

For Six Month Period Ending 1989 6
(Insert date)

Name of Registrant **Inward Ltd.** Registration No. **3844**

Business Address of Registrant
1830 Sherman Avenue
Evanston, IL 60201

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 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

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

IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 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:

<i>Name</i>	<i>Position</i>	<i>Date Connection Ended</i>
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INTERNAL SECURITY

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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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.

Inward
Duxbury Park, Duxbury Hall Rd.
Chorley, Lancashire PR7 4AT, England

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:

Promotion of investment in the North West of England, and the necessary administrative activities.

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.

Dissemination of literature and promotional information designed to encourage and foster international trade and investment with the North West of England.

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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>
July 11, 1988	Inward UK	(Salaries, administrative	17,000
August 12, 1988	Inward UK	costs, office expenses,	17,000
September 14, 1988	Inward UK	travel and entertainment)	17,000
October 14, 1988	Inward UK		17,000
November 10, 1988	Inward UK		17,000
December 16, 1988	Inward UK		17,000

\$102,000.00

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(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 attached schedule (copies of cash disbursements July 16, 1988 through December 16, 1988)

T \$79,581.60

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.

Inward, Duxbury Park, Duxbury Hall Rd., Chorley, Lancashire PR7 4AT, England

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.

Inward--Approximately \$200,000 through March 31, 1990

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) Corporations

21. What language was used in this political propaganda:

- English, Other (specify) _____

22. Did you file with the Registration Section, U.S. Department of Justice, two copies of each item of political propaganda material disseminated or caused to be disseminated during this 6 month reporting period? Yes No

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

24. Did you file with the Registration Section, U.S. Department of Justice, a Dissemination Report for each item of such political propaganda material as required by Rule 401 under the Act? Yes No

VI-EXHIBITS AND ATTACHMENTS

25. EXHIBITS A AND B

(a) Have you filed for each of the newly acquired foreign principals in Item 9 the following:

- Exhibit A, Yes/No, Exhibit B, 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 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

If yes, have you filed an amendment to the Exhibit C? Yes No

If no, please attach the required amendment.

27. SHORT FORM REGISTRATION STATEMENT

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

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

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

(Type or print name under each signature)

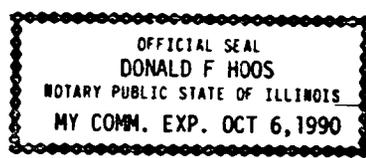
(Both copies of this statement shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States,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

Naomi Lovinger

Naomi A. Lovinger

Subscribed and sworn to before me at *Evans ton, Illinois*

this *25th* day of *January*, 19 *89*



Donald F. Hoos

(Signature of notary or other officer)

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.)

July 1988

1 2 3 4 5 6

Date	Payee	#	Amount	Rent	Supplies	Expense	Frn/Fx
7 1	Peter Hooper	1615	8476				1
7 1	Chandler's	1615	2230		2230		2
7 1	Quill	1617	12779		12779		3
7 1	Lisa Schreier	1618	980				4
7 1	Anywhere on Earth	1619	122800				5
7 1	Sales Pasgecor	1620	60600				6
7 1	Discovery Center	1621	1500				7
7 1	Pittsburgh High Technology Council	1622	6500				8
7 1	1830 Sherman Building	1623	52000	480 -			9
7 1	Naomi Lovinger	1624	254940				10
7 1	Peter Hooper	1625	162918				11
7 1	Lisa Schreier	1626	85698				12
7 6	Naomi Lovinger	1627	20787				13
7 7	Commonwealth Edison	1628	6978				14
7 13	MCI Telecommunications	1629	119492				15
7 13	Illinois Bell	1630	31171				16
7 13	CogSat	1631	6824		6824		17
7 13	American Express	1632	84924				18
7 15	Lisa Schreier	1633	6081				19
7 15	Naomi Lovinger	1634	254940				20
7 15	Peter Hooper Peter Hooper	1635	169218				21
7 15	Lisa Schreier	1636	85698				22
7 18	Peter Hooper	1637	10171				23
7 18	Peter Hooper	1638	6300				24
7 27	Lisa Schreier	1639	95698				25
7 29	Avia	1640	14420				26
7 29	Corp Tech	1641	35000				27
7 29	Gull Corp	1642	26319		26319		28

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	Travel	Entertainment	Phone/FAX	Advert/PR	Salaries	Publications	Research	Account	Amount
1	8476								
2									
3	12488	40-	5919		254940 162918 85698			Postage	920
4									
5	1228-					606-		Prof. Service	15-
6						65-		Parking	40-
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18	84924		119492 31171						
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85698

