

EXHIBIT A
TO REGISTRATION STATEMENT

Under the Foreign Agents Registration Act of 1938, as amended

RECEIVED
DEPARTMENT OF JUSTICE
REGISTRATION UNIT
CRIMINAL DIVISION
JAN 7 1 20 PM '81

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 The InterVest Agency, Ltd. 1133 Broadway Suite 1211 New York, New York 10010		2. Registration No. 3186
3. Name of foreign principal Drs. J. Th. Pronk, Economic Representa- North Brabant, The Netherlands tive	4. Principal address of foreign principal Brabantlaan 1, 5216 's-Hertogenbosch, The Netherlands	

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 Committee
 - Corporation Voluntary group
 - Association Other (specify) _____
- Individual - State his nationality _____

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

a) Branch or agency represented by the registrant. Province of North Brabant, The Netherlands

b) Name and title of official with whom registrant deals. Drs. J. Th. Pronk
Economic Representative

7. If the foreign principal is a foreign political party, state: This item is not applicable.

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, This item is not applicable.

a) State the nature of the business or activity of this foreign principal

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.)

This is not applicable.

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.

This is not applicable.

Date of Exhibit A 19 December 1980	Name and Title Dorothy Williams Ambrogio Vice President	Signature <i>Dorothy Williams Ambrogio</i>
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UNITED STATES DEPARTMENT OF JUSTICE
Washington, D.C. 20530

EXHIBIT B

TO REGISTRATION STATEMENT
Under the Foreign Agents Registration Act
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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
The InterVest Agency, Ltd.	North Brabant, The Netherlands

Check Appropriate Boxes:

- 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.
 - 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.
 - 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. (a) The nature of the above indicated understanding is that of providing local support to U.S. businesses which previously expressed interest directly to foreign principal in establishing a direct investment in foreign principal ie. branch office, mfg./warehousing facilities. The method to be used in rendering this support consists of providing information on the foreign principal-verbally or in writing-to the prospective investor as it pertains to its particular requirements and specifications. (b) Research activities to identify U.S. businesses which might have interest in learning of the direct investment opportunities available in foreign principal. The method to be used in identifying potential investors consists of direct contact (telephone, personal interview, correspondence) and evaluation of published company information. In both instances, published company information and evaluation is provided to foreign principal on all potential foreign investors which expressed interest in investing in foreign principal.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal. Registrant's activities in which or proposed to engage in on behalf of the above foreign principal consist of the following:

- (1) Local Support: Information on prospective U.S. investors will be provided to foreign principal in order that prospect's investment requirements may be addressed. This feedback would then be provided to registrant for relay to prospective investor.
- (2) Investor Search: Published information on select businesses (selected by size, product line and growth indicators) would be analyzed to determine qualifications. Direct contact (letter, telephone) would be made with investment candidate to determine interest in learning of investment opportunities in foreign principal. When interest is expressed, descriptive literature on the foreign principal is provided to the investment candidate.

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.

Date of Exhibit B	Name and Title	Signature
19 December 1980	Dorothy Williams Ambrogio Vice President	<i>Dorothy Williams Ambrogio</i>

^{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.

SERVICES PROVIDED

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A

Visit to North Brabant so as to become directly acquainted with and knowledgeable of its facilities, resources, capabilities, unique incentives and special benefits available to the foreign investor.

The itinerary should comprise at least three full working days of activities with the program including:

1. Orientation covering Dutch foreign investment regulations, incentives, labor, the infrastructure, industry concentration and so forth. The orientation should also cover the general structure of the government and the economy, life-style matters, educational facilities, etc.
2. A tour of key industrial centers.
3. Meetings with appropriate government officials and bankers.
4. Meetings with at least three American executives responsible for the operations of American investments in North Brabant. (These meetings should be held without the accompaniment of North Brabant officials.)
5. Other as considered necessary towards gaining maximum advantage from the visit.

B

Meet personally with appropriate officers of each American company considered by North Brabant as a good prospect for eventually establishing an investment in its province. The meetings would be scheduled so as to gain maximum advantages from the trips. The purpose of these meetings would be:

1. To introduce myself as a representative of North Brabant and establish my credentials.
2. To invite the prospects to utilize my office as a conduit for communications and information regarding specific data requests for new developments in North Brabant.
3. To establish a position which is essential toward maintaining North Brabant's visibility.
4. To invite the prospect to include North Brabant on their next planned trip to Europe.
5. To offer communicative and scheduling support to any prospect suggesting a plan to visit North Brabant.

C

Maintain a continuing communicative contact with each prospect - through telephone and mail. This would provide:

1. Continuing attention to North Brabant as a possible location for an investment.

2. Determining the prospect's plan and activities internationally,
3. Determining if the prospect requires information about North Brabant.
4. Repeat extension of an invitation to visit North Brabant.
5. Keeping the prospect updated on new developments in North Brabant - and The Netherlands.

D

Monitor each prospect and the American companies currently operating an investment in North Brabant. The monitoring would be accomplished by utilizing all available business information sources - all of which are well known to InterVest. This monitoring would provide the current data which is essential in dealing with any prospect or important "customer" such as:

1. Change in management
2. Acquisitions and mergers
3. Financial progress and changes
4. New products
5. New plant investments

6. International developments
7. Credit standing
8. Other

F

Development of new prospects through research and interview. This program would not differ markedly from that which we conducted for North Brabant late 1978 and early 1979. However, it would be smaller and more concentrated in scope and be conducted on a continuing basis. The theory is that every prospect list must be refurbished with new prospects to replace those that, for some reason or other, become less of a prospect requiring direct attention.

Although this program would be on-going on a small scale, it would be accelerated to accommodate any planned visit of North Brabant officials to the United States. Also, for such visits, a schedule of appointments would be established with the new prospects - and the established prospects.

F

Finally, InterVest would be positioned as your New York "branch". This would provide the facility to accomplish the following:

1. Conducting promotional mailings and handling responses.
2. Issuing of news releases.

3. Placing ads in selected publications announcing your planned visit to the United States.
4. Receiving and responding to requests for literature as the result of any promotional mailings or advertisements.
5. Other

PROGRAM TARGETS

A

Develop approximately twenty-five (25) well qualified and seriously interested prospects comprising American companies that are to receive dedicated attention towards establishing an investment in North Brabant.

B

Replenish the list of prospects so that the standard holds at approximately twenty-five (25).

C

Maintain close and continuing contact with each prospect.

D

Monitor each prospect, and firms currently operating an investment in North Brabant.

PROGRAM STRUCTURE AND CONDITIONS

A

Tenure - one year from date of acceptance.

B

Reports - general developments and activities - monthly; specific individual developments - as they occur, often by telex; monitoring - as new intelligence is obtained.

C

AND EXCLUSIVITY -
Confidentiality - all businesses which are identified and/or developed as prospects for an investment in North Brabant as a result of this program will not be disclosed to others or approached by InterVest in support of some other client's interests.

- ALSO, SHOULD INTERVEST - X

D

Communications - telex and telephone, as appropriate; mail.

E

only
Direct Costs: InterVest would expect certain direct costs to be recompensed by North Brabant. They would be well documented and carefully controlled to ensure maximum value from all expenditures. Included would be expenses related to travel, and extraordinary international telephoning and telexing. Any special costs not currently anticipated would first be discussed with you. InterVest will absorb day to day telephone, telex, stationery costs, etc.

F

Charge - US\$45,000

9.4
G

Payment - one third (US\$15,000) on acceptance; one third on completion of month four; one third on completion of month eight. Direct costs - as submitted.