

**I - REGISTRANT**

1. Name of Registrant

McFarlane Associates, Inc.

2. Registration No.

5960

3. Principal business address

2300 Clarendon Blvd., Suite 306  
Arlington, VA 22201

4. If the registrant is an individual, furnish the following information:

- (a) Residence address(es) Not Applicable
- (b) Other business address(es), if any Not Applicable
- (c) Nationality Not Applicable
- (d) Year of birth Not Applicable
- (e) Present citizenship Not Applicable
- (f) If present citizenship not acquired by birth, state when, where and how acquired  
Not Applicable
- (g) Occupation  
Not Applicable

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5. If the registrant is not an individual, furnish the following information:

- (a) Type of organization: Committee  Association  Partnership  Voluntary group   
Corporation  Other (specify) \_\_\_\_\_
- (b) Date and place of organization 8/14/1989, District of Columbia
- (c) Address of principal office 2300 Clarendon Blvd., Suite 306  
Arlington, VA 22201
- (d) Name of person in charge Robert McFarlane
- (e) Locations of branch or local offices Not Applicable
- (f) If a membership organization, give number of members Not Applicable

(g) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

| Name             | Residence address(es)                         | Position       | Nationality |
|------------------|---|----------------|-------------|
| Robert McFarlane | 3414 Prospect St., NW<br>Washington, DC 20007 | Chairman       | U.S.        |
| Amanda Jane      | 1112 Portner Rd.<br>Alexandria, VA 22314      | Vice President | U.S.        |
| Catherine Neuner | 1438 D St., NE<br>Washington, DC 20002        | Vice President | U.S.        |

(h) Which of the above named persons renders service directly in furtherance of the interests of any of the foreign principals?  
Robert McFarlane, Amanda Jane and Catherine Neuner

(i) Describe the nature of the registrant's regular business or activity.  
Consulting

(j) Give a complete statement of the ownership and control of the registrant.  
McFarlane Associates Inc. is solely owned and controlled by Robert McFarlane.

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6. List all employees who render services to the registrant directly in furtherance of the interests of any of the foreign principals in other than clerical, secretarial, or related or similar capacity.

| Name             | Residence address(es)                         | Nature of services |
|------------------|---|--------------------|
| Robert McFarlane | 3414 Prospect St., NW<br>Washington, DC 20007 | Advisor            |
| Amanda Jane      | 1112 Portner Rd.<br>Alexandria, VA 22314      | Consultant         |
| Catherine Neuner | 1438 D St., NE<br>Washington, DC 20002        | Consultant         |

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## II - FOREIGN PRINCIPAL

7. List every foreign principal<sup>1</sup> for whom the registrant is acting or has agreed to act.

| Name of foreign principal        | Principal address(es) |
|----------------------------------|-----------------------|
| Government of the State of Qatar | Doha, State of Qatar  |

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## III - ACTIVITIES

8. In addition to the activities described in any Exhibit B to this statement, will you engage or are you engaging now in activity on your own behalf which benefits any or all of your foreign principals?      Yes       No

If yes, describe fully.

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## IV - FINANCIAL INFORMATION

9. (a) RECEIPTS -MONIES

During the period beginning 60 days prior to the date of your obligation to register<sup>2</sup> to the time of filing this statement, did you receive from any foreign principal named in Item 7 any contribution, income, or money either as compensation or for disbursement or otherwise?      Yes       No

If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies<sup>3</sup>.

| Name of foreign principal        | Date received | Purpose           | Amount       |
|----------------------------------|---------------|-------------------|--------------|
| Government of the State of Qatar | 5/21/09       | Advisory Services | \$237,950.00 |
|                                  | 7/2/09        | Advisory Services | \$172,525.00 |
|                                  | 7/21/09       | Advisory Services | \$243,350.00 |
|                                  | 8/21/09       | Advisory Services | \$172,525.00 |
|                                  | 10/14/09      | Advisory Services | \$237,950.00 |
|                                  | 10/26/09      | Advisory Services | \$172,525.00 |

\$1,236,825.00

Total

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<sup>1</sup> The term "foreign principal" includes a foreign government, foreign political party, foreign organization, foreign individual and, for the purpose of registration, an organization or an individual any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual.

<sup>2</sup> An agent must register within ten days of becoming an agent, and before acting as such.

<sup>3</sup> A registrant is required to file an Exhibit D if he collects or receives contributions, loans, money, or other things of value for a foreign principal, as part of a fund raising campaign. There is no printed form for this exhibit. (See Rule 201 (e).)

**(b) RECEIPTS -THINGS OF VALUE**

During the period beginning 60 days prior to the date of your obligation to register<sup>4</sup> to the time of filing this statement, did you receive from any foreign principal named in Item 7 anything of value<sup>5</sup> other than money, either as compensation, or for disbursement, or otherwise? Yes  No

If yes, furnish the following information:

| Name of foreign principal | Date received | Description of thing of value | Purpose for which received |
|---------------------------|---------------|-------------------------------|----------------------------|
|---------------------------|---------------|-------------------------------|----------------------------|

10. **(a) DISBURSEMENT-MONIES**

During the period beginning 60 days prior to the date of your obligation to register<sup>6</sup> to the time of filing this statement, did you spend or disburse any money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes  No

If yes, set forth below in the required detail and separately for each such foreign principal named including monies transmitted, if any, to each foreign principal.

| Date         | To whom | Purpose | Amount |
|--------------|---------|---------|--------|
| See attached |         |         |        |

**(b) DISBURSEMENTS -THINGS OF VALUE**

During the period beginning 60 days prior to the date of your obligation to register<sup>7</sup> to the time of filing this statement, did you dispose of any thing of value<sup>8</sup> other than money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes  No

If yes, furnish the following information:

| Date | Name of person to whom given | On behalf of what foreign principal | Description of thing of value | Purpose in giving |
|------|------------------------------|-------------------------------------|-------------------------------|-------------------|
|------|------------------------------|-------------------------------------|-------------------------------|-------------------|

**(c) DISBURSEMENTS -POLITICAL CONTRIBUTIONS**

During the period beginning 60 days prior to the date of your obligation to register<sup>9</sup> to the time of filing this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes  No

If yes, furnish the following information:

| Date | Amount or thing of value | Party or candidate | Identify location of election, convention, etc. if any |
|------|--------------------------|--------------------|--|
|------|--------------------------|--------------------|--|

<sup>4,6,7</sup> and <sup>9</sup> See Footnote 2, on page 3.

