

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 Graydon Associates, Inc. 216 Maple Ave. or P. O. Box 566 Red Bank, NJ 07701	2. Registration No.  4820
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3. Name of foreign principal Délégue aux Investissements internationaux, Ministère de l'Economie et des Finances	4. Principal address of foreign principal 139, rue de Bercy, Teledoc 334, 75572 Paris, France
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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:
- |                                      |  |
|--------------------------------------|--|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Committee             |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group       |
| <input type="checkbox"/> Association | <input type="checkbox"/> Other (specify) _____ |
- Individual—State his nationality \_\_\_\_\_

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

- a) Branch or agency represented by the registrant.
- b) Name and title of official with whom registrant deals.

Jean-Daniel Tordjman  
Ambassador-at-Large

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

- a) Principal address
- b) Name and title of official with whom registrant deals. Not Applicable
- 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

The Ministère is engaged upon a program to present the advantages of France to American companies considering industrial investments in Europe.

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

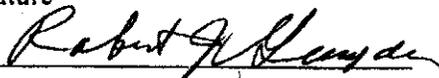
Subsidized in part by a foreign government, foreign political party, or other foreign principal ..... Yes  No

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

The Ministère des l'Economie et Finances is a formal full ministerial entity of the Government of the Republic of France. It may be considered similar to the Unites States Department of Commerce.

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	Name and Title	Signature
June 17, 1993	Robert J. Graydon, President	

**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
Graydon Associates, Inc.	Ministere de l'Economie et Finances, France

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.

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4. Describe fully the nature and method of performance of the above indicated agreement or understanding.  
Through the use of selected lists, GAI will identify U.S. companies with interests in setting up manufacturing or service facilities in France to serve France and the rest of the European Community.

Direct mail to each company will include an explanatory letter and an invitation to meet with a representative of the French government for a personal discussion.

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

GAI purchases lists from commercial list brokers of companies over \$100,000,000 in annual sales and which are in the Midwest and Eastern United States.

The respondents to the mailing are then "qualified" by GAI through research in Directories such as Dun and Bradstreet, Standard and Poors, etc. They are then contacted by phone by GAI to qualify them further and then, if appropriate, a personal appointment is made with a French official.

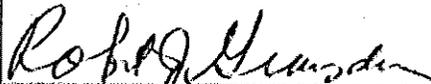
Following such meetings, GAI maintains contact to keep the French official apprised of the status of the companies' interests in investing in France.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1</sup>

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.

Political activity under this contract consists of trying to persuade some U.S. companies to consider France as a site for their expansions in Europe.

Date of Exhibit B	Name and Title	Signature
3/12/93 17 June 1993	Robert J. Graydon President	

<sup>1</sup>Political 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.

15 January 1993

Monsieur Jean-Daniel TORDJMAN  
Ambassadeur  
Délégué aux investissements internationaux  
Ministère de l'Economie et des Finances  
139, rue de Bercy, Télédoc 334  
75572 Paris  
FRANCE

Dear Mr. Ambassadeur:

Following our last discussions, we herewith confirm our commitment to follow-up, until 31 March 1993, the contacts with those American companies selected for your action by RANC EUROPE (Paris) with our help.

This letter contract is accompanied by Appendix A which describes the breakdown of groups of expenses incurred for this task as was agreed to on 4 December. The amount is US\$45,000.

We will be grateful for your concurrence with this agreement indicated by your signature on a copy of this agreement and return to Graydon Associates, Inc.

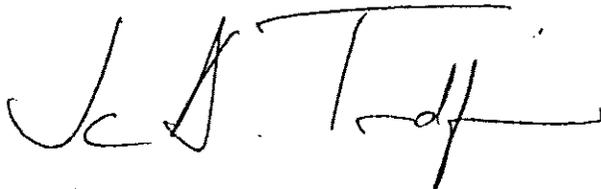
Respectfully,  
Graydon Associates, Inc.



R. J. Graydon  
President

Enclosure: Appendix A  
Breakdown of total expenses to prepare meetings in the U.S.A. according to  
criteria agreed upon (Note previous correspondence)

*bon pour accord*  
*le 10 janvier 1993*



**Professional Study of U. S. Investments  
for  
Invest in France Mission**

**Executive Summary**

The goal is for 7-10 sales visits by Mr. Tordjman to take place in the week of 23 March 1992 to American companies anywhere in the United States but preferably in California and the areas around Chicago and New York. They will be middle size companies. We feel that the range of \$50-150 million in annual sales may yield enough companies that the visits can be arranged. These would be good prospects with firm plans for investment projects in Europe in 1993/94. They will give France serious consideration. They would be qualified, legitimate, prospects and worth visits by Mr. Tordjman. Mr. Tordjman would meet with senior executives of these companies.

