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LOBBYING REPORT

Lobbying Disclosure Act of 1995 (Section 5) - All Filers Are Required To Complete This Page

1. Registrant Name Covington & Burling			
2. Address <input type="checkbox"/> Check if different than previously reported			
3. Principal Place of Business (if different from line 2) City: _____ State/Zip (or Country) _____			
4. Contact Name William L. Massey	Telephone (202) 662-5322	E-mail (optional) wmassey@cov.com	5. Senate ID # 11195-2
7. Client Name <input type="checkbox"/> Self			6. House ID # 3182713

TYPE OF REPORT 8. Year 2005 Midyear (January 1-June 30) ☒ OR Year End (July 1-Dec 31) ☐

9. Check if this filing amends a previously filed version of this report ☐

10. Check if this is a Termination Report ☐ ⇨ Termination Date _____

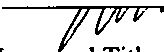
11. No Lobbying ☐

INCOME OR EXPENSES - Complete Either Line 12 OR Line 13

<p align="center">12. Lobbying Firms</p> <p>INCOME relating to lobbying activities for this reporting period was:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input checked="" type="checkbox"/> ⇨ \$ <u>112,500</u> Income (nearest \$20,000)</p> <p>Provide a good faith estimate, rounded to the nearest \$20,000, of all lobbying related income from the client (including all payments to the registrant by any other entity for lobbying activities on behalf of the client).</p>	<p align="center">13. Organizations</p> <p>EXPENSES relating to lobbying activities for this reporting period were:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input type="checkbox"/> ⇨ \$ _____ Expenses (nearest \$20,000)</p> <p>14. REPORTING METHOD. Check box to indicate accounting method. See instructions for description</p> <p><input type="checkbox"/> Method A. Reporting amounts using LDA definition</p> <p><input type="checkbox"/> Method B. Reporting amounts under section 6 Internal Revenue Code</p> <p><input type="checkbox"/> Method C. Reporting amounts under section 1 Internal Revenue Code</p>
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Signature



 Printed Name and Title William L. Massey, Partner

LD-2 (REV. 6/98)

Registrant Name Covington & Burling Client Name COMPETE

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code information as requested. Attach additional page(s) as needed.

15. General issue area code ENG (one per page)

16. Specific lobbying issues

Energy legislative, policy, and regulatory issues

17. House(s) of Congress and Federal agencies contacted

☐ Check if None

House of Representatives

Senate

Federal Energy Regulatory Commission

18. Name of each individual who acted as a lobbyist in this issue area

Name	Covered Official Position (if applicable)
William L. Massey	Former Commissioner, Federal Energy Regulatory Commission
Robert S. Fleishman	
Elizabeth B. Letchworth	
Mary J. Doyle	

19. Interest of each foreign entity in the specific issues listed on line 16 above

☒ Check if None

Signature

William L. Massey

Date

8/4/05

Printed Name and Title William L. Massey, Partner 1 /

Form LD-2 (Rev.6/98)

Pag

Registrant Name Covington & Burling Client Name COMPETE

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code information as requested. Attach additional page(s) as needed.

15. General issue area code UTI (one per page)

Energy legislative, policy, and regulatory issues

16. Specific lobbying issues

17. House(s) of Congress and Federal agencies contacted

☐ Check if None

House of Representatives

Senate

Federal Energy Regulatory Commission

18. Name of each individual who acted as a lobbyist in this issue area

Name	Covered Official Position (if applicable)
William L. Massey	Former Commissioner, Federal Energy Regulatory Commission
Robert S. Fleishman	
Eliazabeth B. Letchworth	
Mary J. Doyle	

19. Interest of each foreign entity in the specific issues listed on line 16 above

☒ Check if None

Signature

William L. Massey

Date

8/4/05

Printed Name and Title William L. Massey, Partner / /

Form LD-2 (Rev.6/98)

Pag

Registrant Name Covington & Burling Client Name COMPETE

Information Update Page - Complete ONLY where registration information has changed.

20. Client new address

21. Client new principal place of business (if different from line 20)

City

State/Zip (or Country)

22. New general description of client's business or activities

LOBBYIST UPDATE

23. Name of each previously reported individual who is no longer expected to act as a lobbyist for the client

Eliminate Mary J. Doyle

ISSUE UPDATE

24. General lobbying issues previously reported that no longer pertain

AFFILIATED ORGANIZATIONS

25. Add the following affiliated organization(s)

Name	Address	Principal Place of Business (city and state or country)

26. Name of each previously reported organization that is no longer affiliated with the registrant or client

FOREIGN ENTITIES

27. Add the following foreign entities

Name	Address	Principal place of business (city and state or country)	Amount of contribution for lobbying activities

28. Name of each previously reported foreign entity that no longer owns, or controls, or is affiliated with the registrant or affiliated organization

Signature

[Handwritten Signature]

Date

8/4/05

