, 1990

Name and Title Lawrence D. Levien Signature
Partner with Power of Attorney
AKIN, GUMP, STRAUSS, HAUER & FELD PA

Lawrence D. Levien
Partner with power of attorney

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 duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
Akin, Gump, Strauss, Hauer & Feld	Gordon Investment Corporation

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 two 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 two 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 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.

For the performance of legal services, the foreign principal will pay the law firm at the standard hourly billing rates of those persons working on its account and reimburse the firm for all routine out-of-pocket expenses.

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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.

Act as advisor to Gordon Investment Corporation on the manner in which federal administrative and legislative policies affect the Corporation's investment strategies.

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.

Act as advisor to Gordon Investment Corporation on the manner in which federal administrative and legislative policies affect the Corporation's investment strategies.

Date of Exhibit B July 18, 1990	Name and Title Lawrence D. Levién, Partner with Power of Attorney AKIN, GUMP, STRAUSS, HAUER & FELD	Signature <i>[Handwritten Signature]</i> Gordon with power of attorney
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¹Political 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.