

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

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 Fleishman Hillard 1615 L Street, NW Washington, DC 20036	2. Registration No. 3774
3. Name of foreign principal Suez Lyonnaise des Eaux	4. Principal address of foreign principal 1 rue d'Asorg 75008 Paris, France

5. Indicate whether your foreign principal is one of the following:

- 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 nationality \_\_\_\_\_

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

- 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:

- a) Principal address.
- b) Name and title of official with whom 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

the formation of a new Latin American investment vehicle  
(Latin American Water Company)

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal

Yes  No

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 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 must be used.)

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.

Publically traded company

Date of Exhibit A	Name and Title	Signature
Feb 25, 1999	David Harrower Senior Vice President	

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. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant  Fleishman Hillard, Inc.	2. Registration No.  3774
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3. Name of Foreign Principal  Suez Lyonnaise des Eaux
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Check Appropriate Boxes:

4.  The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5.  There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6.  The agreement or understanding between the registrant and the 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 expenses, if any, to be received.

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


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

Coordinate and manage the US Component of a global announcement of the Suez fund for infrastructure in Latin America and amplify the commitment to emerging countries it represents.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? 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
Feb 25, 1999	Senior Vice President David Harrower,	

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any 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 interests, policies, or relations of a government of a foreign country or a foreign political party.



## Communicating the Leadership of Suez Lyonnaise des Eaux: An Announcement Proposal by Fleishman Hillard

September 10, 1998

The announcement of Suez Lyonnaise des Eaux's fund for infrastructure in Latin America is a communications challenge that presents considerable opportunity:

- Opportunity to showcase the company's focus on services which are the heart of mankind's essential needs;
- Opportunity to leverage the significance of a \$1 billion commitment that merits global attention;
- Opportunity to capture attention and expand international visibility well beyond the agriculture and energy markets where the company is best known;
- Opportunity to capitalize on the media, financial and political awareness of, and interest in, the erosion of long-term investment in emerging markets;
- Opportunity to generate visibility and enthusiasm in key emerging markets that are of particular strategic corporate significance;
- And ultimately, an outstanding opportunity to position Suez Lyonnaise des Eaux as a world leader in private infrastructure services.

While there are dozens of competent communications services vendors in Washington, DC who can help coordinate a press conference, we believe your assignment calls for a strategic communications firm with the right experience and resources to maximize this valuable and rare opportunity – a proven, trusted partner like Fleishman-Hillard.

Fleishman-Hillard (F-H) is the fourth largest public relations agency worldwide, with one of the largest and most well-respected Washington offices in the industry. We are prepared to mobilize a team of communications experts to work with you who understand global business, have extensive experience at coordinating major media announcements, work regularly with high level officials and opinion leaders and are meticulous about staging important events.

We are excited about the prospect of working with Suez Lyonnaise des Eaux. Following is our recommended approach.

## **OBJECTIVE**

To coordinate and manage the U.S. component of a successful global announcement of the Suez Lyonnaise des Eaux fund for infrastructure in Latin America and amplify the significant commitment to emerging countries that it represents.

## **RECOMMENDATIONS**

Based upon our preliminary discussions with Jean-Louis Imhoff, we recommend the following:

- Mid-morning press briefing held at the National Press Club
- Luncheon at Organization of American States featuring a well-known speaker
- News distribution and one-on-one interviews
- "Second day" media tour in Miami

### **Press Conference**

We strongly recommend that Suez Lyonnaise des Eaux hold a press conference at approximately 10AM on October 1 at the National Press Club. We believe that a luncheon held at the Press Club will not receive the same level of interest and attendance as an earlier press briefing for the following two reasons:

First, after initial checking, we have determined that Joseph Lieberman, democratic senator from Connecticut, will be speaking on education reform at 12:30PM on October 1<sup>st</sup> in the Press Club's main banquet room. It is our concern that Senator Lieberman's presence will detract from the impact of Suez Lyonnaise des Eaux's announcement. Therefore, we recommend holding the press briefing prior to Senator Lieberman's speech.

Furthermore, on the afternoon of October 1, Costa Rican President Miguel Rodriguez will be speaking as part of the Press Club's Newsmakers series. We consider this to be a strong advantage, as we believe that many reporters who cover Latin America will already be present at the Press Club that day. Holding the event in the morning will give us the opportunity to "warm-up" the Latin American reporters, and plant the seeds for future questions to President Rodriguez regarding private investments in Latin America. Lastly, we hope to brief President Rodriguez on the investment fund so that he can appropriately respond when asked a question about the economic situation in Latin America.



