

10 MAY 1996

For Six Month Period Ending _____
(Insert date)

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

Business Address of Registrant:
600 New Hampshire Avenue, N.W. Washington, D.C. 20037
466 Lexington, Ave. New York NY I-REGISTRANT
10017

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 <input type="checkbox"/> | No <input type="checkbox"/> |
| (2) Citizenship | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (3) Occupation | Yes <input type="checkbox"/> | No <input type="checkbox"/> |

- (b) If an organization:
- | | | |
|--------------------------|---|-----------------------------|
| (1) Name | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (2) Ownership or control | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (3) Branch offices | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION
97 DEC 21 1994

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

Refer to Attachment I (2)

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
------	----------	-----------------------

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)

Name	Residence Address	Citizenship	Position	Date Assumed
------	----------------------	-------------	----------	-----------------

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:

Name	Position or connection	Date terminated
------	------------------------	-----------------

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:

Name	Residence Address	Position or connection	Date connection began
------	----------------------	---------------------------	--------------------------

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 principal¹ during this 6 month reporting period? Yes No

If yes, furnish following information:

Refer to Attachment II (9)

Name and address of foreign principal

Date acquired

10. In addition to those named in Items 8 and 9, if any, list the foreign principals¹ 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)

¹The 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 activity² 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.

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.

²The 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, 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.³

Date *From Whom* *Purpose* *Amount*

Refer to Attachment IV (14a)

Total

(b) RECEIPTS—THINGS OF VALUE

During this 6 month reporting period, have you received any thing of value⁴ 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:

Name of foreign principal *Date received* *Description of thing of value* *Purpose*

³A 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).
⁴Things 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>
-------------	----------------	----------------	---------------

Refer to Attachment IV (15a)

Total

15. (b) DISBURSEMENTS—THINGS OF VALUE

During this 6 month reporting period, have you disposed of anything of value⁵ 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>
----------------------	-------------------------------------	--	--------------------------------------	----------------

(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 value⁵ 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>
-------------	---------------------------------	---------------------------------------	--------------------------

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.

1. Identify each such foreign principal.

⁵Things 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.

8. 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: N/A

- 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: N/A

- 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: N/A

- 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? n/a 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 n/a

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? n/a 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 A⁶ Yes No n/a
- Exhibit B⁷ Yes No

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.

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

⁷The 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 C², state whether any changes therein have occurred during this 6 month reporting period. Yes No

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

If no, please attach the required amendment.

27. SHORT FORM REGISTRATION STATEMENT

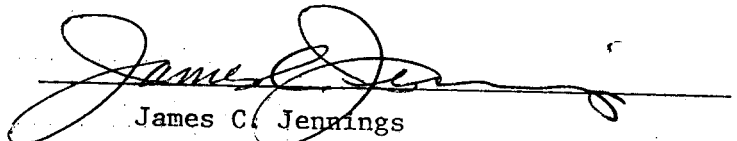
Have short form registration statements been filed by all of the persons named in Items 5 and 7 of the supplemental statement? Yes No N/A

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.

(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.)


James C. Jennings

Subscribed and sworn to before me at _____

this _____ day of _____, 19 _____

(Signature of notary or other officer)

²The 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.)

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.

New Addresses

Hill and Knowlton Public Relations Counsel
Shanghai Representative Office
Shanghai Wanzhong Building
7/F, Room I
1303 Yanan West Road
Shanghai 200050
People's Republic of China

Hill and Knowlton, Inc.
600 New Hampshire Avenue, N.W.
Washington, D.C. 20037

Hill and Knowlton, Inc.
1100 Peachtree Street, N.E.
Suite 2150
Atlanta, Georgia 30309

Hill and Knowlton, Inc. Mexico
Ejeccito Nacional 519, 1st Floor
Col Granada
11520 MEXICO, D.F.

