U.S. Department of Justice
Washington, DC 20530

Amendment to Registration Statement
*Pursuant to the Foreign Agents Registration Act of 1938, as amended*

OMB No. 1105-0004
Approval Expires Oct. 31, 1986

| 1. Name of Registrant | 2. Registration No. |
|---|---|
| Hill and Knowlton, Inc. | 3301 |

3. This amendment is filed to accomplish the following indicated purpose or purposes:

☐ To correct a deficiency in

☐ Initial Statement

☐ Supplemental Statement for _____

☐ To give a 10-day notice of a change in information as required by Section 2(b) of the Act.

☐ Other purpose *(specify)* _____

☒ To give notice of change in an exhibit previously filed.

Marubeni America Corporation - Exhibit B

4. If this amendment requires the filing of a document or documents, please list-

Additional Exhibit B and related amendment to letter of agreement for foreign principal (attached)

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

Registrant has received additional work to be performed on behalf of the foreign principal as reflected in the attached Exhibit B.

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The undersigned swear(s) or affirm(s) that he has *(they have)* read the information set forth in this amendment and that he is *(they are)* familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his *(their)* knowledge and belief.

Donald F. Massey

Donald F. Massey
Group Director, Legislative Affairs
H&K/Washington Operations

*(Both copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)*

Subscribed and sworn to before me at Washington, D.C.

this 13th day of May, 19 88

Elizabeth A Ragotta
*(Notary or other officer)*

My commission expires August 31, 1992

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. 1105-0007
Approval Expires Nov. 30, 1986

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 |
|---|---|
| Hill and Knowlton, Inc. | Marubeni America Corporation |

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.

On behalf of the foreign principal, H&K will provide strategic policy and public affairs counsel including monitoring issues of importance to the foreign principal. Compensation to include a minimum of $5,000 per month for staff services plus out-of-pocket expenses. The arrangement has been extended through the attached amendment to the letter of agreement and continues indefinitely.

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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.

Registrant activities on behalf of the foreign principal will include strategic policy and public affairs counsel including monitoring issues of importance to the foreign principal.

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.

On behalf of the foreign principal, registrant may contact by telephone, written correspondence or personal visits appropriate media representatives or officials of the Executive Branch or Congress.

| Date of Exhibit B | Name and Title | Signature |
|---|---|---|
| May 13, 1988 | Donald F. Massey<br>Group Dir., Legis. Affairs<br>H&K/Washington Operations | Donald F. Massey |

[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.

Marubeni
AMERICA CORPORATION

April 25, 1988

To: Hill and Knowlton

Att: Mr. Richard McElheny

Dear Sirs:

With respect to the letter agreement executed by and between Hill and Knowlton, Inc. and Marubeni America Corporation, signed on March 25, 1987 by the former and on April 16, 1987 by the latter, this is to confirm our understanding that the agreement remains valid beyond the date of March 25, 1988 as they were except that the following provisions are now deemed to be incorporated in the agreement as a scope of consulting service of Hill and Knowlton.

(d) Monitor, gather, analyze and make available to Marubeni, information relative to Marubeni's worldwide operations and sales.

Sincerely yours,

Agreed and accepted
Hill and Knowlton, Inc.

Richard L. McElheny
Group Director
International & Trade
Policy Consulting
H&K/Washington Operations

Marubeni America Corporation

T. Tanaka
Sr. Vice President

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Hill & Knowlton, Inc.