

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 GOLD AND LIEBENGOD, INC. 1455 Pennsylvania Avenue, N.W. Suite 950 Washington, D.C. 20004	2. Registration No. #3700 ^{sp}
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3. Name of foreign principal Fiat, S.p.A.	4. Principal address of foreign principal Turin, Italy
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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 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:

a) Branch or agency represented by the registrant.

b) Name and title of official with whom registrant deals. NOT APPLICABLE

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

a) Principal address

b) Name and title of official with whom the registrant deals. NOT APPLICABLE

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

Fiat, S.p.A. has been engaged in the manufacturing of automobiles, trucks, earth moving machines, aerospace equipment, production systems and telecommunications equipment for over 85 years.

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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.)

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 May 15, 1986	Name and Title Howard S. Liebengood, Vice President	Signature <i>Howard Liebengood</i>
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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
GOLD AND LIEBENGOD, INC.	FIAT, S.p.A.

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.

The registrant has been retained by the law firm of Stroock, Stroock and Lavan to provide government relations expertise with regard to the Senate, House and the Administration.

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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.

The registrant will contact members and staff of the U.S. Congress and the Administration on behalf of Fiat, S.p.A.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
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 has been retained to present the views of Fiat, S.p.A. in relation to two measures now pending in the Congress which would affect Fiat's participation in bidding on U.S. defense contracts.

Date of Exhibit B May 15, 1986	Name and Title Howard S. Mehengood, Vice President	Signature <i>Howard S. Mehengood</i>
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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.

GOLD AND LIEBENGOOD, INC.
SUITE 980
1050 CONNECTICUT AVENUE, N. W.
WASHINGTON, D. C. 20036
(202) 887-1810

April 14, 1986

Mr. William J. Vanden Heuvel
812 Park Avenue
New York, New York 10021

Dear Mr. Vanden Heuvel:

John Scruggs and I were pleased to meet with you and Dr. Colombo last Friday afternoon. Our firm looks forward to serving Fiat and addressing successfully the legislative problem that confronts us.

By this letter, I wish to set forth the program we propose to pursue and the financial terms governing this relationship.

(1) We believe that neither the Dixon bill, S. 2152, nor the Evans-Leach bill, H.R. 4273, will be acted upon as free standing legislation. While we would monitor the status of these bills regularly, we expect such provisions will be offered as amendments to an omnibus defense measure, such as the F.Y. '87 Department of Defense Authorization bill.

(2) The Senate Armed Services Committee, of which Senator Dixon is a member, will begin at the end of April to write the F.Y. '87 Authorization bill. Each subcommittee will contribute a portion of the bill, which will be molded into one legislative vehicle at the full committee level. Senator Dixon serves on the Subcommittee on Defense Acquisition Policy, and may attempt to incorporate his legislation into the subcommittee package.

(3) While none of the principal House sponsors is a member of the House Armed Services Committee, we anticipate they will find an ally within the Committee to be the proponent. Congressman McCloskey is a likely candidate for this task now that he has introduced H. Con. Res. 315, which seeks to prevent final award of the recent contract until final Congressional consideration of the authorization bill. House committee markup of the authorization bill is at least three weeks away.

(4) If Dixon is unsuccessful in adding an amendment in subcommittee or full committee, he is free to offer the very same language as a floor amendment. Should Dixon or the House proponents succeed in committee, with provisions unacceptable to us, we would have the burden to excise or weaken the language with a floor amendment of our own.

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(5) While Dixon could offer his legislation as an amendment to an unrelated bill, we consider this possibility unlikely. House proponents of the legislation would have to obtain the approval of the Rules Committee before offering such language on the House floor to an unrelated bill.

(6) In the event proponents of the legislation are successful in either Chamber, the issue will be determined finally by a House-Senate conference composed of senior members of both Armed Services Committees.

(7) Our legislative program must have primary and secondary advocacy targets. Primary targets will include all members of the Senate and House Armed Services Committees, as well as key Administration officials. The Administration's support bears heavily on our prospects for success, especially in the Senate. Secondary targets would include Members serving on committees whose jurisdictions embrace foreign policy or trade matters. These committees include Senate Foreign Relations, House Foreign Affairs, Senate Finance and House Ways and Means. Secondary targets would also encompass Members who have a political interest in supporting our position.

(8) We would seek and organize the help of key outside entities, these to include the Italian government, Ambassador Rabb, any other companies similarly affected by the legislation, and U.S. political constituencies who may be predisposed to assist us.

(9) Our objective should be to defeat this legislation, as well as H. Con. Res. 315, outright. At the same time, we must consider and develop backup positions to neutralize these measures if the votes are lacking to reject them entirely.

(10) There is an immediate need to develop a concise, factual position paper setting out our most compelling arguments. This paper will be used extensively in the legislative program outlined above.

(11) It is essential that the overall program be implemented as soon as possible, starting with the position paper and expanding rapidly with a series of appointments with the principal target group.

(12) To this program, we commit the full resources of Gold and Liebengood, Inc. I will be responsible for supervising the account and will be the principal point of contact for Fiat. I will need to know who will serve as principal liaison on your end.

(13) We offer a fee arrangement of \$15,000 per month, plus out-of-pocket reimbursement for expenses. This will be a flat fee for service and run month to month, cancellable by either party on 30 days written notice. For this work, we propose to prorate the fee to start on April 11, 1986. Therefore, the April fee will be \$10,000. If these terms are acceptable to Fiat, please indicate below.

We deem it a privilege to be retained by Fiat and are anxious to justify your confidence in us.

Sincerely,



Martin B. Gold

MBG/mkm

ACCEPTED: William J. vanden Heuvel, for Strock & Strock & LAVAN

DATE: April 15, 1986