

U.S. Department of Justice
Washington, DC 20530

Exhibit B
To Registration Statement
Pursuant to the Foreign Agents Registration Act of 1938, an amended

OMB No. 1105-0007

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 Hill & Barlow a Professional Corporation	2. Registration No. 5364
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3. Name of Foreign Principal
 The Government of the State of Bahrain

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.

See Attachment B

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

See Attachment B

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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.

See Attachment B

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 Attachment B

Date of Exhibit B	Name and Title	Signature
6/23/00	MARTIN S. ALLEN, Member	

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.

Hill & Barlow, a Professional Corporation
Revised Exhibit B
Attachment B

Hill & Barlow has been asked to provide advice and assistance to the Government of the State of Bahrain regarding a meeting between government officials from the U.S. and the Government of the State of Bahrain. The meeting concerns commerce and trade between the two nations in light of the U.S.-Bahrain bilateral investment treaty. Hill & Barlow will provide this advice and assistance on the standard terms on which it bills all of its clients. Depending upon the outcome of the meeting, Hill & Barlow and the Government of Bahrain may sign a formal engagement agreement.

Accordingly, in addition to the advice and assistance described in Hill & Barlow's registration statement filed on March 31, 2000, Hill & Barlow will also provide advice and assistance to the Government of the State of Bahrain on matters relating to commerce and trade between the U.S. and the State of Bahrain in light of the U.S.-Bahrain bilateral investment treaty. In doing so, attorney(s) from Hill & Barlow will participate in meetings with officials from various U.S. government agencies, including without limitation, the Departments of State, Commerce and Energy, the Office of the U.S. Trade Representative, the Securities and Exchange Commission and the Small Business Administration.

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SECURITIES AND EXCHANGE COMMISSION
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