

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
Williams & Connolly
839 17th Street, N.W.
Washington, D.C. 20006

2. Registration No.
4225

3. Name of foreign principal
Republic of Panama (President Eric Arturo Delvalle)

4. Principal address of foreign principal
Embassy of Panama
2862 McGill Terrace
Washington, D.C. 20008

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:
 - Partnership
 - Corporation
 - Association
 - Committee
 - Voluntary group
 - Other (specify) _____
- Individual—State his nationality _____

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

- a) Branch or agency represented by the registrant. Republic of Panama
- b) Name and title of official with whom registrant deals.
Eric Arturo Delvalle - President of Republic of Panama
Juan B. Sosa - Panamanian Ambassador to the United States

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

N/A

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b) Is this foreign principal N/A

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.)

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

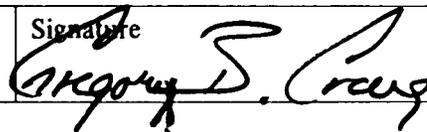
Date of Exhibit A

March 13, 1989

Name and Title

Gregory B. Craig, Partner

Signature



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
Williams & Connolly	Republic of Panama (President Eric Arturo Delvalle)

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 objective of the agency relationship is to serve the Republic of Panama as a representative in the international effort to promote free and fair elections in Panama on May 7, 1989. Toward that end, the registrant will provide legal advice and consulting services to the Republic of Panama. The registrant will also work with other organizations, both inside and outside of Panama, to gain support for free elections.

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REGISTRATION UNIT

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

The registrant will work to mobilize world support for free elections in Panama. Its activities will include:

- a) mobilizing international delegations to travel to Panama in order to observe the election process, and
- b) soliciting statements of support from international leaders and organizations.

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.

Although it is unclear what the registrant will be asked to do by the foreign principal, it is likely to include discussions with Government officials in an effort to mobilize support for free elections in Panama.

Date of Exhibit B	Name and Title	Signature
March 13, 1989	Gregory B. Craig, Partner	

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.

LAW OFFICES
WILLIAMS & CONNOLLY

HILL BUILDING

839 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20006

AREA CODE 202

331-5000

EDWARD BENNETT WILLIAMS (1920-1988)
PAUL R. CONNOLLY (1922-1978)

VINCENT J. FULLER
RAYMOND W. BERGAN
STUART E. SEIGEL
JEREMIAH C. COLLINS
ROBERT L. WEINBERG
DAVID POVICH
STEVEN M. UMIN
JOHN W. VARDAMAN, JR.
PAUL MARTIN WOLFF
J. ALAN GALBRAITH
JOHN G. KESTER
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AUBREY M. DANIEL, III
RICHARD M. COOPER
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JERRY L. SHULMAN
LAWRENCE LUCCHINO
LEWIS H. FERGUSON, III
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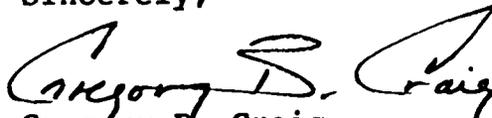
BRENT J. GURNEY
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GEORGE A. BORDEN*
ROBERT J. SHAUGHNESSY*
NANCY TORRESEN*
JONATHAN P. GRAHAM*

His Excellency
Eric Arturo DelValle
February 22, 1989
Page 2

Please sign and return the enclosed copy of this letter indicating your acceptance and understanding of the terms of this representation. If you have any questions with respect to this letter or with respect to any aspect of our billing practices, please feel free to communicate with me directly.

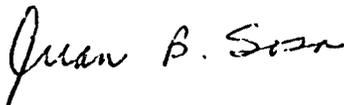
Thank you for your interest. I look forward to the chance to work with and for you.

Sincerely,


Gregory B. Craig

GBC:kn

Agreed to and accepted:



His Excellency
Eric Arturo DelValle

Dated: _____