

U.S. Department of Justice

Washington, DC 20530

**Exhibit A to Registration Statement****Pursuant to the Foreign Agents Registration Act of 1938, as amended**

**INSTRUCTIONS.** Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <http://www.fara.gov>.

**Privacy Act Statement.** The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. 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, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. 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 in print and online at: <http://www.fara.gov>.

**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, Counterespionage Section, National Security 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 and Address of Registrant

Elmendorf Ryan, 900 7th Street NW Suite 750, Washington, DC 20001

2. Registration No.

6039

3. Name of Foreign Principal

Colombian Foreign Investment and  
Export Promotion Agency (Proexport)

4. Principal Address of Foreign Principal

Calle 28 No 13A - 15 Floor 35-36 Bogota - Colombia

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:
- |                                      |   |
|--------------------------------------|---|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Committee                      |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group                |
| <input type="checkbox"/> Association | <input type="checkbox"/> Other ( <i>specify</i> ) _____ |
- Individual-State nationality \_\_\_\_\_

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

Formerly CRM-157

FORM NSD-3  
Revised 03/11

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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.

See attached description of Proexport from their website found at <http://www.proexport.com.co/en/proexport/history>

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

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

See Attachment

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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.

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**EXECUTION**

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit A	Name and Title	Signature
April 21, 2011	Steven A Elmendorf, President	/s/ Steven A Elmendorf

eSigned

U.S. Department of Justice

Washington, DC 20530

**Exhibit B to Registration Statement  
Pursuant to 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. Compliance is accomplished by filing an electronic Exhibit B form at <http://www.fara.gov>.

**Privacy Act Statement.** The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. 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, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. 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 in print and online at: <http://www.fara.gov>.

**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, Counterespionage Section, National Security 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  Elmendorf Ryan	2. Registration No.  6039
3. Name of Foreign Principal  Colombian Foreign Investment and Export Promotion Agency (Proexport)	

Check Appropriate Box:

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.

Provide general consulting services working toward opening the US market and services to Colombia by seeking approval of the United States-Colombia Trade Promotion Agreement.

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

Consulting services shall include research, preparation, coordination and execution of oral, written, or electronic communication with contacts related to legislative and regulatory matters. Contacts on behalf of Proexport may include Administration officials and staff, members of the United States Senate and House of Representatives and their staffs, and/or independent government agencies.

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.

See response to #8 above.

### EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
April 21, 2011	Steven A Elmendorf, President	/s/ Steven A Elmendorf eSigned

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 or public interests, policies, or relations of a government of a foreign country or a foreign political party.

<http://www.proexport.com.co/en/proexport/history>

Proexport was born in November, 1992 and it the organization in charge of commercially promoting exportations, international tourism and foreign investment in Colombia.

Law 7 of 1991 regulates foreign trade from the country and creates the Ministry of Foreign Trade and the Foreign Trade Bank among other entities. It also provides authorizations and other provisions upon which the creation of Proexport occurs during the following year.

Proexport began in November 1991 as a trust with public resources and a private administrative regime, according to the guidelines established in decree 2505 of 1991. It was incorporated through the execution of a Commercial Trust Contract between the State; represented by Bancoldex, and the Foreign Trade Colombian Trust Fund (Fiduciaria Colombiana de Comercio Exterior S.A.) Known as Fiducoldex a subsidiary of Bancoldex. The resources with which this trust was created correspond to goods received by the former Proexpo and 25% of the shares of Bancoldex

Proexport was created with the objective of providing non-financial services or instruments for exportations and promoting the export culture.

During the execution of the Trust contract, Fiducoldex- in the capacity of Trust Fund – took over the administrative, financial and legal control of the trust in order for Proexport to focus exclusively on non-traditional exportation promotions.

Proexpo had been in charge of managing financial and non-financial instruments or services for exportations. In turn, Proexport was created with the objective of providing non-financial services or instruments for exportations and promoting the export culture.

In 1994, the Advisory Committee of Proexport adopted the strategic guidelines that remained until 1998 and in general terms were the foundation over which the future policies of the entity would lie. In 1998 the Strategic Exportation Plan was established as a result of a consensus and the commitment between the foreign trade system and all of the public entities related to the sector and the private sector. This lead to a State policy around internationalization which was coherent, coordinated and with clear action commitments from the national and regional Government and the corporate sector.

