

U.S. Department of Justice  
Washington, DC 20530

Exhibit B  
To Registration Statement  
Pursuant to the Foreign Agents Registration Act of 1938, as amended

**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. One original and two legible photocopies of this form shall be filed 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, 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, D.C. 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. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

**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, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20530.


1. Name of Registrant Daniel J. Edelman, Inc. 1500 Broadway New York, NY 10036	2. Registration No. 3657
3. Name of Foreign Principal  Egyptian Ministry of Foreign Affairs	

Check Appropriate Boxes:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. ☐ 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 expenses, if any, to be received.
7. Describe fully the nature and method of performance of the above indicated agreement or understanding.  
  
Please refer to contract attached.
8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.  
  
Please refer to contract attached.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? 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 09/18/2000	Name and Title Bret Walrath Senior Vice President	Signature 
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**Footnote:** Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any 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 interest, policies, or relations of a government of a foreign country or a foreign political party.

REVISED INVESTMENT PROMOTION PROGRAM  
FOR  
THE MINISTRY OF FOREIGN AFFAIRS OF EGYPT

The start date for this campaign is March 16, 1998; the end date is December 16, 1998.

(Please note that the dollar amounts provided in this document indicate the out-of-pocket expense allocated for each program element).

DESCRIPTION OF PROGRAM ELEMENTS:

1. UNITED STATES

A. Investment Briefing:

US\$ 21,000.00

A briefing on investment opportunities in Egypt will be organized in New York City not earlier than June 1, 1998. The event will be held at the Waldorf Astoria Hotel (or a comparable venue) and will include 150-200 guests, to include media, US business representatives, representatives from Chambers of Commerce and other business organizations, and financial/market analysts. This will be a morning event and will include a plated breakfast. A panel of speakers will address the audience on the theme of investing in Egypt and the new Egyptian investment climate. The panel will include one Egyptian business representative, one US business representative, the Egyptian Ambassador to the US, and one Egyptian Minister (Foreign Minister or Minister of Economy or Finance).

The following materials will be prepared for the briefing and distributed to all participants: Egypt information kit, Egypt fact sheet, biodata on the speakers, agenda, and corporate video.

The Egypt corporate video will be aired during the briefing.

Invitations will be designed and produced by Edelman New York and sent to 800 members of the business and media target audience. Edelman will contact all invited members of the media to encourage their attendance. Edelman will greet all media attending the event and offer to arrange one-on-one interviews with the speakers and to provide them with more information on Egypt. Edelman will follow up by phone with all Journalists in attendance to encourage them to file stories on Egypt and to assist them with those stories. Edelman will follow up by phone with all participants from the business community to offer them assistance in accessing more information on investment opportunities in Egypt.

A press advisory announcing the event will be developed by Edelman and distributed to all regional and local media 5-7 days prior to the event, after being approved by the MOFA.

A second advisory board will be developed and distributed (upon MOFA approval) to regional, local, and national media the day following the event, summarizing the briefing and including experts from the speaker's remarks.

**B. Design and Production of New Information Kit: US\$ 24,000.00**

Edelman, in coordination with the MOFA, will design and produce new covers for the Egypt information kit, and develop a new slogan. New inserts will be produced for the kit, to include: an overview of the Egyptian economy and the economic reform program; biographical sketches of President Mubarak and key ministers; an overview of the privatization program; case studies of successful inward direct investments; favorable independent economic reports by financial analysts (as available), copies of favorable articles; information on Cairo stock exchange and capital markets.

Edelman will print 1,000 copies of the information kit in English.

Upon completion, the information kit will be forwarded to the MOFA in Cairo via the Diplomatic pouch. The MOFA will be responsible for distribution to their embassies.

The information kit will be distributed to participants at all US and UK events. The kit will be forwarded to key business and financial Journalists in the US and UK. The kit will be forwarded to any journalist or business inquiring for information on Egypt.

Research for the information kit will be provided by Rada Research in Cairo, through liaison with relevant ministries, economic and financial organizations, and foreign businesses.

