

30 JUN 1995

For Six Month Period Ending _____
(Insert date)

Name of Registrant

Registration No. **508**

Cleary, Gottlieb, Steen & Hamilton

Business Address of Registrant

- 1. **1752 N Street, N.W., Washington, D.C. 20036**
- 2. **One Liberty Plaza, New York, N.Y. 10006**

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.

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

Matthew D. Slater

Partner

March 31, 1995

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DIVISION
JUN 28 1995

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: **See Rider 4.**

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

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

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

If yes, furnish the following information:

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

If yes, furnish the following information:

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

(PAGE 3)

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

If yes, furnish the following information:

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:

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.

1. **The State of Kuwait**
2. **The Ministry of Finance and Public Credit of Mexico**
3. **Institute of International Bankers**

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 Rider 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.

See Rider 12.

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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.

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, 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.³

<i>Date</i>	<i>From Whom</i>	<i>Purpose</i>	<i>Amount</i>
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See Rider 14 (a) .

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:

<i>Name of foreign principal</i>	<i>Date received</i>	<i>Description of thing of value</i>	<i>Purpose</i>
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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(c).
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>
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See Rider 15 (a) .

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>
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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 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>
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V—POLITICAL PROPAGANDA

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

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

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

17. Identify each such foreign principal.

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.

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 A⁶ Yes No
- Exhibit B⁷ 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.

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 C⁸, state whether any changes therein have occurred during this 6 month reporting period. Yes No

Not Applicable

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 / of the supplemental statement?

Yes No

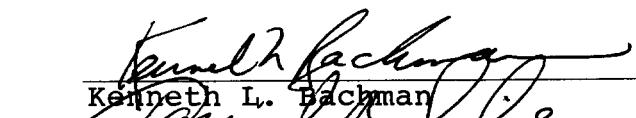
Not Applicable

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

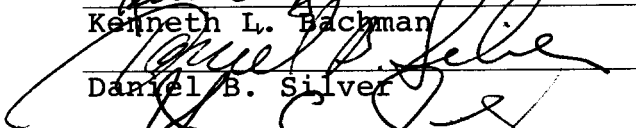
The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this registration statement and the attached exhibits and that he is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his (their) 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)

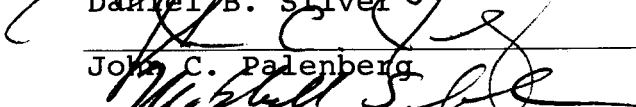
(Both copies of this statement shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States,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



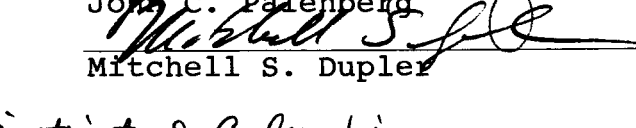
 Kenneth L. Bachman



 Daniel B. Silver



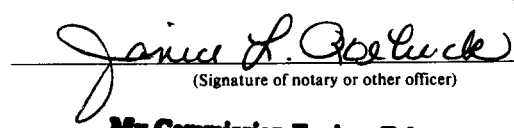
 John C. Palenberg



 Mitchell S. Dupler

Subscribed and sworn to before me at the District of Columbia

this 28th day of July, 19 95



 (Signature of notary or other officer)

My Commission Expires February 14, 1999

⁸The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. (A waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

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

NOTICE

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

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

Yes _____ or No 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 such material including: films, film catalogs, posters, brochures, press releases, etc. which you have disseminated during the past six months.)

Kenneth L. Bachman
Signature

7/28/95
Date

Kenneth L. Bachman

Please type or print name of signatory on the line above

Partner
Title

INTERNAL SECURITY
SECTION
REGISTRATION UNIT

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**RIDER 4: PERSONS BECOMING PARTNERS DURING
6-MONTH REPORTING PERIOD**

<u>Name</u>	<u>Residence Address</u>	<u>Citizenship</u>	<u>Position</u>	<u>Date Assumed</u>
Stephan Barthelmess	Friedrichstraße 60 60323 Frankfurt	Germany	Partner	01/01/95
Raymond B. Check	12 Ramapo Terrace Fair Lawn, NJ 07410	U.S.A.	Partner	01/01/95
Richard J. Cooper	59 Ox Bow Lane Summit, NJ 07901	U.S.A.	Partner	01/01/95
Ana Demel	5 East 22nd Street Apt. #18J New York, NY 10010	U.S.A.	Partner	01/01/95
Arthur H. Kohn	86 Greenacres Avenue Scarsdale, NY 10583	U.S.A.	Partner	01/01/95
Jeffrey S. Lewis	302 West 86th Street Apt. #10A New York, NY 10024	U.S.A.	Partner	01/01/95
James R. Modrall	240 East 27th Street Apt. #14H New York, NY 10016	U.S.A.	Partner	01/01/95
Glen M. Scarcliffe	42 Lanchester Road Highgate London N6 4TA	United Kingdom	Partner	01/01/95

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Rider 11: Activities or Services for Foreign Principals

State of Kuwait. Registrant represented the State of Kuwait in meetings with the United States Department of State regarding the United Nations Compensation Commission.

