

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	Name of Foreign Principal
Oliver A. Dulle, Jr. & Company, Inc.	Trafford Park Development Corporation

Check Appropriate Boxes:

- 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.
- 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.
- 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.

- Describe fully the nature and method of performance of the above indicated agreement or understanding.
A contract to serve as North American Marketing representative for the Trafford Park Development Corporation.

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CRIMINAL DIVISION
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INTERNATIONAL SECURITY
SECTION
REGISTRATION UNIT

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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.

- o Development of direct mail lists
- o Review of promotional materials
- o Development of promotional strategies
- o Initiation of contact with businesses about business activity in Trafford Park
- o Response to inquiries about Trafford Park
- o Arrangement of seminars and trips to promote Trafford Park

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.

The nature of this project is to attract U.S. companies that are considering U.K. operations to locate within Trafford Park.

Date of Exhibit B	Name and Title	Signature
February 15, 1993	Oliver A. Dulle, Jr. President	

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.

From the Commercial Director

Mr O A Dulle Jnr
Dulle & Co
25 North Erentwood Boulevard
Clayton
Missouri
63105
U.S.A.



BY FACSIMILE AND BY LETTER

PS/WF/PS2

8 October 1992

Dear Mr Dulle

APPOINTMENT OF NORTH AMERICAN DIRECT MARKETING CONSULTANTS

I refer to the recent visit of Peter Scott, the Corporation's Business Development Manager, and myself to your offices.

As a consequence of that interview and our subsequent inspection of your facilities, I am pleased to confirm your appointment as the Corporation's North American Consultants with effect from Friday 9th October 1992 for a period of three years, subject to an annual review.

The contact will be subject to the Corporation's usual terms and conditions (see attached) with the exclusion of the following:-

Section 3.4 (C)

The section naturally only applies to U.K. based consultants. Should you need to visit our offices in England, your travel and subsistence arrangements will need approval from either Peter Scott or myself.

Section 6.1

Your operation will naturally be required to complete the attached progress report as specified. However, additional reports on the status of all enquiries and a narrative report will be required on a monthly basis, as directed.

/Continued...



NORTH WEST ENGLAND REGION OF EXCELLENCE

Trafford Park Development Corporation
Trafford Wharf Road, Wharfside,
Trafford Park, Manchester M17 1EX
Telephone 061-848 8000
Fax 061-848 3332 Telex 661612



Section 7.1 (B)

Details of all expenses being claimed should include an itemised telephone account.

Section 9.3

All claims for travel and subsistence expenses will be paid on a scale agreed between us.

All payments for fees and expenses will be made to you and paid monthly in arrears on submission of progress reports and invoices. We are prepared to consider making additional payments for large items of approved expenses between the usual monthly invoices. Individual instances would need to be discussed with either Peter Scott or myself. I understand that you wish to be paid in U.S. dollars. Payment will therefore be made by International Money Transfer to yourselves. To ensure that this process passes smoothly I will need details of your bank and account.

I would be obliged if you would confirm your acceptance of this appointment on the above terms and conditions as soon as possible. (By return fax if at all possible).

In anticipation of your acceptance, I would like to indicate how much I am looking forward to working with you and your colleagues on this project.

With kind regards.

Yours sincerely

Derek R Farmer
COMMERCIAL DIRECTOR

ENC:

DULLE & COMPANY

25 NORTH BRENTWOOD BOULEVARD
CLAYTON, MISSOURI 63105
(314)721-2418
FAX: (314)721-5083

August 24, 1992

Mr. Peter Scott
Business Development Manager
Trafford Park Development Corporation
Trafford Wharf Road, Wharf Side
Trafford Park, Manchester M17 1EX ENGLAND

RE: Appointment of North American
Direct Marketing Consultant

Dear Mr. Scott:

Dulle and Company (in connection with our affiliate firm, Second St. Creative, Inc.) is pleased for this opportunity to submit a proposal to serve as North American Direct Marketing Consultant for the Trafford Park Development Corporation, in response to your request for proposals dated 31st, July 1992. Our firm has a long history of service to governmental and public agencies and a number of our associates have had personal experience in the service of such agencies over the years. Therefore, we feel that we are especially attuned to the issues, concerns and business methodologies of an organization such as the Trafford Park Development Corporation.

