

**29 DEC 1991**

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

Name of Registrant

Registration No. 3317

Weil, Gotshal & Manges

Business Address of Registrant

767 Fifth Avenue  
New York, NY 10153

**I-REGISTRANT**

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

(a) If an individual:

- |                       |                              |                             |
|-----------------------|------------------------------|-----------------------------|
| (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 checked="" type="checkbox"/> |
| (2) Ownership or control | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) Branch offices       | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

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

N/A

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:

Name

Position

Date Connection Ended

See Attachment A

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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:

<i>Name</i>	<i>Residence Address</i>	<i>Citizenship</i>	<i>Position</i>	<i>Date Assumed</i>
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See Attachment A

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:

*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*

Government of Canada	External Affairs and International Trade
Leslie S. Holland, O.C.	Canada
General Counsel, International Trade Legal Services (JUT)	Lester B. Pearson Building
	125 Sussex Drive, Tower C, 3rd Floor
	Ottawa, Ontario, K1A 0G2 CANADA

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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.

Banco Central de la Republica Argentina ("Banco Central")  
Compagnie General des Matieres Nucleaires ("COGEMA")  
Matsushita Electric Industrial Co., Ltd. ("MEI")  
Noranda, Inc. ("Noranda")  
~~Government of Canada~~

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## 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:

See Attachment B

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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.

Government of Canada

In connection with the termination of the Memorandum of Understanding regarding Softwood Lumber we met with Joshua Bolton, General Counsel of USTR, on September 30, 1991, to discuss the application of Section 301 to the situation.

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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>
			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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See Attachment C

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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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See Attachment D

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.

<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  No
- Exhibit B<sup>7</sup> 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.

<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

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

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.

(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.)

*Richard Dow*

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

this 29<sup>th</sup> day of January, 19 92

HEATHER HASEN  
NOTARY PUBLIC, State of New York  
No. 30-4658063  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires May 31, 1993

*Heather Hasen*

(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.)

WEIL, GOTSHAL & MANGES  
January 29, 1992

ATTACHMENT A

QUESTION 3: Partner Resignations During this Reporting Period

<u>Name and Residence Address</u>	<u>Position</u>	<u>Date Connection Ended</u>
Nancy E. Barton 525 East 86th Street New York, New York 10028	Partner	8/16/91
William J. Dyer 3622 Elmridge Houston, Texas 77025	Partner	12/31/91
Steven A. Shaw 9 Vendome Court Bethesda, Maryland 20817	Partner	12/31/91

Question 4: New Partners During this Reporting Period

<u>Name and Residence Address</u>	<u>Position</u>	<u>Date Connection Ended</u>
Warren T. Buhle 300 Central Park West New York, New York 10024	Partner	7/1/91
Ralph I. Miller 4231 Fairfax Avenue Dallas, Texas 75205	Partner	9/1/91
Miles R. Gilburne 6 Ohlone Street Portola Valley, CA 94028	Partner	11/1/91
Ronald S. Laurie 107 Acacia Belvedere, CA 94920	Partner	11/1/91

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ATTACHMENT B

Question 11: Activities and Services Rendered (July -  
December 1991)

Banco Central

Work on various litigations in connection with challenges in U.S. courts to the refinancing of certain obligations under the 1987 Financing Plan.

Government of Canada

(1) In connection with the North American Free Trade Agreement negotiations, we prepared legal analyses on various matters. (2) In connection with softwood lumber trade matters, we prepared analyses of legal issues related to U.S. action in connection with the termination of the Memorandum of Understanding Regarding Softwood Lumber, provided counseling regarding issues related to the countervailing duty investigation initiated by the U.S. Commerce Department, assisted the Government of Canada in the preparation of certain materials submitted in that proceeding, and assisted the Government of Canada in coordinating the representation of Canadian interests in that proceeding.

Noranda

We provided reports and analyses concerning the development of U.S. legislation and related policy position affecting exports of waste products.

WEIL, GOTSHAL & MANGES  
January 29, 1992

ATTACHMENT C

Question 15(a): Disbursement - Monies

NORANDA 07/01/91 - 12/31/91

Messenger	\$532.71
Photocopy	165.60
Telephone	11.50
Facsimile	15.00
Overtime	35.00
Postage	4.44
Local Transportation	36.50
	<hr/>
	\$800.75

GOVERNMENT OF CANADA

LUMBER 07/01/91 - 12/31/91

Taxi	\$ 285.05
Messenger	1,239.87
Duplicating	28,973.80
Computer Research	9,586.61
Document Processing	2,316.00
Telephone	4,307.58
Local Transportation	797.97
Overtime	2,795.78
Meeting and Conferences	144.75
Printing & Photostats	1,083.50
Facsimile	4,093.00
Travel	1,462.02
Moving & Storage	115.20
Books & Periodicals	204.50
Postage & Express	48.69
Stationery & Supplies	5.29
Microfiche	11.10
	<hr/>
	\$57,470.71