A mix of methods will be required to make this trip successful. Personal knowledge of companies, direct mail, telephone contacts, direct contacts within the Industrial Development Research Council and the International Council of Real Estate Executives, contacts with personal friends and colleagues at the U. S. Department of Commerce headquarters in Washington, DC, and referrals from other colleagues similar to GAI, will all be needed. Due to the nature of the methods we must follow, although there may only be 7-10 personal visits for Mr. Tordjman, we will uncover perhaps 20-30 more companies that would be good prospects for later visits. Additionally, another 40-80 would be good enough to need further investigation. To meet this goal, it is essential to have an initial data base of several thousand companies. These methods have succeeded for GAI's clients for the past 20 years.

23 November 1992

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Appendix A

Descriptions and Breakdown of Groups of Expenses

It is difficult to predict exact expenses for any specific category. Portions of monies may be shifted from group to group as circumstances require. The total, though, will be observed. These costs do not include travel/hotel expenses for GAI personnel in the U.S. when accompanying Mr. Tordjman. All figures are in thousands of U. S. dollars.

THE PROGRAM WILL START WITH COMPANIES SELECTED THROUGH DIRECT MARKETING IN COOPERATION WITH RANC EUROPE - PARIS

Market Research: 4

This covers GAI acquiring specific and current information on companies through various commercial data bases such as Nexis, CompuServe, Dun and Bradstreet, etc. This helps GAI to prepare dossiers on each company to be visited by Mr. Tordjman. These charges to GAI can range from \$50 to \$150 per hour depending on circumstances.

Supplementary Material: 4

Often we need special supplemental material to lend credence to the selling mission. This covers costs of design, writing, layout, and printing. An example is that we sometimes reprint material from the U.S. Dept. of Commerce which is very effective.

Liaison/Intervention Services by RANC Europe: 8

This provides for administrative liaison between GAI and the Invest in France Mission.

Professional Fee: 29

Professional management time of senior associates at GAI for planning, leading, organizing, and controlling the entire program. It covers time of GAI personnel in travelling with Mr. Tordjman and/or Mrs. M-L Bougenaux in the U.S.

Total

45

JOT

## ANNEXE A

### DESCRIPTION DES PRINCIPAUX POSTES DE DEPENSES

Avertissement : Il est difficile d'évaluer exactement chacun des postes de dépenses; en tout état de cause, l'ensemble des postes cités sera limité au total prévu ci-dessous de US\$ 45.000.

Ce devis ne tient pas compte des frais de séjour et déplacements éventuels de Monsieur Graydon (et éventuellement Monsieur Mimouni) quand ils devront accompagner Monsieur l'Ambassadeur Tordjman et/ou un ou plusieurs de ses collaborateurs. Les chiffres expriment des montants en milliers de dollars américains.

#### LA MISSION CONCERNERA DES SOCIÉTÉS AMERICAINES SELECTIONNÉES SUIVANT LA PROCEDURE DE MARKETING DIRECT DEVELOPPÉE EN COLLABORATION AVEC RANC EUROPE (PARIS).

<b>Analyse des sociétés dans le cadre de leur marché</b>	<b>4</b>
Couvre les frais de recherche d'informations actualisées sur les sociétés auprès de bases de données telles que Nexis, CompuServe, Dun and Bradstreet... Permet à GAI de préparer les dossiers sur chacune des entreprises où une visite de Monsieur Tordjman sera attendue. (Coût d'accès aux bases de données de \$50 à \$150 suivant les cas).	
<b>Documentation complémentaire</b>	<b>4</b>
Il s'avère souvent nécessaire de composer et d'imprimer des documents d'information spécifiques pour mettre en évidence l'importance de vos partenaires; par exemple en reproduisant certains documents et informations diffusées par le Département du Commerce américain.	
<b>Liaison administrative et Services</b>	<b>8</b>
entre GAI, RANC EUROPE et "Invest in France Mission".	
<b>Honoraires</b>	<b>29</b>
Couvrent l'organisation, le contrôle, la direction de la mission par des cadres dirigeants de GAI/RANC EUROPE ainsi que le temps d'accompagnement de Monsieur Tordjman et/ou Madame Bougenaux à travers les Etats-Unis ( <u>hors frais de déplacements et de séjour</u> ).	
<b>TOTAL</b>	<b>45</b>
<u>(Quarante cinq mille dollars Américains)</u>	