Secondly, we believe that a mid-morning press briefing will be more attractive to the wire-services. Reporters for wire services, such as Associated Press and United Press International, are on very tight schedules, and do not have time to sit down for lunch. Wire reporters will appreciate a short briefing and thus, will be more inclined to write a story.

### **Luncheon at the OAS**

In order to reach primarily non-media audiences, such as members of the business and political communities, we suggest holding a luncheon at the Organization of American States (OAS). The OAS is the perfect venue for Suez Lyonnaise des Eaux to hold a luncheon, as it is an organization that is largely focused on international business.

Invitees to the luncheon should include foreign dignitaries and ambassadors as well as Washington DC business and opinion leaders. We also suggest inviting select members of the media to the luncheon. Unlike wire services, weekly publications such as *Fortune* and *Forbes*, have substantially more time to create and develop a story. It is these types of publications that should be invited to the luncheon, and will be interested in a more in-depth discussion of the investment fund.

To make the luncheon even more appealing to business leaders and the media, we suggest supplementing the current speaker list with an expert on the Latin American economy or the future of international finance. We will work with you to determine who this additional speaker should be, and secure their participation. Most likely, this speaker will hail from a local university or a DC think tank. Having two speakers, one from Suez Lyonnaise des Eaux and the other from a neutral third party, will put the announcement into perspective and add credibility to the story.

### **News Distribution and Individual Interviews**

For those unwilling or unable to attend the press briefing, we recommend distributing comprehensive press materials and setting-up one-on-one interviews. By doing this, we will be able to ensure that each targeted reporter receives the relevant information and is given an opportunity to interview a spokesperson from Suez Lyonnaise des Eaux.

Prior to the press briefing, we will distribute a media advisory to put the event on reporter's radar screens. Once the press briefing is complete, we will distribute the press release, via PR Newswire, to papers and newsdesks around the



world. Lastly, we will send press kits, which F-H will create, to those reporters who have expressed interest in the story.

In addition to distributing materials, F-H will also work to schedule individual interviews for Suez Lyonnaise des Eaux spokespeople. These interviews will take place in the week following the press briefing and may be held in person or via telephone. One-on-one interviews often result in more comprehensive and longer pieces, and are an excellent way for Suez Lyonnaise des Eaux to communicate its message.

### **"Second-day" Miami Media Tour**

In addition to the Washington, DC press conference, we strongly recommend that Suez Lyonnaise des Eaux consider complementing that event with an effort that would focus on Latin American broadcast outlets and long-lead in-depth publications. This would provide broader reach for Suez Lyonnaise des Eaux's announcement and would highlight Suez Lyonnaise des Eaux's commitment to the region, providing more detail and depth of that commitment.

One important advantage of this approach is the fact that many of the region's broadcast media and business publications are concentrated in Miami and their combined presence offers the opportunity of efficiently covering the region from one central location.

F-H/Miami & Latin America recommends that immediately following the Washington, D.C. press conference, an Suez Lyonnaise des Eaux spokesperson should be made available to meet with the media in Miami. The day-long program would involve a breakfast or luncheon briefing with key print media and one-on-one interviews with the regional broadcast media.

The broadcast media represent one of the most effective and efficient methods of reaching Latin American audiences. These include *CBS Telenoticias* (24-hour cable and broadcast news service); *CNN en Español* and *CNN em Português* (Latin American versions of the CNN 24-hour news service), *BBC América Latina* (nightly BBC radio news and magazine program for Latin America) and *ECO* (Mexico based international TV news service).

Long-lead regional publications include: *Gazeta Mercantil* (weekly international edition in Spanish), *Latin Trade* (English and Spanish monthly), *Latin Finance* (monthly) and *América Economía* (monthly). A special effort for the Latin American audience would include *The Wall Street Journal Americas* (based in New York).



In addition, key wire services, also based in Miami, may be interested in doing follow-up stories, concentrating on the Latin American angle. In particular, the following would be approached: Reuters, EFE, Notimex and Bloomberg.

## **TACTICS**

Again, based upon our conversation with Mr. Imhoff earlier today, and our understanding of the proposed scope of work, F-H will conduct the following activities:

- Develop comprehensive list of reporters covering finance and business. List will include both domestic and international publications
- Create and distribute unique and creative luncheon invitation
- Write media advisory, and distribute, via fax to all target media
- Make personal pitch calls to all targeted reporters
- Write and distribute press release
- Coordinate one-on-one or phone interviews, as appropriate, with Suez Lyonnaise des Eaux spokesperson
- Create press kit materials, including biographies of speakers, fact sheets, and a Frequently Asked Question document
- Alert Washington Daybooks to event
- Staff the press briefing and luncheon
- Follow up with all targeted reporters
- Generate post event status/clip report

**Media Targets:** (please note, this is not a complete list, just a sampling of the media we will be targeting).

### Domestic

- National daily newspapers (New York Times, Wall Street Journal, Washington Post)
- Press Wires (AP, Reuters)
- National financial and business magazines (Forbes, Fortune)
- National broadcast (CNBC, CNN, etc.)