**C. Media/Influentials Roundtable: US\$ 6,000.00**

Edelman will organize one roundtable event in Washington, DC to be hosted by the Egyptian ambassador, and aim to include a visiting Minister or Governor of the Central Bank (their cooperation permitting). This event will take place in conjunction with the World Bank/IMF conference scheduled to be held in Washington, DC in October 1998. The roundtable will include 7 to 10 Journalists and political influentials. The event will be a luncheon roundtable to take place at a location to be determined by Edelman. The corporate video will be viewed at the event and distributed to the participants.

Information kits and fact sheets will be distributed to the roundtable participants. Edelman will design and send invitations for the event. Edelman will also follow up with the participants.

**D. Production and Translation of Egypt Fact Sheets:**

US\$ 17,500.00

In cooperation with MOFA, Edelman will design and produce three (3) fact sheets on economic developments and investments opportunities in Egypt during the course of the 9-month program.

The first fact sheet will be distributed not earlier than April 15, 1998.  
Copies of each fact sheet will be forwarded to the MOFA via diplomatic pouch.

Each fact sheet will be translated into German, French, Japanese, and Spanish and forwarded to the Edelman offices in France, Germany, and Japan for distribution. (See program components for France, Germany, Japan). Edelman New York will forward the translated versions to the MOFA.

The English fact sheet will be forwarded to Edelman London for use in the UK program. (See program components for the UK).

Edelman New York will distribute the fact sheets at the Washington roundtable event and at the New York Investment briefing. Edelman New York will also distribute each of the three fact sheets to key financial and business media and to senior executives at 500 companies.

**E. Media Outreach in Support of Events:**

US\$ 4,500.00

Edelman will contact key financial, business, economic, and emerging market journalists in the respective regions prior to the investment briefing to inform them of the events and encourage their attendance. During the events, all participants from the media will be assisted with requests for information or requests for interviews. After the events, Edelman will contact the participating media to encourage and assist them with their coverage of Egypt. Outreach will entail press releases, invitations, distribution of fact sheets and information kits, and phone calls.

Edelman New York will additionally work to secure one-on-one interviews and one editorial board meeting for Foreign Minister Mousse's visit to New York in the context of the United Nations General Assembly.

Following the anticipated Spring Presidential visit to Washington, DC, Edelman will secure two (2) media placements for one or more cooperative Egyptian business leaders. This will make use of an official state visit to raise attention to the investment issues that surround this campaign.

#### **F. Corporate Video:**

US\$ 8,500.00

Upon completion of the language versions of the corporate video produced for the MOFA by Edelman, 100 copies of each language (German, French, and Japanese) video will be delivered to the Egyptian embassy in Washington, DC. The embassy will forward these videos to the MOFA.

Copies of the French video will be sent by Edelman New York to their France office for use in the France program. Copies of the German video will be sent by Edelman New York to their German office for use in the German program. Copies of the Japanese video will be sent to their Japan office for use in the Japanese program.

Edelman New York will make the video available to all participants at the Edelman events in Washington, DC and New York. Edelman will distribute the video to senior executives of the Fortune 500 with a cover letter, fact sheet number one, and information kit.

Edelman will also design and print covers for all videos in the appropriate languages.

The Edelman offices in the US, UK, France, Germany, and Japan will coordinate with their respective Egyptian embassies in the organization of events to launch the video. These will be either an existing or newly created event to be scheduled and funded by the embassies. Edelman would assist in bringing additional media to the events and in the supply of informational materials, which will include a fact sheet addressing new investment developments since the video's completion.

#### **G. Reporting to MOFA:**

Edelman New York will prepare a monthly report of all its activities on behalf of the MOFA. These reports will include a specific breakdown of out-of-pocket expenses incurred in the implementation of this program. This report will also include summaries of our contacts with the media and specific journalist comments.

The first monthly report will be forwarded to the MOFA in Cairo no earlier than 30 days after the program's official start date.

Following events, Edelman will forward an event summary, to include specific reactions to the video.

Edelman New York will also participate in a weekly conference call with MOFA, which will also include representatives of the account team in Cairo and London.

Edelman will coordinate with the Egyptian embassy in Washington, DC on the use of the ambassador as a campaign spokesperson.