We have experience both in marketing and promotion in general and, specifically, in dealing with economic development issues and agencies in North America. We have also become increasingly active and have provided a leadership role in international business-related activities in the St. Louis region, where we are headquartered.

Because of the small size of our staff, we can assure you of the direct, personal attention of our key personnel to your project. This is the direct result of careful, strategic thinking through which we have made the decision to remain a small, focused, specialized firm in which the principals have direct responsibility for problem-solving, direct service to client constituents and development of creative strategies. As a result, we have consciously limited the size and scope of our operations and clientele to those organizations for whom we feel that we can provide a special mix of creativity and personal service that will result in successful achievement of their objectives.

Therefore, our basic philosophy of service involves a heavy reliance upon gathering of information, clear and focused thinking, creative approaches to old issues and a high-caliber of personal service in the implementation of suggested strategies.

In short, we have found that the old ways of doing business simply do not work any longer. Success belongs to those who are able to view the world from a fresh perspective and who maintain the insight and imagination to suggest completely new perspectives, coalitions and strategies to achieve success at a time of redeployed resources and dramatic changes in business philosophy. At the same time, we remain firmly committed to the principle of relationship development as a key element of successful implementation of an agenda. People continue to relate to people, in the final analysis. Nothing projects an image or affects a perception of confidence or competence more than the perception of individuals who represent an organization. As agents or representatives of our clients, we continually strive to present an image that is consistent with or exceeds that which the client wishes to project. In addition, we continue to believe that our insistence on "personal service" is a primary element in the success of our client organizations.

We would like to be able to bring these resources into the service of the Trafford Park Development Corporation by operating as its consultant and agent for North American direct marketing.

METHODOLOGY

In order to respond fully to your request for proposals, we would like to address specific issues raised in Section 8 (TENDER SUBMISSION) in your invitation to TENDER.

Assessment of Current Economic Climate in North America: Most companies expect an expanded market for their company's products and services as a result of the creation of a single European market. However, many of these companies have not yet completed a strategic plan in this regard. In general, a majority of large industrial companies are considering expanding their presence in European countries and the United Kingdom is designated as one of the leading countries for expansion activities. In general, industrial companies tend to be far more concerned and informed about developments in Western Europe and are more proactive in that response than are service companies.

Obviously, U.S. industrial companies are much more likely than U.S. service companies to have operations in Europe. This fact can suggest either greater opportunity to pursue expansion by service companies or a momentum to facilitate continued expansion by industrial companies. In any event, executives of industrial corporations tend to be more interested in technical standardization, testing and certification of products and the easy movement of goods, while service company executives are more interested in the easy movement of capital and a common courtesy. Surveys suggest that, currently, U.S. service companies are less likely than U.S. industrial companies to be planning to expand their European operations. Likewise, larger companies, in general, intend to be much more aggressive in their planning and approach to European expansion than smaller-sized American companies.

Approximately one in three major, U.S. industrial companies has plans to build or acquire new European manufacturing facilities in the near term, while one in five mid-size U.S. industrial companies have similar plans. It is further indicated that approximately one in five of these companies anticipate building or acquiring new facilities in the U.K.

Key Factors Which Will Influence a Company's Choice of Location:
Obviously, there are any number of factors which influence decision about location. Many of these factors are exogenous variables over which an individual organization has little or no control. These include issues related to geography, accessibility, national economic factors, markets, etc. Within that broader context, other, rather apparent factors, effect more specific location decisions. Many of these factors such as transport, accessibility, work force, local incentives, etc. are addressed in your current promotional materials. Of course, any number of other locations can and do present an array of characteristics and amenities which may have different mixes of advantages and disadvantages but which could each be used to make a convincing argument for their selection. Within that context, it is the specific sales and marketing approach and activities in which an agency engages that will allow it to attract inward investment. Therefore, it appears that the key, "generic" factors which will influence a company's choice of location have already been identified and addressed by your organization.

