

U.S. Department of Justice

Washington, DC 20530

Registration Statement

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

I--REGISTRANT

1. Name of Registrant

AB&C Philadelphia LLC

2. Registration No.

6043

3. Principal Business Address

125 S. 9th Street  
Suite 801  
Philadelphia, PA 19107

4. If the registrant is an individual, furnish the following information:

(a) Residence address(es)

n/a

(b) Other business address(es), if any

(c) Nationality

(d) Year of birth

(e) Present citizenship

(f) If present citizenship not acquired by birth, state when, where and how acquired

(g) Occupation

5. If the registrant is not an individual, furnish the following information:

(a) Type of organization: Committee  Association  Partnership  Voluntary group   
Corporation  Other (specify) \_\_\_\_\_

(b) Date and place of organization

(c) Address of principal office Mailing address:  
819 N. Washington Street  
Wilmington, DE 19801

(d) Name of person in charge Linda Shopa, CFO

(e) Locations of branch or local offices 125 S. 9th Street  
Suite 801  
Philadelphia, PA 19107

(f) If a membership organization, give number of members LLC owned by Aloysius Butler & Clark Inc which has 4 owners

(g) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

Name	Residence Address(es)	Position	Nationality
John c. Hawkins	15 Wood Road, Wilm, DE 19806	President/CEO	American
Linda H. Shopa	1 Wheelock Lane, Wilm, DE 19807	CFO	American
Michael F. Gallagher	1100 Lovering Ave, Park Plaza #704, Wilm, DE 19806	Managing Partner -Acct Service	American
Thomas J. McGivney	161 New Granville Road, Wilm, DE 19608	Managing Partner-Creative Director	American

(h) Which of the above named persons renders service directly in furtherance of the interests of any of the foreign principals?  
Linda Shopa - accounting services

(i) Describe the nature of the registrant's regular business or activity.

Full service advertising agency: We create advertising campaigns, including art design, copywriting, sales promotion, direct marketing, marketing research, media planning and placement and public relations services.

(j) Give a complete statement of the ownership and control of the registrant.

AB&C Philadelphia LLC is owned by Aloysius Butler & Clark Associates Inc. Aloysius Butler & Clark was incorporated in April 1972 and currently has 4 stockholders. We recently opened an office in Philadelphia and have established it as a separate sub-entity, AB&C Philadelphia LLC. The Philadelphia office has one foreign-based client for which we provide public relations services. Our primary contacts for this client are located in the U.S.

6. List all employees who render services to the registrant directly in furtherance of the interests of any of the foreign principals in other than a clerical, secretarial, or in a related or similar capacity.

Name	Residence Address(es)	Nature of Services
John H. Orr	128 Fennerton Road, Paoli, PA 19301	Public Relations services
Steven Yarrow	1451 Lewis Road, Rydal, PA 19046	Creative services account management
Stephanie Foster	2649 East Schiller Street, Philadelphia, PA 19107	Public Relations services

**II--FOREIGN PRINCIPAL**

7. List every foreign principal<sup>1</sup> for whom the registrant is acting or has agreed to act.

Foreign Principal	Principal Address(es)
Netherlands Foreign Investment Agency	Royal Netherlands Embassy 4200 Linnean Avenue, NW Washington, DC 20008

**III--ACTIVITIES**

8. In addition to the activities described in any Exhibit B to this statement, will you engage or are you engaging now in activity on your own behalf which benefits any or all of your foreign principals? Yes  No

If yes, describe fully.

**IV--FINANCIAL INFORMATION**

9. (a) **RECEIPTS-MONIES**

During the period beginning 60 days prior to the date of your obligation to register<sup>2</sup> to the time of filing this statement, did you receive from any foreign principal named in Item 7 any contribution, income, or money either as compensation or for disbursement or otherwise? Yes  No

If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies.<sup>3</sup>

Foreign Principal	Date Received	Purpose	Amount
Netherlands Foreign Investment Agency	3/24/2011	Research, writing, design, layout,	61,750.00
	4/24/2011	printing, mailing of NFIA newsletter. Research, writing of company profile for use on web site and press kit materials	19,100.00

80,850.0

Total

<sup>1</sup> The term "foreign principal" includes a foreign government, foreign political party, foreign organization, foreign individual and, for the purpose of registration, an organization or an individual any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual.

