

29 JUN 1992

For Six Month Period Ending _____
(insert date)

Name of Registrant

Registration No. 3317

Weil, Gotshal & Manges

Business Address of Registrant

767 Fifth Avenue
New York, NY 10153

I-REGISTRANT

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

(a) If an individual:

- | | | |
|-----------------------|------------------------------|-----------------------------|
| (1) Residence address | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (2) Citizenship | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (3) Occupation | Yes <input type="checkbox"/> | No <input type="checkbox"/> |

(b) If an organization:

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

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

N/A

IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, and 5.

3. Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month-reporting period? Yes No

If yes, furnish the following information:

Name

Position

Date Connection Ended

See Attachment A.

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4. Have any persons become partners, officers, directors or similar officials during this 6 month reporting period?
 Yes No

If yes, furnish the following information:

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

5. Has any person named in Item 4 rendered services directly in furtherance of the interests of any foreign principal?
 Yes No

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

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

If yes, furnish the following information:

<i>Name</i>	<i>Position or connection</i>	<i>Date terminated</i>
Eric P. Salonen	Attorney	11-27-91
Joshua L. Sheinkman	Attorney	4-15-92
Robert C. Fisher	Attorney	4-16-92

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.

Government of Canada

Banco Central de la Republica Argentina ("Banco Central")

Compagnie General des Matieres Nucleaires ("COGEMA")

Matsushita Electric Industrial Co. ("MEI")

Noranda, Inc. ("Noranda")

III--ACTIVITIES

11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 8, 9, and 10 of this statement? Yes No

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

See Attachment B.

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.

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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>
3/19/92	Government of Canada	Compensation for services rendered. Some of this amount related to work performed during the previous reporting period.	\$406,610.00

NOTE: Additional fees were paid by the Government of Canada and COGEMA for work performed outside of the Registrant's obligation to register and report under the Foreign Agents Registration Act.

Total \$406,610.50

(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(e).
⁴Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

15. (a) DISBURSEMENTS--MONIES

During this 6 month reporting period, have you

(1) disbursed or expended monies in connection with activity on behalf of any foreign principal named in Items 8, 9 and 10 of this statement? Yes No

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

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including monies transmitted, if any, to each foreign principal.

<i>Date</i>	<i>To Whom</i>	<i>Purpose</i>	<i>Amount</i>
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See Attachment C.

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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See Attachment D.

V—POLITICAL PROPAGANDA

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

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

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

17. Identify each such foreign principal.

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

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 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.

27. SHORT FORM REGISTRATION STATEMENT

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

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

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

(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.)

(Type or print name under each signature)
Richard J. Davis
Richard J. Davis, Partner

Subscribed and sworn to before me at _____

this 7th day of August, 1992

ANDREA G. McEACHIN
NOTARY PUBLIC, State of New York
No. 4874629
Qualified in Westchester County
Commission Expires October 27, 1992

Andrea G. McEachin

(Signature of notary or other officer)

¹The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. (A waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

WEIL, GOTSHAL & MANGES
June 29, 1992

ATTACHMENT A

QUESTION 3: Partner Resignations During this Reporting Period

<u>Name and Residence Address</u>	<u>Position</u>	<u>Date Connection Ended</u>
Sherry A. Stanley 6821 Camarin Street Coral Gables, FL 33146	Partner	1/31/92
Stuart D. Ames 201 Crandon Boulevard Key Biscayne, FL 33149	Partner	2/28/92

QUESTION 4: New Partners During this Reporting Period

<u>Name and Residence Address</u>	<u>Position</u>	<u>Date Connection Began</u>
W. Michael Bond 5413 W. Williamsburg Blvd. Arlington, VA 22207	Partner	1/1/92
Lawrence E. Elder 32 Clinton Avenue Tappan, NY 10983	Partner	1/1/92
Stuart Goldring 15 Cambridge Rd. Great Neck, NY 10016	Partner	1/1/92
William K. Sievers Ul. Kaniowska 35 01-529 Warsaw, Poland	Partner	1/1/92

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Attachment A (cont'd)

<u>Name and Residence Address</u>	<u>Position</u>	<u>Date Connection Began</u>
Martin A. Sosland 6130 Royalton Dallas, TX 75230	Partner	1/1/92
Edward A.C. Sutherland 171 East 84th St. #32C New York, NY 10028	Partner	1/1/92
Barry M. Wolf 455 East 86th St. #34B New York, NY 10028	Partner	1/1/92
Thomas A Roberts 1319 McDonald Rd. Rockwall, TX 75087	Partner	3/16/92
Randolph W. Tritell 26 Ave. de la Ramee 1180 Brussels, Belgium	Partner	5/1/92
Walter G. McNeill 767 Fifth Ave. New York, NY 10153	Partner	6/15/92

WEIL, GOTSHAL & MANGES
June 29, 1992

ATTACHMENT B

QUESTION 11: Activities and Services Rendered (12/30/91 -
6/29/92)

Banco Central

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

Government of Canada

In connection with the North American Free Trade Agreement negotiations, we prepared legal analyses on various matters. [NOTE: Some additional services were performed during this reporting period for the Government of Canada; these services were performed outside of the Registrant's obligation to register and report under the Foreign Agents Registration Act and are not covered by this report.]

