U.S. Department of Justice
Washington, DC 20530

Exhibit B

REVISED

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

OMB NO. 1124-0004

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. 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 .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	2. Registration No.
Development Counsellors Int.	4777

3. Name of Foreign Principal

Proexport Colombia

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.

NSD/CES/REGISTRATION UNIT
2010 FEB 19 AM 10: 36

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.

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

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.

DEVELOPMENT COUNSELLORS INTERNATIONAL

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May 18, 2009

TO: Jaime Echavarria, Director
Proexport Colombia USA

FROM: Andrew T. Levine, President
DCI

RE: DCI Program of Work/Letter of Agreement

Our team enjoyed meeting with you and Sara last week. And we're excited to get started working with the entire Proexport Colombia Team.

The attached document will serve as a letter of agreement regarding the program of work and financial terms of the Proexport Colombia/DCI relationship which we discussed by telephone today.

- The Program is described in the "Revised Program of Work" (Appendix A).
- The Budget is described in "Revised Budget and Performance Based Incentive" (Appendix B).
- Other Relevant Terms are described below:
  - This campaign has been designed as a twelve-month program which would begin on May 19, 2009 and continue through May 20, 2010.
  - DCI's professional fee of $13,250. Performance-based incentives will be billed monthly as DCI is deemed eligible by the Proexport Colombia staff. On or about the 15th of each month, you will receive an expense invoice with documentation. In each case, client payment is requested within 15 days of billing.
  - Cancellation Clause: This agreement may be cancelled by either party, Proexport Colombia or DCI, for any reason upon 60 days written notice to the other.
  - Both parties agree that they will not offer employment or consulting opportunities to staff members of the other party.

2010 FEB 19 AM 10:36
NSD/CES/REGISTRATION UNIT

Jaime, I believe this covers the territory. We are excited about the prospect of doing great things for the country of Colombia in the months ahead.

Sincerely,

Andrew T. Levine
President

Accepted for ~~ProExport~~ Colombia:

Name

May 18, 2009
Date

Appendix A:
Revised Program of Work

(May 19, 2009-May 20, 2010)

BUILDING THE RIGHT FOUNDATION	
• Media/Travel Trade Audit	Tailored online survey sent to 500+ journalists and 150+ travel trade to determine current perceptions of Colombia.
• DCI Immersion Tour	Week-long visit by both tourism and investment attraction team to Colombia.
• "Most Wanted" Media List	Collaborate with Proexport Colombia to develop a master list of target media including major travel publications, key business outlets , national newspapers, key broadcast outlets, online media and travel trade publications.
• Themeline/Message Development	Develop key messages and initial story themelines (to be continually updated during the course of the program as new ideas and angles emerge).
• Identification of "Best Bet" Companies	Conduct preliminary "predictive model" research to identify 750+ companies with "changes" that forecast a site location need in Latin America.
GENERATING MEDIA RESULTS	
• Proactive Editorial Placement: Delivering Colombia's Story to the Right Journalists	Colombia featured in an estimated 30% of "most wanted" media. Represent Colombia at national media marketplace events.
• Press Trips: Bringing the Best to Colombia	Secure 5 high-quality media visits, with continued follow-up to ensure favorable article placements.
• North American Media Tours: Taking the Colombia Story on the Road	Conduct media tours to three major markets (New York, Los Angeles & Miami) for investment attraction and tourism objectives; Secure 6-8 interviews per tour.

2010 FEB 19 AM 10:37
NSD/CES/REGISTRATION UNIT

• Broadcast Outreach: Bringing Colombia Into the Homes of Target Travelers	Secure 2-3 visiting crews; Arrange face-to-face meetings with 3-5 production houses in Los Angeles to discuss programming opportunities.
• Playback: Marketing Editorial Results to Key Stakeholders	Identify creative means of "playing back" North American media, consumer and trade results to key internal and external audiences.
• Crisis Communications	Develop a crisis communications plan and execute issues management strategies as needed.
FACE-TO-FACE: OPENING THE RIGHT DOORS	
• A PDQ Campaign: Face-to-Face with Companies Considering Latin American Investment	Customized telephone outreach to 750+ "best bet" companies resulting in 24-36 meetings or conference calls to explore investment opportunities in Colombia; Provide detailed briefing in advance of each meeting.
• Support Investment Seminars/ Special Events in Key Regional Markets	Provide database research, e-mail marketing and selective telephone outreach to build attendance at up to four Proexport Colombia events including the Columbian Heart Tour.
• Working with the Travel Trade: Enhanced Relationships with Key Tour Operators	Manage East Coast and West Coast Missions to visit with 20 + Tour Operators; End goal would be the signing of at least five new agreements, plus renewing old ones.
• Uncovering Meetings/Conference Opportunities	Develop a database of 150 MICE market influencers/meeting planners and "hit the phones" to qualify these leads; End goal would be five site inspections resulting.