<sup>2</sup> An agent must register within ten days of becoming an agent, and before acting as such.

<sup>3</sup> A registrant is required to file an Exhibit D if he collects or receives contributions, loans, moneys, or other things of value for a foreign principal, as part of a fundraising campaign. There is no printed form for this exhibit. (See Rule 201(e)).

**(b) RECEIPTS-THINGS OF VALUE**

During the period beginning 60 days prior to the date of your obligation to register<sup>4</sup> to the time of filing this statement, did you receive from any foreign principal named in Item 7 anything of value<sup>5</sup> other than money, either as compensation, or for disbursement, or otherwise? Yes  No

If yes, furnish the following information:

Foreign Principal	Date Received	Thing of Value	Purpose
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**10. (a) DISBURSEMENT-MONIES**

During the period beginning 60 days prior to the date of your obligation to register<sup>6</sup> to the time of filing this statement, did you spend or disburse any money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes  No

If yes, set forth below in the required detail and separately for each such foreign principal named including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount
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**(b) DISBURSEMENTS-THINGS OF VALUE**

During the period beginning 60 days prior to the date of your obligation to register<sup>7</sup> to the time of filing this statement, did you dispose of any thing of value<sup>8</sup> other than money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes  No

If yes, furnish the following information:

Date	Recipient	Foreign Principal	Thing of Value	Purpose
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**(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS**

During the period beginning 60 days prior to the date of your obligation to register<sup>9</sup> to the time of filing this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes  No

If yes, furnish the following information:

Date	Amount or Thing of Value	Political Organization or Candidate	Location of Event
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<sup>4, 6, 7 and 9</sup> See Footnote 2, on page 3.

<sup>5 and 8</sup> Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks", and the like.

V--INFORMATIONAL MATERIALS<sup>10</sup>

11. Will the activities of the registrant on behalf of any foreign principal include the preparation or dissemination of informational materials? Yes  No

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

12. Identify each such foreign principal:  
Netherlands Foreign Investment Agency

13. Has a budget been established or specified sum of money allocated to finance your activities in preparing or disseminating informational materials? Yes  No

If yes, identify each such foreign principal, specify amount and for what period of time.

Netherlands Foreign Investment Agency.

Budgets approved for next 6 months: \$4,000 per month for PR retainer. \$11,000 per month for National Media Relations retainer. \$1,500 per month for Web site News Items retainer.

Other projects may be assigned to us from time to time and budgets for those are provided based on the specifics of the project.

14. Will any public relations firms or publicity agents participate in the preparation or dissemination of such informational materials? Yes  No

If yes, furnish the names and addresses of such persons or firms.

We are the public relations services provider.

15. Activities in preparing or disseminating informational materials will include the use of the following:

- Radio or TV broadcasts
- Magazine or newspaper
- Motion picture films
- Letters or telegrams
- Advertising campaigns
- Press releases
- Pamphlets or other publications
- Lectures or speeches
- Other (specify) \_\_\_\_\_

**Electronic Communications**

- Email
- Website URL(s): \_\_\_\_\_
- Social media website URL(s): \_\_\_\_\_
- Other (specify) \_\_\_\_\_

16. Informational materials will be disseminated among the following groups:

- Public officials
- Civic groups or associations
- Legislators
- Libraries
- Government agencies
- Educational groups
- Newspapers
- Nationality groups
- Editors
- Other (specify) \_\_\_\_\_

17. Indicate language to be used in the informational materials:

- English
- Other (specify) \_\_\_\_\_

<sup>10</sup> The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

**VI--EXHIBITS AND ATTACHMENTS**

18. (a) The following described exhibits shall be filed in triplicate with an initial registration statement:

*Exhibit A-* This exhibit, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal named in Item 7.

