

REVISED

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.

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 .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, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

Name of Registrant Marston Webb International	Name of Foreign Principal Consulate General of Denmark
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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.

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 SECTION
 REGISTRATION UNIT

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

The attached proposal was sent to the Consulate General of Denmark on April 3, 1992. The proposal was orally accepted and remained in effect until a formal written agreement was signed at the end of 1993.

Marston Webb proposed to conduct a program of press and investor relations activities in the US. These activities involved identifying potential investors interested in establishing manufacturing and distributive plants in Denmark, arranging conferences when necessary and communicating with the press. Cost to Consulate of Denmark: \$2,000/month

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

Marston Webb proposed to conduct a program of press and public relations on behalf of the Consulate General of Denmark in the US.

These activities involved identifying potential investors in the US interested in establishing manufacturing or distributive plants in Denmark, arranging conferences when necessary and communicating with the press.

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	Name and Title	Signature
Sept 8, 1994	MADLENE OLSON, V.P.	Madlene Olson, V.P.

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.

April 3, 1992

Mr. Niels Steen Hoyer
Commercial Counsellor
Consul of Denmark
Royal Danish Consulate General
825 Third Ave.
New York, NY 10022

BY FACSIMILE: (212) 754-1904

RE: Continuing Press & Investor Relations Activities in the U.S.

Dear Niels:

I enjoyed our exchange of views over lunch the other days and have given much thought to your ongoing requirements for press and investor relations in the U.S.

Denmark's continuing economic recovery, its monetary alignment to Germany, the emergence of the Baltic League, and the nation's demonstrable skills in communicating with the Baltic and Eastern European markets are all points with which we know we can capture the attention of the U.S. media and which when properly articulated, will attract U.S. businesspeople to attend briefings, conferences, and other meetings the we might jointly organize in the coming months. But this kind of promotion should be conducted with some consistency and should include the following components:

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1) **PRESS**

We should maintain contact with editors and journalists and various general and industry specific publications throughout the U.S. with a view to producing stories about Denmark's investment attraction efforts.

a) Regular Press Releases

At least two a month should be distributed to targeted publications underlining successful start-ups by U.S. companies, joint venture agreements, technology transfers, or the achievements of the Danish industry and technical services in enlarging Denmark's international outreach and in making the country more attractive to incoming U.S. investment.

Government legislation, impacting upon international investment, should be emphasized and whenever appropriate, visits of prominent Ministers or officials of the Central Bank should be noted and used, and whenever possible, to draw attention to Denmark and its investment program. Visits by Danish prominent industrialists and bankers should also be noted and press releases prepared noting their presence in the U.S. and using quotes which would underline their desire to work with their counterparts in U.S. industry and finance.

b) Media Liaison/Invitations

The agency will ensure that members of the media are invited to attend Danish Trade and Investment functions, receptions, parties, and the like.

Likewise, the occasional visits of the Danish Royal Family should, as and whenever appropriate, be harnessed to produce press releases and that would articulate a strong and growing bilateral investment relationship between the U.S. and Denmark.

c) Consulate General's Media Round Tables

Periodically invite media persons to dinners, luncheons, and parties arranged by the Danish Consulate General for exchange of ideas and views. Parties could be arranged from time to time or coincide with a visit from Danish dignitaries.

2) **INDUSTRY SPECIFIC PRESS**

a) Several business magazines covering pharmaceuticals, plastics, biotechnology, telecommunications, chemicals, and agricultural equipment have proven receptive when shown the advances made by

Danish industry or by U.S. companies in Denmark in those specific sectors. These magazines are widely read by executives and by those who authorize international expansion.

b) Ghost Writing - We can write specific articles for and on behalf of the Danish Consulate General's Staff for inclusion in various publications. Each article usually concentrates on specific industry sectors, telecommunications, pharmaceuticals, biotechnology, and the like.

We should undertake to distribute existing materials and suggest storylines to these publications on a regular basis.

3) TELEVISION & RADIO

We will continue to get visiting Ministers onto business and economic programs as and whenever appropriate so that they might talk about Denmark's role in a changing Europe and the many opportunities this brings to U.S. companies.

We will continue to encourage producers of various business programs to keep in touch with the Danish Consulate General's office for future input into these programs.

4) ADVERTISING

Although we appreciate that you do not have a great deal of money to spend on display advertising, there are occasions when advertising will be appropriate. On those occasions, we would be happy to create the advertisement - design, copywriting, and production - and place the advertisement in appropriate media.

In order that you might achieve greater economy, the agency would be prepared, given that we operate a retainer fee, to return half its media commission to the Consulate General's Office, which is a 7 1/2% saving on advertising expenditure.

5) CONFERENCE & SEMINARS

Conference and seminars can be extremely useful in attracting and holding the interest of potential investors, financial advisors, lawyers, and accountancy firms and other multipliers. They also serve as a catalyst for local press coverage.

