

OMB NO. 1124-0003; Expires February 28, 2014

U.S. Department of Justice
Washington, DC 20530

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

INSTRUCTIONS. File this amendment form for any changes to a registration. Compliance is accomplished by filing an electronic amendment to registration statement and uploading any supporting documents at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for 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 the 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 1.5 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 INTERNATIONAL MERCHANDISING CORPORATION	2. Registration No. 6032
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3. This amendment is filed to accomplish the following indicated purpose or purposes:

- To give a 10-day notice of change in information as required by Section 2(b) of the Act.
- To correct a deficiency in
 - Initial Statement
 - Supplemental Statement for the period ending October 31, 2011
 - Other purpose (*specify*) _____
- To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list:

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. (*If space is insufficient, a full insert page must be used.*)

PLEASE SEE INSERT PAGE

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

May 16, 2012

(Print or type name under each signature or provide electronic signature¹)

William Allen Shepard

¹ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

1. Re: Item 12. IMC respectfully submits that it has not engaged in "political activity" as that term is defined in the Foreign Agents Registration Act (FARA). As shown in more detail in the underlying contract with Kingdom 5-KR-215 Ltd. (KR-215), a copy of which was provided in IMC's Registration Statement, IMC was retained to provide services in support of the commercial and philanthropic goals and interests of KR-215's sole owner, HRH Prince Alwaleed bin Talal bin Abdulaziz Alsaud (HRH), his businesses and his charitable foundations. Such services are not intended to, and do not, support the "political or public interests, policies or relations" of the government of Saudi Arabia (or any other government or any political party, for that matter).

In this latter regard, like thousands of his relatives, Prince Alwaleed is a member of the Saudi royal family. Of note, though, he is not an official in, or a representative of, the government of Saudi Arabia. Rather, he is a businessman and investor who devotes full-time to his business and philanthropic interests. The issues and initiatives that he pursues through IMC are personal to him and reflect his personal views and opinions as a businessman and philanthropist; again, they are not the political or public interests, policies or relations of the government of Saudi Arabia.

2. Re: Item 14(a). We have provided below a more detailed accounting of the specified expenses previously reported as "Travel Reimbursements" in response to Item 14(a) of the Supplemental Statement. Please note that, on further examination, we determined that \$47,001.52 of the \$48,387.19 that we reported as a separate line item in fact were fees for consulting services rendered by Ben Hall (and his company, The Man Said, Ltd.); the remaining \$1,385.67 was to reimburse Mr. Hall for travel-related expenses that he incurred in connection with such services.

\$4,092.59 – IMC

<u>Amount</u>	<u>Description</u>
\$767.80	Airfare (Boston-New York (5/19/2011)/New York-Boston (5/20/2011))
\$387.05	Misc. travel expenses (taxis, food, parking, hotel in New York on 5/20/2011)
\$157.62	Telephone expenses on trip to Edinburgh Scotland for Alwaleed Foundation meeting (3/6/2011)
\$176.68	Lunch expenses with Ben Hall – London England (3/25/2011 (including taxis))
\$25.59	Starbucks coffee expenses for meeting in Washington DC (04/14/2012 (including parking))
\$434.95	Travel expenses for meetings in New York (4/27-4/30/2011)
\$683.80	Airfare expenses for flight to Seattle, Washington for meeting (5/16/2011)
\$320.06	Misc. travel expenses for meetings in Seattle and New York (5/16-5/21/2011)
\$578.65	Airfare (New York-Cleveland (5/21/2011))
\$465.24	Kinko's photocopying expenses
\$94.85	Postage expenses to send website graphics to Kingdom Holding Company in Saudi Arabia (6/1/2011)

\$48,387.19 – Ben Hall/The Man Said Ltd.

<u>Amount</u>	<u>Description</u>
\$402.75	Visa Services (3/17/2011)
\$982.92	Trip from London England to Paris France for meeting May 25 to discuss websites
\$15,766.00	Consulting Services (April 2011)
\$15,587.52	Consulting Services (May 2011)
\$15,648.00	Consulting Services (June 2011)

3. Re: Item 15(a). Provided below are the addresses corresponding to the recipients listed in Item 15(a) of the Supplemental Statement.

Ben Hall, President
 The Man Said Ltd(digital advertng/marketing agency)
 Electric Works
 Digital Campus
 Sheffield, England S1 2BJ

Carolyn Mellin (philanthropic marketing consultant)
 19 Cottage Avenue
 Sommerville, MA 02144

TMG Strategy Group (marketing agency (ceased operations 10/1/2011))
 2300 Clarendon Blvd., Suite 901
 Arlington, VA 22201

Envoy Strategy Group (marketing agency)
 1701 Pennsylvania Ave. NW
 Suite 300
 Washington, D.C. 20006