Form OBD-65
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(Formerly DJ-304)

OMB
No. 43-R435
Approval Expires Oct. 31, 1981

UNITED STATES DEPARTMENT OF JUSTICE
Washington, D.C. 20530

EXHIBIT B

TO REGISTRATION STATEMENT
Under the Foreign Agents Registration Act
of 1938, as amended

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
Development Counsellors International Ltd.	Luxembourg Board of Economic Development

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. [x] 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.

DCI shall carry out a program of marketing in North America to assist the Corporation in approaching and attracting U.S. investors. Activities include placing articles to elicit inquiries, consulting on direct mail and advertising, coordinating a trip of American trade journalists to Luxembourg and arranging interviews with business writers in U.S. for Luxembourg government officials here for the purpose of attracting American investment.

TERMINATED
DATE 6-30-83

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

All such activities are detailed in attached letters.

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 [X]

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
Nov. 22, 1982	Patricia T. Levine Account Manager	Patricia T. Levine

[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.

LUXEMBOURG
BOARD OF ECONOMIC DEVELOPMENT
801 SECOND AVENUE
NEW YORK, N. Y. 10017
TELEPHONE (212) 370-9850
TELEX: 62-0241 (LUXIMISS) INTERNATIONAL
TELEX 125778 DOMESTIC

June 30, 1982

Mr. Ted Levine
President
Development Counsellors International, Ltd.
733 Third Avenue
New York, N. Y. 10017

Dear Ted:

Following up our letter of June 22nd, we are now in a position to confirm our final acceptance of your offer outlined in your letter of February 19, 1982 as discussed during our meeting of June 25, 1982,

We understand that our program of cooperation, which will start by July 1, 1982 for a six months period will include, besides the ingredients outlined in your letter of February 19, 1982, your assistance for the organization of the visit of two Luxembourg Government officials to the U.S., which is tentatively scheduled for late September and October/November of this year as well as for the preparation of a trip of American business journalists to Luxembourg in the fall of 1982.

Your remuneration will consist of a monthly fee of $3,000 plus an allocation for out-of-pocket expenses of $500 a month, which will be due to you by the end of each month of our cooperation. Please address your monthly bill to:

Ministere de l'Economie Nationale
19-21 Boulevard Royal
Luxembourg
Grand Duchy of Luxembourg
Attention: Mr. Arend (Service de l'Industrie)

We are looking forward to a fruitful cooperation.

Yours sincerely,

Ambassador P. Peters

J. V. Wyckoff

J. Faltz

JF:rd

TERMINATED
DATE 6-30-83

Development Counsellors International, Ltd.
733 THIRD AVENUE • NEW YORK, N.Y. 10017 • (212) MU 7-1383

February 19, 1982

J. Vance Wyckoff
Executive Director
LUXEMBOURG BOARD OF ECONOMIC
DEVELOPMENT
801 Second Avenue
New York, NY 10017

Re: Proposal and Letter of Agreement for a Results Aimed Marketing Program on behalf of the Luxembourg Board of Economic Development by Development Counsellors International, May - October 1982.

Dear Vance:

I am writing this letter of proposal directly following what I found to be a most fruitful get-together with you and your associate as well as my partner, Manny Ellenis and myself. In the following we are going to look at four things: the recommended agency, Development Counsellors International; the recommended program; the six-month objectives; and the cost.

Overall, we think this is an unusual case where the right program, the right agency, the right timing and the right cost all come together, so let's see why:

(1) The Recommended Agency:

Let me be brief here, because you now know us. Development Counsellors International is the only firm in the world that specializes exclusively in marketing economic development organizations especially to get provable short and long term results.

We have been around for 22 years and have represented a number of European countries including the Netherlands, France and Italy that will provide a valuable perspective, and yet we have none of these clients at this time which eliminates the problem of conflict-of-interest.

As noted, the assignment described below would be handled under the personal supervision of one of the principals of the firm, namely Manny Ellenis or myself, which means you'd receive the kind of personal service which is invaluable in this kind of assignment.

To document very quickly at least a part of our record, I have attached to this proposal our Consolidated Client List, indicating the range and thrust of our experience, a sheet which gives you an example of some actual "results" and some other material which suggests our reputation and credentials in this field.

