

10 NOV 1994

For Six Month Period Ending \_\_\_\_\_  
(Insert date)

Name of Registrant: Hill and Knowlton, Inc. Registration No. 3301

Business Address of Registrant  
901 31st Street, N.W.; Washington, DC 20007  
466 Lexington Avenue; New York, NY 10017

I-REGISTRANT

1. Has there been a change in the information previously furnished in connection with the following:

(a) If an individual:

N/A

- (1) Residence address Yes  No
- (2) Citizenship Yes  No
- (3) Occupation Yes  No

(b) If an organization:

- (1) Name Yes  No
- (2) Ownership or control Yes  No
- (3) Branch offices Yes  No

2. Explain fully all changes, if any, indicated in item 1.

Refer to Attachment I(2)

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IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, and 5.

3. Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period? Yes  No

If yes, furnish the following information:

Refer to Attachment I(3)

Name	Position	Date Connection Ended
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4. Have any persons become partners, officers, directors or similar officials during this 6 month reporting period?  
 Yes  No

If yes, furnish the following information:

Refer to Attachment I (4)

<i>Name</i>	<i>Residence Address</i>	<i>Citizenship</i>	<i>Position</i>	<i>Date Assumed</i>
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5. Has any person named in Item 4 rendered services directly in furtherance of the interests of any foreign principal?  
 Yes  No

If yes, identify each such person and describe his services.

6. Have any employees or individuals other than officials, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting period? Yes  No

If yes, furnish the following information:

<i>Name</i>	<i>Position or connection</i>	<i>Date terminated</i>
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7. During this 6 month reporting period, have any persons been hired as employees or in any other capacity by the registrant who rendered services to the registrant directly in furtherance of the interests of any foreign principal in other than a clerical or secretarial, or in a related or similar capacity? Yes  No

If yes, furnish the following information:

<i>Name</i>	<i>Residence Address</i>	<i>Position or connection</i>	<i>Date connection began</i>
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## II—FOREIGN PRINCIPAL

(PAGE 3)

8. Has your connection with any foreign principal ended during this 6 month reporting period? Yes  No

If yes, furnish the following information: Refer to Attachment II (8)

*Name of foreign principal*

*Date of Termination*

- 
9. Have you acquired any new foreign principal<sup>1</sup> during this 6 month reporting period? Yes  No

If yes, furnish following information:

*Name and address of foreign principal*

*Date acquired*

- 
10. In addition to those named in Items 8 and 9, if any, list the foreign principals<sup>1</sup> whom you continued to represent during the 6 month reporting period.

Refer to Attachment II (10)

## III—ACTIVITIES

11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 8, 9, and 10 of this statement? Yes  No

If yes, identify each such foreign principal and describe in full detail your activities and services:

Refer to Attachment III (11)

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<sup>1</sup>The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual or organization 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. (See Rule 100(a)(9)).

A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those foreign principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity<sup>2</sup> as defined below?  
Yes  No

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places of delivery, names of speakers and subject matter.

Refer to Attachment III(11)

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13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits any or all of your foreign principals? Yes  No

If yes, describe fully.

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<sup>2</sup>The term "political activities" 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.

## IV—FINANCIAL INFORMATION

## 14. (a) RECEIPTS—MONIES

During this 6 month reporting period, have you received from any foreign principal named in Items 8, 9 and 10 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income or money either as compensation or otherwise? Yes  No

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

<i>Date</i>	<i>From Whom</i>	<i>Purpose</i>	<i>Amount</i>
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Refer to Attachment IV(14a)

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Total

## (b) RECEIPTS—THINGS OF VALUE

During this 6 month reporting period, have you received any thing of value<sup>4</sup> other than money from any foreign principal named in Items 8, 9 and 10 of this statement, or from any other source, for or in the interests of any such foreign principal? Yes  No

If yes, furnish the following information:

<i>Name of foreign principal</i>	<i>Date received</i>	<i>Description of thing of value</i>	<i>Purpose</i>
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<sup>3</sup>A registrant is required to file an Exhibit D if he collects or receives contributions, loans, money, or other things of value for a foreign principal, as part of a fund raising campaign. See Rule 201(e).

<sup>4</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.