*Exhibit B-* This exhibit, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

(b) An Exhibit C shall be filed when applicable. This exhibit, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. A waiver of the requirement to file an Exhibit C may be obtained for good cause shown upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530. (See Rule 201(c) and (d)).

(c) An Exhibit D shall be filed when applicable. This exhibit, for which no printed form is provided, sets forth an account of money collected or received as a result of a fundraising campaign and transmitted for a foreign principal. (See Rule 201 (e)).

**VII--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 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)

(Print or type name under each signature or provide electronic signature<sup>11</sup>)

May 24, 2011

/s/ Linda H. Shopa

eSigned

May 24, 2011

/s/ John C. Hawkins

eSigned

May 24, 2011

/s/ Michael F. Gallagher

eSigned

May 24, 2011

/s/ Thomas J. McGivney

eSigned

<sup>11</sup> 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.

## AB&amp;C Philadelphia Invoices to Netherlands Investment

November 2010 through March 2011

<u>Inv Date</u>	<u>Inv Number</u>	<u>Total</u>	<u>Date Paid</u>	<u>Project Number</u>	<u>Project Name</u>
11/1/10	INV-26960	4,000.00	11/22/10	NFIA6001	NFI - PR Monthly Retainer: Account Administration
11/1/10	INV-26961	11,000.00	11/22/10	NFIA6002	NFI - PR Monthly Retainer: National Media Relations
11/1/10	INV-26962	5,000.00	11/22/10	NFIA6003	NFI - PR Monthly Retainer: Regional Media Relations
11/1/10	INV-26963	1,500.00	11/22/10	NFIA6004	NFI - PR Monthly Retainer: Web Site News Items
11/1/10	INV-26967	163.20	11/22/10	NFIA131	Inbound Logistics Insert Reprint
11/1/10	INV-26968	2,200.00	11/22/10	NFIA339	2011 Key Word Advertising Program
11/1/10	INV-26973	3,550.00	11/22/10	Media	
11/1/10	INV-26976	4,941.30	11/22/10	Media	
11/1/10	INV-26984	1,675.00	11/22/10	NFIA146	NFA - Landing Pages
11/1/10	INV-27046	26,818.00	11/22/10	Media	
11/1/10	INV-27047	26,818.00	11/22/10	Media	
11/1/10	INV-27048	8,510.00	11/22/10	Media	
12/1/10	INV-27498	4,142.00	12/22/10	NFIA6001	NFI - PR Monthly Retainer: Account Administration
12/1/10	INV-27499	11,000.00	12/22/10	NFIA6002	NFI - PR Monthly Retainer: National Media Relations
12/1/10	INV-27500	5,000.00	12/22/10	NFIA6003	NFI - PR Monthly Retainer: Regional Media Relations
12/1/10	INV-27501	1,500.00	12/22/10	NFIA6004	NFI - PR Monthly Retainer: Web Site News Items
12/1/10	INV-27502	15,000.00	12/22/10	NFIA141	NFA - Food for Thought Online Newsletter #4
12/1/10	INV-27503	2,200.00	12/22/10	NFIA339	2011 Key Word Advertising Program
12/1/10	INV-27504	6,000.00	12/22/10	NFIA7843	NFA- Predictive Modeling
12/1/10	INV-27553	13,339.16	12/22/10	Media	
12/15/10	INV-27956	242.20	12/22/10	NFIA6001	NFI - PR Monthly Retainer: Account Administration
12/15/10	INV-27957	1,680.00	12/22/10	NFIA6092	NFB - Business Case Studies
12/15/10	INV-27958	36,000.00	12/22/10	NFIA6104	NFB - "Dutch Developments" Newsletter
12/15/10	INV-27959	4,112.50	12/22/10	NFIA6105-	NI Executive Director Media Training
12/15/10	INV-27960	3,250.00	12/22/10	NFIA8126	Electronic Christmas Cards for NFIA
12/15/10	INV-27961	1,000.00	12/22/10	NFIA8276	Banner Ads for scb.com and cfo.com
12/15/10	INV-27962	3,550.00	12/22/10	Media	
12/15/10	INV-27964	5,882.50	12/22/10	Media	
12/15/10	INV-27965	13,339.16	12/22/10	Media	
12/15/10	INV-27966	4,941.30	12/22/10	Media	
1/27/11	INV-28773	2,200.00	2/23/11	NFIA339	2011 Key Word Advertising Program
1/27/11	INV-28774	4,000.00	2/23/11	NFIA6001	NFI - PR Monthly Retainer: Account Administration
1/27/11	INV-28775	11,000.00	2/23/11	NFIA6002	NFI - PR Monthly Retainer: National Media Relations
1/27/11	INV-28776	1,500.00	2/23/11	NFIA6004	NFI - PR Monthly Retainer: Web Site News Items
2/23/11	INV-29728	2,200.00	3/24/11	NFIA339	2011 Key Word Advertising Program
2/23/11	INV-29729	1,800.00	3/24/11	NFIA8617	E-mail to Gaming Industry
2/23/11	INV-29730	3,000.00	3/24/11	NFIA8834	PR Monthly Retainer: Account Administration
2/23/11	INV-29731	10,000.00	3/24/11	NFIA8835	PR Monthly Retainer: National Media Relations
2/23/11	INV-29732	1,500.00	3/24/11	NFIA8836	PR Monthly Retainer: Web Site News Items
2/23/11	INV-29733	750.00	3/24/11	NFIA8696	Company Profile: Coca-Cola (Update)
3/9/11	INV-29828	8,500.00	3/24/11	NFIA8208	Purch of Data for Direct mrktg Campaign targeting SMEs
3/18/11	INV-30232	34,000.00	3/24/11	NFIA8276	Banner Ads for scb.com and cfo.com
3/23/11	INV-30467	3,000.00	4/27/11	NFIA8834	PR Monthly Retainer: Account Administration
3/23/11	INV-30468	10,000.00	4/27/11	NFIA8835	PR Monthly Retainer: National Media Relations
3/23/11	INV-30469	1,500.00	4/27/11	NFIA8836	PR Monthly Retainer: Web Site News Items
3/23/11	INV-30904	2,200.00	4/27/11	NFIA339	2011 Key Word Advertising Program
3/23/11	INV-30905	2,250.00	4/27/11	NFIA8208	Purchof Data for Direct mrktg Campaign targeting SMEs
		327,754.32			