ATTACHMENT C (Cont'd)

GOVERNMENT OF CANADA (Cont'd)

NAFTA 07/01/91 - 12/31/91

Duplicating	\$1,208.60
Document Processing	552.00
Facsimile	36.00
Telephone	57.28
Meetings	15.00
Computer Research	608.11
Messenger	663.58
Printing	79.56
Taxi/Local Transportation	95.62
Overtime	130.00
Books & Periodicals	41.28
Postage & Express	2.22

WEIL, GOTSHAL & MANGES  
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ATTACHMENT D

Question 15(c): Disbursements - Political Contributions

Richard J. Davis - Personal Contributions  
(July - December 1991)

12/91 - Gephhardt in Congress Committee - \$1000  
12/91 - Moran for Congress - \$250

WG&M Contributions  
(July - December 1991)

9/4/91

Wyden for Congress - \$500  
Joseph Allerhand - \$100  
David Berz - \$100  
Stuart Ames - \$100  
Scott Coen - \$100  
Nancy Buc - \$100

9/4/91

Congressman Waxman Campaign Committee - \$1,000  
Stephen Cooper - \$100  
Ronald Daitz - \$100  
Greg Danilow - \$100  
Barry Frank - \$100  
Joseph Gelb - \$100  
Marcia Goldstein - \$100  
Gordon Henderson - \$100  
Kevin Hughes - \$100  
Salem Katsh - \$100  
Jeffrey Kessler - \$100

9/13/91

Leahy for U.S. Senator Committee - \$500  
Richard Davis - \$100  
Joseph Gelb - \$100  
Stephen Cooper - \$100  
Corinne Ball - \$100  
Kenneth Heitner - \$100

WEIL, GOTSHAL & MANGES  
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Attachment D (Cont'd)

11/7/91

Inouye in '92 Committee - \$1,000

Joseph Allerhand - \$100  
Martin Amdur - \$100  
Stuart Ames - \$100  
Corinne Ball - \$100  
Carl Bellows - \$100  
David Berz - \$100  
Howard Comet - \$100  
Stephen Cooper - \$100  
Ronald Daitz - \$100  
Greg Danilow - \$100

11/7/91

Markey for Congress Committee - \$1,000

Richard Davis - \$100  
Jeffrey Kessler - \$100  
Stephen Karotkin - \$100  
Helene Jaffee - \$100  
Mark Jacoby - \$100  
Arthur Jacobs - \$100  
Marvin Jacob - \$100  
Gordon Henderson - \$100  
Kenneth Heitner - \$100  
Mindy Spector - \$100

11/7/91

People for Mrazek Committee - \$1,000

William Gutowitz - \$100  
Raymond Geitz - \$100  
Joseph Gelb - \$100  
Barry Frank - \$100  
Michael Epstein - \$100  
Steven Glazer - \$100  
Peter Gruenberger - \$100  
Marcia Goldstein - \$100  
Helyn Goldstein - \$100  
Simeon Gold - \$100

12/3/91

Shelby for U.S. Senate Committee - \$1,000

Morton Susman - \$100  
Jeffrey Tanenbaum - \$100  
Martin Pollack - \$100  
James Quinn - \$100  
David Zeltner - \$100  
Michael Rochelle - \$100  
Paul Victor - \$100  
Glenn West - \$100  
Michael Walsh - \$100  
Peter Standish - \$100

WEIL, GOTSHAL & MANGES  
January 29, 1992

Attachment D (Cont'd)

12/17/91

Brock Adams Senate Committee - \$500

David Berz - \$100

Nancy Buc - \$100

Howard Chatzinoff - \$100

Scott Cohen - \$100

Kevin Dolan - \$100

12/20/91

Citizens for Arlen Specter - \$1,000

Jeffrey P. Bialos - \$100

Martin J. Bienenstock - \$100

Richard J. Davis - \$100

K. Kevin Dolan - \$100

Jay N. Fastow - \$100

Samuel H. Laitman - \$100

Carl D. Lobell - \$100

Martin D. Pollack - \$100

James W. Quinn - \$100

John R. Wing - \$100

WEIL, GOTSHAL & MANGES  
January 29, 1992

Attachment D (Cont'd)

List of Individual Partners to  
Whom Contributions Were Allocated  
July - December 1991

Ronald F. Daitz

Congressman Waxman Campaign Committee - \$100  
Inouye in '92 Committee - \$100

Richard J. Davis

Leahy for U.S. Senator Committee - \$100  
Markey for Congress Committee - \$100  
Citizens for Arlen Specter - \$100

Ira M. Millstein

No contributions during this period.

Stuart M. Rosen

No contributions during this period.

Bruce H. Turnbull

No contributions during this period.

A. Paul Victor

Shelby for U.S. Senate Committee - \$100

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