(2) The Recommended Program:

Let's start by reviewing some basics: Luxembourg has a swell and important message in terms of U.S. international site selectors, and we discussed it at some length and depth: political and labor stability, location close to the center of the EEC, a strong and provable work ethic, and an existing community of U.S. companies that can -- and will -- speak up in the form of testimonials about their Luxembourg experience.

Equally important, you have the staff, the data, the experience and the backup to follow up on leads and prospects once they have been detected, and, as we discussed with some intensity, this is the often-missing vital ingredient.

What you need is a low cost prove-it-works program that will show quality and quantity of results after as short a period as six months. These are the recommended ingredients of that program:

a. Selective editorial placement: DCI has literally thousands of editorial contacts within the business press in North America. We would use these contacts in such a way to place brief articles highlighting Luxembourg's operational advantages in various business publications urging the readers to write in for more specific information and thereby "hooking" them for future follow-up. This is a technique DCI pioneered a couple of decades ago and has led to literally thousands of quality inquiries for our clients, many of which have developed into actual plant establishments and new jobs, investment and tax revenue (see the attached description of "sample results" for just a couple of examples).

b. Personalized direct mail: You already have a direct mail program, but we believe we may be able to increase its effectiveness by many percentage points in two basic ways: by strengthening and lengthening the mailing lists and at the same time by personalizing the copy in such a manner that the reader will believe that it comes from one executive to another and is not replicated. We have found that this is often the key to success. Example: some years ago for Jersey City we developed a direct mail program aimed at

establishing stock brokerage offices that actually led to the establishment of 23 such companies as a direct result of direct mail.

ADS - INC.
AIR & DEV.
$5,000 - $10,000

c. Advertising: As we discussed, we do not prescribe space advertising at the start of this program, because you want quick, provable results, this isn't the way to get them. We would, though, be pleased to advise you on all phases of space advertising if it should be decided over time that that will be an ingredient of your program, and we are currently involved in captaining a half dozen highly successful advertising programs for many developing areas.

d. Direct contacts: This is an important ingredient especially in terms of showing results fast. During the past 22 years, DCI has built up personal relationships with a whole network of site selectors and advisors to site selectors including banks, consulting companies and industrial realtors, which permits us to provide appropriate "leads" to all of our clients.

Again, let me cite an instance: we have currently developed for certain of our clients a group of 18 high technology companies that have indicated interest in expanded domestic and foreign locations. As a sample of this service I will be sending you when available a few of those companies so you get a sense of what we mean.

e. Practical consulting: For many of our clients, this is an important plus that involves no additional cost: we just plain will do anything to help you succeed in your mission, and because we have a lot of years of experience, a lot of contacts, and a lot of expertize, that can help. For example, we can -- and will -- provide you with information on what other economic development groups are doing that works; we will be able to check for you on the decision making structure within particular companies that have shown interest in Luxembourg; we can advise you on the development of any kind of sales promotion material from folders and booklets to motion pictures and audio-visual aids -- and that's just the beginning.

(3) The Six-Month Objectives:

We told you that we often begin on a six-month demonstration basis and continue only upon proof of results, and so far in 22 years we have never stopped at the end of six months, and we're proud of that. In this particular

instance, in order to make our goal as tough as possible, we're going to aim at a total of 75 good quality inquiries during the six month period. This is particularly ambitious when you consider that is the total number of inquiries of this quality developed since 1978, and that up to now only a few have come from either direct mail or advertising. I'd also be willing to bet you a cookie that we surpass that goal!

(4) The Cost:

We projected for the total six-month program described above a monthly fee cost of $3,000 plus an allocation for out-of-pocket expenses of $500 a month, or a bottom line cost of $21,000. This in your program is equivalent to one medium sized ad in such a publication as BUSINESS WEEK!

You indicated that May 1 would be a good starting date with the six months continuing through October. These are ideal dates, because they would permit this initial program to reach its maximum intensity right after Labor Day, which we have found is the best time for this kind of aggressive marketing push.

We do think this is a genuine case in which you have virtually nothing to lose and an enormous amount to gain, and as a next step, if it's feasible, we would recommend that you simply sign and return one copy of this combined proposal and letter of agreement in either its original or revised form to signal your acceptance of these terms.

We look forward to this assignment with both enthusiasm and optimism and hope to hear from you on it in the weeks to come.

Sincerely,

Ted M. Levine

Ted M. Levine
President

cc: John Faltz, Manny Ellenis

Accepted: _____

Date: _____

Encl.