**H. Overall Program Coordination/Administrative Expense Budget: US\$ 31,500.00**  
The administrative and coordination budget covers expenses from the use of telephone, facsimile machines, copiers, courier services, e-mail, and on-line searches incurred in the implementation of the program.

**G. Chicago Agricultural Investment Breakfast: US\$ 45,000.00**

To promote Egypt's three major agricultural projects, Edelman would work with the consulate in Chicago to organize a panel briefing and breakfast to be held at a major hotel in Chicago, Illinois, with the participation of 150-200 people to include media, US and Egyptian business representatives, representatives from Chambers of Commerce, other related business organizations, and financial/market analysts - all audiences particular to the agriculture industry. Edelman will consult with its Chicago office, the Egyptian embassy in Washington, and the Egyptian consulate on the most appropriate timing for this event.

A panel of speakers will address the audience on the theme of investing in Egypt and the new Egyptian investment climate. The panel will include one Egyptian business representative, one US business representative, the Egyptian Ambassador to the US, and one Egyptian Minister (Foreign Minister or Minister of Economy or Finance).

The following materials will be prepared for the briefing and distributed to all participants: Egypt information kit, Egypt fact sheet, biodata on the speakers, agenda, and corporate video.

The Egypt corporate video will be aired during the briefing.

Invitations will be designed and produced by Edelman Chicago and sent to 800 members of the business and media target audience. Edelman will contact all invited members of the media to encourage their attendance. Edelman will greet all media attending the event and offer to arrange one-on-one interviews with the speakers and provide them with more information on Egypt. Edelman will follow up by phone with all Journalists in attendance to encourage them to file stories on Egypt and to assist them with those stories. Edelman will follow up by phone with all participants from the business community to offer them assistance in accessing more information on investment opportunities in Egypt.

A press advisory announcing the event will be developed by Edelman and distributed to all regional and local media 5-7 days prior to the event, after being approved by the MOFA.

A second advisory will be developed and distributed (upon MOFA approval) to regional, local, and national media the day following the event, summarizing the briefing and including excerpts from the speakers' remarks.

The event will include either a media roundtable or a press briefing.

## **II. UNITED KINGDOM**

### **A. Fact Sheet Distribution: US\$ 2,500.00**

The same fact sheet developed in New York will be distributed to all participants at the ASI and Westminster Forum events. The fact sheet will also be distributed three (3) times to key media, potential investors, appropriate business audiences, and Chambers of Commerce.

### **B. Information Kit Distribution: US\$ 2,500.00**

The same information kit as developed in New York will be distributed at the ASI and Westminster Forum events, and will be distributed to 500 key media and potential investors.

### **C. ASI/Economist Event: US\$ 10,500.00**

(Whilst it is envisaged that the ASI event will proceed, it may be more appropriate to switch from the ASI to the Economist. Costs are similar and Edelman London will advise in due course).

Should Edelman and MOFA choose to proceed with ASI, Edelman London will coordinate with the ASI to hold an event at the Institute. The event will be a panel discussion of the Egyptian economy. The panel will include an ASI representative, a key Egyptian minister (Boutros-Ghali), a key UK businessman, and a key UK banker. The audience will include 50 to 70 people, including media and key business analysts.

The corporate video will be screened at the event and made available to the participants. The Egypt fact sheet and information kit will be distributed at the event, as well.

Edelman London will conduct media outreach before the event to ensure media attendance, during the event to assist the media, and immediately following the

### **D. Westminster Forum Event: US\$ 4,500.00**

Edelman would like to secure Minister of the Economy, Dr. Boutros-Ghali, to deliver the keynote address on Egypt's future economic potential to an audience of 40 to 50 chief executive officers and financial directors from "FTSI 100" companies. The corporate video will be screened at the event and distributed to participants. If Minister Boutros-Ghali cannot be scheduled, Edelman will work with MOFA to select an alternative speaker.

### **E. Stories Development: US\$ 500.00**

Over the course of the nine-month program, three (3) feature stories on business or economic themes will be prompted in key target-audience media. The research will be conducted by Edelman London in cooperation with RadaResearch in Cairo. The stories will be written by independent journalists, thus delivering credibility.



