

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 Burson-Marsteller 1801 K Street, N.W. Suite 1000-L Washington, DC 20006		2. Registration No. 2469
3. Name of foreign principal The Government of the Republic of the Philippines	4. Principal address of foreign principal Manila, Republic of the Philippines	

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:
 - Partnership
 - Corporation
 - Association
 - Committee
 - Voluntary group
 - Other (specify) _____
- Individual—State his nationality _____

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

- a) Branch or agency represented by the registrant. Government of the Republic of the Philippines
- b) Name and title of official with whom registrant deals. Ariel Abadilla, Charge d' Affairs
Republic of the Philippines Embassy, Washington, DC

7. If the foreign principal is a foreign political party, state:

- a) Principal address
- b) Name and title of official with whom registrant deals. N/A
- 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

N/A

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.)

N/A

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.

N/A

Date of Exhibit A October 1, 2001	Name and Title Richard Mintz Chairman, U.S. Public Affairs Practice	Signature 
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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
Burson-Marsteller	Government of the Republic of the Philippines

Check Appropriate Boxes:

1. 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.
2. 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.
3. 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.

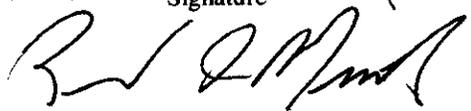
See attached response

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

See attached response

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.

Date of Exhibit B October 1, 2001	Name and Title Richard Mintz Chairman, U.S. Public Affairs Practice	Signature 
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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.



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Ian R. McCabe
Managing Director
Public Affairs Practice - Asia Pacific

Friday, June 22, 2001

H.E. Alberto G. Romulo
Executive Secretary
Republic of the Philippines

Dear Mr. Secretary:

We are pleased to submit this letter of engagement to cover the appointment of Burson-Marsteller (hereinafter "B-M") and to provide an overview of our strategic economic communications counseling work to the Government of the Republic of the Philippines (hereinafter "Client").

As such, this letter also serves to define the scope of work and understanding of the services that the Client requires of us. As appropriate, supplemental project agreements will be mutually agreed upon in advance should the Client require support outside of the basic scope of work of this agreement.

Scope of Work

We will assist in the development and international implementation of a strategic program to support the Philippine's efforts to restore international investor confidence, enhance the sovereign credit rating and reestablish the perception of the international business community that the Philippines is an attractive location for foreign direct investment. We aim to achieve this through targeted communication of the Philippine's economic reform program and the successes the public and private sectors are achieving as the Philippine economy stabilizes and grows. The scope of the program and the related program elements will be developed within ten days following a detailed briefing from the Client.

Given the nature of our support, it will be difficult at present to detail the program elements in advance of a detailed briefing. However, the approach will be based on our document of April 2001 entitled "A Program Approach to the Enhancement of International Investor Confidence in the Republic of the Philippines" and the scope of the program and program elements will be subject to our mutual agreement. The mutually agreed scope of work shall be detailed in an addendum and shall be fully incorporated into this Letter of Engagement as if it were attached hereto.

A handwritten signature in black ink, appearing to be "P. Romulo".

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Burson-Marsteller

H.E. Alberto G. Romulo
Executive Secretary
Republic of the Philippines
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Please understand that the full program scope as outlined in the original document cannot be carried out for the budget amount that has been made available. We will however endeavor to develop a mutually acceptable program that will meet the desired program objectives for the available budget.

Budget

The professional fees required to carry out the final scope of work for the 12-month period starting July 1, 2001 and ending June 30, 2002 will be US\$800,000, exclusive of out-of-pocket charges. Out-of-pocket expenses such as long distance telephone charges, facsimiles, travel/lodging and related expenses will be billed in addition to the fees specified above and they are currently estimated at US\$200,000 during the duration of this program. Please be assured that only actual expenses will be charged and we will, at no time, exceed this estimate without the prior written approval of you or your designated program manager.

Should additional professional services be needed, B-M will inform and agree with the Client on the scope and any required fees before any work is started.

Invoicing

Invoicing for professional fees will be carried out in four installments. The first installment of US\$200,000 will be due within 14 days following the signing of this agreement. The second payment of US\$200,000 will be due on or before October 1, 2001, the third payment of US\$200,000 will be due on or before January 1, 2002 and the final payment of US\$200,000 will be due on or before April 1, 2002.

Program-related expenses will be invoiced monthly and will be payable within 30 days from the date of invoice.

This letter of engagement shall take effect from July 1, 2001 and continues through June 30, 2002. The relationship between B-M and the Client can be renewed subject to mutual agreement and a signed amendment to this letter of engagement outlining the new terms and conditions of that renewal.

It is clearly understood that all dollar amounts indicated in this engagement letter are net of withholding taxes or other applicable taxes levied by the Republic of the Philippines. It is further understood that all such taxes, including but not limited to VAT/Sales Taxes applicable in the Philippines are the sole responsibility of Client and will be added to all dollar amounts indicated in this letter.

As with all B-M assignments, the working relationship between the Client and B-M is governed by the attached Burson-Marsteller Standard Terms and Conditions.



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Burson-Marsteller

H.E. Alberto G. Romulo
Executive Secretary
Republic of the Philippines
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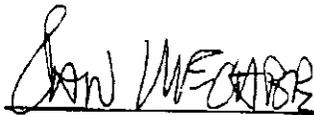
If the foregoing accurately sets forth our agreement, please indicate your confirmation and acceptance by having your authorized representative sign in the space provided below. In addition, please sign your confirmation and acceptance of the attached Standard Terms and Conditions. Please return to us one original signed copy of this letter and the standard terms and conditions.

We thank you for giving our firm the opportunity to work with the Government of the Republic of the Philippines on this very important assignment.

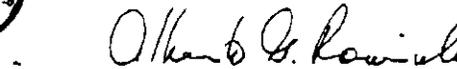
Sincerely Yours,

Agreed on behalf of
Burson-Marsteller

Agreed on behalf of
Government of the Republic of the Philippines



Ian McCabe
Managing Director
Date: June 22, 2001



H.E. Alberto G. Romulo
Executive Secretary
Date: June 28, 2001

Burson-Marsteller
Filing for the Government of the Republic of the Philippines
Exhibit B

Response to #4.

Describe fully the nature and method of performance of the above indicated agreement or understanding.

Burson-Marsteller has been retained to provide global communications support to assist in the promotion of international investor confidence, enhance the sovereign credit rating, and strengthen perceptions of the international business community that the Philippines is an attractive location for foreign direct investment. Activities are being carried out in the Philippines, elsewhere in the Asia-Pacific region, North America and Europe. They include support for media relations, economic communications materials development and distribution, communications training, research, and ongoing provision of senior counsel.

Burson-Marsteller
Filing for the Government of the Republic of the Philippines
Exhibit B

Response to #5.

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

- Arranging and providing support for media interviews.
- Assisting in the development and distribution of speeches, press releases.
- Issues monitoring and analysis.
- Issues-based research.
- Communications skills training.
- On-site support to client principals during participation in international programs;
and
- Provision of ongoing communications counsel.