<sup>5</sup> and <sup>8</sup> Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks", and the like.

**V - INFORMATIONAL MATERIALS<sup>10</sup>**

11. Will the activities of the registrant on behalf of any foreign principal include the preparation or dissemination of informational materials? Yes  No

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

12. Identify each such foreign principal.

13. Has a budget been established or specified sum of money allocated to finance your activities in preparing or disseminating informational materials? Yes  No

If yes, identify each such foreign principal, specify amount and for what period of time.

14. Will any public relations firms or publicity agents participate in the preparation or dissemination of such informational materials? Yes  No

If yes, furnish the names and addresses of such persons or firms.

15. Will your activities in preparing or disseminating informational materials include the use of any of the following:

- |   |  |
|---|--|
| <input type="checkbox"/> Radio or TV broadcasts         | <input type="checkbox"/> Motion picture films            |
| <input type="checkbox"/> Advertising campaigns          | <input type="checkbox"/> Pamphlets or other publications |
| <input type="checkbox"/> Magazine or Newspaper articles | <input type="checkbox"/> Letters or telegrams            |
| <input type="checkbox"/> Press releases                 | <input type="checkbox"/> Lectures or speeches            |
| <input type="checkbox"/> Internet                       | <input type="checkbox"/> Other (specify): _____          |

16. Will the informational materials be disseminated among any of the following groups:

- |  |   |
|--|---|
| <input type="checkbox"/> Public officials    | <input type="checkbox"/> Civic groups or associations |
| <input type="checkbox"/> Legislators         | <input type="checkbox"/> Libraries                    |
| <input type="checkbox"/> Government agencies | <input type="checkbox"/> Educational groups           |
| <input type="checkbox"/> Newspapers          | <input type="checkbox"/> Nationality groups           |
| <input type="checkbox"/> Editors             | <input type="checkbox"/> Other (specify): _____       |

17. Indicate language to be used in the informational materials:

- |                                  |  |
|----------------------------------|--|
| <input type="checkbox"/> English | <input type="checkbox"/> Other (specify) _____ |
|----------------------------------|--|

<sup>10</sup> The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

**VI - EXHIBITS AND ATTACHMENTS**

18. (a) The following described exhibits shall be filed in triplicate with an initial registration statement:

*Exhibit A-* This exhibit, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal named in Item 7.

*Exhibit B-* This exhibit, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

(b) An Exhibit C shall be filed when applicable. This exhibit, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. A waiver of the requirement to file an Exhibit C may be obtained for good cause shown upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530. (See Rule 201(c) and (d).)

(c) An Exhibit D shall be filed when applicable. This exhibit, for which no printed form is provided, sets forth an account of money collected or received as a result of a fund raising campaign and transmitted for a foreign principal. (See Rule 201(e).)

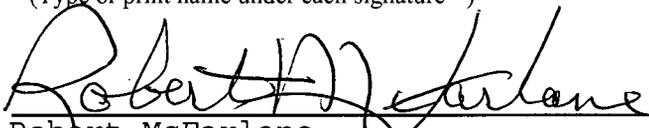
**VII - EXECUTION**

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

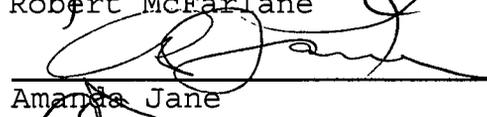
(Date of signature)

(Type or print name under each signature<sup>11</sup>)

Nov 9, 2009

  
Robert McFarlane

Nov. 9, 2009

  
Amanda Jane

Nov. 9, 2009

  
Catherine Neuner

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<sup>11</sup> This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

**10(a) Disbursements-Monies**

| <b>Date</b>          | <b>Recipient</b>   | <b>Purpose</b>  | <b>Amount</b>       |
|----------------------|--|---|---------------------|
| 9/9/2009 - 11/9/2009 | Vornado Mgmt, Speakeasy, Verizon, Fedex, etc.            | <b>Overhead</b> (Includes rent, telephone, postage, internet services, etc.)                                      | \$14,023.92         |
| 9/9/2009 - 11/9/2009 | Government of Qatar, State Department, Embassy of Sudan  | <b>Visas</b>  | \$781.32            |
| 9/9/2009 - 11/9/2009 | BKSH & Associates  | <b>Consulting Services</b>  | \$50,000.00         |
| 9/9/2009 - 11/9/2009 | O'Melveny & Myers  | <b>Legal Services</b>   | \$4,935.50          |
| 9/9/2009 - 11/9/2009 | Qatar Airways, Sheraton Doha, United Airlines, KLM, etc. | <b>International Travel</b> (includes lodging, air travel, meals, local transportation, and small misc. expenses) | \$62,564.44         |
| 9/9/2009 - 11/9/2009 | Amtrak, Parking  | <b>Domestic Travel</b>  | \$262.00            |
|                      |  | <b>Total</b>  | <b>\$132,567.18</b> |

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