**F. Media Outreach:****I****US\$ 1,500.00**

Edelman London will undertake media outreach in support of the ASI event. In the case of a visit to the UK by a key minister (Foreign, Economy, Finance, or Privatization) or by the President, Edelman London will provide media outreach support and work to schedule one-on-one interviews and editorial board meetings. Edelman London will also work with the Egyptian embassy in London on events related to the investment promotion campaign throughout the course of the program.

**G. European Coordination/Administrative Expenses:****US\$ 10,000.00**

Edelman London will oversee all activities in Germany and France, maintaining daily contact with the Edelman offices in Paris and Frankfurt.

**H. Reporting to MOFA:**

Edelman London will compile a monthly report of all European program activities to be forwarded to Edelman New York and included in the formal program-wide report by Edelman New York. The report will include a review of out-of-pocket expenses incurred in the course of the, program implementation.

### **III. GERMANY**

#### **A. Investment Panel Discussion:**

US\$ 10,000

Edelman Frankfurt will organize a breakfast panel discussion on the Egyptian economy in a German business/financial center (Munich, Berlin, Frankfurt, Dusseldorf). The panel will include two key business representatives (one Egyptian, one German), the Egyptian ambassador (if available), and one key Egyptian minister. The audience will include 40 to 50 people, inclusive of media and German business/financial representatives.

Edelman Frankfurt will conduct media outreach in support of the event, contacting German media prior to the event to ensure media up with media after the event to ensure coverage.

The corporate video (German version) will be screened during the event. It will also be made available to participants. The economic backgrounder and the Egypt fact sheet will be distributed to the briefing participants. This will be announced on a national basis.

#### **B. Interviews**

A number of key interviews will be set up prior to, during, and after the panel discussion event.

#### **C. Media Support:**

US\$ 5,000.00

Edelman Frankfurt will arrange three (3) interviews for a visiting minister (Foreign, Economy, Finance, Privatization) as well as a media roundtable with leading business financial journalists and editors.

#### **D. Fact Sheet Distribution:**

US\$ 3,500.00

The three (3) Egypt fact sheets developed by Edelman New York will be forwarded to Edelman Germany for distribution at the investor roundtable and distributed to key German media and businesses. All three fact sheets will then be forwarded to the Egyptian embassy. They will also be distributed at the investor roundtable and distributed to key German media and businesses.

#### **E. Economic Backgrounder translation and Distribution:**

US\$ 4,000.00

The economic backgrounder developed as an insert in the information kit by Edelman New York, will be forwarded to Edelman Frankfurt for translation into German. The backgrounder will be forwarded to the Egyptian embassy for their use and will be distributed to media at the investment briefing.

#### **IV. FRANCE**

##### **A. Distribution of Fact Sheets:**

US\$ 3,500.00

The three (3) Egypt fact sheets developed by Edelman New York will be forwarded to Edelman Paris. All three fact sheets will also be forwarded to the Egyptian embassy. They will also be distributed at the investor panel and distributed to key French media and businesses.

##### **B. Media Support for Events:**

US\$ 2,000.00

Edelman Paris will initiate preliminary relations with French based business media, finalize (liaison with the US) key media tools of information pack suitable for both the media and business audiences, and identify key spokespeople and develop messages. Edelman will also seek to prompt life-style interview opportunity with the Ambassador.

##### **C Investor Panel Discussion:**

US\$ 10,000

Edelman will organize an investment panel to speak to media, potential investors, and Egypt stakeholders on the current business climate in Egypt and the potential. The panel will include two key business representatives (one Egyptian, one French), the Egyptian ambassador, and one key Egyptian minister. The audience will include 50-60 people, inclusive of media and French business/financial representatives.

Edelman will conduct media outreach in support of the event, contacting French media prior to the event to ensure media attendance, and follow-up with media after the event to ensure coverage.

The corporate video (French version) will be screened during the event. It will also be made available to participants. The Egypt fact sheet will be distributed to the briefing participants.

Press advisories will be prepared for release prior to the event and immediately following the event.

##### **D. Media Support for Ministerial Visit:**

Edelman Paris will work to arrange one-on-one interviews for one visit to France by a key Egyptian minister.