Appendix B
Revised Budget with Performance-Based Incentive
(May 15, 2009-May 14, 2010)

PROFESSIONAL FEES	
DCI Fees for Program Design, Execution and Administration ($13,250/month x 12 months)	**$159,000**
FIXED PROGRAM EXPENSES	
(Included in monthly fee invoice)	
Ongoing Communication Expenses -- telephone, postage, copies, messenger services, etc. ($450/month x 12 months)	$5,400
VARIABLE PROGRAM EXPENSES	
DCI Travel within North America for tours to key media centers, investment seminars & trade shows (10 staff trips x $1,200/trip)	$12,000
Predictive Model Research ($22/"best bet" company identified x 750 companies)	$16,500
Contingency Fund (approximately 3% of program budget)	$7,100
TOTAL ESTIMATED EXPENSES	**$41,000***
TOTAL PROGRAM	**$200,000**
PEFORMANCE-BASED INCENTIVE	
• Appointments with Senior Corporate Executives with Site Selection Responsibilities ($750/"A" Level Meeting x 15 Meetings; $250/"B" Level Meeting x 15 Meetings)	**$15,000**
• Tour Operator Agreements Resulting from DCI Introductions ($500/New Agreement x 5 Agreements)	**$2,500**
• Events Captured from DCI Introductions to MICE Meeting Market Influencers/Meeting Planners ($1,250/Event x 2 Events)	**$2,500**
• Surpassing Year One Advertising Equivalency Target of $5,000,000 (Single Payment)	**$20,000**
PERFORMANCE-BASED INCENTIVE (MAXIMUM AVAILABLE TO DCI)	**$40,000**
TOTAL PROGRAM BUDGET	**$240,000**

*Expenses associated with DCI immersion tours, press trips, familiarization tours and special events will be covered separately.

Performance-Based Incentive Structure

Investment Attraction Appointment Definitions:

- Meeting Designation – A
  Definition: Introductory meeting/telephone call with a relevant senior decision maker where discussions are entered into concerning a potential project in Latin America.
  Performance-Based Incentive: $750 per call/meeting*

- Meeting Designation – B
  Definition: Introductory meeting/telephone call deemed a productive use of time by Proexport Colombia staff (relationship building) but without discussion of a potential investment project in Latin America.
  Performance-Based Incentive: $250 per call/meeting

- Meeting Designation – C (Not Acceptable)
  Definition: Introductory meeting/telephone call not deemed a productive use of time by Proexport Colombia staff.
  Performance-Based Incentive: No incentive

* For all "A" level prospects where a specific level of capital investment is identified by the company, the following criteria will be added: 1) investment project is in a range of under $5 million (half count or $375 incentive); 2) $5-49 million (single count or $750 incentive); 3) $50-99 million ($1,500 incentive), 4) Above $100 million (triple count or $2,250 incentive).

All DCI generated investment attraction meetings or conference calls to be designated as Levels "A", "B" or "C" by the appropriate Proexport Colombia staff members within 72 hours of the meeting/telephone call taking place.

Tour Operator Agreements/Meeting Planner Site Inspections
On a monthly basis, DCI will be updated by Proexport Colombia on newly-signed tour operator agreements or planned site inspections resulting from DCI introductions.

Advertising Equivalency
On a monthly basis, an updated advertising equivalency report will be produced in an agreed-upon format. At the end of the twelve-month period a determination will be made as to whether the $5 million target has been met.

Dispute

Any dispute regarding a performance-based incentive will be reviewed and decided by Jaime Echavarria, U.S. Director.

Evaluation of Performance-Based Incentive Structure

The incentive arrangement will be reviewed by Proexport Colombia and DCI on or about November 30, 2009 and any necessary adjustments will be discussed/negotiated at that time.