From that point, investment decisions are then based upon specific sales and marketing activities including developing a personal relationship with a key decision maker, identifying those factors which will truly influence the relocation decision, providing responsiveness to inquiries and information requirements and otherwise serving as an effective facilitator and advocate for the decision maker.

Define Industry Sectors: Based upon the fact that many issues that figure into location decisions are structural and not subject to change, the primary factor in targeting should be identification of industry sectors whose needs match well with the specific advantages that an area does have the ability to offer or which occur as natural attributes for amenities. One way to do this is to use existing information to identify industry sectors which currently provide the highest levels of employment and sales in your area and target similar industry sectors in North America, on the dual assumptions that these particular industries have already found the area to be advantageous and that there is probably a strong infrastructure of suppliers and support in your area to facilitate operations of that industry sector. A second, similar approach would be to analyze information received to-date to determine patterns for targeting among those firms that have already made inquiries about locating in your area.

Another methodology would be to review public domain information from surveys and other research tools to identify those industry groups that have expressed a pre-disposition toward expansion in Western Europe in general and the U.K. in particular.

Identification of Specific Company Prospects: While the methodology outlined in the previous section will be helpful in targeting "outreach" after such activities as direct mail, a different approach would be appropriate to identify companies that may have a pre-disposition toward locating or expanding in Europe. These methodologies could be as mundane as reviewing public documents such as annual reports, articles and periodicals, etc. and may be as specific as periodic interviews with an ancillary service provider such as relocation consultants, attorneys, accountants and consulting firms. Information would also be collected from various offices of the U.S. Department of Commerce Foreign & Commercial Service regarding inquiries from companies seeking information about doing business in the U.K.

Marketing Methodology: We would anticipate a number of strategies and methodologies could be used in marketing Trafford Park in North America. Of course, your current plans provide for a major direct mail campaign which would be useful in communicating with potential decision makers, creating awareness of Trafford Park and identifying, through a response vehicle, those leads which could then be furthered qualified by telephone.

Based upon our past promotional experience, we would not strongly recommend that any type of paid advertising campaign be considered. While it is true that such a campaign might create some small level of awareness, it is our feeling that this would be of negligible value and, most likely, would result in such a small number of direct inquiries as to not provide a fair cost-benefit ratio.

Instead, we are directing our clientele into very specific event or sponsorship opportunities to create awareness, offer opportunities for relationship-building and to accurately position an organization with a desire to a constituent group.

Other methodologies for creating general awareness would include public relations initiatives with the trade press and general media to create awareness of Trafford Park, follow-up public relations activities and the headquarters city of companies that announce investment in Trafford Park. We would also propose participation in key organizations of corporate location decision-makers such as the National Association of Corporate Real Estate Executives (NACOR) and the Industrial Development Research Council (IDRC) which represents key decision makers from Fortune 500 companies. Likewise, we would recommend participation in conferences and expositions sponsored by these organizations, as appropriate. It should be noted, in fact, that the fall conference of IDRC will be held on October 31 through November 4, 1993 and BOCA Raton Florida.

One of the single most important activities we would undertake as your North American representatives would be the qualifications of leads generated through your direct mail efforts and our activities on your behalf. Along with providing for a complete, timely response to inquiries, we would use an interview technique (referring to a prepared "script" to guide the discussion) to determine the needs, wants, perceptions and attitudes of the respondent. In this way, we would ensure that subsequent discussions with each prospect would represent verification rather than discovery.

We will develop, plan, publicize and promote a series of up to four seminars to be held in strategically-located metropolitan areas, for the purpose of enhancing interest and awareness in Trafford Park as well as for providing information and developing relationships with previously-identified prospects in that area. It is our understanding that representatives of the Development Corporation will make themselves available for these seminars. Our firm has particular expertise and experience in planning, promoting and implementing seminars and special events that have long been a hallmark of our success.

