

For Six Month Period Ending APR 28 1998
(Insert date)

I - REGISTRANT

1. (a) Name of Registrant (b) Registration No.
HUNTON & WILLIAMS 05040
(c) Business Address(es) of Registrant
1900 K Street, N.W.
Washington, D.C. 20006

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

- (a) If an individual:
 - (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

(c) Explain fully all changes, if any, indicated in items (a) and (b) above.

Please see Attachment A for information regarding admissions and withdrawals from the partnership, and changes to its governing Executive Committee.

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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

The registrant received a waiver and was not required to file Exhibit C.

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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Please 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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Please see Attachment A.

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
Darin Bartram	3515 Farragut Ave Kensington, MD	U.S. 20895	Associate	4/8/98

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

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

A statement has not yet been filed for Mr. Bartram because he is engaged in non-registrable activities involving the Registrant's representation of Croatia before the International Criminal Tribunal in the Hague, Netherlands. A statement will, of course, be filed if he begins also to work on registrable activities.

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.

Republic of Croatia

10. **EXHIBITS A AND B**

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

Exhibit A ³	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Exhibit B ⁴	Yes <input type="checkbox"/>	No <input type="checkbox"/>

N/A

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.

Attached. NOTE: Although the terms and conditions of the Registrant's contract remain the same, the retainer due was increased from \$500,000.00 to \$545,000.00.

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

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:

Please see Attachment B

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.

Please see Attachment C

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, 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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Please see Attachment D.

\$1,331,569.50
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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Please see Attachment E.

\$320,184.27

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
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Please see Attachment F

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:

- | | | | |
|---|---|--|---|
| <input type="checkbox"/> Radio or TV broadcasts | <input type="checkbox"/> Magazine or newspaper articles | <input type="checkbox"/> Motion picture films | <input type="checkbox"/> Letters or telegrams |
| <input type="checkbox"/> Advertising campaigns | <input type="checkbox"/> Press releases | <input type="checkbox"/> Pamphlets or other publications | <input type="checkbox"/> Lectures or speeches |
| <input type="checkbox"/> 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:

- | | | |
|--|---|---|
| <input type="checkbox"/> Public Officials | <input type="checkbox"/> Newspapers | <input type="checkbox"/> Libraries |
| <input type="checkbox"/> Legislators | <input type="checkbox"/> Editors | <input type="checkbox"/> Educational institutions |
| <input type="checkbox"/> Government agencies | <input type="checkbox"/> Civic groups or associations | <input type="checkbox"/> Nationality groups |
| <input type="checkbox"/> 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.

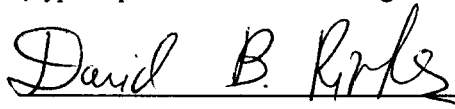
VI--EXECUTION

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)

(Type or print name under each signature¹³)

September 28, 1998



David B. Rivkin, Jr.

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.

ATTACHMENT A

QUESTION 3

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

Yes. The following persons left the partnership in the last reporting period:

Name	Position	Date Connection Ended
Stephen J. Hufford	Partner	6/59/98
Christine H. Perdue	Partner	4/30/98
W. Taylor Reveley	Partner	7/31/98
Lynn B. Walsh	Partner	7/22/98

QUESTION 4

Have any persons become partners, officers, directors, or similar officials during this 6 month reporting period?

Yes. The following individuals became partners during the past reporting period:

Name	Office	Citizenship	Position	Date Assumed
Stanislaus Aksman	Washington, D.C.	U.S.	Partner	5/1/98
Virginia S. Albrecht	Washington, D.C.	U.S.	Partner	7/31/98
Tinley W. Anderson	Atlanta, GA	U.S.	Partner	4/1/98
Lucas Bergkamp	Brussels, Belgium	Neth.	Partner	4/1/98
Bruno Blanckaert	Brussels, Belgium	Italy	Partner	4/30/98
Russell S. Bogue	Atlanta, GA	U.S.	Partner	4/1/98
Arthur D. Brannan	Atlanta, GA	U.S.	Partner	4/1/98
Cynthia S. Cecil	Richmond, VA	U.S.	Partner	4/1/98
Herve Cogels	Brussels, Belgium	Bel.	Partner	3/19/98