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30502

1/2 July 88 - Cash Disbursements -

Date	Payee	CK NO	Amount	Office Rent	Office Supplies	Office Expense	Furniture/Fixtures
7 29	Chandlers	1643	662		662		
7 29	Chicago Tribunal	1644	7800			7800	
7 29	Sales Prospector	1645	4900				
7 29	Anywhere on Earth	1646	29300				
7 29	Regional Development	1647	5130				
7 29	Nhama Lounge	1648	4793				

Sub-total / p2
 Sub-total / p1

9			52585	-0-	662	7800	-0-
			1738382	48000	48477	-0-	-0-

Date	Payee	Amount	Office Rent	Office Supplies	Office Expense	Furniture/Fixtures
July total		1790967	48000	49139	7800	-0-
DM		28452				
		1819419				

General Ledger
 A/c Amount
 Telephone Advertising
 Fax PR Salaries Publications Research
 Travel Entertainment

49.00

295.00

51.30

9.00

33193	9.00	-0-	-0-	100.30	-0-	TOT
253279	40.00	1565.82	-0-	1051.00	-0-	17534

286472	47.00	1565.82	-0-	11054.10	-0-	17534
				1151.30		284.52
						459.86

Insurance

August 88

Cash no overdrafts

Office Expenses
Office Supplies
Office Fixtures

Rent

1903 88

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Date	Payee	CR	NO	Amount
8 1	1830 Sherman Bldg	1649		480.00
	Peter Hooper	1650		1692.18
	Naomi Louinger	1651		2549.40
	1830 Sherman Bldg	1652		4.00
	CompuMat	1653		1903.88
	Anywhere on Earth	1654		506.00
	Copy Cat of Evanston	1655		30.64
	Commonwealth Edison	1656		88.62
	Illinois Bell	1657		298.53
	MCI	1658		869.58
9	American Express	1659		512.30
	Peter Hooper	1660		94.82
	Chicago Tribune Service	1661		645.00
	Ashton - Tase	1662		50.00
		0/M		
12	Lisa Schreier	1663		523.36
15	Peter Hooper	1664		1686.05
	Naomi Louinger	1665		2574.90
	Anywhere on Earth	1666		213.00
		1667		
		1668		
		1669		150.00
19	United Parcel Service	1669		6.07
23	Chandler's Inc	1670		151.7
	Europe Magazine	1671		149.5
	Peter M Hooper	1672		107.55
	Quill Corp	1673		511.4
		1674		
		1675		

607
1517

5114

517.00

182.00

1903 88

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12 August '88 - Cash Disbursements -

CK #	Payee	Amount	Rent	Office Supplies	Office Furniture
1	8/30 Commonwealth Edison	1676			
2	Day-Timers Inc	2780		2780	
3	Anywhere on Earth	735.00			
4	Dsh to State	13125			
5	Photo Copies	Y			
6					
7					
8					
9	Sub-Total/p2	99575	-0-	2780	-0-
10	Sub-Total/p1	1529652	480.00	28502	1903.88
11					
12					
13					
14	August Total	1629227	480.00	31282	1903.88
15	O/M	36764			
16					
17					
18		1665991			
19					

Sept '88

- CASH DISBURSEMENTS -

DATE	PAYEE	CK #	Amount	VOID	Office Rent	Office Supplies	Office Expenses	Furniture
1	Naomi Lovinger	1680						
2	Peter Hooper	1681	1686.05					
3	Naomi Lovinger	1682	2534.50					
4	Vicki Reichstein	1683	875.00					
5	1830 Sherman Bldg	1684	520.00		480.00			
6	Quill Corp	1685	2568			2568		
7	American Express	1686	301.78					
8	Chandlers	1687	1198			1198		
9	Copycat	1688	4732			4732		
10	Peter Hooper	1689	2943					
11	Naomi Lovinger	1690	7585					
12	MCI Telecommunications	1691	673.16					
13	Peter Hooper	1692	1686.05					
14	Vicki Reichstein	1693	715.90					
15	Naomi A. Lovinger	1694	254.50					
16	Quill Corp	1695	12741			12741		
17	MCI	1696	831.86					
18	Avis	1697	16838					
19	Vicki Reichstein	1698	246.57					
20	Postmaster Everston	1699	90.76					
21	Peter Hooper	1700	1686.05					
22	Naomi Lovinger	1701	2534.50					
23	Vicki Reichstein	1702	875.00					
24	Naomi Lovinger	1703	191.50					
25	Comm. W. Co. Tech Edison	1704	67.26					

