

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.

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, D.C. 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. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

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

1. Name of Registrant Washington Policy & Analysis, Inc.	2. Registration No. 4611
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3. Name of Foreign Principal Tokyo Electric Power Company
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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.  
WPA and its Chairman, William Martin, will monitor developments in U.S.-Japan relations as they relate to TEPCO and will periodically prepare reports to TEPCO on such matters. In addition, WPA will be available to consult with TEPCO officials on matters of interest as they arise.


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

WPA gathers information on U.S. and global energy policies, initiatives, and circumstances for reporting periodically to TEPCO. There is no current expectation that WPA will attempt to influence any policy or opinion on TEPCO's behalf.

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.

If any political activities are carried out, they will be reported in Supplemental Reports.

Date of Exhibit B 11/14/97	Name and Title Scott L. Campbell President	Signature 
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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 interests, policies, or relations of a government of a foreign country or a foreign political party.

WASHINGTON POLICY AND ANALYSIS, INC.

SCOTT L. CAMPBELL  
PRESIDENT

May 28, 1997

Mr. Shuya Shibasaki  
General Manager  
Tokyo Electric Power Co.  
1901 L Street, N.W., Suite 720  
Washington, D.C. 20036

Re: Contract Renewal

Dear Mr. Shibasaki:

The USTR initiative directed against Japanese utility companies continues, although we have a bit of a slowdown since David Burns had to take over priority assignments on China and Hong Kong. There is some risk the trade case will accelerate in the September/October time frame, but I expect that we have more time to sort out the middle market problem.

I look forward to continuing to provide my advisory and information gathering services to TEPCO in the months ahead. I will follow the trade issue closely and report to you on all new developments. I will also be available on a standby basis to gather specific information and to provide counsel to you as the need arises. We will meet and consult regularly during the contract period.

The above referenced services will be provided to the Washington Office of TEPCO for a period of one year from June 1, 1997 to June 1, 1998. The retainer fee will be \$50,000 — payable as follows: \$25,000 on June 1, 1997 and \$25,000 payable on December 31, 1997. Payments should be payable to our trade affiliate, Martin Campbell & Associates.

If this renewal is agreeable to TEPCO please sign in the space provided below on both copies and return one to me.

Sincerely,



Scott L. Campbell

Agreed by:



Mr. Shuya Shibasaki  
General Manager  
Tokyo Electric Power Company

Date: May 28, 1997

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WASHINGTON POLICY AND ANALYSIS, INC.

SCOTT L. CAMPBELL  
PRESIDENT

June 5, 1996

Mr. Shuya Shibasaki  
General Manager  
Tokyo Electric Power Co.  
Washington Office  
1901 L Street, N.W., Suite 720  
Washington, D.C. 20036

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Dear Mr. Shibasaki:

The USTR initiative directed against Japanese utility companies will continue into the foreseeable future as is indicated by the tough language in the 1996 NTE. While TEPCO's recent announcement regarding the Chiba power plant contract was extremely helpful in defusing the trade issue this year, the USTR has a short memory. Utility company procurement will raise its ugly head again next year. The risk of USTR involvement will increase somewhat next year once the Fuji film dispute is resolved. After that case is settled, utility company procurement will be one of the largest (\$25 billion annually) markets listed in the Japan section of trade targets found in the NTE.

I look forward to continuing to provide my advisory and information gathering services to TEPCO in the months ahead. I will follow the trade issue closely and report to you on all new developments. I will also be available on a standby basis to gather specific information and to provide counsel to you as the need arises. We will meet and consult regularly during the contract period.

The above referenced services will be provided to the Washington Office of TEPCO for a period of one year from June 1, 1996 to June 1, 1997. The retainer fee will be \$50,000 -- payable as follows: \$25,000 on June 1, 1996 and \$25,000 payable on December 31, 1996. Payments should be payable to our trade affiliate, Martin Campbell & Associates.

If this is agreeable to TEPCO please sign in the space provided below on both copies and return one to me in the enclosed self-addressed envelope.