COGEMA

NOTE: Some services were performed during this reporting period, but all activities were outside of the Registrant's obligation to register and report under FARA and are not covered by this report.

MEI

NOTE: Some services were performed during this reporting period, but all activities were outside of the Registrant's obligation to register and report under FARA and are not covered by this report.

Noranda

No activity this period.

WEIL, GOTSHAL & MANGES
June 29, 1992

ATTACHMENT C

QUESTION 15(a): Disbursements - Monies

GOVERNMENT OF CANADA 12/30/91 - 06/29/92

Travel and Transportation	\$ 2,718.49
Telephone and Postage	1,234.06
Duplicating	4,419.80
Computer Legal Research	7,944.32
Document Processing	2,676.00
Overtime Expenses	1,071.18
Messenger Services	<u>442.35</u>
	20,506.19

BANCO CENTRAL 12/30/91 - 06/29/92

Overtime Expenses	\$ 1,057.46
Document Processing	1,083.00
Travel and Transportation	982.90
Telephone and Postage	583.85
Duplicating	2,698.83
Translation Fees	220.00
Filing Fees	2,747.08
Computerized Legal Research	7,784.09
Messenger Services	<u>482.89</u>
	17,640.10

WEIL, GOTSHAL, & MANGES
June 29, 1992

ATTACHMENT D

QUESTION 15(c): Disbursements - Political Contributions

Personal Contributions:

Richard J. Davis
(12/30/91 - 6/29/92)
1992 Democratic Gala - \$1000
Effective Government Committee - \$2500
Moran for Congress - \$250

WG&M Contributions

(12/30/91 - 6/29/92)

3/20/92
Grassley '92 Committee - \$2000

Alan Miller - \$100
Jay Fastow - \$100
Jeffrey Tanenbaum - \$100
Stephen Darotkin - \$100
Harvey Miller - \$200
D.J. Baker - \$200
Bruce Zirinsky - \$200
Morton Susman - \$200
Richard Krasnow - \$200
Alan Gover - \$200
Michael Walsh - \$200
Martin Bienenstock - \$200

4/3/92
Karen Shepherd for Congress - \$1000

Stephen Dannhauser - \$100
Michael Epstein - \$100
Raymond Gietz - \$100
Simeon Gold - \$100
Helyn Goldstein - \$100
Frederick Green - \$100
Kenneth Heitner - \$100
Gordon Henderson - \$100
Jonathan Hoff - \$100
Marvin Jacob - \$100

4/16/92
John Donley for Senate Committee - \$500

Salem Katsh - \$100
Jay Fastow - \$100
Kevin Dolan - \$100
Gerald Backman - \$100
Jean Anderson - \$100

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

4/21/92

Mel Levine for Senate Committee - \$500

Bruce Rich - \$100

Stephen Kahn - \$100

Deryck Palmer - \$100

David Zeltner - \$100

Irwin Warren - \$100

4/30/92

Moorhead for Congress Committee - \$500

Jean Anderson - \$100

Gerald Backman - \$100

Carl Lobell - \$100

Samuel Laitman - \$100

Jeffrey Bialos - \$100

5/1/92

1992 Democratic Gala - \$1000

Alan Miller - \$100

Bruce Zirinsky - \$100

Alan Weinschel - \$100

Jeffrey Weinberg - \$100

Paul Victor - \$100

Bruce Turnbull - \$100

David Stone - \$100

Peter Standish - \$100

Bruce Rich - \$100

Marsha Simms - \$100

WEIL, GOTSHAL & MANGES
June 29, 1992

Attachment D (cont'd)

List of Individual Partners to Whom Contributions Were
Allocated (12/30/91 - 6/29/92)

Ronald F. Daitz

No contributions made during this period.

Richard J. Davis

No contributions made during this period.

Ira M. Millstein

No contributions made during this period.

Robert C. Odle, Jr.

No contributions made during this period.

Stuart M. Rosen

No contributions made during this period.

Bruce H. Turnbull

5/1/92 - 1992 Democratic Gala - \$100

A. Paul Victor

5/1/92 - 1992 Democratic Gala - \$100