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Cameron N. Cosby	Richmond, VA	U.S.	Partner	4/1/98
Stephen P. Demm	Richmond, VA	U.S.	Partner	4/1/98
Bradley R. Duncan	Fairfax, VA	U.S.	Partner	4.1.98
Mark E. Grantham	Atlanta, GA	U.S.	Partner	4/1/98
Mark S. Hedberg	Richmond, VA	U.S.	Partner	4/1/98
Thomas Y. Hiner	Richmond, VA	U.S.	Partner	4/1/98
Dan J. Jordanger	Richmond, VA	U.S.	Partner	4/1/98
Thomas H. Mackall	Washington, D.C.	U.S.	Partner	4/1/98
Milby A. McCarthy	Richmond, VA	U.S.	Partner	4/1/98
J. Burke McCormick	Richmond, VA	U.S.	Partner	4/1/98
John C. McGranahan	Fairfax, VA	U.S.	Partner	4/1/98
Christina S. Meador	Atlanta, GA	U.S.	Partner	4/1/98
Charles R. Monroe	Charlotte, NC	U.S.	Partner	4/1/98
Sandra P. Mozingo	Fairfax, VA	U.S.	Partner	4/1/98
Kimberly A. Newman	Washington, D.C.	U.S.	Partner	4/1/98
Michael P. Oates	Richmond, VA	U.S.	Partner	4/1/98
Brian V. Otero	Richmond, VA	U.S.	Partner	4/1/98
Scott L. Robertson	Washington, D.C.	U.S.	Partner	4/1/98
Adam L. Salassi	Atlanta, GA	U.S.	Partner	4/1/98
Joanne E. Sirgado	New York, NY	U.S.	Partner	4/1/98
Andrew J. Tapscott	Richmond, VA	U.S.	Partner	4/1/98

In addition, as explained in our initial filing on August 11, 1995, Hunton & Williams is governed by an Executive Committee. The membership of that committee is as follows:

Name	Office	Position	Citizenship
Michael B. Barr (Ex Officio)	Washington, D.C.	Partner	U.S.
Charles A. Blanchard (Ex Officio)	Brussels, Belgium	Partner	U.S.
A. Todd Brown	Raleigh, N.C.	Partner	U.S.
Thomas J. Cawley	Washington, D.C.	Partner	U.S.
Randolph W. Church (Ex Officio)	Fairfax, VA	Partner	U.S.
Joseph P. Congleton (Ex Officio)	Knoxville, TN	Partner	U.S.
Robert M. Rolfe	Richmond, VA	Partner	U.S.
James A. Jones, III	New York, NY	Partner	U.S.
Edward B. Koehler (Ex Officio)	Hong Kong	Partner	U.S.
Thurston R. Moore	Richmond, VA	Managing Partner	U.S.
Henry V. Nickel	Washington, D.C.	Partner	U.S.
William S. Patterson	Raleigh, NC	Partner	U.S.
Virginia W. Powell	Richmond, VA	Partner	U.S.
J. Waverly Pulley, III	Richmond, VA	Partner	U.S.
Gordon F. Rainey, Jr.	Richmond, VA	Partner	U.S.
Gregory B. Robertson	Richmond, VA	Partner	U.S.

Kevin A. Ross (Ex Officio)	Atlanta, GA	Partner	U.S.
Gregory N. Stillman (Ex Officio)	Virginia Beach, VA	Partner	U.S.
B. Cary Tolley, III (Ex Officio)	New York, NY	Partner	U.S.
C. Porter Vaughan, III	Richmond, VA	Partner	U.S.
C.L. Wagner, Jr.	Atlanta, GA	Partner	U.S.

During this reporting period, Mr. James E. Farnham left the Executive Committee, and Mr. Robert M. Rolfe joined the Executive Committee.

ATTACHMENT B

QUESTION 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. Hunton & Williams has rendered a number of different representational services to the Republic of Croatia during the last six-month period. These activities have included advice and counsel regarding Croatia's relationship with the United States, the preparation of policy statements, arguments and analysis, draft speeches and editorials, as well as the representation of the views and interests of the Republic of Croatia before the United States Government. (*See* response to question 12 for a detailed description of contacts with U.S. Government officials.) In addition, the Firm has attempted to promote American investment in Croatia. In this regard, firm lawyers have contacted a number of American companies to ascertain their interest in investing in Croatia. The Firm also has advised Croatian Government officials on questions of American law and the American political system.