Sincerely,



Scott L. Campbell

Agreed by:



Mr. Shuya Shibasaki  
General Manager  
Tokyo Electric Power Company

Date: June 5, 1996

WASHINGTON POLICY AND ANALYSIS, INC.

WILLIAM F. MARTIN  
MANAGING DIRECTOR

May 26, 1995

Mr. Konosuke Sugiura  
Director  
General Manager  
Tokyo Electric Power Company  
1901 L Street, N.W. Suite 720  
Washington, D.C. 20036

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Re: Annual Retainer Agreement

Dear Mr. Sugiura:

Over the next several months the USTR initiative directed at Japanese utility companies will gain momentum. Although TEPCO has a solid record of foreign procurement practices, there will be growing political pressure on TEPCO to purchase additional products and services from American suppliers.

During this period, TEPCO's Washington office will need timely information and advice in order to anticipate both political and trade developments. The provision of this information and advice will help TEPCO plan and respond accordingly to these developments.

Over the past several months, I have provided TEPCO with briefings, early warnings and advance copies of pertinent documents. In addition, I have furnished TEPCO with an investigative report on the Southwire Company. This information and advice has been given to TEPCO well in advance of other consultants serving TEPCO and has been done at no charge.

In the year ahead, TEPCO should continue to have the advantage of early and precise reporting on political and trade developments affecting Japanese utility companies. I would be honored to provide these services to the Washington office on a retainer basis.

I propose providing the Washington Office of TEPCO with timely information and periodic consultations regarding developments in U.S.-Japan trade relations, and specifically, developments in the pending USTR trade initiative directed at Japanese utility companies.

I will follow the issue closely for you and report regularly on trends and timing and report immediately on any fast-breaking developments. I will consult regularly with you to convey new information that I have obtained and to receive instructions and guidance from you.

The above mentioned services will be provided to the Washington office of TEPCO for a period of one year from June 1, 1995 to June 1, 1996. The retainer fee will be \$50,000 -- payable as follows: \$25,000 on June 1, 1995 and \$25,000 payable on December 31, 1995. Payments should be payable to our trade affiliate, Martin Campbell & Associates.

If this is agreeable to TEPCO please sign in the space provided below on both copies and return one to me in the enclosed self-addressed envelope.

Sincerely,



Scott L. Campbell

Agreed by:



Mr. Kōnosuke Sugiura  
Director  
General Manager  
Tokyo Electric Power Company

Date: May 30th '95

1997

## Memorandum of Agreement for Consulting Services

### The Tokyo Electric Power Company and William F. Martin

The Tokyo Electric Power Company (TEPCO) is an electric utility company which generates, transmits and distributes electric power to 20 million customers in Tokyo and its eight surrounding prefectures.

William F. Martin is Chairman of Washington Policy and Analysis, Inc., (WPA). Mr. Martin was formerly Deputy Secretary of the United States Department of Energy (1986-1988) and Special Assistant to the President for National Security Affairs (1983-1985).

The Tokyo Electric Power Company and William F. Martin on behalf of WPA have agreed to enter into a consulting arrangement whereby Mr. Martin and WPA will provide specific services to The Tokyo Electric Power Company. The terms of this agreement are described below.

#### Scope of Service

Mr. Martin will provide a direct, personal and confidential dialogue with the top management of TEPCO. The scope of service will include:

- (A) Four major reports on topics of interest, identified by TEPCO senior management. TEPCO might choose among the following or identify other topics for more specific study:
  - U.S. foreign policy strategies and their impact on Japan (i.e., North Korea, Oil Pricing and Saudi Arabia, Middle East security, Russian political developments and their impact on energy trade, U.S.-China economic and security relations, expansion of NAFTA to Pacific Rim countries, etc.)
  - U.S. energy issues directly impacting TEPCO's energy imports (Alaskan North Slope Oil, LNG from Alaskan North Slope, Coal and Clean Coal Technology, and U.S. uranium enrichment services)
  - U.S. political developments and their impact on the Japanese business community, including prospects for the mid-term election and Presidential campaign (foreign policy, economic policies, U.S.-Japan relations, and energy).

