U.S. Department of Justice
Washington, DC 20530

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

OMB No. 1105-0003

Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant
PATTON, BOGGS & BLOW
2550 M Street, N.W.
Washington, D.C. 20037

2. Registration No.
2165

3. Name of foreign principal
Royal Trustco Limited ("Royal Trustco")

4. Principal address of foreign principal
Royal Trust Tower, Suite 3900
P.O. Box 7500, Station A
Toronto, Ontario M5W 1P9

5. Indicate whether your foreign principal is one of the following type:

☐ Foreign government

☒ Foreign political party

☐ Foreign or ☐ domestic organization: If either, check one of the following:

☐ Partnership
☐ Committee
☒ Corporation
☐ Voluntary group
☐ Association
☐ Other (specify)

☐ Individual—State his nationality

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6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

b) Name and title of official with whom registrant deals.

NOT APPLICABLE

7. If the foreign principal is a foreign political party, state:

a) Principal address

NOT APPLICABLE

b) Name and title of official with whom the 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

Royal Trustco is the parent holding company for the Royal Trust group of companies. Royal Trustco, through its operating subsidiaries, provides a broad range of financial and trust services.

b) Is this foreign principal

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 whole 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 may be used.)*

Royal Trustco has one major shareholder, Trilon Financial Corporation ("Trilon"), which owns slightly less than half of Royal Trustco's outstanding shares of common stock. The remainder of Royal Trustco's shares of common stock are widely held by individual and institutional investors. As a result of this large public ownership of its stock, Trilon does not exercise voting control over Royal Trustco. Moreover, Royal Trustco has a strong commitment to an independent management which is reflected in the fact that two-thirds of the members of the board of directors are independent and unaffiliated with Royal Trustco and its major shareholder. The independence of the board of directors is ensured by a provision in Royal Trustco's articles of incorporation providing that Royal Trustco shareholders are entitled to cumulate their votes for the election of directors. These corporate attributes of Royal Trustco all serve to underscore the independence and autonomy with which it conducts operations on a day-to-day basis.

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.

See item 9, above.

Date of Exhibit A	Name and Title	Signature
May 19, 1989	Timothy J. May, Managing Partner	

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Washington, DC 20530

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

OMB No. 1105-0007

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 duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
PATTON, BOGGS & BLOW	Royal Trustco Limited ("Royal Trustco")

Check Appropriate Boxes:

1. ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.

2. ☐ 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 two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

3. ☒ The agreement or understanding between the registrant and 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.

Registrant will serve as counsel, billing on an hourly basis, plus disbursements.

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

To assist principal in securing approval of its proposed acquisition of a U.S. savings and loan association, its proposed status as the foreign parent of U.S. subsidiaries, and related matters.

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.

Some of the activities above may include political activities. Such activities may be through means of advocacy, including prepared and extemporaneous statements.

Date of Exhibit B	Name and Title	Signature
May 19, 1989	Timothy J. May, Managing Partner	

[1] Political 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.