The Firm also has rendered non-registrable legal services and advice to Croatia, including representing the Croatian Government in a number of legal matters in the United States (such as a real estate transaction and review of potential litigation), as well as representing its interests in various matters before the International Criminal Tribunal for the Former Yugoslavia in the Hague, Netherlands. This representation has included appearances before the International Tribunal, as well as contacts with United Nations personnel.

ATTACHMENT C

QUESTION 12

During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity as defined below?

Yes. Hunton & Williams engaged in a number of activities during this reporting period on behalf of the Republic of Croatia that may meet the definition of "political activities" under FARA. The Firm represented Croatia's interests before the United States Government, with a particular emphasis on improving understanding and relations between the two countries.

In particular, Hunton & Williams attorneys had contacts and discussions with Members of Congress and congressional staff regarding the issues involved in Croatia's continuing relationship with the United States, its aspirations to join the NATO alliance, and its relations with the International Criminal Tribunal for the Former Yugoslavia. These contacts included a meeting between a Hunton & Williams lawyer and Representative Peter J. Visclosky regarding the current state of U.S.-Croatian relations. This meeting took place on March 25, 1998.

In addition, Hunton & Williams attorneys had a number of contacts with officials of the Executive Branch. In particular, Hunton & Williams attorneys had the following contacts with officials of the Department of State. These contacts involved questions of Croatia's relationship to the United States, the implementation of the Dayton Peace Accords in Bosnia and Herzegovina, Croatia's aspirations to join the NATO Alliance, and Croatia's continuing efforts to cooperate with the International Criminal Tribunal for the Former Yugoslavia. The contacts were by telephone and during meetings with Ambassador Robert Gelbard (Special Representative of the President and the Secretary of State for Implementation of the Dayton Peace Accords), Ambassador David J. Scheffer (Ambassador-at-large for War Crimes Issues), Ambassador William Montgomery (U.S. Ambassador to Croatia), Mr. Andrew Bair (Senior Advisor to Ambassador Gelbard), Lisa L. Tepper (Former Country Director for Croatia), Ms. Jane Messenger (Country Director for Croatia) and Mr. Eric Rosand (Office of the Legal Adviser, U.S. Department of State). These contacts took place on March 5 (Amb. Gelbard); March 12 (Ms. Tepper); March 19 (Amb. Montgomery); March 31 (Ms. Tepper); April 15 (Ms. Tepper); May 27 (Ms. Tepper); June 1 (Luncheon meeting with Ms. Tepper, please see answer to Question 15(a)); June 22 (Amb. Gelbard); July 30 (Andrew Bair); August 14 (breakfast meeting with Amb. Scheffer, please see answer to Question 15(a)); August 18 (Luncheon meeting with Ms. Messenger & Mr. Rosand, please see answer to Question 15(a)); August 20 (Amb. Gelbard); August 25 (Amb. Gelbard); August 31 (Ms. Messenger).*

NOTE: The above listing includes substantive contacts. It does not include scheduling and re-scheduling calls.

ATTACHMENT D

QUESTION 14(a)

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. During this reporting period Hunton & Williams received from the Republic of Croatia the following amounts:

Legal Fees:

3/26/98	\$41,373.00
4/9/98	\$82,435.00
4/30/98	\$41,667.00
5/14/98	\$118,314.87
5/26/98	\$41,667.00
6/3/98	\$217,348.75
6/23/98	\$41,667.00
7/20/98	\$41,667.00
8/17/98	\$169,261.25
<u>8/31/98</u>	<u>\$257,304.96</u>
TOTAL:	\$1,052,705.83

Disbursements:

3/12/98	\$2,340.00
3/16/98	\$9,351.02
4/9/98	\$11,899.78
4/27/98	\$11,318.34
5/14/98	\$16,927.44
5/14/98	\$2,75.86
6/3/98	\$56,777.83
7/7/98	\$1,179.11
7/17/98	\$42,915.82
8/13/98	\$2,107.05
8/13/98	\$42,795.13
8/17/98	\$15,890.14
8/20/98	\$5,288.28
8/20/98	\$41,580.00
<u>8/31/98</u>	<u>\$15,767.97</u>
TOTAL:	\$278,863.77

ATTACHMENT E

QUESTION 15(a)

The following is a statement of the expenses incurred on behalf of the Republic of Croatia from September 1, 1997 through February 28, 1998. These amounts include both expenses associated with registrable activities, and expenses associated with non-registrable activities. In addition, as an accommodation to the client, Hunton & Williams has occasionally advanced amounts for expenses that neither pertain to registrable activities, nor were incurred by any partner, associate, employee or agent of the Firm. Expenses involving general office expenses, travel, and entertainment (meals) were disbursed to a variety of private vendors and providers in payment for the merchandise or service provided.

