

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 McGuireWoods Consulting, LLC One James Center, 901 East Cary Street Richmond, VA 23219	2. Registration No. 5408 <i>6204</i>
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3. Name of Foreign Principal Republic of Japan	4. Principal Address of Foreign Principal 2520 Massachusetts Avenue, NW Washington, DC 20008
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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
 Embassy of Japan

b) Name and title of official with whom registrant deals
 Hideaki Mizukoshi, Minister

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

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

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
January 17, 2014	Mark Bowles, Executive Vice President	/s/ Mark Bowles

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 McGuireWoods Consulting	2. Registration No. 5408 6204
3. Name of Foreign Principal Republic of Japan	

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.

Registrant will perform its duties under the contract by instituting a program of government relations in the Commonwealth of Virginia, assisting the foreign principal in presenting information to the Commonwealth of Virginia relevant law makers.

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

Registrant intends to participate in planning and carrying out a government relations strategy on behalf of the foreign principal. Registrant may schedule and attend meetings at which representative of the foreign principal will provide educational and outreach materials to officials of the legislative and administrative branches of the government of the Commonwealth of Virginia.

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.

Registrant is attempting to preserve the use of the name "Sea of Japan" in Virginia textbooks.

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
January 17, 2014	Mark Bowles, Executive Vice President	/s/ Mark Bowles 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.

McGUIREWOODS
CONSULTING

MEMORANDUM

TO: Hideaki Mizukoshi
Minister
Embassy of Japan in the United States

FROM: Mark T. Bowles
McGuireWoods Consulting

DATE: December 19, 2013

RE: Embassy of Japan Representation

Below is an outline of the services that McGuireWoods Consulting (MWC) will provide, and with your approval constitutes our agreement.

Based on the information provided, we know that at least three members of the Virginia legislature (a Democratic State Senator, a Republican State Senator and a Republican member of the House of Delegates) have agreed to patron legislation requiring the use of the dual names of "East Sea" and "Sea of Japan" in Virginia textbooks and educational materials.

MWC's objective will be to defeat and deny passage of the legislation in the Virginia General Assembly when it convenes on January 8, 2014. This year's session is a "long session" which means that the General Assembly will meet for 60 consecutive days and conclude on approximately March 8, 2014.

1. Services
(1) Research

Upon engagement, MWC will immediately begin researching this issue to develop the following:

- A) White papers and talking points on why the "East Sea" proposal is bad public policy;
- B) Identify individuals, experts and academicians who would be credible spokespersons on the issue;
- C) Identify stakeholders and/or organizations that can be mobilized in opposition to the "East Sea" measure and counter Voice of Korean Americans (VOKA) advocacy efforts;
- D) Identify media outlets (social and hard) who would be sympathetic to our position;

McGuireWoods Consulting, LLC.

- E) Explore opportunities to develop a grassroots coalition in support of "Sea of Japan"

(2) General Assembly Leadership and Committees:

After developing our research and talking points, MWC will immediately begin meeting with General Assembly leadership and key members of the respective committees where we expect the bills to originate (most likely the Rules or Education Committees). Because of the pace of the legislature and the sheer volume of bill that are considered (over 3,500) it is critical that we try and meet with as many legislators as possible before the General Assembly convenes on January 8.

Much of this strategy will begin by meeting with leadership such as the Senate Majority and Minority Leaders, Caucus and Committee Chairs, and subcommittee chairs. Following these meetings, we will have a sense of how much or how little support the bill has and can then devise a strategy based on this member analysis.

In addition, with the proponents of the legislation (VOKA and the Korean Community) largely residing in Northern Virginia, MWC will focus especially on non-Northern Virginia members who will likely be more persuadable and less influenced by the Korean constituencies who have been so vocal in promoting this agenda.

(3) The Executive Branch and State Agencies

MWC will also lobby the new incoming governor of Virginia on this issue in the event that the bill makes it to his desk for signature. While according to news accounts, Governor-elect McAuliffe is supportive of the "East Sea" initiative, we believe the Governor will be persuadable when presented with all the facts. The governor is theoretically the last stop gap in the legislative process, who would be asked to veto the bill should it pass both chambers of the General Assembly.

In addition, we are aware that the State Board of Education has met with Peter Kim, President of the Voice of Korean Americans (VOKA). We will work to ensure that State Agency lobbyists and staff do not attempt to intervene and advocate on this issue. At this juncture, we do not know if VOKA has been effective in persuading the Board to take a position.

(4) Work Plan

Upon engagement, MWC will develop a specific work plan with timelines for your review and approval.

(5) The MWC Team

The strength of McGuireWoods Consulting is the depth and breadth of our relationship with members of the Virginia legislature. We are unique in our ability to quickly gain access to both Republican and Democratic members of the General Assembly. It is also likely that there will be a partisan split in the Virginia General Assembly in January with Republicans controlling the House and Democrats controlling the Senate. The issue presented by the "East Sea" initiative is a classic example of our value because of the bi-partisan approach that is being taken by its proponents. Classic partisan divides are not applicable, and it will take a bi-partisan team approach in order to successfully address the personalities and issues that are being presented.

The following individuals from MWC will assist the Embassy in this effort:

Mark Bowles, Executive Vice President
Tyler Bishop, Sr. Vice President
Tray Adams, Sr. Vice President
Chris Nolen, Sr. Vice President
Allison Jones, Research Assistant
Other MWC employees as needed

Tyler Bishop will serve as the primary lead on this project

2. Terms

As you know, the proponents of the "East Sea" initiative have already gotten a head-start, and it is imperative that we begin the process of conducting research and meeting with legislators as soon as possible. To that end, we propose beginning immediately under the following financial terms:

December	\$25,000
January	\$25,000
February	\$25,000

MWC understands that the Embassy has only authorized payment for up to three months, and are hopeful that we can accomplish this project by the end of February. If however, we are required to lobby on your behalf in March or into the "Veto Session," we will notify the Embassy and determine if more fees are justified to conclude the project. MWC will bill the Embassy in accordance with the above terms each month for our services.

In addition, the Embassy will be responsible for certain costs, including travel and other reasonable expenses associated with advocating on your behalf not to exceed \$25,000.

We hope the foregoing engagement proposal adequately addresses your needs in Virginia. We very much look forward to having the opportunity to work with you, and are confident you will be pleased with the results we achieve on your behalf.

If the foregoing correctly sets forth your understanding of our engagement, please so indicate by signing, dating and returning this document. We thank you for affording us the opportunity to work with you.

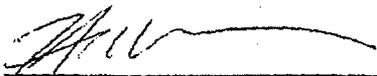
Mark T. Bowles
Executive Vice President
McGuireWoods Consulting, LLC



(Signature)

Approved by:

Embassy of Japan in the United States
Minister
Hideaki Mizukoshi



(Signature)

12/19/2013

(Date)