

AUG 13 1998

For Six Month Period Ending _____
(Insert date)

I - REGISTRANT

1. (a) Name of Registrant
Winston & Strawn

(b) Registration No.
03869

(c) Business Address(es) of Registrant
1400 L Street, N.W.
Washington, DC 20005-3502

2. 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"/> |
- (c) Explain fully all changes, if any, indicated in items (a) and (b) above.

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IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, AND 5(a).

3. If you have previously filed Exhibit C¹, 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.

¹ The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, and by laws 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.)

4. (a) 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
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See Attachment A

- (b) Have any persons become partners, officers, directors or similar officials during this 6 month reporting period? Yes No

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
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See Attachment A

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5. (a) Has any person named in item 4(b) rendered services directly in furtherance of the interests of any foreign principal? Yes No

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

- (b) Have any employee or individuals, 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
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- (c) During this six month reporting period, has the registrant hired as employees or in any other capacity, any persons who rendered or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) 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	Citizenship	Position	Date Assumed
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6. Have short form registration statements been filed by all of the persons named in Items 5(a) and 5(c) of the supplemental statement? Yes No Not Applicable

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

II - FOREIGN PRINCIPAL

7. 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

8. Have you acquired any new foreign principal² during this 6 month reporting period?

Yes No

If yes, furnish following information:

Name and address of foreign principal

Date acquired

9. In addition to those named in Items 7 and 8, if any, list foreign principals² whom you continued to represent during the 6 month reporting period.

Government of Aruba

Department of National Defense, Republic of the Philippines

10. EXHIBITS A AND B

(a) Have you filed for each of the newly acquired foreign principals in Item 8 the following:

Exhibit A³ Yes No Not Applicable
Exhibit B⁴ Yes No Not Applicable

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.

² The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual 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 principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

³ 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.

⁴ 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.

III - ACTIVITIES

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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 7, 8, and 9 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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12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity⁵ 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.

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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.

⁵ The term "political activities" means any activity that 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 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 7, 8, and 9 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 no, explain why.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies⁶

Date	From Whom	Purpose	Amount
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See Attachment C

Total

(b) RECEIPTS - FUND RASING CAMPAIGN

During this 6 month reporting period, have you received, as part of a fund raising campaign⁷, any money on behalf of any foreign principal named in items 7, 8, and 9 of this statement? Yes No

If yes, have you filed an Exhibit D to your registration? Yes No

If yes, indicate the date the Exhibit D was filed. Date _____.

(c) RECEIPTS-THINGS OF VALUE

During this 6 month reporting period, have you received any thing of value⁹ other than money from any foreign principal named in Items 7, 8, and 9 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
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^{6, 7} 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).)

⁸ An Exhibit D, for which no printed form is provided, sets forth an account of money collected or received as a result of a fund raising campaign and transmitted for a foreign principal.

⁹ 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 named in Items 7, 8, and 9 of this statement? Yes No

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

If no, explain in full detail why there were no disbursements made on behalf of any foreign principal.

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.

Date	To Whom	Purpose	Amount
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See Attachment D

Total

(b) DISBURSEMENTS-THINGS OF VALUE

During this 6 month reporting period, have you disposed of anything of value¹⁰ other than money in furtherance of or in connection with activities on behalf of any foreign principal named in Items 7, 8, and 9 of this statement?

Yes No

If yes, furnish the following information:

Date disposed	Name of person to whom given	On behalf of what foreign principal	Description of thing of value	Purpose
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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 value¹¹ 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:

Date	Amount or thing of value	Name of political organization	Name of candidate
See Attachment E			

^{10, 11} 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.

V - INFORMATIONAL MATERIALS

16. During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any informational materials¹²?
Yes No

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

17. Identify each such foreign principal.

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 informational materials? 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 informational materials 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 informational materials 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 the informational materials:
 English Other (specify) _____

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each item of such informational materials disseminated or caused to be disseminated during this 6 month reporting period? Yes No

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

¹² The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

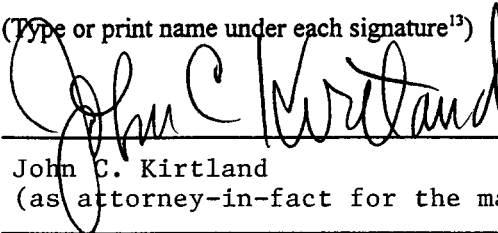
VI-EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

September 11, 1998

(Type or print name under each signature¹³)



John C. Kirtland
(as attorney-in-fact for the majority of
partners in the Washington office)

¹³ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

UNITED STATES DEPARTMENT OF JUSTICE
FARA 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 (Informational Materials - page 8 of Form CRM-154, formerly Form OBD-64-Supplemental Statement):

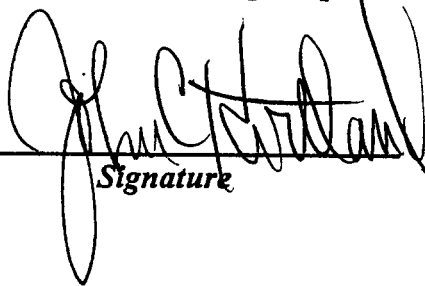
YES _____ or NO X _____

(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 X _____

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



Signature

September 11, 1998

Date

John C. Kirtland

Please type or print name of
signatory on the line above

As attorney-in-fact for the majority of
partners in the Washington office

Title

1998 SEP 11 PM 3: 53
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ATTACHMENT A

4(a) Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period?

Yes X No _____

If yes, furnish the following information:

Name	Position	Date Assumed
Joseph B. Knotts	Partner changed to Of Counsel	02/01/98

4(b) Have any persons become partners, officers, directors or similar officials of the registrant during this 6 month reporting period?