March, 1998

EXPENSES ASSOCIATED WITH REGISTRABLE ACTIVITIES

General office expenses, including duplicating, cab fares, courier charges, computer research, phone calls and similar expenses: \$1,334.89

Entertainment expenses:

- Meals not involving United States Government officials or media: \$678.37

EXPENSES ASSOCIATED WITH NON-REGISTRABLE ACTIVITIES

(principally associated with Hunton & Williams' handling of legal matters for the Republic of Croatia, including its representation of the Republic of Croatia before the International Criminal Tribunal for the Former Yugoslavia in the Hague):

General office expenses: \$1,844.67

Entertainment expenses: \$2,633.82

Travel expenses: \$28,595.32

Other expenses:

- Miscellaneous amounts advanced on behalf of the Republic of Croatia for expenses connected with its Washington Embassy, ambassadorial residence, staff, and other non-registrable activities: \$6,357.02

April, 1998

EXPENSES ASSOCIATED WITH REGISTRABLE ACTIVITIES

General office expenses, including duplicating, cab fares, courier charges, computer research, phone calls and similar expenses: \$511.58

Entertainment expenses:

- Meals not involving United States Government officials or media: \$667.53

EXPENSES ASSOCIATED WITH NON-REGISTRABLE ACTIVITIES

(principally associated with Hunton & Williams' handling of legal matters for the Republic of Croatia, including its representation of Croatia before the International Criminal Tribunal for the Former Yugoslavia in the Hague):

General office expenses: \$840.78

Entertainment expenses: \$3,566.14

Travel expenses: \$14,578.11

Other expenses:

- Miscellaneous amounts advanced on behalf of the Republic of Croatia for expenses connected with its Washington Embassy, ambassadorial residence, staff, and other non-registrable activities: \$1,887.00

May, 1998

EXPENSES ASSOCIATED WITH REGISTRABLE ACTIVITIES

General office expenses, including duplicating, cab fares, courier charges, computer research, phone calls and similar expenses: \$330.49

Entertainment expenses:

- Meals not involving United States Government officials or media: \$415.33

EXPENSES ASSOCIATED WITH NON-REGISTRABLE ACTIVITIES

(principally associated with Hunton & Williams' handling of legal matters for the Republic of Croatia, including its representation of Croatia before the International Criminal Tribunal for the Former Yugoslavia in the Hague):

General office expenses: \$8,864.95

Entertainment expenses: \$10,603.13

Travel expenses: \$42,682.69

Other expenses:

- Miscellaneous amounts advanced on behalf of the Republic of Croatia for expenses connected with its Washington Embassy, ambassadorial residence, staff, and other non-registrable activities: \$41,450.00

June, 1998

EXPENSES ASSOCIATED WITH REGISTRABLE ACTIVITIES

General office expenses, including duplicating, cab fares, courier charges, computer research, phone calls and similar expenses: \$338.05

Entertainment expenses:

- Luncheon meeting (6/1/98) between David Rivkin & Ms. Lisa Tepper (Croatia Desk Officer, U.S. Department of State) in Washington, D.C., to discuss continuing U.S./Croatia relations issues (*see* answer to Question 12): \$150.00
- Meals not involving United States Government officials or media: \$257.08

EXPENSES ASSOCIATED WITH NON-REGISTRABLE ACTIVITIES

(principally associated with Hunton & Williams' handling of legal matters for the Republic of Croatia, including its representation of Croatia before the International Criminal Tribunal for the Former Yugoslavia in the Hague):

General office expenses: \$1,797.75

Entertainment expenses: \$2,134.11

Travel expenses: \$11,808.28

Other expenses:

- Miscellaneous amounts advanced on behalf of the Republic of Croatia for expenses connected with its Washington Embassy, ambassadorial residence, staff, and other non-registrable activities: \$42,200.00

July, 1998*EXPENSES ASSOCIATED WITH REGISTRABLE ACTIVITIES*

General office expenses, including duplicating, cab fares, courier charges, computer research, phone calls and similar expenses: \$365.11

Entertainment expenses:

