

**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 .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 Daniel J. Edelman, Inc. 1875 Eye St, NW, Suite 900 Washington, DC 20006	2. Registration No. 3634
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3. Name of foreign principal Panama Canal Authority	4. Principal address of foreign principal Building 710 Balboa, Republic of Panama
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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:
  - Partnership
  - Corporation
  - Association
  - Committee
  - Voluntary group
  - Other (specify) \_\_\_\_\_
- Individual-State 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 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

The Panama Canal Authority is the autonomous agency of the Government of Panama in charge of managing, operating and maintaining the Panama Canal.

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.)

The Panama Canal Authority is an autonomous agency of the Panamanian Government. It has financial autonomy and is led by an Administrator and Deputy Administrator (appointed by the Board of Directors) and a Board of Directors composed of 11 individuals. Nine directors are appointed by Panama's president with ratification by the legislature; one is designated by the legislative branch; and one is designated by the Panama's president and has the rank of Minister of Canal Affairs.

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

Date of Exhibit A	Name and Title	Signature
August 12, 2002	Rob Rehg General Manager	Robert Rehg

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.

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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, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant Daniel J. Edelman, Inc.	2. Registration No. 3634
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3. Name of Foreign Principal  
Panama Canal Authority

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.

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

SEE ATTACHED CONTRACT.

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

SEE ATTACHED CONTRACT.

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.

SEE ATTACHED CONTRACT.

Date of Exhibit B	Name and Title	Signature
August 12, 2002	Rob Rehg General manager	Robert Rehg

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.



**AUTORIDAD DEL CANAL DE PANAMÁ**

Balboa - Ancón  
República de Panamá  
www.pancanal.com

April 24, 2002

In reply refer to:  
Contract No. SAA-84862, Advisory Services in the Areas of Corporate Communications and Public Relations at the International Level

Mr. Robert Rehg  
General Manager  
Edelman Public Relations  
International Square  
1875 Eye Street, NW Suite 900  
Washington, DC 20006

(Fax: 202/371-0490)

Dear Mr. Rehg:

Attached is Contract No. CDC-84862, indicating acceptance by the Panama Canal Authority of your offer for the acquisition of Advisory Services in the Areas of Corporate Communications and Public Relations at the International Level, in the total amount of \$ 1,000,000.00, which includes Items 1, 2 and 3. Funds are available for FY 02 in the amount of \$510,000.00.

Contract No. SAA-84862, Advisory Services in the Areas of Corporate Communications and Public Relations at the International Level

The following listed documents constitute the award:

1. The solicitation package issued on February 22, 2002.
2. Amendment No. 1 to the solicitation, issued on February 28, 2002.
3. Amendment No. 2 to the solicitation, issued on March 4, 2002.
4. Edelman Public Relations' offer dated March 6, 2002.
5. Edelman Public Relations' revised price list and letter dated April 18, 2002 confirming agreements reached between Edelman and the ACP on April 17, 2002 in a meeting held in the Republic of Panama.

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ACP Formulario No. 1511 - enero 2000

<b>PANAMA CANAL AUTHORITY</b>		<b>CONTRACT</b>		PAGE 1 OF <u>2</u> PAGES
1. SOLICITATION NO.: SAA-125372	2. REQUISITION NO.: 125372	3. PROYECT NO.:	4. CONTRACT NO.: SAA-84862	
5. ORIGINATED BY: PANAMA CANAL AUTHORITY Contracting Division Bldg. 710, Balboa, Ancon Republic of Panama		6. ADMINISTERED BY: (If different from the originator)		
7. NAME AND ADDRESS OF THE CONTRACTOR:  EDELMAN PUBLIC RELATIONS International Square 1875 Eye Street NW, Suite 900 Washington, DC 20006		7A. R.U.C.: N/A	7B. EMPLOYEE NUMBER: N/A	
		7C. TELEPHONE NO.: 202/371-0200	7D. FACSIMIL NO.: 202-371-0490	
8. DELIVERY TERMS AND CONDITIONS:  8A. <input type="checkbox"/> C.I.F. PANAMA  8B. <input type="checkbox"/> OTHER 8C. PLACE OF DELIVERY: Department of Executive Administration		9. PAYMENTS WILL BE MADE BY:  ACCOUNTING DIVISION PANAMA CANAL AUTHORITY BALBOA, REPUBLIC OF PANAMA		
10. EXCEPTION TO FULL AND OPEN COMPETITION (INDICATE RESOLUCION No.) Art. 32		11. ACCOUNT NUMBER: N/A		

**12. PRICE LIST**

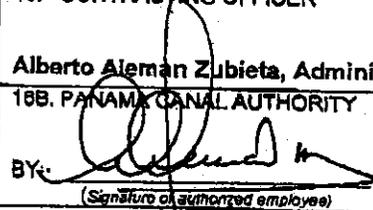
12A. ITEM NO.	12B. DESCRIPTION OF GOODS AND SERVICES	12C. AMOUNT	12D. UNIT	12E. UNIT PRICE	12F. TOTAL AMOUNT
1	Assist the ACP in the formulation of a three-year corporate communication/public relations strategic master plan for the ACP and deliver a report documenting the plan and the formulation process.  Develop and deliver an Action Plan to implement the three year corporate communication/public relations strategic master plan for the ACP  Provide monthly advisory services	1	Ea.	\$125,000.00	\$125,000.00
2		1	Ea.	\$ 35,000.00	\$ 35,000.00
3		12	month	\$ 70,000.00	\$840,000.00
<b>12G. TOTAL AMOUNT OF CONTRACT</b>					\$1,000,000.00 ** (Funds are only available for \$510,000 in FY-02, the remaining \$490,000 will be subject to availability of funds in FY-03)

**13. CONTENT OF THE CONTRACT**

(X)	PART	DESCRIPTION	(X)	PART	DESCRIPTION
X	I	SOLICITATION FORM	X	III	CONTRACT CLAUSES
X	II	SPECIFICATIONS, TERMS, AND CONDITIONS	X	IV	OTHERS

**14. CONTRACT AWARD** (The contractor shall sign this document in original and one copy, and return said documents to the originating office.)

Your proposal submitted in response to Solicitation No. SAA-125372, including all the additions and changes made by you and incorporated in your proposal in full text, has been accepted for the items listed in this document. This award perfects the contract. The rights and obligations of the parties involved in this contract shall be obliged by the proposal, the solicitation package, the specifications, terms and conditions, and the contract clauses incorporated herein and attached to this contract.

15. NAME AND TITLE OF PERSON AUTHORIZED TO SIGN THE CONTRACT  Robert Rehg, General Manager		16. CONTRACTING OFFICER  Alberto Aleman Zubieta, Administrator	
15B. CONTRACTOR'S SIGNATURE:  BY:  (Signature of authorized person)	15C. DATE:  4/25/02	16B. PANAMA CANAL AUTHORITY  BY:  (Signature of authorized employee)	16C. DATE:  April 24, 2002