##### **E. Media Roundtable:**

US\$ 4,000.00

Edelman will organize a roundtable with key business/financial journalists and editors for an appropriate Egyptian minister. Edelman will follow-up to encourage media coverage. This event will be timed around the Presidential visit to France.

## **V. JAPAN**

### **A. Fact Sheet Distribution:**

US\$ 2,500.00

The three fact sheets, translated into Japanese, will be distributed three (3) times to business, economic, and financial journalists and editors. Each fact sheet will also be delivered to the Egyptian embassy.

### **B. Investment Panel Presentation:**

US\$ 12,500.00

Edelman will organize an investment panel to speak to media, potential investors, and Egypt stakeholders on the current business climate in Egypt and its potential. The panel will include two key business representatives (one Egyptian, one Japanese), the Egyptian ambassador, and one key Egyptian minister. The audience will include 40-50 people, inclusive of media and Japanese business/financial representatives.

Edelman will conduct media outreach in support of the event, contacting Japanese media prior to the event to ensure media attendance, and follow-up with media after the event to ensure coverage.

The corporate video (Japanese version) will be screened during the event. It will also be made available to participants. The Egypt fact sheet will be distributed to the briefing participants.

Press advisories will be prepared for release prior to the event and immediately following the event.

## **VI. EGYPT**

RadaResearch, the Edelman affiliate, will be responsible for four main areas throughout the nine months of the program:

- A. Liaison
- B. Research
- C. Editorial Supplements
- D. Journalists' Visits

### **A. LIAISON:**

Continuous liaison for the nine month period, with the following entities:

1. Ministry of Foreign Affairs:

Weekly meeting with MOFA, for progress, update, Minister Moussa travel plans, etc. This includes a conference call with either New York or London. RadaResearch will be available all week for any other counsel or follow up.

2. Edelman offices:

Daily liaison with Edelman New York and London for update, progress, news from Egypt, any upcoming events they need to know about. Continuous liaison with Edelman offices in the other regions for update and follow up.

### **B. RESEARCH:**

-This is a crucial part for the success of the program. The research is ongoing throughout the nine months. Some of the research elements are:

1. Fact Sheets:

Three fact sheets will be produced, four pages each. Material for this fact sheet has to be researched, sent to MOFA for approval, then sent to Edelman for production. This will be done for the three fact sheets, as each one will be different, according to the country's updated information.

2. Information Kit:

A new information kit needs to be developed. RadaResearch will assist, consult for the design and production of the new covers. RadaResearch will also research and prepare new material for this kit. This material will consist of:

- Overview of the Egyptian economy and the economic reform program
- Update biographies of key government officials
- Success Stories
- Information on new industrial zones
- Incentives to investors
- Positive reports from third party, such as: World Bank, I.M.F., S&P, etc.
- New comers, new investors
- Material for development of feature stories
- News on privatization
- Copies of favorable articles
- Information on the stock exchange and capital markets

### **C. EDITORIAL SUPPLEMENTS:**

Since there will be advertising supplements in international media, there are always editorial supplements, written by journalists. RadaResearch will supply material for these supplements, arrange for interviews for the journalists with business community, and liaise with MOFA whenever needed.

### **D. JOURNALISTS' VISITS:**

A journalists' visit to Cairo is envisaged, provided free travel is offered by Egyptians, and free accommodation by one of the hotels. RadaResearch will be responsible for handling all arrangements for the group: interviews, plant visits, meetings with MOFA, meetings with Egyptian business community, etc.

#### **Other Journalists' Visits:**

There may be other journalists coming to Egypt, independently. RadaResearch will provide continuous assistance and support for interviews, information, etc, for any journalists writing a story on Egypt.

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## **BUDGET OVERVIEW:**

### **I Public Relations:**

*Professional Fees Worldwide:* \$495,000  
(to manage the public relations program as outlined, March 16, 1998 to December 16, 1998)

*Out-of-pocket Expenses Worldwide:* \$265,000  
(to cover internal administrative expenses and external expenses incurred in development of the program elements)

*Total Professional Fee & Expenses:* \$760,000

### **II Advertising:**

*Total Advertising Worldwide:* \$217,000

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**Total for Advertising and Public Relations:** **\$977,000**

(Note: All figures given in US dollars).

