43-R226
Approval Expires Oct. 31, 1981

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

Form OBD-68
(Rev 10-14-76)
Formerly DJ-307
for

AMENDMENT TO REGISTRATION STATEMENT

Pursuant to the Foreign Agents Registration Act of 1938, as amended.

1. Name of Registrant	2. Registration No.
Gray and Company Public Communications International, Inc.	3301

3. This amendment is filed to accomplish the following indicated purpose or purposes:

- ☐ To correct a deficiency in
  - ☐ Initial Statement
  - ☐ Supplemental Statement for _____
- ☐ To give a 10-day notice of a change in information as required by Section 2(b) of the Act.
- ☐ Other purpose (specify) _____
- ☒ To give notice of change in an exhibit previously filed. (Exhibit B, Cote d'Azur Development)

4. If this amendment requires the filing of a document or documents, please list -

n/a

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

Modification of agreement between Cote d'Azur Development and Gray and Company. New contract attached, dated 4/17/86.

RECEIVED
DEPARTMENT
OF JUSTICE
CRIMINAL DIVISION
MAY 15 5 00 PM '86

The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this amendment and that he is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his (their) knowledge and belief.

(Both copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)

Daniel J. Murphy

James C. Jennings

Charles S. Crawford

Subscribed and sworn to before me at Washington, DC

this 15th day of May, 19 86

Leigh Bundick
(Notary or other officer)
Leigh Bundick

My commission expires 5/14/90

DOJ

GRAY AND COMPANY

ADMIRAL DANIEL J. MURPHY, USN (RET)
VICE CHAIRMAN

C. A. D.
ARRIVÉE
06 MAI 1986
COTE-D'AZUR
DEVELOPPEMENT

April 17, 1986

Mr Thierry MARTIN
General Director
Côte d'Azur Development
10 rue de la Préfecture - 06300 NICE

Dear Mr. Martin :

Please accept this letter of agreement by which Gray and Company Public Communications International, Inc. ("Gray and Company") will provide public relations and government relations counsel and services to the Conseil General Des Alpes Maritimes ("Conseil General").

The fee for Gray and Company services will consist of a fixed monthly retainer in the amount of U.S. $2,500.00, plus the total hourly charges of officers and staff who participate on the account plus out-of-pocket expenses incurred. Out-of-pocket expenses shall be billed at cost plus a ten percent (10%) administrative handling fee. Staff hourly charges shall not exceed U.S. $5,000.00 during any month and total charges, including retainers and out-of-pocket expenes, shall not exceed U.S. $25,000.00 for the period March 18 through June 17, 1986, unless otherwise agreed by the Conseil General.

Fees shall be paid as follows: within ten (10) days of the execution of this agreement, Counseil General shall pay to Gray and Company U.S. $12,500.00. This amount shall serve as payment of the monthly retainers in addition to a monthly credit to Counseil General in the amount of U.S. $1,666.67 against actual Gray and Company staff hourly charges for the period March 18 through June 17, 1986. Any additional amounts due shall be payable upon invoicing.

Invoices will be submitted on a monthly basis. Any amounts outstanding for more than sixty (60) days will incur a carrying charge of two percent (2%) per month. In addition, Gray and Company will have the right to suspend all work on your account in the event that any invoice remains outstanding for period of more than sixty (60) days.

As to any claim by Gray and Company arising from or relating to this agreement, Conseil General Des Alpes Maritimes hereby waives any immunity from suit, attachment before judgement, attachment in aid of execution, or execution which it may have under the Foreign Sovereign Immunities Act of 1976, 28 U.S.C. S.1602, et seq.

MAY 21 5 00 PM '86
INTERNAL SECURITY
SECTION
REGISTRY

PUBLIC COMMUNICATIONS INTERNATIONAL, INC
THE POWER HOUSE
WASHINGTON, D.C. 20007-3614
202-333-7400

TLX: 440143 GRAY UI
TWX: 710-822-9282 GRAY CO WSH

Gary and Company cannot independently verify factual material suplied to it by Conseil General and therefore Conseil General will indemnify and hold harmless Gray and Company for any claim, loss, damage, expense or other legal liability based upon information, representations, reports, news releases, or other material produced by Gray and Company for Conseil General's use.

Gray and Company's activities hereunder on behalf of Conseil General shall be subject to all applicable U.S. laws, including the Foreign Agents Registration Act and the Foreign Corrupt Practices Act. Pursuant to such laws, it is understood Gray and Company will be making reports of its activities to appropriate U.S. government regulatory agencies and that such reports will be available to the public.

This contract shall be effective for three months, beginning March 18, 1986 and ending June 17, 1986. If notice of termination is not given by either party in writing thirty (30) days prior to the expiration date, the contract will be extended, and may thereafter be terminated upon thirty (30) days' notice in writing by either party.

This agreement represents the entire agreement of the parties and may be amended only by a writing signed by all parties. It shall be governed by and construed in accordance with the laws of the District of Columbia.

If you concur with the terms set forth above, please signify your acceptance and returning to us the enclosed copy of this Agreement.

GRAY AND COMPANY PUBLIC
COMMUNICATIONS INTERNATIONAL, INC.

By: _____
Daniel J. Murphy
Vice Chairman

ACCEPTED:

COTE D'AZUR DEVELOPMENT

By: Thierry MARTIN _____

Title: General Director

Date: May 6, 1986