In addition to creating general awareness, we will engage in various "affinity marketing" strategies such as developing a program of communications with consultants and related service providers including accountants, attorneys, and others who might have an input into the location decision-making process. In this regard, we would also recommend consideration of an incentive program for multiple referrals from these ancillary sources. This would provide a specific incentive for these individuals to mention Trafford Park specifically as a potential location if an appropriate opportunity arises.

We will also develop a program of communications with English-related organizations such as the English Speaking Union and other venues that might attract decision-makers who, by virtue of their involvement, have a predisposition toward the U.K.

We would also utilize a computerized data base which we have developed for tracking prospects that will help us to facilitate communications with prospects, qualification of leads, responsiveness to particular enquiries, follow-up, periodic contact, etc. Use of this system will allow us to monitor and track projects, facilitate communications, manage relationships and report to your organization on the status and activities relative to all prospects. It is our strong belief that only through such careful tracking of prospects can leads be converted into lettings, on an organized basis.

Sales Techniques: Based upon responses from qualified leads, aggregation by geographic area and other factors, we will schedule, coordinate and oversee sales visits by Development Corporation personnel to help initiate personal relationships, further respond to requirements for specific information and create a "presence" for the Corporation.

It is our strong feeling that perhaps the single most useful tool for "closing a sale" with a qualified prospect is a site visit. No amount of information, statistics or other material can make the same impression as a personal, site visit. In this regard, we would suggest development of a series of "fam trips" for location decision-makers, similar to those used by the travel and hospitality industry in their efforts, to entice travel executives to select certain destinations. In fact, we would propose some type of alliance or co-sponsorship with tourism and hospitality-related organizations and companies in the area, as they would be long term beneficiaries of any incremental, inward investment.

Before and after these "fam trips", we would communicate with prospects, utilizing our monitoring system described above, to anticipate and then respond to prospect requirements for information, data, arrangements and logistics, as appropriate.

Very importantly, we would also encourage and count upon your formation of coalitions and alliances as well as your coordination with various constituencies in your area that would benefit from inward investment by prospects. These constituent groups might include, as mentioned earlier, representatives of the hospitality and transportation sectors, as well as organized labor, real estate, professional services and the like. It would be expected that these related constituencies would provide support, information and participation during site visits to create an atmosphere of interest and encouragement.

These "precursors" of future interaction are very valuable in influencing decision makers and, quite correctly, set the stage for subsequent business relationships with those involved.

ANNUAL COST:

It is our proposal to provide the services outlined herein for a total, fixed fee for professional services of \$5,000 per month, plus out-of-pocket and direct expenses. It is our firm belief that the business of attracting inward investment requires a full-time commitment by our firm. While this does not imply that our staff will be engaged in direct efforts on behalf of the Corporation during every hour of every day, it does indicate that we will be continually prepared to perform specific tasks, respond to enquiries, reflect upon the results of operations and make adjustments as needed and otherwise maintain an ongoing consciousness of and commitment to our efforts on your behalf.

Of course, normal out-of-pocket expenses would include, but not be limited to, such items as telephone charges, postage and delivery, printing, travel, lodgings and other out-of-pocket expenses incurred on your behalf. The level of those expenses will be dependent upon the financial resources which are committed to the project by the Corporation as well as by the results of activities in which we are all engaged throughout the project. However, for your purposes in assessing this proposal, we have outlined herein some expenses which we believe would be typical of various types of activities in which we would propose to engage:

ESTIMATED EXPENSES

TRAVEL:

- o Cost, per trip, for a staff visit
(one person) to U.K. \$ 2,500.00 per trip
- o Travel expenses for periodic seminars
in the U.S. \$ 1,500.00 per seminar
- o Sales trips in the U.S. with Corporation
representatives (one staff member) \$ 1,500.00 per trip
- o Trade show/conference attendance
(one staff member) \$ 2,000.00 per trip

PRINTING:

- o (This is strictly a function of decisions made about any printing not contracted directly by the Corporation.)

POSTAGE/COURIER:

- o (This is strictly a function of expenses incurred in promoting meetings, responding to enquiries, etc.)