### Latin America

- Brazil (ABIM News Agency, Correio Braziliense, Folha de Sao Paulo, Jornal do Comercio, Jornal do Brasil, O Globo)
- Argentina (La Nación).

- Colombia (El Tiempo)
- Guatemala (El Gráfico)
- Mexico (El Financiero, Reforma, El Universal)
- Uruguay (El Observador Económico).
- Venezuela (El Universal).

### Europe

- Spain (ABC-Spain, EFE, El País).
- United Kingdom (The Times, The Financial Times, The Guardian).
- Germany (Deutsche Presse Agentur, Die Welt).

### South Africa

- The Star
- Star Business Report
- Business Day (Johannesburg)
- Cape Times (Capetown)
- Sunday Industry & Business (Capetown)

### Asia

- Singapore (Straits Times)
- Hong Kong (South China Morning Post)
- Japan (Nikkei Shimbun)
- Mainland China (Economic Daily)
- Japan (Kyoto News Service)
- China (Xinhua News Agency)



## BUDGET ESTIMATES

The following budget is designed to give you an idea of how costs for this program could run. Please view it as a guidance. We hope we can get the chance to meet and discuss the overall goals and objectives of your initiative. We will then tailor an event budget to fit your needs. However, we have taken the liberty of providing you with cost estimates based on the event elements contained in our plan. Regardless of the final budget figures, we commit to the following basic expectations:

- Because of the limited amount of time available, Fleishman-Hillard will assume all out of pocket costs for the event and invoice Suez Lyonnaise des Eaux at the conclusion of the program
- No surprises! Detailed budget expectations will be set prior to commencing work and held to. We will clear all large expenses with you prior to making them and will provide you with detailed expense and activity reports and will let you know what to expect every step of the way.

### Estimated Fee Budget Ranges

Again, based upon our conversation with Mr. Imhoff earlier today, and our understanding of the proposed scope of work, F-H will conduct the following activities:

#### **Pre Event and Event Execution -----\$25,000 - \$35,000**

- Develop comprehensive list of reporters covering finance and business. List will include both domestic and international publications
- Create and distribute unique and creative luncheon invitation
- Write media advisory, and distribute, via fax to all target media
- Make personal pitch calls to all targeted reporters
- Write and distribute press release
- Coordinate one-on-one or phone interviews, as appropriate, with Suez Lyonnaise des Eaux spokesperson
- Create press kit materials, including biographies of speakers, fact sheets, and a Frequently Asked Question document
- Alert Washington Daybooks to event
- Staff the press briefing and luncheon
- Follow up with all targeted reporters
- Generate post event status/clip report
- OAS event coordination and planning
- Development of Event messages
- Media training for designated spokesperson (s)
- Onsite press event logistics



**Estimated Fee Budget Ranges (continued)**

**Second Day Events/Supplemental Latin America Outreach —————\$15,000 - \$20,000**

- Tailor media materials and translating when necessary
- Coordinate media briefing, selecting venue, notification, etc.
- Coordinate and staffing one-on-one interviews
- Handle all related logistics
- Monitor coverage, compile and deliver report

Note: Out-of-pocket cost such as printing of materials, room rentals, overnight deliveries, phone, catering, faxes etc. will be billed in addition to the fee budgets. It is our expectation that out-of pocket expenses will not exceed \$5,000.00 for this event.



## **FLEISHMAN-HILLARD'S EXPERIENCE**

The F-H Washington office has developed strong expertise in high-level launches, media announcements and special events. With so many influential domestic and international media organizations represented in Washington, we have become heavily relied upon by Fleishman-Hillard's clients worldwide to help break and shape news of global diplomatic, economic and political significance through Washington-based news events.

Following are a few examples of major announcements that F-H/Washington has coordinated in the past year alone:

### **Carnegie Commission on Preventing Deadly Conflict (CCPDC)**

The CCPDC spent three years developing the practical ways nations can prevent deadly conflict. Fleishman-Hillard was engaged to design and implemented a comprehensive plan for the worldwide launch of the Commission's final report, which was issued in late 1997 in Washington and in early 1998 in London. Our approach included major news announcement events and supplemental media activities to leverage the blue ribbon panel of scholars, politicians, professional foreign service officers and business leaders who were instrumental in developing the report.