15. (a) **DISBURSEMENTS—MONIES**

During this 6 month reporting period, have you

(1) disbursed or expended monies in connection with activity on behalf of any foreign principal named in Items 8, 9 and 10 of this statement?      Yes       No

(2) transmitted monies to any such foreign principal?      Yes       No

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

<i>Date</i>	<i>To Whom</i>	<i>Purpose</i>	<i>Amount</i>
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Refer to Attachment IV (15a)

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Total

15. (b) **DISBURSEMENTS—THINGS OF VALUE**

During this 6 month reporting period, have you disposed of anything of value<sup>5</sup> other than money in furtherance of or in connection with activities on behalf of any foreign principal named in items 8, 9 and 10 of this statement?

Yes  No

If yes, furnish the following information:

<i>Date disposed</i>	<i>Name of person to whom given</i>	<i>On behalf of what foreign principal</i>	<i>Description of thing of value</i>	<i>Purpose</i>
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(c) **DISBURSEMENTS—POLITICAL CONTRIBUTIONS**

During this 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value<sup>5</sup> in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes  No

If yes, furnish the following information:

<i>Date</i>	<i>Amount or thing of value</i>	<i>Name of political organization</i>	<i>Name of candidate</i>
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**V—POLITICAL PROPAGANDA**

(Section 1(j) of the Act defines "political propaganda" as including any oral, visual, graphic, written, pictorial, or other communication or expression by any person (1) which is reasonably adapted to, or which the person disseminating the same believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, or in any other way influence a recipient or any section of the public within the United States with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party or with reference to the foreign policies of the United States or promote in the United States racial, religious, or social dissensions, or (2) which advocates, advises, instigates, or promotes any racial, social, political, or religious disorder, civil riot, or other conflict involving the use of force or violence in any other American republic or the overthrow of any government or political subdivision of any other American republic by any means involving the use of force or violence.)

16. During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any political propaganda as defined above? Yes  No

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

17. Identify each such foreign principal.

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<sup>5</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.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating political propaganda? Yes  No

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

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of political propaganda include the use of any of the following:

- Radio or TV broadcasts
- Magazine or newspaper articles
- Motion picture films
- Letters or telegrams
- Advertising campaigns
- Press releases
- Pamphlets or other publications
- Lectures or speeches

Other (specify) \_\_\_\_\_

20. During this 6 month reporting period, did you disseminate or cause to be disseminated political propaganda among any of the following groups:

- Public Officials
- Newspapers
- Libraries
- Legislators
- Editors
- Educational institutions
- Government agencies
- Civic groups or associations
- Nationality groups

Other (specify) \_\_\_\_\_

21. What language was used in this political propaganda:

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

22. Did you file with the Registration Section, U.S. Department of Justice, two copies of each item of political propaganda material disseminated or caused to be disseminated during this 6 month reporting period? Yes  No

23. Did you label each item of such political propaganda material with the statement required by Section 4(b) of the Act? Yes  No

24. Did you file with the Registration Section, U.S. Department of Justice, a Dissemination Report for each item of such political propaganda material as required by Rule 401 under the Act? Yes  No

**VI—EXHIBITS AND ATTACHMENTS**

25. EXHIBITS A AND B

(a) Have you filed for each of the newly acquired foreign principals in Item 9 the following:

- |                        |                              |                             |     |
|------------------------|------------------------------|-----------------------------|-----|
| Exhibit A <sup>6</sup> | Yes <input type="checkbox"/> | No <input type="checkbox"/> | N/A |
| Exhibit B <sup>7</sup> | Yes <input type="checkbox"/> | No <input type="checkbox"/> |     |

If no, please attach the required exhibit.

(b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this six month period? Yes  No

If yes, have you filed an amendment to these exhibits? Yes  No

If no, please attach the required amendment.

<sup>6</sup>The Exhibit A, which is filed on Form CRM-157 (Formerly OBD-67) sets forth the information required to be disclosed concerning each foreign principal.

<sup>7</sup>The Exhibit B, which is filed on Form CRM-155 (Formerly OBD-65) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

26. EXHIBIT C

If you have previously filed an Exhibit C<sup>8</sup>, state whether any changes therein have occurred during this 6 month reporting period. Yes  No

N/A

If yes, have you filed an amendment to the Exhibit C? Yes  No

If no, please attach the required amendment.

