

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda 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 is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney General transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

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, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 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 Development Counsellors International LTD 461 Park Avenue South, 10th Floor NY, NY 10016	2. Registration No. 4777
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3. Name of foreign principal Petro Canada	4. Principal address of foreign principal P.O. Box 2844 Calgary, Alberta
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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:

<input type="checkbox"/> Partnership	<input type="checkbox"/> Committee
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Voluntary group
<input type="checkbox"/> Association	<input type="checkbox"/> Other (specify) _____

Individual—State his 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

Public Corporation

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

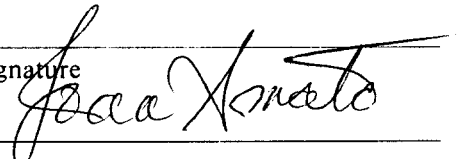
9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

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



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 triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Name of Registrant	Name of Foreign Principal
Development Counsellors International LTD.	Petro-Canada

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 three 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 three 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 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 the expenses, if any, to be received.
4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Create a U.S. Media Strategy for Petro-Canada

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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.

Create a U.S. Media Strategy for Petro-Canada in U.S.

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.

Create a U.S. Media Strategy for Petro-Canada in U.S.

Date of Exhibit B	Name and Title	Signature
1/5/99	Joan Amato, Controller	

¹Political 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.

Petro-Canada and Development Counsellors International
A-U.S. Media Strategy

Overview

With "first oil" from Hibernia now flowing, approval on Terra Nova obtained, and an agreement in principle reached on marketing in the U.S., the Petro-Canada story gets ever stronger and even more persuasive. There is at hand an enormous communications opportunity: Petro-Canada's rise as one of the most important and successful integrated oil companies in Canada and now also emerging as a player continentally.

Below is an outline of a communications strategy for Petro-Canada that takes into account your budget considerations and leverages on your greatest asset: executive leadership and its intent to visit major U.S. media and financial markets throughout the term of this Agreement.

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Program Elements

We propose a strategy that would position Petro-Canada as financially sound, committed to growth and profitability, and led by a management team - under the leadership of President and CEO J.M. Stanford - with the future firmly in its grasp.

I. Term

This shall be a ten month retainer engagement beginning on February 1, 1998 and ending November 30, 1998.

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II. Research

We have already learned a great deal about Petro-Canada but much more can be gained through a research trip to Calgary. The main purpose here is for the engagement leader from DCI, Montieth M. Illingworth, to meet with his counterpart at Petro-Canada, and then to spend from one to two days becoming more intimately familiar with Petro-Canada and its communications objectives. Meetings with the Executive Leadership Team, a tour of the offices and any nearby facilities, and planning discussions shall be carried out.

Upon returning to New York, DCI shall submit a Strategy Paper to Petro-Canada within two weeks. This shall set down, in detail, the communications strategy. It shall serve, in other words, as a blueprint for the events to come.

III. Media Tours

As we experienced during Mr. Stanford's visit last September, there is no replacement for face-to-face contact with the news media. This would also be the primary focus of this communications program.

We propose carrying out **three one-day Media Tours** over the course of a 10 month period. These shall be to New York primarily, but also perhaps Boston and Washington D.C.

Target: from two to three interviews per day, or a total of from 6 to 9 interviews.

IV. On-going placement in the national and international business media.

As the *Business Week* placement demonstrated, there constantly are opportunities to obtain coverage - if you're out looking for and creating them. In this segment of our strategy, we shall work with stock market and oil and gas reporters and editors at *The New York Times*, *The Wall Street Journal*, *Forbes*, *Fortune*, *Time*, *Newsweek*, amongst many other publications, to highlight Petro-Canada.

We shall also seek to obtain editorial board meetings for Mr. Stanford, and his team, with the same publications.

Target: from 4 to 7 placements in major media.

VIII. Budget**Professional Fees:**

US\$5,000 per month x 10 months = US\$50,000.

Expense Estimates:

Visit by one DCI Executive to Calgary
for two to three days (airfare, hotel,
meals, misc.) = US\$1,500.

On-going placement out-of-pocket
expenses (telephone, fax, FedEx, copying,
entertaining journalists, etc.)
US\$400 per month x 10 months = US\$4,000.

Expenses Subtotal: US\$5,500

Program Total: US\$55,500

IX. Cancellation

This agreement may be canceled by either party with 60 days prior notice in writing.

X. General Conditions

Professional fees shall be billed at the beginning of each monthly period, with the exception of February, 1998 which shall be billed upon receipt of a faxed version of this signed Agreement. Client payment is requested within 15 days of billing.

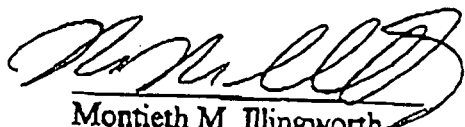
DCI charges no mark-up on its expenses.


XI. Acceptance

Acceptance of all terms and conditions is signified by signing in the below and sending back a faxed version of this Agreement. An original of this Agreement shall also be provided, signed, a copy kept, and the original returned to DCI.

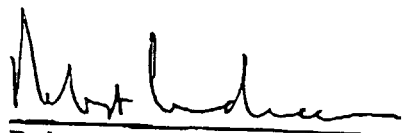
On behalf of all of DCI, let me say how enthusiastic we are to be working with Petro-Canada.