- Meals not involving United States Government officials or media: \$532.50

EXPENSES ASSOCIATED WITH NON-REGISTRABLE ACTIVITIES

(principally associated with Hunton & Williams' handling of legal matters for the Republic of Croatia, including its representation of Croatia before the International Criminal Tribunal for the Former Yugoslavia in the Hague):

General office expenses: \$1,486.22

Entertainment expenses: \$4,589.92

Travel expenses: \$9,691.83

Other expenses:

- Miscellaneous amounts advanced on behalf of the Republic of Croatia for expenses connected with its Washington Embassy, ambassadorial residence, staff and other non-registrable activities: \$19,798.13
- Travel expenses advanced on behalf of the Republic of Croatia involving travel for individuals who are neither partners, officers, directors, associates, employees or agents of Hunton & Williams, nor officers or employees of the United States Government, nor representatives of the media: \$1,360.00

August, 1998*EXPENSES ASSOCIATED WITH REGISTRABLE ACTIVITIES*

General office expenses, including duplicating, cab fares, courier charges, computer research, phone calls and similar expenses: \$225.06

Entertainment expenses:

- Meals not involving United States Government officials or media: \$107.00

- Luncheon meeting (8/14/98) between David Rivkin & Amb. David Scheffer (Ambassador-at-large for War Crimes Issues) in Washington, D.C., to discuss continuing U.S./Croatia relations issues and Croatia's cooperation with the International Criminal Tribunal for the Former Yugoslavia (*see* answer to Question 12): \$27.00
- Luncheon meeting (8/18/98) between David Rivkin & Ms. Jane Messenger (Croatia Desk Officer, U.S. Department of States), and Mr. Eric Rosand (Office of the Legal Adviser, U.S. Department of State) to discuss continuing U.S./Croatia relations issues, including issues involving potential claims by U.S. citizens against assets in Croatia (*see* answer to Question 12): \$78.22

EXPENSES ASSOCIATED WITH NON-REGISTRABLE ACTIVITIES

(principally associated with Hunton & Williams' handling of legal matters for the Republic of Croatia, including its representation of Croatia before the International Criminal Tribunal for the Former Yugoslavia in the Hague):

General office expenses: \$1,478.43

Entertainment expenses: \$3,821.61

Travel expenses: \$20,697.69

Other expenses:

- Miscellaneous amounts advanced on behalf of the Republic of Croatia for expenses connected with its Washington Embassy, ambassadorial residence, staff, and other non-registrable activities: \$29,398.46

Total: \$320,184.27*

* Note Regarding Salaries: This figure does not include salary expenses incurred by the Firm. Salaries are paid by Hunton & Williams to its employees based upon their overall service to the Firm, and are neither attributed nor attributable to work performed for any particular client of the Firm. Partners in the Firm also are compensated based upon their overall contribution to, and interest in, the Firm, and not based upon work performed for any particular client.

ATTACHMENT F

QUESTION 15(c)

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 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. During the period September 1, 1996, through February 28, 1997, Hunton & Williams, through a number of its partners on a pro rata basis, has contributed the following amounts --

Date	Amount	Name of Organization	Name of Candidate
5/20/98	\$1000.00	Bayley For Senate	Cand. Bayley (WA)
5/20/98	\$1000.00	Missourians for Kit Bond	Kit Bond
5/20/98	\$1000.00	John Breaux Sen. Comm.	John Breaux
5/20/98	\$1000.00	John Dingell for Congress	John Dingell
5/20/98	\$1000.00	Faircloth for Senate	Launch Faircloth
5/20/98	\$500.00	Fletcher for Congress	Ernie Fletcher
5/20/98	\$1000.00	Friends of Cong. Forbes	Michael P. Forbes
5/20/98	\$500.00	Hayes for Cong. Comm.	Robin Hayes
5/20/98	\$1000.00	Friends of Bob Livingston	Bob Livingston
5/20/98	\$500.00	McIntyre for Congress	David McIntyre
5/20/98	\$1000.00	The Moynihan Committee	Daniel P. Moynihan
5/20/98	\$1000.00	Santorum 2000	Rick Santorum
5/20/98	\$500.00	Stenholm for Congress	Charles Stenholm
5/20/98	\$1000.00	Mike Taylor for Congress	Mike Taylor
5/20/98	\$500.00	Thurman for Congress	Karen Thurman