Registrant also represented the State of Kuwait in connection with its U.S. investments and financings and other matters related thereto.

Registrant also represented the State of Kuwait in various litigation matters.

Institute of International Bankers. Registrant represented the Institute of International Bankers in connection with proposed Glass-Steagall and financial services regulatory reform legislation.

Registrant also attended and spoke at a roundtable, "Washington Meeting on Glass-Steagall Reform", in Washington, D.C., on January 5, 1995, which roundtable was sponsored by the Institute of International Bankers.

Registrant also assisted the Institute of International Bankers and its employees in responding to a complaint filed with the Federal Election Commission over alleged violations of the Federal Election Campaign Act.

Registrant also represented the Institute of International Bankers in its seeking a determination that it is exempt from registration under the Foreign Agents Registration Act.

Ministry of Finance and Public Credit of Mexico. Registrant represented the Ministry of Finance and Public Credit in connection with (a) proposed legislation to provide financial support for Mexico and related matters, (b) various external financings (in the capital markets and in private transactions), (c) the negotiation of government agreements with the U.S. Department of the Treasury (the "Treasury Department") and the Federal Reserve Bank of New York with respect to the provision of resources by the Treasury Department acting through the Exchange Stabilization Fund, (d) various debt management transactions and (e) filings submitted to the U.S. Securities and Exchange Commission.

Rider 12: Political Activity

Institute of International Bankers. Registrant has arranged and attended meetings, held telephone conferences or had written correspondence with the below-listed individuals in connection with H.R. 1062, the Financial Services Competitiveness Act of 1995, 104th Cong., 1st Sess. (1995), to discuss such legislative proposal and its applicability and effect upon U.S. operations of international banks.

OFFICIAL

**DATE OF CALL, MEETING
OR CORRESPONDENCE**

**Board of Governors of the Federal
Reserve System**

Kathleen M. O'Day, Associate General Counsel	Jan 12, 13, 24 Feb 16 Mar 21 Apr 17, 25, 26, 27, 28, May 1, 2, 3, 5, 8, 11, 15, 16, 17
J. Virgil Mattingly, Deputy General Counsel	Jan 24 Apr 17, 25, 26 May 1, 2, 3, 9
William A. Ryback, Associate Director, Division of Banking Supervision and Regulation	Jan 24
Sandra L. Richardson, Managing Senior Counsel	Jan 24
Scott G. Alvarez, Associate General Counsel	Apr 25

Department of the Treasury

Roberta K. McInerney, Deputy Assistant General Counsel for Banking and Finance	Feb 27
Office of the Comptroller of the Currency	Feb 27

Registrant has also held telephone conferences and had written correspondence with the below-listed individual in connection with the Institute of International Bankers' seeking a determination that it is exempt from registration under the Foreign Agents Registration Act.

OFFICIAL

**DATE OF CALL AND
CORRESPONDENCE**

Department of the Treasury

Russell L. Munk, Assistant General
Counsel, International Affairs

June 19

Ministry of Finance and Public Credit of Mexico. Registrant has attended meetings, held telephone conferences or had written correspondence with the below-listed individuals in connection with proposed legislation, the Mexican Economic Stabilization Act of 1995, to provide financial support for Mexico.

<u>OFFICIAL</u>	<u>DATE OF CALL, MEETING OR CORRESPONDENCE</u>
<u>Board of Governors of the Federal Reserve System</u>	
Ernest T. Patrikis, Deputy General Counsel, Federal Open Market Committee	Jan 24
Edwin M. Truman, Staff Director, Division of International Finance	Jan 27
<u>Department of the Treasury</u>	
Russell L. Munk, Assistant General Counsel, International Affairs	Jan 9, 14, 15, 17, 18, 19, 20, 21, 23, 24, 25, 27, 28, 31
David D. Joy, Senior Attorney Advisor	Jan 18, 19, 20, 24, 27, 30, 31
Lawrence H. Summers, Undersecretary for International Affairs	Jan 19, 27
Marilyn L. Muench, Deputy Assistant General Counsel	Jan 19
Jeffrey R. Shafer, Assistant Secretary for International Affairs	Jan 21, 23
Lisa A. Roberts, Attorney-Advisor	Jan 24, 25, 27
Edward S. Knight, Executive Secretary and Senior Advisor to the Secretary	Jan 27
Anne W. Salladin, Attorney-Advisor	Jan 27
Other contacts	Jan 16

