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*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 Development Counsellors International 215 Park Ave. South New York, NY 10003	2. Registration No. 4777
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3. Name of foreign principal Proexport Colombia	4. Principal address of foreign principal Calle 28A N° 13A-15 Piso 35 Bogota, Colombia
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5. Indicate whether your foreign principal is one of the following:

- Foreign government
- Foreign political party
- Foreign or domestic organization: If either, check one of the following:
 - Partnership
 - Corporation
 - Association
 - Committee
 - Voluntary group
 - Other (specify): _____
- Individual-State nationality _____

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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

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

- a) Principal address
- b) Name and title of official with whom registrant deals
- 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.

Proexport Colombia is the institution in charge of promoting Colombian non-traditional exports, international tourism and foreign investment to Colombia. They provide domestic companies with support and integral advisory services for their international trade activities, facilitating the design and execution of their internationalization strategies, looking for the generation, development and closing of business opportunities.

b) Is this foreign principal

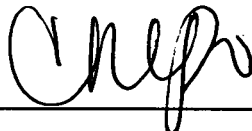
Supervised by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Owned by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Directed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Controlled by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Financed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Subsidized in part by a foreign government, foreign political party, or other foreign principal	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

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

Proexport Colombia is a part of the Ministry of Commerce, Industry and Tourism.

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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.

Date of Exhibit A 10/27/09	Name and Title Carrie Nepo / CFO	Signature 
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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.

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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, 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 Development Counsellors International	2. Registration No. 4777
3. Name of Foreign Principal Proexport Colombia	

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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.
- Build a superior sales environment by changing North American perceptions of Colombia.
 - Assist Colombia in earning a larger share of tourist and investment dollars from North America.
 - Advance ProExport Colombia as the primary agency for marketing the country for tourism and investment.
 - Generate investment inquiries and new leads.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.
- Generate positive media coverage that effectively communicates Colombia's tourism and business advantages to the identified target audiences in a highly credible manner.
 - Market these media results both externally (to your target audiences) and within the country to your stakeholders and marketing partners.
 - Secure a series of face-to-face meetings between prospective investors and ProExport business development staff.
 - Influence the travel trade sales of Colombia's many tourism products by North American tour operators, travel agents, and wholesalers by increasing consumer demand.

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.

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Date of Exhibit B 10/27/09	Name and Title Carrie Nepo / CFO	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 or public interests, policies, or relations of a government of a foreign country or a foreign political party.



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May 18, 2009

TO: Jaime Echavarria, Director
Proexport Colombia USA

FROM: Andrew T. Levine, President
DCI

RE: DCI Program of Work/Letter of Agreement

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Our team enjoyed meeting with you and Sara last week. And we're excited to get started working with the entire Proexport Colombia Team.

The attached document will serve as a letter of agreement regarding the program of work and financial terms of the Proexport Colombia/DCI relationship which we discussed by telephone today.

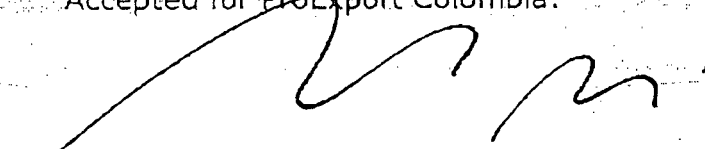
- The Program is described in the "Revised Program of Work" (Appendix A).
- The Budget is described in "Revised Budget and Performance Based Incentive" (Appendix B).
- Other Relevant Terms are described below:
 - This campaign has been designed as a twelve-month program which would begin on May 19, 2009 and continue through May 20, 2010.
 - DCI's professional fee of \$13,250. Performance-based incentives will be billed monthly as DCI is deemed eligible by the Proexport Colombia staff. On or about the 15th of each month, you will receive an expense invoice with documentation. In each case, client payment is requested within 15 days of billing.
 - Cancellation Clause: This agreement may be cancelled by either party, Proexport Colombia or DCI, for any reason upon 60 days written notice to the other.
 - Both parties agree that they will not offer employment or consulting opportunities to staff members of the other party.

Jaime, I believe this covers the territory. We are excited about the prospect of doing great things for the country of Colombia in the months ahead.

Sincerely,

Andrew T. Levine
President

Accepted for ProExport Colombia:



Name

Date

MAY 18, 2009

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Appendix A: Revised Program of Work

(May 19, 2009-May 20, 2010)

<u>BUILDING THE RIGHT FOUNDATION</u>	
<ul style="list-style-type: none"> • Media/Travel Trade Audit 	<p>Tailored online survey sent to 500+ journalists and 150+ travel trade to determine current perceptions of Colombia.</p>
<ul style="list-style-type: none"> • DCI Immersion Tour 	<p>Week-long visit by both tourism and investment attraction team to Colombia.</p>
<ul style="list-style-type: none"> • "Most Wanted" Media List 	<p>Collaborate with Proexport Colombia to develop a master list of target media including major travel publications, key business outlets, national newspapers, key broadcast outlets, online media and travel trade publications.</p>
<ul style="list-style-type: none"> • Themeline/Message Development 	<p>Develop key messages and initial story themelines (to be continually updated during the course of the program as new ideas and angles emerge).</p>
<ul style="list-style-type: none"> • Identification of "Best Bet" Companies 	<p>Conduct preliminary "predictive model" research to identify 750+ companies with "changes" that forecast a site location need in Latin America.</p>
<u>GENERATING MEDIA RESULTS</u>	
<ul style="list-style-type: none"> • Proactive Editorial Placement: Delivering Colombia's Story to the Right Journalists 	<p>Colombia featured in an estimated 30% of "most wanted" media. Represent Colombia at national media marketplace events.</p>
<ul style="list-style-type: none"> • Press Trips: Bringing the Best to Colombia 	<p>Secure 5 high-quality media visits, with continued follow-up to ensure favorable article placements.</p>
<ul style="list-style-type: none"> • North American Media Tours: Taking the Colombia Story on the Road 	<p>Conduct media tours to three major markets (New York, Los Angeles & Miami) for investment attraction and tourism objectives; Secure 6-8 interviews per tour.</p>