**AB&C Philadelphia Invoices to Netherlands Investment**

**April 2011**

<u>Inv Date</u>	<u>Inv Number</u>	<u>Total</u>	<u>Payment</u>	<u>Date Paid</u>	<u>Project Number</u>	<u>Project Name</u>
4/11/11	INV-31031	150.00	150.00	4/27/11	NFIA339	2011 Key Word Advertising Program
4/25/11	INV-31175	1,876.50	0.00		NFIA8900	Printing of How to Invest in Holland Brochure
4/25/11	INV-31203	2,250.00	0.00		NFIA339	2011 Key Word Advertising Program
4/25/11	INV-31207	3,250.00	0.00		NFIA8939	Updating of NFIA Logistics website/ Review of home page of NFIA.com
4/25/11	INV-31326	3,000.00	0.00		NFIA8834	PR Monthly Retainer: Account Administration
4/25/11	INV-31328	10,000.00	0.00		NFIA8835	PR Monthly Retainer: National Media Relations
4/25/11	INV-31330	1,500.00	0.00		NFIA8836	PR Monthly Retainer: Web Site News Items
4/25/11	INV-31494	2,000.00	0.00		NFIA8905	Company Profile -Wieden + Kennedy
4/25/11	INV-31495	990.00	0.00		NFIA8976	Company Profile: Forever 21
4/25/11	INV-31500	20,000.00	0.00		NFIA8595	Direct Marketing Campaign to SME Prospects
4/25/11	INV-31866	25,004.00	0.00		Media	
4/25/11	INV-31867	25,004.00	0.00		Media	
4/25/11	INV-31868	2,941.25	0.00		Media	
		<u>97,965.75</u>	<u>150.00</u>			