Proexport directs its management towards policies lead by the Ministry and assists on new responsibilities designated by the Presidency of the Republic.

In order to improve the impact of its activities and contribute in a more effective manner with the aforementioned objectives; a modification occurred within Proexport in August of 2002; its basis and guidelines appear in the Strategy Manual: "PROEXPORT: Work Scheme for Generating an Impact". (Esquema de Trabajo para Generar Impacto). The manual explains the meaning of going from a support model to a facilitation model. The first version was published on December 17th, 2002, and it included the strategy of the entity for the next following years.

In February 2003, the Ministries of Economic Development and Foreign Trade merged into a single Ministry of Trade, Industry and Tourism, with the objective of providing a more rational distribution of

resources for improving the effectiveness of competitiveness and productivity programs for goods and services or national instruments, which is a mandatory requirement when entering and remaining in international markets.

In February 2003, the Ministries of Economic Development and Foreign Trade merged into a single Ministry of Trade, Industry and Tourism, with the objective of providing a more rational distribution of resources for improving the effectiveness of competitiveness and productivity programs for goods and services or national instruments.

As an entity associated to the Ministry of Trade, Industry and –Tourism (MCIT); Proexport directs its management towards policies lead by the Ministry and assists on new responsibilities designated by the Presidency of the Republic.

Currently Proexport is an organization in charge of commercially promoting exportations, international tourism and foreign investment in Colombia. Through the national and international branch office network, it offers support and comprehensive assistance to clients, through services or instruments directed to facilitating the design and execution of its internationalization strategy, which in turn seeks the generation, development and execution of business opportunities.

# ELMENDORF | RYAN

Government Affairs Solutions

900 7th Street NW • Suite 750  
Washington, DC 20001

April 8, 2011

Ms. Carmenza Jaramillo  
Director of the Colombian Trade Bureau – Miami  
Colombian Foreign Investment and  
Export Promotion Agency (Proexport)

Dear Ms. Jaramillo:

Elmendorf | Ryan has agreed to provide consulting services for Proexport, the Colombian Export Promotion Agency. Our consulting services shall include research, preparation, coordination and execution of oral, written, or electronic communication with contacts related to legislative and regulatory matters. The main purpose would be to work toward opening the US market and services to Colombia by seeking the approval of the United States-Colombia Trade Promotion Agreement ("The FTA"). Elmendorf | Ryan will follow the instructions from the Colombian Embassy as they execute their work toward this objective.

We appreciate the confidence you have shown in us, and we are committed to providing you excellent and responsive service.

This letter sets forth the terms of our engagement with you. In providing consulting services, we shall act as an independent contractor, not an employee. As an agent, our authority shall be limited to those matters to which we are assigned and authorized to act.

The term of our agreement with Proexport shall begin on April 12, 2011 and will end on August 12, 2011. This agreement may be renewed or extended only upon mutual written agreement by both parties.

As compensation for services we provide, Proexport shall pay a monthly retainer fee of \$35,000.

We agree to use reasonable efforts to maintain the confidentiality of information disclosed to us by you in the course of our representation, consistent with the purpose of our engagement. Upon termination of our engagement, we agree, if requested, to return to you any files, documents or materials provided to us in the course of our work.

The terms of our engagement are governed by the law of the District of Columbia. In the event of a dispute between us regarding any aspect of our relationship, including payment of fees, we agree to submit the dispute to binding arbitration in the District of Columbia conducted under the Commercial Rules of the American Arbitration Association, or such other, comparable entity as to which we may agree.

Our relationship is one of mutual trust. We encourage you to inquire about any matter relating to our engagement, including fees and expenses.

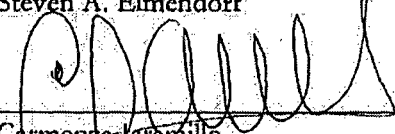
Please indicate your acknowledgement and agreement to the terms of this letter by signing below.

Sincerely yours,

Steven A. Elmendorf

Agreed:

By:   
Steven A. Elmendorf

By:   
Carmenza Jaramillo  
Director of Proexport's Colombian Trade Bureau - Miami