Budget Breakdown by Edelman Office:

<b>COUNTRY:</b>	<b>FEES:</b>	<b>EXPENSES:</b>	<b>TOTAL:</b>
USA	189,000	158,000	347,000
UK	135,000	32,000	167,000
Egypt	81,000	18,000	99,000
France	35,000	19,500	54,500
Germany	35,000	22,500	57,500
Japan	20,000	15,000	35,000
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TOTALS:	495,000	265,000	760,000



**Amendment to the  
Existing  
Agreement for the Promotion of the Egyptian Economy**

This Amendment is made on Monday, the 16th of March 1998 between:

1. The Egyptian Foreign Ministry, represented by His Excellency the Foreign Minister, with office at Maspero Building, who delegated Ambassador Hussein Haridi to sign this Agreement on his behalf.

"First Party"

And

2. Edelman Public Relations Worldwide with offices at 1500 Broadway, New York, NY 10036, U.S.A., represented by Mr. Michael Morley, Deputy Chairman, with elected domicile in the U.S.A., and is authorized to sign this Agreement on the company's behalf.

"Second party"

Both parties having declared their capacity to dispose and contract, they agreed on the following.

**Preamble**

WHEREAS the First Party and the Second Party agree to continue the terms of the relationship as defined in the **Agreement for the Promotion of the Egyptian Economy**, dated November 10, 1996; this Amendment is to ratify an extension for the period of March 16, 1998 and for the subsequent period until December 16, 1998, all Articles heretofore agreed to by the parties as outlined below, with the following provisos: that Article (2), item 8, shall specify six geographical areas: North America, the United Kingdom, France, Germany, Japan, and the Arab World; that Article (3) shall specify the total value of the works object of this amended Agreement to be US\$977,000; that all public relations activities to be undertaken by the Second Party during the period of this agreement (March 16, 1998 to December 16, 1998) are specified in the appended document, "Revised Investment Program for the Ministry of Foreign Affairs of Egypt".

WHEREAS the Ministry of Finance agreed on supporting The Foreign Ministry's budget for the fiscal year 1996/1997 with an amount of L.E. 2.7 Million to face the expenses of a media campaign to promote the Egyptian economy through the Cairo Economic Conference to be held in Cairo during the period from November 12 to 14, 1996, and for the subsequent period until August 9, 1997, and in accordance with the decision of the Ambassador Assistant Foreign Minister for Financial and Administrative Affairs to establishing a negotiation committee for this purpose specialized companies were notified through our missions abroad, and four companies submitted their offers in that respect. After the session of technical inquiry which was held with the representatives of those companies, the company HILL and KNOWLTON withdrew because its experts were busy with other work which made it impossible for them to compete in regard to this campaign. The other three offers were referred to the technical committee of the decision making committee, which stated in its report the nonconformity of the offer submitted by A.P.C.O. company because it did not conform with the required technical specifications, and the submitted budget did not include the costs of the different items limiting itself to indicate the company's expenses. Also, it did not pay the bid deposit. The two remaining offers were from Burson Marsteller and Edelman Public Relations Worldwide.

The technical committee found that the second company's offer was better technically, less costly financially and within limits of the amounts budgeted.

Accordingly, the decision making committee recommended the acceptance of the offer submitted by Edelman Public Relations Worldwide for undertaking the advertising and information campaign to promote the Egyptian economy through Cairo Economic Conference to be held from 12 to 14 November 1996 and for the subsequent period until August 9, 1997, at a total value of L.E. 2.7 Million equivalent to US\$ 800,000.

WHEREAS the competent authority approved this recommendation on 11th November, 1996.

NOW THEREFORE, this Agreement is made with the following conditions:

#### Article (1)

The above preamble, The Tender Document, the Specifications and the decision-making minutes are an integral part of this Agreement.

