U.S. Department of Justice
Washington, DC 20530

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

OMB NO. 1105-0003

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, DC. 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.

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
Development Counsellors Int'l
461 Park Ave. South
New York, NY 10016

2. Registration No.
4777

3. Name of foreign principal
UK Trade & Investment (UKTI)

4. Principal address of foreign principal
Kingsgate House
66-74 Victoria St.
London SW1E 6SW

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

- [x] 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 _____

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

a) Branch or agency represented by the registrant.
UK government inward investment agency

b) Name and title of official with whom registrant deals.
Shiver O'Connor – Mugler British Consulate General – N.Y.

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

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.

Date of Exhibit A	Name and Title	Signature
4/22/05	Carrie Nepo- Controller	Carrie Nepo

U.S. Department of Justice
Washington, DC 20530

Exhibit B
To Registration Statement
Pursuant to the Foreign Agents Registration Act of 1938, as amended

OMB NO. 1105-0007

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.

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, DC. 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.

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	2. Registration No.
Development Counsellors Int'l	4777

3. Name of Foreign Principal

UK Trades Investment

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.

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

Prospect Development / qualification program designed to meet the needs of the economic development industry. The process is designed to qualify target companies and identify key decision makers directly involved with expansion decisions. Promote UKTI specific locations and set up meetings at the company locations.

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
4/22/05	Carrie Nepo Controller	Carrie Nepo

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.

FAX TRANSMITTION

British Consulate-General
New York

845 Third Avenue
9th Floor
New York NY 10022

Tel: 212 745 0495
Fax: 212 745 0456

www.uktradeinvestusa.com

Date: **November 18, 2004**

To: **Andy Levine, President**
Development Counsellors International

Fax: **212-725-2254**

COPY;

From: **Shirar O'Connor-Mugler, UKTI-USA Marketing Director**

Email: **shirar.o'connor@fco.gov.uk**

Number of pages including leader: 1

Dear Andy,

As discussed via email, the contracts for the UKTI Rankings and Lead Generation projects are currently in London for signature.

Sometimes this process takes a bit of time, so in an effort to expedite the pending projects, I am confirming UKTI's intent to move forward.

Please consider this fax a confirmation of our commitment to compensate DCI for the work you will be doing on our behalf. I hope this note will enable you and your team to begin work immediately on the Rankings and Lead Generation Initiatives.

I look forward to working with you.

Best regards,

Shirar O'Connor-Mugler
Director of Marketing, UKTI USA

Whereas every effort has been made to ensure that the information given herein is accurate, UK Trade and Investment or its sponsoring Departments, the Department and Foreign and Commonwealth Office accept no responsibility for any errors, omissions or misleading statements in that information and no warranty is given or responsibility is accepted as [illegible]

UK TRADE & INVESTMENT

Development Counsellors International 461 Park Avenue South, New York, NY 10016
Phone: (212) 725-0707 Fax: (212) 725-2254 E-mail: econdev@dc-intl.com/Website: www.aboutdci.com

November 1, 2004

Ms. Shirar O'Connor-Mugler
Marketing Director-USA
UK Trade & Investment
845 Third Avenue
New York, NY 10022

Re: Agreement between UK Trade & Investment and DCI for Third-Party Rankings Advancement (November 1, 2004-March 31, 2005)

Dear Shirar:

This shall serve as an agreement between UK Trade & Investment and DCI subject to the following terms and conditions:

1. Parties: The parties are UK Trade & Investment (UKTI) and Development Counsellors International (DCI).

2. Term: This agreement shall bridge a five-month period from November 1, 2004-March 31, 2005).

3. Scope of Service: The following services shall be included as described in DCI's earlier response to your request for proposal (dated October 15th):

   - **Understand the Product, Target Industries and Unique Selling Proposition(s)**... Essentially, we need to gather a better understanding of your organization's target industries and the country's key advantages to these industries.

   - **Find the Right Targets...**Match identified advantages with existing rankings by credible third parties. We would seek to identify 10-15 international rankings as potential candidates for pursuit.

   - **Narrow the Preliminary Target List to 5-7 "Best Bet" Rankings**...In close collaboration, UKTI/DCI would select 5-7 of these international rankings to focus on.

- **Research and Fully Understand the Methodology of Each of The Selected Rankings...**DCI would dig deeply to completely understand how each of the 5-7 targeted rankings are produced annually as well to research the key player(s) responsible for conducting the ranking.

