

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, DC. 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.

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 McKenna Long & Aldridge LLP 1900 K Street, NW Washington, DC 20006	2. Registration No. 5770
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3. Name of foreign principal Province of Ontario Province of Manitoba Province of Quebec Province of New Brunswick	4. Principal address of foreign principal See the Attached Supplement to Exhibit A
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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:

<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 nationality _____

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

a) Branch or agency represented by the registrant.
Government of Manitoba, Government of Quebec, Government of New Brunswick and Government of Ontario

b) Name and title of official with whom registrant deals.
See the Attached Supplement to Exhibit A

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

a) Principal address.
N/A

b) Name and title of official with whom registrant deals.
N/A

c) Principal aim.
N/A

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CRIMINAL DIVISION/REGISTRATION UNIT

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

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Owned by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Directed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Controlled by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Financed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Subsidized in part by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must 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	Name and Title	Signature
10/2/06	C. Randall Nuckolls Partner	C. Randall Nuckolls

EXHIBIT A

6(b) Name and title of official with whom registrant deals.

Diane Gray
Deputy Minister of Federal-Provincial &
International Relations
Government of Manitoba
Room 42 - 450 Broadway
Legislative Building
Winnipeg, MB R3C 0V8
Canada

Business:
Phone (204) 945-5345 (Direct)
Fax (204) 945-1640
E-Mail dgray@leg.gov.mb.ca

Gerald Butts
Deputy Principal Secretary
Government of Ontario
Office of the Premier
Legislative Building, Room 281
Queens Park
Toronto, ON M7A 1A1
Canada

Business:
Phone (416) 325-3847 (Direct)
Fax (416) 325-2244
E-Mail gerald.butts@opo.gov.on.ca

Mario Lavoie
Conseiller Special - Cabinet du premier
ministre
Gouvernement du Quebec
Quebec
Edifice Honore-Mercier, 3 e'tage 835,
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Quebec, G1A 1B4
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Business:
Phone (418) 643-5321 (Direct)
Fax (418) 646-1854
E-Mail mario.lavoie@mce.gouv.qc.ca

Jim McKay
Centennial Building
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Business:
Phone (506) 457-7275
Fax (506) 453-2995
E-Mail Jim.McKay@gnb.ca

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CRM/ICC/REGISTRATION UNIT

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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1. Name of Registrant McKenna Long & Aldridge LLP	2. Registration No. 5772
3. Name of Foreign Principal Province of Manitoba Province of Quebec Province of New Brunswick Province of Ontario	

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.

McKenna Long & Aldridge LLP will provide governmental affairs advice and assistance pursuant to the attached Memorandum of Engagement.

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

Government relations activities with Congress and Executive Branch agencies on the Western Hemisphere Travel Initiative

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.

Government relations activities with Congress and Executive Branch agencies to ensure that the Western Hemisphere Travel Initiative does not hinder legitimate commerce between Canada and the United States

Date of Exhibit B	Name and Title	Signature
10/2/06	C. Randall Nuckolls Partner	C. Randall Nuckolls

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 or public interests, policies, or relations of a government of a foreign country or a foreign political party.

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& Aldridge^{LLP}**
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September 18, 2006

Ms. Diane Gray
Deputy Minister of Federal-Provincial & International Affairs
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Canada

Mr. Mario Lavoie
Conseiller Special – Cabinet due premier minister
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Mr. Jim McKay
Deputy Minister Intergovernmental Affairs
Government of New Brunswick
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Mr. Gerald Butts
Deputy Principal Secretary
Government of Ontario
Office of the Premier
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Canada

Re: U.S. Government Relations Representation on the Western Hemisphere Travel
Initiative Effective September 22, 2006

2006 OCT -3 AM 10:34
CNR/ISS/REGISTRATION UNIT

Dear Diane and Gentlemen:

On behalf of Ambassador Gordon Giffin and McKenna Long & Aldridge LLP ("Firm"), I want to express my sincere appreciation that the Governments of Manitoba, Quebec, New Brunswick and Ontario ("Provinces") have decided to retain our Firm to provide U.S. government relations services in Washington, D.C. to work on the Western Hemisphere Travel Initiative ("WHTI"). Our team of government relations professionals is genuinely honored and excited by the opportunity to work on behalf of the Provinces on this important project.