<ul style="list-style-type: none"> Broadcast Outreach: Bringing Colombia Into the Homes of Target Travelers 	Secure 2-3 visiting crews; Arrange face-to-face meetings with 3-5 production houses in Los Angeles to discuss programming opportunities.
<ul style="list-style-type: none"> Playback: Marketing Editorial Results to Key Stakeholders 	Identify creative means of "playing back" North American media, consumer and trade results to key internal and external audiences.
<ul style="list-style-type: none"> Crisis Communications 	Develop a crisis communications plan and execute issues management strategies as needed.
FACE-TO-FACE: OPENING THE RIGHT DOORS	
<ul style="list-style-type: none"> A PDQ Campaign: Face-to-Face with Companies Considering Latin American Investment 	Customized telephone outreach to 750+ "best bet" companies resulting in 24-36 meetings or conference calls to explore investment opportunities in Colombia; Provide detailed briefing in advance of each meeting.
<ul style="list-style-type: none"> Support Investment Seminars/ Special Events in Key Regional Markets 	Provide database research, e-mail marketing and selective telephone outreach to build attendance at up to four Proexport Colombia events including the Columbian Heart Tour.
<ul style="list-style-type: none"> Working with the Travel Trade: Enhanced Relationships with Key Tour Operators 	Manage East Coast and West Coast Missions to visit with 20+ Tour Operators; End goal would be the signing of at least five new agreements, plus renewing old ones.
<ul style="list-style-type: none"> Uncovering Meetings/Conference Opportunities 	Develop a database of 150 MICE market influencers/meeting planners and "hit the phones" to qualify these leads; End goal would be five site inspections resulting.

Appendix B
Revised Budget with Performance-Based Incentive

(May 15, 2009-May 14, 2010)

PROFESSIONAL FEES	
DCI Fees for Program Design, Execution and Administration (\$13,250/month x 12 months)	\$159,000
FIXED PROGRAM EXPENSES (Included in monthly fee invoice)	
Ongoing Communication Expenses -- telephone, postage, copies, messenger services, etc. (\$450/month x 12 months)	\$5,400
VARIABLE PROGRAM EXPENSES	
DCI Travel within North America for tours to key media centers, investment seminars & trade shows (10 staff trips x \$1,200/trip)	\$12,000
Predictive Model Research (\$22/"best bet" company identified x 750 companies)	\$16,500
Contingency Fund (approximately 3% of program budget)	\$7,100
TOTAL ESTIMATED EXPENSES	\$41,000*
TOTAL PROGRAM	\$200,000
PERFORMANCE-BASED INCENTIVE	
• Appointments with Senior Corporate Executives with Site Selection Responsibilities (\$750/"A" Level Meeting x 15 Meetings; \$250/"B" Level Meeting x 15 Meetings)	\$15,000
• Tour Operator Agreements Resulting from DCI Introductions (\$500/New Agreement x 5 Agreements)	\$2,500
• Events Captured from DCI Introductions to MICE Meeting Market Influencers/Meeting Planners (\$1,250/Event x 2 Events)	\$2,500
• Surpassing Year One Advertising Equivalency Target of \$5,000,000 (Single Payment)	\$20,000
PERFORMANCE-BASED INCENTIVE (MAXIMUM AVAILABLE TO DCI)	\$40,000
TOTAL PROGRAM BUDGET	\$240,000
*Expenses associated with DCI immersion tours, press trips, familiarization tours and special events will be covered separately.	

Performance-Based Incentive Structure

Investment Attraction Appointment Definitions:

- Meeting Designation – A
Definition: Introductory meeting/telephone call with a relevant senior decision maker where discussions are entered into concerning a potential project in Latin America.
Performance-Based Incentive: \$750 per call/meeting*
- Meeting Designation – B
Definition: Introductory meeting/telephone call deemed a productive use of time by Proexport Colombia staff (relationship building) but without discussion of a potential investment project in Latin America.
Performance-Based Incentive: \$250 per call/meeting
- Meeting Designation – C (Not Acceptable)
Definition: Introductory meeting/telephone call not deemed a productive use of time by Proexport Colombia staff.
Performance-Based Incentive: No incentive

* For all "A" level prospects where a specific level of capital investment is identified by the company, the following criteria will be added:

- 1) investment project is in a range of under \$5 million (half count or \$375 incentive);
- 2) \$5-49 million (single count or \$750 incentive);
- 3) \$50-99 million (\$1,500 incentive) ,
- 4) Above \$100 million (triple count or \$2,250 incentive).

All DCI generated investment attraction meetings or conference calls to be designated as Levels "A", "B" or "C" by the appropriate Proexport Colombia staff members within 72 hours of the meeting/telephone call taking place.

Tour Operator Agreements/Meeting Planner Site Inspections

On a monthly basis, DCI will be updated by Proexport Colombia on newly-signed tour operator agreements or planned site inspections resulting from DCI introductions.

Advertising Equivalency

On a monthly basis, an updated advertising equivalency report will be produced in an agreed-upon format. At the end of the twelve-month period a determination will be made as to whether the \$5 million target has been met.

Dispute

Any dispute regarding a performance-based incentive will be reviewed and decided by Jaime Echavarria, U.S. Director.

Evaluation of Performance-Based Incentive Structure

The incentive arrangement will be reviewed by Proexport Colombia and DCI on or about November 30, 2009 and any necessary adjustments will be discussed/negotiated at that time.

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