Handwritten notes:
K...
S...
H...
M...

a) Local Law Firms are very often inclined to sponsor meetings or luncheon presentations.

b) Like law firms, Accountancy Firms like Price Waterhouse, Coopers and Lybrand, and Ernst and Young, will undertake to

jointly sponsor such firms in order to build a meetings calendar.

C) PUBLICATIONS - Several business publications are inclined to sponsor country investment events. For example, Washington Technology will arrange breakfast briefings in the Washington/Virginia area, Massachusetts Technology will accommodate you in Boston/New England and California Business will do the same on the West Coast. However, most publications would like an advertising supplement attached to the event.

Certain publications also organize receptions and presentations at which Denmark could be represented.

a) Local Chambers of Commerce, most notably the Metro Newark Chamber in New Jersey, regularly organize country conferences, breakfast briefings, and luncheons at which Denmark might be the subject of a whole conference or be invited to produce keynote speakers for luncheons or dinners.

b) In all cases, we would invite local press and television to cover the event and to arrange interviews.

6) **DIRECT MAIL**

The agency has achieved great success with direct mail. We create and send letters and collateral materials to targeted executives in specific industries throughout the U.S. Response varies, but is often in the order of 2% - 3% and replies are invariably from Chairmen, CEOs, Presidents, Treasurers, and General Managers.

We also generate attendance at conferences, meetings, seminars, and parties through targeted direct mail.

****FEE STRUCTURE****

We appreciate that you are not budgeted to spend a great deal of money on press and public relations and attendant promotional services, but there is a need to retain the agency on a regular basis in order to undertake ongoing services, provide continuity, and hold itself ready to work with the Danish Consulate General's Office in bringing about major events, like the Minister's visit. Thus a fee basis should be established on two levels:

1) RETAINER LEVEL

This will enable the agency to be on call and to work closely with the Danish Consulate General's staff and to maintain contacts and press liaison, provide creative services, secure invitations, secure speaking engagements, and the other services expressed in this letter.

.....\$2,000 per month

2) MAJOR PROJECTS LEVEL

From time to time, the agency will be called upon to work with the Danish Consulate General's Staff in arranging attendance at conferences, specific meetings, and parties and arrange press coverage in New York and other major cities around the U.S. for visiting dignitaries.

Our fees, on these occasions, will be negotiated according to the time applied to each project and the level of involvement.

Niels, I have enclosed a brief letter of intent which separately sets out the work assignment of the agency and the fee structure.

If you are in agreement with this or if you want to discuss it some more, do let me know. It goes without saying that we enjoy working with you and that you may be very certain we can assist you greatly with the Danish investment project in the U.S.

Kind regards,

Sincerely yours,

Victor Webb
President

VW/cp
c: hoyer3

AGREEMENT

BETWEEN

THE CONSULATE GENERAL OF DENMARK

AND

MARSTON WEBB INTERNATIONAL

In order to maintain a large measure of continuity in its relationship with the media and with the investor business and financial community at large, the Consulate General of Denmark appoints Marston Webb International (hereafter referred to as the agency) as public relations consultants who hereby accept the appointment for a term of one year commencing on the day of , 1992.

The agency shall perform the public relations and marketing services set forth as appearing hereunder:

- I) Press/Media Relation. The agency will act as press/media counselors for the Consulate General of Denmark, arranging media interviews, providing opportunities to meet journalists, preparing background material, regularly alerting the media of campaign

activities and arranging for press meetings for visiting VIP's from Denmark. Arrangements of meetings and interviews shall be subject to the prior approval of the Consulate General of Denmark.

II) General Awareness Direct Mail Shots. Specific mailing will be targeted to a cross section of the high tech and industrial community that include analysts, brokers, accountants, attorneys, etc.

III) Advertising Program. Display advertising promoting the Danish Investment Program will appear in selected general and trade magazines. The agency undertakes to design, write, and produce to mechanical stage and secure placement of such advertising. In addition, the agency will devise editorial/advertorial copy as called upon for inclusion within special advertising supplements to be published in the Business Press.

IV) Seminars/Executive Briefings/Parties and other public and private events. The agency will manage all aspects of investment attraction conferences, briefings and presentations for the Consulate General of Denmark including production of promotional material, recruitment of attendees, location of venue, arrange-

ment of guest speakers, local advertising, and press outreach. The scheduling and content of each conference shall be subject to the prior approval of the Consulate General of Denmark.

FEE SCHEDULE

The fee basis shall be established on two levels.

1) RETAINER LEVEL. This will enable the agency to be on call and to undertake the services set forth herein.

.....\$2,000 per month

2) MAJOR PROJECTS LEVEL. Time to time the agency will be called upon to work with the Danish Consulate General's staff on 'major projects.'

Our fee, on these occasions will be negotiated according to the time allocated by the agency to each project and the level of the agency personnel involvement.

In the event that the agency's services are required outside the United States (i.e. Canada). The agency undertakes to provide such services in accordance with the terms set forth herein.

SIGNED for and on behalf
of the Consulate General of
Denmark by:

*

SIGNED for and on the
behalf of MARSTON WEBB
INTERNATIONAL by:

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