- **Craft an Individual Workplan for Outreach to Each of the Selected Rankings.**

- **Follow-up...**Conduct the necessary follow-up with each of the targeted rankings, providing any additional research/follow-up materials requested.

4. DCI's Team for UKTI: The following DCI executives shall make up the service team:

   - Andy Levine, DCI President
   - Katherine Saunders, Account Supervisor
   - Albert Munoz, Account Executive

5. Budget: DCI Professional Fees would be billed at a rate of $6,000/month over a five-month period for a total project cost of $30,000. Out-of-pocket expenses for telephone outreach/communication costs would be billed without mark-up. We do not believe these expenses would exceed an average of $125/month (or a total cost of $750). Should any travel or additional expenditures be required for this project, we will secure expenditure approval from Ms. O'Connor in advance.

6. A Word About DCI: Development Counsellors International (DCI) is the only firm in the world specializing exclusively in economic development marketing. Since 1960, we have represented over 350 countries, regions, cities and states - helping them identify and promote their unique selling points to businesses worldwide.

SUMMING IT UP: From DCI's perspective this is an exciting and challenging assignment. The DCI service team of Andy, Kat, and Albert would put our very best effort into advancing the United Kingdom's position within the 5-7 targeted rankings.

We look forward to working with you and the UKTI team to raise perceptions of the United Kingdom's business climate.

Sincerely,

Andy Levine

Andrew T. Levine
President

Accepted by:

UK Trade & Investment	**Date**

Development Counsellors International 461 Park Avenue South, New York, NY 10016
Phone: (212) 725-0707 Fax: (212) 725-2254 E-mail: econdev@dc-intl.com/Website: www.aboutdci.com

November 1, 2004

Ms. Shirar O'Connor-Mugler
Marketing Director-USA
UK Trade & Investment
845 Third Avenue
New York, NY 10022

Re: Agreement between UK Trade & Investment and DCI for Lead Generation Program (November 1, 2004-March 31, 2005)

Dear Shirar:

This shall serve as an agreement between UK Trade & Investment and DCI subject to the following terms and conditions:

1. Parties: The parties are UK Trade & Investment (UKTI) and Development Counsellors International (DCI).

2. Term: This agreement shall bridge a five-month period from November 1, 2004-March 31, 2005).

3. Scope of Service: The DCI PDQ process will identify 400 "best bet" companies within the identified industries/geographic regions and will conduct a telephone outreach campaign that will require five months of active calling. During the calling phase we will brief the appropriate Investment Officer in three geographic regions (Chicago, New York or Houston) of these dialogues and discovery of active leads. The following services shall be included as described in DCI's earlier response to your request for proposal (dated October 15th):

Delivery of Prospects:

The 400 prospects projected for this program would be delivered in three groups of approximately 133 companies.

Advance Letter:

We would recommend that a brief advance letter – designed and mailed by DCI – precede each telephone call.

Calling program:

Experience suggests that we will be able to reach 65% of senior executives at the identified companies, even with repeated attempts. Gatekeepers, voicemail, and other barriers stand in our way but we will make at least five attempts at each contact in order to reach as many contacts as possible. Once we reach the decision-maker we will determine if there is a genuine intent to expand and qualify the company as an "active lead" a "suspect" or a "future contact recommended".

Record Keeping:

Detailed notes describing the telephone conversations will be recorded in PDQ-NET, an online database that can be accessed by the UKTI on a 24/7 basis. This lead tracking system details all conversations, call attempts and next steps with each company. A "dashboard" will detail the progress of the campaign with an accounting of "decisions," "qualified leads," "suspects" and "no interest."

4. DCI's Team for UKTI: The following DCI executives shall make up the service team:

- Dariann J Rose, Director
- Sean McAndrew, Account Executive

5. Program Budget: DCI Professional Fees would be billed at a rate of $9,000/month over a five-month period for a total project cost of $45,000. Out-of-pocket expenses for telephone outreach/communication costs would be billed without mark-up. We do not believe these expenses would exceed $1,900.

6. A Word About DCI: Development Counsellors International (DCI) is the only firm in the world specializing exclusively in economic development marketing. Since 1960, we have represented over 350 countries, regions, cities and states - helping them identify and promote their unique selling points to businesses worldwide.

SUMMING IT UP: We hope this lead generation assignment may be the beginning of a continued relationship with your organization.

We look forward to working with you and the UKTI team.

Sincerely,

Andy Levine

Andrew T. Levine
President

Accepted by:

_____ _____

UK Trade & Investment **Date**