F60.00.

WEXLER AND ASSOCIATES, INC.

GAIL HARRISON
ROBERT M. SCHULE
ANNE WEXLER

SUITE 400
1616 H STREET, NORTHWEST
WASHINGTON, D.C. 20006
(202) 842-3677

November 11, 1981

Mr. Robert Pieros
President
Foothills Pipe Lines (Yukon) Ltd.
205 5th Avenue, S.W.
Suite 1600
Calgary, Alberta T2P2N6
Canada

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DEPT. OF JUSTICE
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INTERNAL SECURITY
SECTION
REGISTRATION UNIT

Dear Bob:

This letter, when signed by you and returned to us, will constitute an agreement between Foothills Pipe Lines (Yukon) Ltd. to retain Wexler and Associates, Inc. as Consultants.

Wexler and Associates, Inc. will represent Foothills Pipe Lines (Yukon) Ltd. in the effort to obtain passage of the Waiver of Law to facilitate private financing and expeditious construction of the ANGTS.

As previously discussed and agreed upon, the fee for this service will be $200.00 per hour for Anne Wexler and $150.00 per hour for Robert M. Schule and Gail Harrison; $10,000.00 will be paid in advance against which hourly billing will be posted and $10,000 will be paid as a success bonus if the Waiver is passed. After the initial $10,000 is depleted, we will bill you monthly. Hourly bills will vary depending on how many of us are working on the project at any given time.

In addition to our hourly fee, we will bill for reasonable and necessary expenses, such as transportation, telephone, and other standard incidental expenses in connection with performance of work for your company.

It is understood that we will keep confidential all information received from you regarding your company which you advise us is confidential. You agree that we may disclose other information about your company to the extent we deem it necessary to represent your company.

Since it is clear from our discussions that our efforts on your behalf will extend to influencing legislation within the meaning of the Foreign Agents Registration Act of 1938, we will be registering with and reporting to the U.S. Department of Justice under the provisions of that Act or of any successor legislation.

We anticipate close consultation with representatives of your company to familiarize ourselves with your management policies and goals. We are pleased to become a part of your public and government affairs activities. We will exercise our best professional efforts to carry out our responsibilities under this agreement, drawing upon our personal backgrounds and experience and our ongoing dialogues with recognized opinion-leaders and representatives, government officials, and others as may be necessary.

We look forward to a long and positive working relationship with Foothills Pipe Lines (Yukon) Ltd. and hope that upon the successful completion of this project, we may find others on which we can be helpful.

Kindest personal regards,

[redacted] Wexler
President

FOOTHILLS PIPE LINES (YUKON) LTD.

By: _____
Robert Pilatoe