Respectfully submitted,



Montieth M. Illingworth
Account Supervisor


Andy T. Levine
President

2/4/98
Date


Robert H. Andras, Senior Director, Petro-Canada

Feb. 25/98
Date


R. W. McEwen
Sr. Vice President
Petro-Canada

MARCH 5/98

News From Petro-Canada December 4, 1998

Prepared by: Montieth Illingworth, Vice President
Development Counsellors International
Phone: (212) 725-0707, Fax: (212)725-2254, Email: millingworth@dc-intl.com

Petro-Canada (PCZ) assesses Exxon-Mobil deal

Jim Stanford, President and Chief Executive Officer of Petro-Canada is assessing the Exxon-Mobil deal. Knowing that mergers and economies of scale are determining the direction of the oil industry, Stanford states that oil companies must determine their own advantages and opportunities in order to stay competitive. Exxon and Mobil's Canadian operations are likely to be purchased by Imperial Oil Ltd., one of Petro-Canada's major competitors. However, Petro-Canada's plan to sell its ICG Propane Inc. unit to Superior Propane Inc. by December 7, in an attempt to increase its competitiveness, is facing opposition from the Federal Competition Bureau. A prior proposed merger at its downstream operations with UDS Diamond Shamrock was also opposed by the Bureau, and dropped by Petro-Canada, earlier this year.

Petro-Canada will fight to sell Superior: Set to pursue sale of ICG unit

Petro-Canada is fighting to pursue the sale of its ICG unit to Superior Propane Inc. Jim Stanford, Petro-Canada's CEO, believes it could find a new buyer if the deal doesn't go through. Superior made an appeal to the Bureau and on Friday, December 4, will be appearing before the Competition Tribunal where the final decision is made. Robert Lancop, Assistant Director for Investigations at the Competition Bureau claims that the merger will likely cause significant anti-competitive effects and increase prices for gasoline retailers and consumers. Stanford states it's a matter of oil companies creating shareholder value versus the regulator's perception of protecting the Canadian consumer.

Oil and Gas

Petro-Canada has filed an application with Alberta regulators to begin the commercial production of its MacKay River heavy oil sands project located in northern Alberta. It plans to produce about 20,000 barrels per day and projects to begin by mid-2001. Stanford confirms that Petro-Canada will play an increased role in future oil sands development, and in particular, the development of oil sands technologies.

Petro-Canada is a 12 per cent partner in Syncrude, which is proposing to invest C\$6 billion in a series of growth projects, including a C\$3 billion expansion of upgrader capacity to more than 400,000 barrels per day by 2007. Petro-Canada plans to be a full participant in this expansion, which implies a financial commitment of some \$720 million dollars in the coming years. Over the next several years, Syncrude will see production doubling, with Petro-Canada's share reaching 50,000 barrels per day.

Petro-Canada is one of Canada's largest integrated oil and gas companies, operating in both the upstream and downstream sectors of the industry. Its common and variable voting shares trade on Canadian exchanges under the symbol PCA, and its variable voting shares trade on the New York Stock Exchange under the symbol PCZ.

**News From Petro-Canada
December 14, 1998
For Immediate Release**

Prepared by: Montieth Illingworth, Vice President
Development Counsellors International
Phone: (212) 725-0707, Fax: (212) 725-2254, Email: millingworth@dc-intl.com

Petro-Canada (PCZ) Concludes the Sale of ICG Propane Inc. to Superior Propane Inc.

Jim Stanford, President and Chief Executive Officer of Petro-Canada, announced on December 8th, the C\$175 million sale of its ICG Propane unit to Superior Propane, Inc, Canada's largest national propane distributor. "This sale allows us to obtain the best value for this non-core asset and enables us to re-invest the proceeds in our key growth initiatives," said Stanford. The Competition Bureau's application for an injunction to stop the merger of Canada's two biggest propane companies was rejected by the Competition Tribunal on account of insufficient evidence of anti-competitive behavior. However, Superior agreed to keep the operations of the two propane companies separate, with the exception of the branches that do not have market-overlap, until formal hearings before the Tribunal are completed.

Petro-Canada sells its half of Center; The largest Real Estate deal in Calgary

Jim Stanford, President and CEO of Petro-Canada, announced on December 8th, the C\$200 million sale of its half of Petro-Canada Center, the largest real estate deal of the year in Calgary, Alberta. Petro-Canada Center is the company's head office complex and the largest office development in Western Canada. "The sale of our interest in the center is consistent with our ongoing strategy to sell non-core assets and re-invest the proceeds in value-creating opportunities in our core businesses," said Stanford. The transaction will result in a gain of approximately C\$12 million in after tax net earnings, and will reduce the company's long-term debt by approximately C\$140 million. The sale will further reduce the company's contingent liability by C\$140 million. Petro-Canada's head office will remain in the center under a 15 year lease. This sale marks yet another triumph for Petro-Canada in increasing its competitiveness by strategically selling off non-core assets, reducing long-term debt and focusing on core-assets such as Terra Nova, Hibernia and oil sands development.

Petro-Canada is one of Canada's largest integrated oil and gas companies, operating in both the upstream and downstream sectors of the industry. Its common and variable voting shares trade on Canadian exchanges under the symbol PCA, and its variable voting shares trade on the New York Stock Exchange under the symbol PCZ. 1997 annual sales totaled C\$6.1 billion dollars.