While some progress has been made in recent months in raising awareness in the U.S. of Canadian concerns about the new secure document requirements, a great deal of work lies ahead. We see the challenge as three fold: first, to seek a delay from Congress in the implementation deadline; second, regardless of delay, to ensure that the regulations are drafted and implemented in a way that does not impede legitimate travel and commerce across the US/Canada border; third, to monitor the actual impact of the regulation once implemented in order to propose any needed revisions in the execution of the program going forward.

Ambassador Giffin and I will have primary responsibility for our conduct of this relationship. We will involve a variety of our professionals, including Alex Albert, Marcia Hale, Mary Ellen Fraser, Jason Klitenic and others as necessary to ensure that the Provinces' strategy is developed and implemented in order to achieve your goals with respect to the WHTI. Background information about the core team members is provided under separate cover. Others would be involved where their skills and experience can make a constructive contribution. Our guiding principle will be to put whatever time and effort is required to accomplish the defined goals. In any given week or month, that amount of time could vary significantly.

The length of the initial engagement is six months (September 22, 2006 - February 28, 2007) and will be reviewed and extended as appropriate after the initial period to discuss the need for continued services. Our fee for services in the first six months will be \$30,000 US per month, plus actual expenses incurred in connection with the work. We understand that the budget for this project will be shared among the Provinces according to the following formula you have provided to us: Quebec 33.3% (\$9990.00/month), Ontario 33.3% (\$9999.00/month), New Brunswick 16.7 % (\$5010.00/month), Manitoba 16.7% (\$5010.00/month) excluding reasonable expenses.

We will bill the Provinces on a monthly basis for services performed and costs incurred. Payment is due not later than 30 days following the invoice date.

The firm's record retention policy provides for client's files to be kept for ten (10) years after the client's matter has been closed. At the conclusion of the retention period, the file will be destroyed unless the client requests alternate arrangements. Upon request, we will return any personal property or original documents furnished to us in the course of representation as soon as the matter is closed.

The Provinces may terminate our services at any time, subject to any applicable requirements for withdrawal of counsel imposed by a tribunal. The firm reserves the right to withdraw from the representation for failure of the client to make timely payment of fees, costs, and disbursements in accordance with the fee arrangement described in this letter, or for any other reason permitted by the applicable rules of professional conduct.

We will develop and implement the strategy discussed with you, including arranging for and participating in meetings, producing materials, monitoring developments related to the file, providing you with regular updates, and basically performing whatever duties are required to achieve the defined goals.

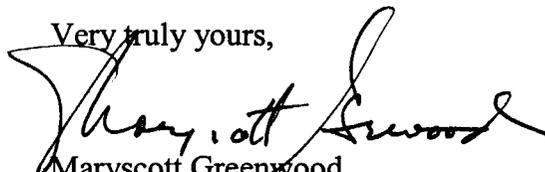
We have agreed to represent each of the Provinces, jointly, in this matter. After discussing the matter with you, including the advantages and risks of joint representation, we believe that joint representation is appropriate. Nevertheless, it is possible that during our representation of you, unanticipated facts could come to light which would make it inadvisable to continue joint representation. In such event, we might have to withdraw from the representation of some or all of you if our ability to exercise our independent judgment on behalf of each of you would be adversely affected. Under such circumstances, we reserve the right to determine in our discretion which parties to continue to represent. Each of you agree that, in the event that the firm withdraws from representing any of you, none of you will seek to disqualify the firm from continuing to represent the remaining clients.

As discussed, we will comply with all the requirements of U.S. law with respect to this engagement, including filing as a "foreign agent" with the U.S. Department of Justice under the Foreign Agent Registration Act.

It is understood that the services performed by McKenna Long & Aldridge LLP for the Provinces pursuant to this engagement letter will not be considered, for conflict of interest purposes, services on behalf of any departments or agencies of the Provinces for whom no work has been performed.

Once again, we are extremely pleased to undertake this responsibility with you and look forward to advancing the Provinces' interests on the Western Hemisphere Travel Initiative here in the United States. I am available to talk with you about the engagement at your convenience.

Very truly yours,


Maryscott Greenwood
Managing Director