Yes X No _____

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
Deborah G. Haude	1750 P Street, N.W. Apt. 606 Washington, DC 20006	USA	Partner	6/15/98

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ATTACHMENT B

- 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 7, 8, and 9 of this statement?

Yes No

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

Government of Aruba. Registrant assisted the principal with regard to nonregisterable activity such as legal representation on corporate and real estate transactions.

Department of National Defense, Republic of the Philippines. None.

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ATTACHMENT C

14 (a) RECEIPTS-MONIES

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

If yes, set forth below in the required detail and separately for each foreign principal an amount of such monies.

Government of Aruba.

Date	From Whom	Purpose	Amount ^{1/}
02/19/98	Aruba	Fees and Disbursements	\$132,938.75
04/24/98	Aruba	Fees and Disbursements	\$95,815.38
TOTAL:			\$228,754.13

Department of National Defense, Republic of the Philippines.

None.

^{1/} Includes fees and expenses for nonregisterable activity such as legal representation on corporate and real estate transactions.

ATTACHMENT D

15 (a) DISBURSEMENTS-MONIES

During this six month 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 X No _____

(2) transmitted monies to any such foreign principal?

Yes ____ No X

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.

Foreign Principal: Department of National Defense, Republic of the Philippines

<u>Date</u>	<u>To Whom</u>	<u>Purpose</u>	<u>Amount</u>
02/13/98-08/13/98	United States	Filing Fee	\$305.00

Foreign Principal: Government of Aruba

<u>Date</u>	<u>To Whom</u>	<u>Purpose</u>	<u>Amount</u>
02/13/98-08/13/98	United States	Filing Fees	\$539.88
02/13/98-08/13/98	Telephone Company	Telephone Service	\$5,689.11
02/13/98-08/13/98	Phone Company	Telecopy	\$2,048.75
02/13/98-08/13/98	Photocopy Service	Photocopying	\$760.87
02/13/98-08/13/98	U.S. Post Office	Postage	\$4.57
02/13/98-08/13/98	Translator	Translation Fees	\$1,224.33
02/13/98-08/13/98	Courier Companies	Package Deliveries	\$555.73
02/13/98-08/13/98	Messenger Company	Local Deliveries	\$48.52

<u>Date</u>	<u>Amount</u>	<u>Name of Political Organization</u>	<u>Name of Candidate</u>
7/14/98	\$259	Strickland for Congress Committee	Ted Strickland
7/15/98	\$1,000	Friends of Chris Dodd	Chris Dodd
7/15/98	\$1,000	Peter Fitzgerald for US Senate	Peter Fitzgerald
7/16/98	\$1,000	Friends of John Boehner	John Boehner
7/27/98	\$1,000	ARMPAC (Americans for a Republican Majority)	Multiple
7/16/98	\$500	Boswell for Congress	Leonard Boswell
7/23/98	\$500	Dave Hobson	Hobson for Congress
7/16/98	\$1,000	Empire Majority Leadership Fund	Multiple
7/29/98	\$1,000	Duncan for Congress	John Duncan
7/28/98	\$1,000	Bob Kerry for US Senate	Bob Kerry
7/24/98	\$1,000	Stenhom for Congress Committee	Charles Stenholm
7/24/98	\$1,000	Richard Shelby for US Senate	Richard Shelby
8/4/98	\$1,000	Fox for Congress	Jon Fox
8/4/98	\$500	Jerry Moran for Congress	Jerry Moran
TOTAL:	\$16,759		

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ATTACHMENT E

15 © DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During this six month period, have you from your own personal funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value 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 X^{2/} No

<u>Date</u>	<u>Amount</u>	<u>Name of Political Organization</u>	<u>Name of Candidate</u>
03/31/98	\$1,000	Friends of Ron Packard	Ron Packard
03/31/98	\$1,000	Friends of Scott McInnis	Scott McInnis
03/31/98	\$1,000	Blue Dog PAC	Multiple
5/21/98	\$500	Ellen Tauscher for Congress	Ellen Tauscher
5/21/98	\$1,000	Aderholt for Congress	Robert Aderholt
5/29/98	\$1,000	David M. McIntosh for Congress	David McIntosh
6/04/98	\$1,000	Strickland for Congress Committee	Ted Strickland
6/11/98	\$500	B.O.B.'s PAC	Bob Livingston
6/11/98	\$1,000	Volunteers for Shimkus	John Shimkus
6/11/98	\$500	Carol Moseley-Braun for U.S. Senate	Carol Moseley Braun
6/25/98	\$500	Committee to Re-elect Nydia Velasquez	Nydia Velasquez
6/25/98	\$500	Earl Pomeroy for Congress	Earl Pomeroy
6/11/98	\$1,000	Abraham Senate 2000	Spencer Abraham

^{2/} These contributions were made by a political action committee composed solely of partners and employees of Winston & Strawn. However, the contributions were not made by Winston & Strawn or from Winston & Strawn funds.

<u>Date</u>	<u>To Whom</u>	<u>Purpose</u>	<u>Amount</u>
02/13/98-08/13/98	Lexis/Nexis	Computerized Legal Research	\$1,435.17
02/13/98-08/13/98	Secretarial Staff	Secretarial Overtime/Word Processing	\$370.50
02/13/98-08/13/98	Taxi/Car Rental	Local Travel	\$8,928.11
02/13/98-08/13/98	Restaurants	Business Meals	\$3,993.40
02/13/98-08/13/98	Airlines	Air Fare	\$15,061.50
02/13/98-08/13/98	Hotels/Landlord	Lodging	\$28,040.64
TOTAL:			\$68,701.08