

U.S. Department of Justice

Washington, DC 20530

Exhibit A to Registration Statement**Pursuant to the Foreign Agents Registration Act of 1938, as amended**

INSTRUCTIONS. Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. 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. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. 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 in print and online at: <http://www.fara.gov>.

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, Counterespionage Section, National Security 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 and Address of Registrant Covington & Burling LLP 1201 Pennsylvania Avenue NW Washington, DC 20004	2. Registration No. 5852
3. Name of Foreign Principal Embassy of the Republic of Korea in the United States	4. Principal Address of Foreign Principal 2450 Massachusetts Avenue, N.W. Washington, D.C. 20008
5. Indicate whether your foreign principal is one of the following: <input checked="" type="checkbox"/> Foreign government <input type="checkbox"/> Foreign political party <input type="checkbox"/> Foreign or domestic organization: If either, check one of the following: <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Committee <input type="checkbox"/> Voluntary group <input type="checkbox"/> Other (<i>specify</i>) _____ <input type="checkbox"/> Individual-State nationality _____	
6. If the foreign principal is a foreign government, state: a) Branch or agency represented by the registrant Embassy of the Republic of Korea b) Name and title of official with whom registrant deals Mr. Gheewhan Kim, Minister for Economic Affairs	
7. If the foreign principal is a foreign political party, state: a) Principal address b) Name and title of official with whom registrant deals c) Principal aim	

Formerly CRM-157

FORM NSD-3
Revised 03/11

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 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.)*

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.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit A	Name and Title	Signature
November 15, 2012	Keith A. Teel, Partner	/s/ Keith A. Teel

eSigned

U.S. Department of Justice

Washington, DC 20530

**Exhibit B to Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended**

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. Compliance is accomplished by filing an electronic Exhibit B form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. 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. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. 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 in print and online at: <http://www.fara.gov>.

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, Counterespionage Section, National Security 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 Covington & Burling LLP	2. Registration No. 5852
3. Name of Foreign Principal Embassy of the Republic of Korea in the United States	

Check Appropriate Box:

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 attachment.

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

Covington & Burling LLP has been engaged to develop a legislative proposal for professional visas for Korean citizens and develop corresponding justifications for the legislation based on the unique attributes of the U.S.-Korea economic partnership, as evidenced in the Korea-U.S. Free Trade Agreement. Covington & Burling LLP will engage with relevant leaders in the U.S. Congress to assess the proposal and corresponding justifications.

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 response to question 8.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
November 15, 2012	Keith A. Teel, Partner	/s/ Keith A. Teel eSigned

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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November 14, 2012

By Electronic Mail

Mr. Gheewhan Kim
Minister for Economic Affairs
Embassy of the Republic of Korea in the United States
2450 Massachusetts Avenue, N.W.
Washington, D.C. 20008

Re: Engagement Letter: Project on Professional Visas

Dear Minister Kim:

We are very pleased to confirm that Covington & Burling LLP will represent the Embassy of the Republic of Korea in the United States in the project described below, related to the Embassy's efforts to secure U.S. legislation for professional visas as a follow on to the Korea-U.S. Free Trade Agreement. It is a privilege to work with the Embassy on this important matter.¹

We understand that the Embassy will be our client in this representation and not any other affiliates or related parties, including other agencies of the government of Korea. If by subsequent agreement our services are extended to other matters, the provisions of this letter will also apply to that representation unless it is otherwise agreed in writing.

Alan Larson and I will be in charge of the engagement, but other professionals will be called upon as needed, including Marty Gold and Jonathan Wakely. Our statements will be rendered monthly.

Project: Develop a legislative proposal for professional visas for Korean citizens and develop corresponding justifications for the legislation based on the unique attributes of the U.S.-

¹ Covington & Burling LLP is a limited liability partnership organized under the laws of the District of Columbia. Under this form of partnership, a partner's personal assets are not subject to claims against the firm (and other partners) based on contracts, professional negligence or other liability unless the partner is personally liable based on his or her own conduct.

COVINGTON & BURLING LLP

Mr. Gheewhan Kim

Page 2

Korea economic partnership, as evidenced in the Korea-U.S. Free Trade Agreement. Engage with relevant leaders in the U.S. Congress to assess the proposal and corresponding justifications.

Contract Terms: The contract term is November and December 2012, and any follow-up work requested by the Embassy will be conducted until January 2013. The total project fee is \$90,000. The charges for support service, taxes and other charges are covered by the total fee.

The first half of the project fee is due within 30 days of the execution of this contract. The balance of the project fee is due within 30 days of the completion of the project. The project is completed upon the submission of a report by Covington that describes our activities under this contract.

We would expect payment of our statements in full within 60 days of receipt. If you have a question regarding a particular charge or other aspect of a statement, we hope you will raise it with us, but we would expect timely payment of the portion not subject to question. If any statement remains unpaid for more than 90 days, we may cease performing services until satisfactory arrangements have been made for payment of outstanding statements and payment of future statements.

Our records reveal no existing representation of another client on any matter adverse to you. On matters that are not related to the subject matter of our representation of the Embassy, we would not be prevented from taking positions for other clients that might not be in accord with the position of the Embassy, although Covington will be sensitive to the possibility of misunderstandings or other problems that might arise from particular adverse relationships. In such a situation we would seek to consult appropriately. For example, we may represent other firm clients on market access issues in Korea as long as the matter is not related to the subject matter of our representation of the Embassy. We understand the term "matter" to refer to transactions, negotiations, proceedings, advisory work, and other representations involving specific parties.

You consent (i) to our representing as clients, in other matters in which they are not adverse to you, parties who are adverse to you in matters in which we do represent you and (ii) to our representing clients in business transactions, counseling, litigation, legislation or other matters in which they are adverse to you provided that any such matter has no substantial relationship to any matter in which we represent or have represented you.

As we have discussed, before commencing work on this matter Covington and its professionals will need to register with the Department of Justice under the Foreign Agents Registration Act. You understand that our registration will disclose certain information concerning this matter, including this engagement letter, and we will be required to file periodic supplemental statements with the Department of Justice that will disclose additional information concerning our activities.

COVINGTON & BURLING LLP

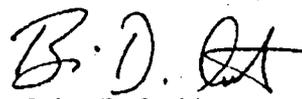
Mr. Gheewhan Kim
Page 3

Covington is a large law firm that represents a broad array of clients with diverse interests, some of which may now or in the future be adverse to the government of the Republic of Korea, either broadly or with respect to specific ministries or agencies, without posing a conflict with respect to our work on visa issues under this engagement. We will work with you on a case-by-case basis to address concerns that you may have, including the use of strong ethical walls to address potential conflict issues.

I trust this letter accurately states our mutual understanding. If you have questions about any aspect of it, please let me know promptly; otherwise I would appreciate your confirming our understanding by signing and returning a copy of this letter to me.

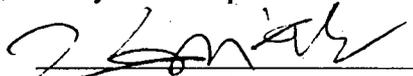
We very much appreciate your selecting our firm to assist you, and we look forward to working with you on this matter.

Sincerely,


Brian D. Smith

Agreed to:

The Embassy of the Republic of Korea

By: 
Minister Kim Gheewhan

Date: Nov 14, 2012