DUES/SUBSCRIPTIONS/REGISTRATIONS:

- o This category would include various amounts required to become a member of and participate in conferences and trade shows sponsored by various relevant organizations such as NACOR, IDRC, etc. as well as to subscribe to various publications and electronic information services to facilitate implementation. \$ 5,000.00 a year

LIAISON WITH U.K. GOVERNMENTAL AGENCIES

As indicated above, we would, as is our custom, strongly encourage coalition and cooperation with related agencies and organizations. We would assume that most of this liaison and coalition-building would be the responsibility of Corporation staff due to their location "on the scene" and their existing relationships with relevant constituencies. Where possible, we would strongly encourage engagement in cooperative benefits, cost sharing and ongoing communications.

EVALUATION

Through the utilization of our automated tracking system which was described elsewhere in this proposal, we would be able to facilitate the tracking and reporting upon all of our activities on a regular basis. Along with advising you of our efforts and the results thereof, this would facilitate your own internal and external reporting requirements as you account for the funds invested in this important project. In addition, the most obvious benchmark of our success would be compilation of statistics related to the amount of number of jobs created, number of square feet utilized and other economic impact indicators that are the direct result of inward investment through our joint efforts.

EXPERIENCE

As can be seen from the Qualifications and Experience material that is enclosed herewith and made a part hereof, are firm has had, as mentioned previously, experience in the area of economic development, promotion and working with governmental and public agencies.

Of particular note, has been our work on behalf of the St. Louis County Economic Development Council, as part of their program to identify strategies to facilitate international business activities on the part of firms located in the St. Louis metropolitan area. Our firm also provided all management services and served as the legal representative and agent for the St. Louis City and County Board of Electors, which developed a comprehensive economic development strategy for the St. Louis metropolitan area.

In addition, our firm provides for the Missouri office of the Japanese External Trade Organization (JETRO), an agency of the Japanese government dedicated to identifying products and facilitating exports of Missouri-produced goods to Japan. Our firm also serves as managers of the Japan America Society of St. Louis, perhaps the premier international business organization in the area which has allowed us to develop relationships with key, international business executives for such firms as Anheuser-Busch, Ralston Purina, Monsanto, Southwestern Bell, McDonnell Douglas Corporation, Mallinckrodt Medical as well as other smaller, successful companies that are headquartered in St. Louis or that represent the St. Louis-based operations of Japanese companies.

We also provide management services to the U.S. Foundation for International Economic Policy, which was formed by U.S. House Majority Leader Richard Gephardt, to promote exports of U.S. goods and services abroad. Likewise, we provide services to ITF (International Trade & Finance) Corporation which was recently formed by a group of investors to pursue investment and trade opportunities in the former Soviet Union. Finally, we manage the St. Louis Society of Association Executives, which is the St. Louis "chapter" of the American Society of Association Executives. As you may understand, trade associations provide one of the most effective possible vehicles for targeting and development of relationships with corporations and individuals and define industry sectors or by operating functions.

We have also been directly involved in general promotional activities in a number of areas. We provide promotional services to the Concrete Council of St. Louis and to the Asbestos Industrial Movement Fund, for which we utilize a number of innovative techniques in sales and marketing efforts on their behalf. In addition, we provide public relation and promotional services to our clients relative to special events, fund raising and general community awareness.

Specific references whom you may wish to contact include:

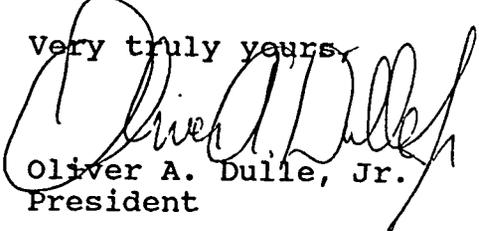
James L. McHugh
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Dave Alexander
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Quinn McGuire
President, Concrete Council of St. Louis
c/o Winter Bros. Concrete
13098 Gravois Road
St. Louis, MO 63127
(314) 343-7676

We would look forward to the opportunity to represent the Trafford Park Development Corporation as its North American Marketing Consultant and look forward to hearing from you soon in this regard.

Very truly yours,



Oliver A. Dulle, Jr.
President

OD:ph