### **Center For Strategic and International Studies (CSIS)**

On seven days notice, CSIS hired Fleishman-Hillard/DC in May 1998 to launch the largest study even conducted on American retirement readiness. The report, examined not only social security, but personal retirement savings and pension plans, the first major study ever to do so. Fleishman-Hillard/DC developed and implemented a press conference strategy and developed over 500 press kits, large banners and signage, charts and posters, press releases, audio and video news releases for the launch. We also successfully coordinated with several members of Congress (who were co-chairs of the project) and their press secretaries to insure that each member received individual coverage. The results far exceeded the clients expectations, attracting coverage from 14 television news outlets and over twenty print reporters. We also helped the client avoid a damaging leak by a commission member 24 hours before the launch to the Wall Street Journal by successfully negotiating with the reporter involved.



### **National Television Violence Study**

The annual study, developed by a panel of experts from UCLA, was released in April 1998 to a national audience. Fleishman-Hillard developed the release strategy, consulted on production of the study and handled the press conference and roll-out. The report drew the largest gathering of broadcast media in the history of the National Press Club, receiving over 36 million media impressions.

### **Internet Online Summit: Focus on Children**

The 1998 *Internet Online Summit: Focus on Children* was the result of a White House meeting following the Supreme Court ruling against the Communications Decency Act. The Summit drew together 650 experts from 300 organizations to “pave the way to a family-friendly Internet without paving over constitutional guarantees of free speech.” Fleishman-Hillard choreographed and handled the entire summit, including creation of a logo, website, a live website simulcast, 900 media kits, two videos and gavel-to-gavel coverage on CSPAN. The Summit received 76 million print impressions, including coverage in *USA Today*, *The Washington Post*, *Wall Street Journal* and *The New York Times*.

## **F-H AGENCY OVERVIEW**

### **Results Oriented Communications**

Fleishman-Hillard, Inc., based in St. Louis, is a full-service strategic communications firm with a 52 year record of success and superior client service. The firm is the second largest public relations agency in the United States, fourth largest in the world, and for more than a decade has been the fastest growing. We are members of the Omnicom network of advertising, public relations, marketing and consulting service providers. Our roster of clients includes a roundup of many of the most familiar names in business, including many of Fortune magazine's "most admired companies."

While F-H is an aggressive, growth-oriented firm, we have not lost sight of our basic mission: To deliver consistent, top-quality, results-oriented work.

*"To make ourselves as valuable to our clients as they are to us."*

The Fleishman-Hillard philosophy

### **A Reputation for Excellence**

F-H's reputation for quality, creativity and results is the foundation for our number one status in public relations. By almost every measure, F-H is ranked at the top of our industry by clients and competitors alike. Fleishman-Hillard is:

- The only agency to be ranked either first or second for overall quality of service by the industry's leading trade publication, *Inside PR*, for nine consecutive years.
- Rated #1 for quality reputation for all five years of the Thomas L. Harris public relations agency client survey.
- The recipient of the most Silver Anvils Awards (the highest award in PR) in recent years from the Public Relations Society of America.

Two other achievements that define our agency and drive our reputation are our longstanding status of having among the lowest staff turnover and highest client retention ratios.

### **What We Mean By Full-Service**



While some PR firms are content to fill niches or simply act as service providers, F-H strives to become our clients' communications partners by developing, and providing the expertise to implement, integrated strategies to respond to their communications challenges. Among our areas of expertise are:

- Traditional media relations
- Internet/online and new media outreach
- Marketing communications
- Community outreach
- Reputation management
- Crisis management
- Public information
- Opinion research
- Consumer education
- Corporate philanthropy
- Alliance building
- Coalition management
- Communications infrastructure planning
- Grassroots mobilization
- Special events planning
- In-house design and materials production
- Minority communications
- Information retrieval services
- Media spokesperson training

#### **Premier Washington, DC Operation**

Suez Lyonnaise des Eaux's activities will be coordinated by the F-H Washington, DC office. Established in 1985, we have grown to be one of the largest and most respected offices in the city, with a reputation as a reliable, non-partisan operation, valued as dependable partners for our clients. Our staff of more than 100 has been recruited from federal agencies and national and regional media, including *USA Today*, *The Washington Post*, *United Press International* and *Newsweek*, as well as from advertising firms and from the House, the Senate and federal agencies where skilled communicators are essential.