

"AMENDED"

U.S. Department of Justice
Washington, DC 20530

Exhibit B
To Registration Statement
Under the Foreign Agents Registration Act of 1938, as amended

OMB No. 105-0007
Approval Expires Nov. 30, 1993

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. This form shall be filed in triplicate 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, dissemination report, copy of political propaganda 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 is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney General transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

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, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

Name of Registrant	Name of Foreign Principal
Fleishman-Hillard, Inc.	MTC Animal Health [Maple Leaf Foods, Inc.]

Check Appropriate Boxes:

- ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach three copies of the contract to this exhibit.
- ☒ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach three copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- ☐ 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 the expenses, if any, to be received.

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

Fleishman-Hillard assists the client in ascertaining FDA requirements for submission of a drug approval; assists it in some instances in obtaining materials for submission; and on its behalf formally makes the submission and receives any resulting FDA communications. Fleishman-Hillard also advises the client on dealing with the agency generally.

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

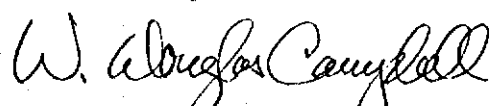
Fleishman-Hillard assists the client in ascertaining FDA requirements for submission of a drug approval; assists it in some instances in obtaining materials for submission; and on its behalf formally makes the submission and receive any resulting FDA communications. Fleishman-Hillard also advises the client on dealing with the agency generally.

Fleishman-Hillard's contacts with the FDA are in person, by phone, or in writing, as appropriate.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹

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.

Date of Exhibit B	Name and Title	Signature
3/9/92	W. Douglas Campbell Vice President	

¹Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other 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.

**FLEISHMAN
HILLARD INC**

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October 31, 1991

W. Douglas Campbell

Vice President

Mr. Steve J. Crnkovic
Marketing Manager
MTC Animal Health
P.O. Box 2302
420 Beaverdale Rd.
Cambridge, Ontario N3C 3P8
Canada

Dear Steve,

This will confirm our appointment to meet with Dr. Gerald Guest, Director of the FDA's Center for Veterinary Medicine, and Dr. Robert Livingston, Director, Office of New Animal Drug Evaluation, at 1:30 p.m. on November 14. It appears that Dr. Mitchell will not be there, but I will explore the possibility of meeting with him separately.

I will also take this opportunity to thank you for turning to us for this project, and set out the basics of our relationship. Fleishman-Hillard proposes to assist MTC in its general FDA regulatory work for a monthly retainer of \$2000 U.S., against which I will bill my hours at \$185 (with any support staff time at a significantly lower rate). The exception, because of an initially greater investment of time at the start, would be November, which would be billed at \$4000. If our hours significantly exceed the retainer amount on a regular basis, we will reconsider the adequacy of the retainer. If technical consultation is needed, we will refer you to recommended experts, without obligation. Out-of-pocket expenses, not to exceed \$200/month except for out-of-town travel at MTC's request, would be billed separately. Either party could cancel the arrangement on thirty day's notice.

If this is satisfactory, please acknowledge by return fax.

Again, thanks for the opportunity to work with you. I am eager to start, and have high hopes for your future in the United States market.

Sincerely,

W. Douglas Campbell
W. Douglas Campbell
Vice President