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- (B) Briefing in Tokyo. To supplement these reports and activities, at least one annual visit to Tokyo will be made to brief senior management.
- (C) Assistance to TEPCO senior managers visiting Washington in close coordination with TEPCO Washington Office (Speechwriting assistance, arrangements of meetings with White House and Agency officials).

In the event TEPCO has an urgent requirement, TEPCO may ask Mr. Martin for special and additional service with an additional fee agreed to by TEPCO and WPA.

### **Retainer Fee and Expenses**

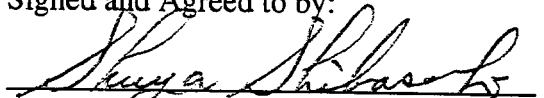
An annual retainer fee will be charged for the consulting arrangement. This retainer fee will cover all overhead costs in Washington including research and staffing allocated to the project and all travel costs to Tokyo by Mr. Martin. The fee will be paid in four equal quarterly installments of \$25,000.00, payable September 15, 1997, December 15, 1997, March 15, 1998 and June 15, 1998.

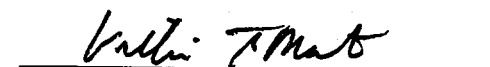
The consulting arrangement will be subject to annual renewal upon mutual consent of the parties.

### **Agreement of the Parties**

The consulting agreement as described will begin September 1, 1997 and terminate on August 31, 1998, and is hereby agreed to by the parties as evidenced by the signatures of the undersigned.

Signed and Agreed to by:

  
Mr. Shuya Shibasaki  
Director  
General Manager, Washington Office  
The Tokyo Electric Power Company, Inc.

  
Mr. William F. Martin  
Chairman  
Washington Policy and Analysis, Inc.

Date: 9-3-97

Date: 9/3/97

1996

## Memorandum of Agreement for Consulting Services

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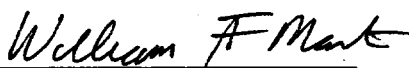
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Signed and Agreed to by:

  
\_\_\_\_\_  
Mr. Shuya Shibasaki  
Director  
General Manager, Washington Office  
The Tokyo Electric Power Company, Inc.

Date: 9-1-1996

  
\_\_\_\_\_  
Mr. William F. Martin  
Chairman  
Washington Policy and Anaysis, Inc.

Date: 9-1-1996

1995

## Memorandum of Agreement for Consulting Services

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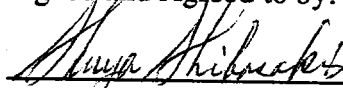
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The consulting arrangement will be subject to annual renewal upon mutual consent of the parties.


### **Agreement of the Parties**

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Signed and Agreed to by:

  
\_\_\_\_\_

Mr. Shuya Shibasaki  
Director  
General Manager, Washington Office  
The Tokyo Electric Power Company, Inc.

  
\_\_\_\_\_

Mr. William F. Martin  
Chairman  
Washington Policy and Analysis, Inc.

Date: Aug. 30, 1995

Date: August 30, 1995

1994

**Memorandum of Agreement for Consulting Services**

**The Tokyo Electric Power Company and William F. Martin**

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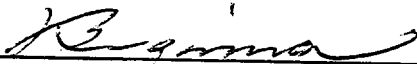
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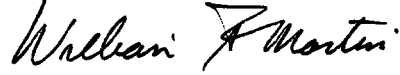
### **Agreement of the Parties**

The consulting agreement as described will begin September 1, 1994 and terminate on August 31, 1995, and is hereby agreed to by the parties as evidenced by the signatures of the undersigned.

Signed and Agreed to by:

  
\_\_\_\_\_  
Mr. Konosuke Sugiura  
General Manager, Washington Office  
The Tokyo Electric Power Company, Inc.

Date: Oct 1st 1994

  
\_\_\_\_\_  
Mr. William F. Martin  
Chairman of the Board  
Washington Policy and Analysis, Inc.

Date: 10/1/94