Hill and Knowlton Sweden AB
Skeppsbron 44, Box 2200
S-103 13 Stockholm
Sweden

Hill and Knowlton, Inc.
One Capitol Mall, Suite 250
Sacramento, CA 95814

Office Closing

Hill and Knowlton, Inc.
999 18th Street
Denver, Colorado 80202

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION

97 DEC 24 10:44

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()

<u>Name</u>	<u>Position</u>	<u>Date Connection Ended</u>
Ellen Lathem	Managing Director	2-15-95
Wendy Tanenbaum	Managing Director	1-23-95
Jennifer Walker	Senior Managing Director	2-29-95
Blythe Reiss	Senior Managing Director	12-22-95
Toney File	Senior Managing Director	12-29-95
Neil Nixon	Managing Director	1-4-96
Elizabeth Culley	Managing Director	1-5-96
Wendy Petty	Managing Director	1-16-96
Peggy Mackinnon	Senior Managing Director	2-2-96
Susan Ritholz	Managing Director	2-13-96
Kathleen Neville	Senior Managing Director	2-2-96
John Weber	Senior Managing Director	3-1-96
Janice Cenclin	Senior Managing Director	3-1-96
Patrick Carle	Managing Director	3-29-96
Paul Whitelaw	Managing Director	4-15-96
Mike Paul	Managing Director	4-30-96
Hud Englehart	Executive Managing Director	4-30-96
John Berard	Executive Managing Director	5-3-96
Leslie Rose	Senior Managing Director	5-10-96
Jim Taylor	Executive Managing Director	5-1-96
Steve Bolerjack	Senior Managing Director	5-10-96

ATTACHMENT I (4)

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

<u>Name & Address</u>	<u>Citizenship</u>	<u>Position</u>	<u>Date Assumed</u>
Milly Stanges 6805 Nesbitt Place McLean VA 22101	USA	Managing Director	12-1-95
Majorie Wilner 18 Berkeley Place Brooklyn, NY 11217	USA	Managing Director	12-5-95
Enid Lewin 300 East 46th Street New York, NY 10017	USA	Managing Director	1-22-96
Nick Farina 269 Brookside Road North Barrington, IL 60010	USA	Senior Managing Director	1-8-96
Richard Wool 77 East 12th Street New York, N.Y. 10003	USA	Senior Managing Director	2-1-96
Elliot Fischhoff 454 No. Oakhurst Drive Beverly Hills, CA 90210	USA	Senior Managing Director	2-1-96
David Harrower 9905 Connecticut Avenue Kensington, MD 20895	CANADA	Managing Director	3-1-96
Peter Zambelli 516 New Gulph Road Haverford, PA 19041	USA	Managing Director	3-6-96

Page 2
Attachment I (4)

David Mackay
1830 17th Street, N.W.
Washington D.C. 20009

USA

Senior
Managing Director

3-13-96

Edmund Belak Jr.
2 Hidden Meadow Lake
New Candan, CT 06840

USA

Senior
Managing Director

5-1-96

Attachment (I) 6

NAME

PRINCIPAL

DATE TERMINATED

Jeff Trammell
Jeff Trammell
Jeff Trammell

ChinaChem
Fujisawa
Grupo Domos

6/96
6/96
1/96

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION

'97 DEC 24 10:44

INTERNAL SECURITY
SECTION
ADMINISTRATIVE

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:

<u>Name of Foreign Principal</u>	<u>Date of Termination</u>
Groupo Domos	January, 1996
NEC Corporation	February, 1996
Short Brothers	December, 1995

ATTACHMENT II (9)

9. Have you acquired any new foreign principal during this 6 month period.

Welsh Development Agency
Principality House
The Friary
Cardiff
Wales CF1 4AA

5/2/96

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.

Marubeni America Corporation

Hitachi, Ltd.

Toyo Kogyo, Ltd. (a.k.a. Mazda Motor Corporation)

Foothills Pipe Lines, Ltd.

Fujisawa Pharmaceutical Company, Ltd.

Czech Electric Company

Trentino Tourist Board (A.P.T.T.)

Koninklijke Luchtvaart Maatschappij, N.V.

S.I. Odogwu

Chinachem Group

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.