27. SHORT FORM REGISTRATION STATEMENT

Have short form registration statements been filed by all of the persons named in Items 5 and 7 of the supplemental statement? Yes  No

N/A

If no, list names of persons who have not filed the required statement.

The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this registration statement and the attached exhibits and that he is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in attached Short Form Registration Statement, if any, insofar as such information is not within his (their) personal knowledge. I declare under penalty of perjury that the foregoing is true and correct. Executed on December 9, 1994.

(Type or print name under each signature)

(Both copies of this statement shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)

*Gary G. Hymel*

Gary G. Hymel, Vice Chairman

*James C. Jennings*

James C. Jennings, Executive Vice President

Subscribed and sworn to before me at \_\_\_\_\_

this \_\_\_\_\_ day of \_\_\_\_\_

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(Signature of notary or other officer)

<sup>8</sup>The Exhibit C, 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 upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

UNITED STATES DEPARTMENT OF JUSTICE  
REGISTRATION UNIT  
CRIMINAL DIVISION  
WASHINGTON, D.C. 20530

NOTICE

Please answer the following questions and return this sheet in triplicate with your supplemental statement:

1. Is your answer to Item 16 of Section V (Political Propaganda - page 7 of Form CRM-154, formerly Form OBD-64 - Supplemental Statement):

Yes \_\_\_\_\_ or No XX \_\_\_\_\_

(If your answer to question 1 is "yes" do not answer question 2 of this form.)

2. Do you disseminate any material in connection with your registration:

Yes \_\_\_\_\_ or No XX \_\_\_\_\_

(If your answer to question 2 is "yes" please forward for our review copies of all such material including: films, film catalogs, posters, brochures, press releases, etc. which you have disseminated during the past six months.)

Gary G. Hymel  
Signature

12/9/94  
Date

Gary G. Hymel  
Please type or print name of signatory on the line above

Vice Chairman  
Title

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**ATTACHMENT I (2)**

**1. Has there been a change in the information previously furnished in connection with the following:**

**(b) (3) Branch Offices YES (X) NO ( )**

**2. Explain fully all changes, if any, indicated in item 1.**

Hill and Knowlton, Inc.  
6500 Wilshire Boulevard  
21st Floor  
Los Angeles, CA 90048

Telephone: 213/966-5700

Hill and Knowlton, Inc.  
466 Lexington Avenue  
New York, NY 10017

Telephone: 212/885-0300

New Offices

Hill and Knowlton (Canada) Limited  
1155 Rene Levesque Boulevard  
Suite 2500  
Montreal, P.Q.  
Canada  
H3V 2K9

Telephone: 514/395-0375

Hill and Knowlton (Canada) Limited  
Royal Lepage Bldg.  
10130 103rd Street  
Edmonton, Alberta  
Canada  
T5J 3N9

Telephone: 403/428-6459

**ATTACHMENT I (3)**

**Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this six month reporting period? YES (X) NO ( )**

<b><u>Name</u></b>	<b><u>Position</u></b>	<b><u>Date Connection Ended</u></b>
Tom Mattia	Executive Vice President	6-24-94
Nancy Weltchek	Vice President	6-24-94
Richard Falk	Vice President	6-17-94
Bill Bennett	Senior Vice President	7-1-94
Gerald Davis	Senior Vice President	7-22-94
Cynthia Coulter	Senior Vice President	7-22-94
Margo Happer	Vice President	7-26-94
Bud Wendell	Executive Vice President	7-31-94
Joyce Bloom	Senior Vice President	8-5-94
Lauren Bliss	Vice President	7-29-94
Andrew Mulligan	Senior Vice President	9-14-94
Arzu Tuncata	Vice President	9-14-94
Ron Yoo	Executive Vice President	8-17-94
Cythia Bates	Vice President	8-26-94
Paul Matulic	Vice President	9-14-94
Ken Altman	Executive Vice President	9-19-94
Camille Hardy	Vice President	9-16-94
Douglas Ross	Vice President	9-16-94
Lillian Fernandez	Senior Vice President	9-30-94
Keith Rabin	Vice President	10-10-94
Roxane Previty	Vice President	10-21-94
Jane Dukes	Senior Vice President	11-2-94
Barbara Johnson	Vice President	10-23-94
Joseph Waz	Senior Vice President	10-31-94

**ATTACHMENT I (4)**

**Have any persons become partners, officers, directors or similar officials during this six month reporting period? YES (X) NO ( )**

