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
Approval Expires Oct. 31, 1983

*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
Verner, Liipfert, Bernhard, McPherson & Hand, Suite 1000
1660 L Street, N.W., Washington, D.C. 20036

2. Registration No.
3712

3. Name of foreign principal
Consolidated Grain and Barge Company

4. Principal address of foreign principal
Merchants Exchange Building
5100 Oakland Avenue
St. Louis, Missouri 63110

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

☐ Individual—State his nationality _____

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

a) Branch or agency represented by the registrant.

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

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

a) Principal address

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

Consolidated is engaged in the purchasing, processing, and selling of grain. It also conducts a river barge operation.

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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.)*

Consolidated is a corporation organized under the laws of Missouri with its principal office in St. Louis. On March 7, 1988, two Japanese entities: The National Federation of Agricultural Cooperative Associations ("Zen-Noh") and C. Itoh and Company ("C. Itoh") agreed to buy Consolidated. Consolidated was and is a relatively small grain trading and processing company which also owns and operates grain barges. The Japanese buyers are large companies who are significant buyers of grain in this country from a number of companies. It is the expectation of the Japanese buyers that they and Consolidated will continue to conduct their affairs in essentially the same way as in the past.

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.

| Date of Exhibit A | Name and Title | Signature |
|---|---|---|
| 9/19/88 | David A. Naimon, Associate | David A. Naimon |

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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 |
|---|---|
| Verner, Liipfert, Bernhard, McPherson and Hand, Chartered | Consolidated Grain and Barge Company |

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.

The registrant will perform legal services, including those described below, for Consolidated Grain and Barge with the understanding that registrant will be compensated according to the time spent by individual attorneys and other professionals who perform such services, computed according to the firm's normal time charge rates, in addition to which registrant will be reimbursed for all normal and reasonable out-of-pocket expenses incurred in connection with such services. The duration of the understanding is indefinite.

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

Registrant has been engaged by Consolidated Grain and Barge to provide counsel to the client concerning maintenance of its authority to operate vessels in the coastwise trade. Registrant expects to have meetings with Legislative and Executive Branch officials in the furtherance of this goal.

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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.

See answer to Question 4.

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 ☐ See answer to Question 4.

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 |
|---|---|---|
| 9/19/88 | David A. Naimon<br>Associate | David A. Naimon |

[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.