Department of State

James A. Weiner, Executive Director, Bureau of Inter-American Affairs	Jan 19
Alexander F. Watson, Assistant Secretary of State for Inter-American Affairs	Jan 27
James R. Jones, United States Ambassador to Mexico	Jan 27
Other contacts	Jan 17, 20

Department of Justice

Contact	Jan 17
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**Agencies of the Executive Office of the
President**

Robert D. Kyle, Special Assistant to the President for International Trade and Investments at the National Security Council and the National Economic Council of the White House	Jan 27
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RIDER 14(a): RECEIPTS - MONIES

STATE OF KUWAIT

No fees and disbursements collected from the State of Kuwait are in connection with registrable activities.

01/18/95	Fees	\$1,482.95
	Disbursements	708.30
02/09/95	Fees	\$14,100.00
	Disbursements	658.87
02/21/95	Fees	\$95,500.00
	Disbursements	6,631.68
03/10/95	Fees	\$3,825.00
	Disbursements	\$350.87
04/05/95	Fees	\$27,300.00
	Disbursements	\$38,746.09
04/06/95	Fees	\$18,000.00
	Disbursements	\$579.20
05/04/95	Fees	\$18,500.00
	Disbursements	\$871.55

INSTITUTE OF INTERNATIONAL BANKERS

Approximately 6.2% of the fees and disbursements collected from the Institute of International Bankers are in connection with registrable activities.

01/23/95	Fees	\$31,400.00
	Disbursements	\$1,331.02
02/14/95	Fees	\$3,500.00
	Disbursements	\$2,119.27
05/22/95	Fees	\$102,250.00
	Disbursements	\$4,308.30
05/31/95	Fees	\$84,035.00
	Disbursements	\$3,330.80

MINISTRY OF FINANCE AND PUBLIC CREDIT OF MEXICO

Approximately 4.0% of the fees and disbursements collected from the Ministry of Finance and Public Credit of Mexico are in connection with registrable activities.

03/07/95	Fees	\$228,250.00
	Disbursements	\$7,511.24
06/30/95	Fees	\$123,800.00
	Disbursements	\$21,833.30

TOTAL OF ALL FEES AND DISBURSEMENTS RECEIVED FROM ALL FOREIGN PRINCIPALS:		\$840,923.44
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RIDER 15(a): DISBURSEMENTS - MONIES

STATE OF KUWAIT

Disbursements for Non-Registrable Activities

General Office Expenses (includes duplicating; word processing; postage; phone charges; local transportation and meals for staff late work; computer hardware; temporary secretarial services; in-house messenger services; computer research, etc.)	\$45,994.84
Courier Services (includes Federal Express, Network Courier, DHL, etc.)	\$1,167.20
Legal Publications; Databases; Documents; Litigation Expenses	\$3,866.56
Travel and meals in connection with non-registrable activities (includes airline tickets, hotels, meals, etc.)	\$6,341.24

INSTITUTE OF INTERNATIONAL BANKERS

Disbursements for Registrable Activities

Local cab fare and delivery charges, in-house messenger services, and facsimile charges in connection with registrable activities (January 24; March 17 and 20; April 17, 24, 25, 26 and 27; May 1, 2, 3 and 17; June 26)	\$121.50
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Disbursements for Non-Registrable Activities

General Office Expenses (including duplicating; word processing; postage; phone charges; in-house messenger services; computer research, etc.)	\$15,414.46
Shipping	\$392.00
Legal Publications; Databases; Documents	\$303.11
Travel and meals in connection with non-registrable activities (includes airline tickets, hotels, meals, etc.)	\$477.37

MINISTRY OF FINANCE AND PUBLIC CREDIT OF MEXICO

Disbursements for Registrable Activities

Travel and meals in connection with registrable activities (includes airline tickets, hotels, meals, etc.) \$1,197.25
(January 15, 16, 17, 18, 19, 20, 23, 24, 25, 26, 27, 30 and 31; February 1, 2 and 3)

Disbursements for Non-Registrable Activities

General Office Expenses \$125,584.98
(includes duplicating; word processing; postage; phone charges; local transportation and meals for staff late work; in-house messenger service; computer research, etc.)

Courier Services \$1,561.50
(includes Federal Express; DHL; World Courier, etc.)

Legal Publications; Databases; Documents; Professional Services \$9,720.58

Travel in connection with non-registrable activities \$26,973.13
(includes airline tickets; meals; etc.)

TOTAL OF ALL DISBURSEMENTS MADE ON BEHALF OF ALL FOREIGN PRINCIPALS:

\$237,796.97