KLM

On behalf of the foreign principal, registrant provided general public relations counsel. General counsel with respect to relations with airlines, foreign and domestic. Registrant monitored news reports concerning client.

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.

Fujisawa Pharmaceutical Company, Ltd.

On behalf of the foreign principal, registrant provided counsel regarding certain legislative and regulatory initiatives and developments of interest to foreign principal.

Marubeni America Corporation

On behalf of the foreign principal, registrant provided counsel as to possible business investment opportunities, marketing and health care delivery and financing trends in the US that might have implications for the foreign principal's home market.

Hitachi, Ltd.

Registrant monitored legislative, trade and regulatory issues of importance to the foreign principal.

Czech Electric Company

No activity to report for this six month period.

Grupo Domos

No activity to report.

NEC Corporation

No activity to report.

Short Brothers

No activity to report.

Amendment to Attachment III (11)

S.I. Odogwu

On behalf of foreign principal, registrant arranged meetings with the media and meetings with Department of Commerce and State. Registrant arranged meetings with political and community leaders in Atlanta and Cleveland.

Trentino Tourist Board

On behalf of foreign principal, agent conducted a travel media relations programs including visits by travel to Trentino, arranging reception for travel and media and attended convention of travel media writers.

Welsh Development Agency

Registrant provided counsel and assistance regarding media relations.

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION
97 DEC 24 10:44
INTERNAL SECURITY
SECTION
REGISTRATION UNIT

Receipts --- Monies (14A)

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

Marubeni America Corporation	12,084.54
Hitachi, Ltd	92,558.48
Koninklijke Luchtvaart Maatschappij, N.V. (KLM)	102,958.84
Toyo Kogyo, Ltd. (Mazda Motor Corporation)	1,170,771.74
Foothills Pipe Lines, Ltd.	30,523.90
Fujisawa Pharmaceutical Company, Ltd	8,296.40
Chief (Dr.) S.I. Odgwu	20,000.00
Czech Electric	5,312.93
Trentino Tourism Board	32,924.32
Chinachem Group	15,000.00
Welsh Development Agency	126,475.63
Total	<u>1,616,906.78</u>

Disbursements -- Monies (15A)

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

	Marubeni America Corp.	Hitachi, Ltd.	Koninklijke Luchtvaart Maatschappij	Chinachem Group	S.I. Odogwu	Toyo Kogyo, Ltd (Mazda)	Foothills Pipe Lines, Ltd.	Fujisawa Pharma. Co	Czech Electric	Trentino Tourist Board	Welsh Development Agency
Printing		17,864.00				3,196.30					85.86
Professional Services					53.93	273.12				376.71	453.98
Press Clippings		1,507.50				1,534.21				489.89	5,462.41
Photography		2,346.92				40,314.69				200.00	12,548.00
Production Costs		1,930.47	11,840.08								
Professional Services											
Publicity & Promotion			1,268.33							3.45	121.81
News wire								103.75			408.43
Supplies			3,311.81			13,330.28					1,994.00
Subscriptions, Reference Books						78.44					
Video Production											
Graphics										119.08	774.57
Manuscripts											
Publications			4,577.44								2,384.85
Miscellaneous	166.55	771.85	1,935.86					63.75		1,195.27	3,733.12
News Retrieval	16.07	142.10	134.45					91.34		283.70	111.70
Telephone/Fax	12.70	225.22	75.98							627.14	2,109.40
Messenger			475.08					9.00		580.69	967.03
Postage/Freight	6.00	10.60	227.97							136.90	3,706.46
Copy/Collate	35.00	899.74								3,398.54	431.61
Travel										21.60	
Meals & Entertainment											252.84
Social Fees	805.00	305.00	3,657.71		305.00	249.67		305.00			3,390.69
Fees			3.39		3.33	6.95					
Other											
Total	1,041.32	26,003.40	27,508.10	0.00	605.31	144,512.24	416.12	572.84	0.00	7,432.97	38,936.76

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION
NOV 15 1997
97 DEC 24 A10 :45
INTERNATIONAL TOURIST UNIT