5/20/98	\$500.00	Comm. to Re-elect Ed Towns	Ed Towns
5/20/98	\$250.00	Udall For US ALL	Tom Udall (NM)
6/30/98	\$1000.00	Michael Coles for US Senate	Michael Coles
6/30/98	\$1000.00	Robb for Senate	Chuck Robb
6/30/98	\$500.00	Martin Frost Camp. Comm.	Martin Frost
8/6/98	\$1000.00	Coverdell Good Gov. Comm.	Paul Coverdell
8/6/98	\$500.00	Heather Wilson for Cong.	Heather Wilson
8/6/98	\$1000.00	Oxley for Congress	Mike Oxley
8/6/98	\$500.00	Team Emerson	Jo Ann H. Emerson

Individuals who have filed short-form registration statements have made contributions as follows:

John J. Adams

Participated in the above contributions on a pro rata basis.

David B. Rivkin, Jr.

Participated in the above contributions on a pro rata basis. In addition, Mr. Rivkin made the following contributions:

Date	Amount	Name of Organization	Name of Candidate
4/98	\$150.00	Robb Portman for Congress	Robb Portman
4/98	\$500.00	Freedom, Faith & Family PAC	David McIntosh
4/98	\$1000.00	George Bush for Governor	George Bush
4/98	\$500.00	Heather Wilson for Congress	Heather Wilson

Turner T. Smith, Jr.

Participated in the above contributions on a pro rata basis.

John J. Rhodes III

Participated in the above contributions on a pro rata basis. In addition, Mr. Rhodes made the following contributions:

Date	Amount	Name of Organization	Name of Candidate
3/13/98	\$100.00	McCain for Senate	John McCain
3/13/98	\$200.00	JD Hayworth for Congress	J.D. Hayworth
3/13/98	\$100.00	Boehlert for Congress	Sherwood Boehlert
6/25/98	\$100.00	McCain for Senate	John McCain
6/25/98	\$250.00	JD Hayworth for Congress	J.D. Hayworth
6/25/98	\$100.00	George Bush for Governor	George W. Bush
6/25/98	\$100.00	Visclosky for Congress	Peter J. Visclosky
6/25/98	\$200.00	Stump for Congress	Bob Stump

Ira L. Freilicher

Participated in the above contributions on a pro rata basis.

**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.)

*NOTE: Although, in principle, the registrant's work for its foreign principal could involve the dissemination of materials, this has generally not been the case. No such dissemination was made during the past September 28, 1998 reporting period.

Signature

September 28, 1998
Date

David B. Rivkin, Jr.

David B. Rivkin, Jr.

Please type or print name of signatory on the line above

Partner

Title

1998 SEP 28 PM 12:58
COMMUNICATIONS SECTION

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant HUNTON & WILLIAMS	2. Registration No. 05040
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3. Name of Foreign Principal Republic of Croatia

Check Appropriate Boxes:

4. The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

The registrant provides legal and lobbying services to the Republic of Croatia pursuant to the attached contract, as those services may be requested. This involves the representation of the position of the Republic of Croatia before both the Executive Branch and Congress as well as in the courts and media as the need may arise.

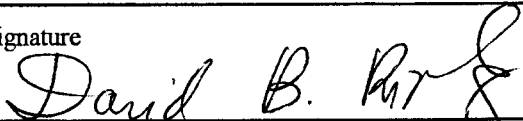
8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Please see the attached retention letter for details of Hunton & Williams' representation of Croatia in the United States. In addition, the Firm represents Croatia before the International Criminal Tribunal for the Former Yugoslavia in the Hague (a non-registrable activity), and provides legal advice and representation on a number of issues involved in the implementation of the Dayton Peace Accords. This aspect of the representation involves both non-registrable activities, and registrable activities in the form of representing the position of the Republic of Croatia on these matters to the U.S. State Department, other Executive Branch agencies, and Congress.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Please see the attached retention letter for details of Hunton & Williams representation of Croatia in the United States. In addition, as noted above, Hunton & Williams provides legal advice and representation to Croatia on issues involved in the implementation of the Dayton Peace Accords. This activity may involve non-registrable activities, as well as registrable activities in the form of representing the position of Croatia on these matters to the U.S. State Department, other Executive Branch agencies, and Congress.

Date of Exhibit B September 28, 1998	Name and Title David B. Rivkin, Jr. Partner	Signature 
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Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political interests, policies, or relations of a government of a foreign country or a foreign political party.