<u>Name &amp; Address</u>	<u>Citizenship</u>	<u>Position</u>	<u>Date Assumed</u>
Monika Moulin 832 Palm Avenue West Hollywood, CA 90069	US	Senior VP	6-1-94
Leslie Rose 3133 Connecticut Avenue, NW Washington, DC 20008	US	Vice President	5-26-94
Katharine MacDonald 500 N. Rossmare Avenue Los Angeles, CA 90004	US	Vice President	5-26-94
Brenda Halkias 304 West 75th Street New York, NY 10023	US	Vice President	6-20-94
Kim Feazle 901 Lindawood Street Thousand Oaks, CA 91320	US	Vice President	7-11-94
Arlhene Flowers Cloudbank Road Box 384 Garrison, NY 10524	US	Vice President	7-13-94
Linda Poniktera 330 East 38th Street New York, NY 10016	US	Vice President	8-1-94
Linda Shuman 4410 N. Seeley Chicago, IL 60625	US	Vice President	8-1-94
Alvin Domius 146 West 4th Street New York, NY 10012	US	Vice President	8-1-94

**Page 2**  
**Attachment I (4)**

Jeffrey Raleigh 291 Deerfield Drive Moraga, CA 94556	US	Senior VP	8-18-94
Kathy Hyett 210 East Broadway Long Beach, NY 11561	US	Senior VP	9-6-94
Victor Pytko 402 E. Third Street Monroe, MI 48161	US	Vice President	9-6-94
Michael Paul 209 West 80th Street New York, NY 10024	US	Vice President	9-19-94
Kathleen Neville 2366 Hobel Drive Wilson, NY 14172	US	Senior VP	10-3-94
James Martinez 10446 S. Hamilton Chicago, IL 60643	US	Vice President	11-1-94

**ATTACHMENT II (8)**

**Has your connection with any foreign principal ended during this 6 month reporting period? YES (X) NO ( )**

**If yes, furnish the following information:**

<b><u>Name of Foreign Principal</u></b>	<b><u>Date of Termination</u></b>
The Republic of Turkey	5-12-94
Republic of Poland's Ministry of Finance	5-11-94
Canadair: a division of Bombardier, Inc.	7-22-94
Varig, S.A.	5-11-94

**ATTACHMENT II (10)**

**In addition to those named in items 8 and 9, if any, list the foreign principals whom you continued to represent during the six month reporting period.**

Czech Electric Company  
Foothills Pipe Lines, Ltd.  
Fujisawa Pharmaceutical Company, Ltd.  
Hitachi, Ltd.  
Marubeni America Corporation  
Mazda Motor Corporation  
NEC Corporation  
Ontario Milk Marketing Board

### ATTACHMENT III (11)

11. During this six month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 8, 9, and 10 of this statement? YES (X) NO ( )

If yes, identify each such foreign principal and describe in full detail your activities and services.

**Canadair: a division of Bombardier, Inc.**

On behalf of the foreign principal, registrant provided general marketing and public affairs activities to initiate a California evaluation program of Canadair's firefighting aerial aircraft.

Registrant conducted briefings with Assemblyman Terry Friedman and State Fire Marshal Ron Coleman for evaluation of the aircraft's capabilities as a firefighting resource. Registrant also contacted Melissa Kuckrow of Congressman Beilensen's office regarding potential federal interest in such proposed evaluation.

**Czech Electric Company**

On behalf of the foreign principal, registrant contacted congressional staff and staff of federal agencies concerning a possible seminar on nuclear plants in Europe. Those contacted were Dennis Shaul, House Banking Committee, Bill Hellert and Ira Fishman of the Export-Import Bank and Jay Hakes of Department of Energy.

**Foothills Pipe Lines, Ltd.**

On behalf of the foreign principal, registrant monitored legislation and regulatory actions and decisions regarding the Alaska Natural Gas Transportation System (ANGTS), natural gas legislation generally, and energy policy issues that affect the ANGTS and the energy relationship between the United States and Canada.

**Fujisawa Pharmaceutical Company, Ltd.**

On behalf of the foreign principal, registrant provided general monitoring and counseling regarding federal government actions affecting the drug industry.

**Hitachi, Ltd.**

Registrant monitored legislative, trade and regulatory issues of importance to the foreign principal. Registrant produced and edited a quarterly internal newsletter.