### **Article (2)**

Edelman Public Relations Worldwide obligates itself to the following:

1. To undertake a campaign of advertisements in international newspapers and magazines.
2. To undertake a publicity campaign in the visual media and through a series of press issues on Egypt.
3. To undertake a public relations campaign amongst research centers, universities, and decision makers.
4. To provide a media and publicity coverage on Egypt through the visits of official delegations and Egyptian businessmen abroad.
5. To organize field visits to production sites in Egypt for media persons from abroad.
6. To arrange and prepare seminars on the investment opportunities in Egypt.
7. To prepare economic updates, fact sheets and flyers on the Egyptian economy -- to be periodically updated -- to acquaint the media, business and academic communities with Egyptian industries, leading businessmen and industrialists and Egyptian high officials.
8. This campaign shall cover three geographical areas, namely: North America, the United Kingdom and the Arab World.
9. To prepare monthly follow-up reports on the progress of work on the campaign.

### **Article (3)**

The total value of the works object of this Agreement is L.E. 2.7 Million (Two Million and Seven Hundred Thousand Egyptian Pounds only) equivalent to US\$ 800,000, which the First Party undertakes to pay by check in the name of the Second Party in stages to be agreed upon between the parties: provided that the Second Party shall pay a final deposit of 10% of the amount of U.S.\$ 80,000 (Eighty Thousand Dollars only) in cash, or by a certified cheque on an Egyptian bank, or by a letter of guaranty on any Egyptian bank, or by a check on a foreign bank approved by an Egyptian bank. This deposit will be returned to Edelman upon satisfactory completion of the program.

### **Article (4)**

The Second Party is obligated to implement the services object of the Agreement within a period of nine months. Should the implementation be delayed beyond that time limit, a fine for delay shall be applied in accordance with the provisions of the Tender and Specifications document.

#### Article (5)

The provisions of Law 9 of 1983 concerning the organization of tenders and auctions shall apply and its Executive Regulations shall prevail in respect of all matters for which no special provision was provided in this Agreement.

#### Article (6)

Both parties declare having designated their location as hereabove first indicated as their elected domicile to which all correspondence and notifications shall be addressed. In the event that one party changes its elected domicile it shall promptly notify the other party of its new address, otherwise all correspondence addressed to the old domicile shall be deemed to have been validly addressed with all legal effects.

#### Article (7)

Any changes made to this Agreement by the State Council during its/the review thereof will be provided for review and acceptance to both parties prior to finalization of the amendments.

#### Article (8)

The State Councils courts shall have the jurisdiction to decide in the disputes that may arise from the implementation of this Agreement.

#### Article (9)

This Agreement is made in three copies one of which was received by the Second Party. The First Party kept the other two copies to act therewith as necessary.

#### Article (10)

You agree to indemnify and sure us harmless from and against all liability, including all actions, claims, damages, costs and attorney's fees, which we may incur (or to which we may be a party), arising out of actions taken or statements made by us at your direction or based upon information provided by you.

#### Article (11)

#### Agreement and Termination

This Amended Agreement shall be effective from March 16, 1998 through December 16, 1998.

**Article (12)**

The Egyptian Ministry of Foreign Affairs or Edelman may terminate this Agreement by giving no less than thirty (30) days prior written notice of termination, during the period of this Agreement. Upon notification of termination, Second Party will do everything possible to halt work in progress and, where possible, cancel future commitments. However, First Party will reimburse Second Party for any commitments made prior to termination that cannot be cancelled.

**First Party**

**Egypt Ministry of Foreign Affairs**

**Second Party**

**Edelman Public Relations Worldwide**

Michael Morley  
President/New York and  
Deputy Chairman/Worldwide

## **Suggested Payment Schedule**

### **I. Breakdown of \$977,000 (For Public Relations and Advertising)**

- **Total cost for public relations services from November 10, 1996, to August 10, 1997, for North America, Middle East, United Kingdom, projects in France, Germany and Japan: \$760,000**
- **Total expenditure on advertising worldwide: \$217,000**

### **II. Payment Schedule of \$977,000**

- A. **Upon signature of contract, 34 %, or \$332,180, of \$977,000 is to be paid.**
- B. **June 16, 1998: 33%, or \$322,410, of \$977,000 is to be paid.**  
**September 16, 1998: 33%, or \$332,410, of \$977,000 is to be paid.**