Registrant briefed Congressmen Hamilton, Gilman and Mineta regarding Hitachi activity in their respective districts. Registrant also contacted officials at USTR and the Department of Commerce.

Registrant invited and accompanied Congressman Hamilton on a plant visit and Washington, D.C. receptions with the foreign principal.

**Marubeni America Corporation**

On behalf of the foreign principal, registrant contacted congressional staff members as part of registrant's efforts to monitor trade, regulatory and political issues. Registrant prepared periodic reports for the foreign principal.

**Mazda Motor Corporation**

On behalf of the foreign principal, registrant provided public relations counsel for product and corporate support image, and assisted in the distribution of new product information.

**NEC Corporation**

On behalf of the foreign principal, registrant monitored and advised on public issues concerning NEC and counseled principal on internal and external communications, including environmental affairs monitoring and media relations.

## Receipts -- Monies (14A)

During this six month period, have you received from any foreign principal named below, any contributions, income or money either as compensation or otherwise?

Marubeni America Corporation	9,385
Hitachi, Ltd	63,859
Republic of Turkey	44,583
NEC Corporation	49,347
National Development Office of the Republic of Indonesia (NDIO)	0
Toyo Kogyo, Ltd. (Mazda Motor Corporation)	1,254,998
Foothills Pipe Lines, Ltd.	30,441
Fujisawa Pharmaceutical Company, Ltd	12,009
Ontario Milk Marketing Board	0
Canadair: a Division of Bombardier, Inc.	75,036
Czech Electric Company	6,000
Republic of Poland's Ministry of Finance	90,333
Varig S.A.	76,174
Total	<u>1,712,165</u>

## Disbursements -- Monies (15A)

During this six month reporting period, have you disbursed or expended monies in connection with activity on behalf of any foreign principal named below?

	Marubeni America Corp.	Hitachi, Ltd.	Republic of Turkey	NEC Corporation	Republic of Indonesia (NIDO)	Toyo Kogyo, Ltd (Mazda)	Foothills Pipe Lines, Ltd.
Printing		11,988	1,702		846	21,127	
Professional Services			1,000		21,868	23,994	
Press Clippings						442	
Photography		2,451				4,926	
Production Costs		1,602		354		142,825	
Publicity & Promotion						1,773	
News wire				1,774		2,944	
Supplies				87	537	3,349	
Subscriptions, Reference Books				198		2,666	
Video Production				162		17,820	
Graphics						5,702	
Manuscripts						946	
Publications				19		3,166	
Miscellaneous		35	129	20		137	
News Retrieval	42	552	4,970	2,835	3,312	2,062	130
Telephone/Fax	3	198	564	1,116	754	43,391	1
Messenger		301	367	187		6,758	
Postage/Freight		21	1,013	147	1,820	11,984	
Copy/Collate	19	110	876	663	28	16,808	5
Travel	21	729	314	2,237	811	47,242	5
Meals & Entertainment		418	60	303		2,425	
Social Fees						210	
Fees	305	4,805	2,023	305	4,850	953	305
<b>Total</b>	<b>390</b>	<b>23,209</b>	<b>13,017</b>	<b>10,408</b>	<b>34,826</b>	<b>363,650</b>	<b>445</b>

# Disbursements -- Monies (15A)

Continued  
Page 2

	<u>Fujisawa Pharm. Company</u>	<u>Ontario Milk Mktg. Board</u>	<u>Canadair</u>	<u>Czech Electric Company</u>	<u>Poland Ministry of Finance</u>	<u>Varig S.A.</u>
Printing						
Professional Services		25,110				
Press Clippings						
Photography			8,667			
Production Costs						
Publicity & Promotion			95			
Newswire						
Supplies					315	
Subscriptions, Reference Books	199					
Video Production			827			
Graphics						
Manuscripts						
Publications	16					11
Miscellaneous						539
News Retrieval	80	43			45	1,162
Telephone/Fax	46		2,441			
Messenger	43		373			
Postage/Freight	112		173		1	2
Copy/Collate			349			61
Travel			4,630			663
Meals & Entertainment	32		394			
Social Fees						
Fees			305		305	16,933
<b>Total</b>	<b>528</b>	<b>43</b>	<b>43,364</b>	<b>305</b>	<b>666</b>	<b>19,370</b>

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