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12 Sept 88

DATE	PAYEE	CK #	Amount	Rent	Office Supplies	Office Expenses	Furniture
1	30 Chandler's Inc	1705	7.25		7.25		
2	Illinois Bell	1706	253.61				
3	Anywhere on Earth	1707	318.00				
4	DM		367.14				
6	Sub total page 2		946.59	-0-	7.25		0-
7	Sub total page 1		1834.57	480.00	226.12		
12	September Total		1926.07	480.00	233.67	-0-	-0-

Wilson Jones
Form 10-16

Travel Entertainment

Telephone Advert
FAX PR

Salaries Publications Research A/C Amount

25361

3800

incurred 36764

3800

25361

0-

36764

5100

151319

1512755

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229990

8880

176680

1512755

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59754

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Oct 1988

DATE	PAYEE	CK #	Amount	Office Rent	Office Supplies	Office Expenses	Furniture
3	Peter Hoover	1708	6530				
	1830 Sherman Bldg	DM	500.00	400.00			
4	Peter Hoover	1710	16836				
5	Naomi Lovinger	1711	10860.50				
6	anywhere on earth	1712	4525				
7	Federal Express	1713	255.00				
8	OOPI's	1714	1725				
9	OOPI's	1715	1514				
10	Copy Cat	1716	5430				
11	Quill Corp	1717	2913				
12	Spindle	1718	3924				
13	Spindle	1719	791				
14	Spindle	1719	1281				
15	American Express	1720	59693				
16	Naomi Lovinger	1721	253450				
17	Naomi Lovinger	1722	253750				
18	Nicki Reichstein	1723	875.00				
19	Postmaster Evanston	out of sequence 1733	7992				
20	Peter Hoover	out of sequence 1730	8238				
21	Peter Hoover	out of sequence 1731	7616				

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1514 39 FEB - 1 1988
407 5023
2913 INTER
3924 REGISTRATION

CCT TOTAL 971463 48000 1311 5023

Wilson Jones

Form 10-10

7 8 9 10 11 12 13 14 15 16

Travel Entertainment

Telephone Advertis Tax

Salaries publications Research

parking Insurance

packaging Delivery

postage postage

GL Amount

65.00

255.00

32.42

1686.05

1725

59.00

2534.50

2534.50

875.00

7992

56.50

9.18

780.92

216.19

32.42

768.65

59.00

334.71

Nov 1988

Date	Payee	CK #	Amount	Office Rent	Office Supplies	Office Furniture
1	Vicki Reichstein	1734	875.00			
2	Peter Hooper	1735	1680.05			
3	1830 Sherman Bldg	1726	520.00	480.00		
4	MC	1727	71.74			
5	Ellenor Bell	1728	207.79			
6	Commonwealth Edison	1729	42.89			
7	AUIS	1734	120.80			
8	Salus Prospector	1735	149.00			
9	10 Naomi Levinger	1736	2534.50			
10	15 Peter Hooper	1737	1686.05			
11	15 Vicki Reichstein	1738	875.00			
12	10 American Express	1739	1934.74			
13	10 Conguhoie on Earth	1740	675.00			
14	10 Chandler's	1741	53.43		53.43	
15	10 Capen Cat	1742	18.18		18.18	
16	10 Naomi Levinger	1743	51.79			
17	21 Century Communications	1744	142.00		142.00	
18	21 Peter M. Hooper	1745	1105.00			
19	AUIS	1746	323.39			
20	Postmaster Evanston	1747	120.98			
21	23 Peter M Hooper	1748	63.13			

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INTERNATIONAL SECURITY REGISTRATION

November Total 11,264.57
DM 277.50
11,542.07

480.00 2196 465

Wilson Jones
Form 10-16

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
	Travel	Entertainment	FAX	Telephone	Direct	PR	Salaries	Publications	Research	AIC	gk	Amount				
1							875.00									
2							1686.05									
3						71.74										
4						66.60										
5						209.79										
6																
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120.80

149.00

2534.50

1686.05

875.00

56.00

978.76

675.00

NAI-UK
Expense

51.79

6.90

323.39

6313

Postage

120.98

56.00

257.93

7656.60

149.00

255.64

Insurance 277.00

40

Dec 1988

DATE	PAYEE	CK #	AMOUNT	Office Rent	Office Supplies	Office Expenses	Furniture	Fixtures
1	Peter Hooper	1749	21.77		12.76			
2	Naomi Louinger	1750	20.22			13.44		
3	MCI	1751	888.42					
4	1830 Sherman Bldg	1752	520.00	480.00				
5	VL Reichstein	1753	875.00					
6	Naomi Louinger	1754	2534.50					
7	Peter Hooper	1755	1686.05					
8	Postmaster Evanston	1756	18.76		89 FEB -1	P5:19		
9	Postmaster Evanston	1757	5368		INTERNAL			
10	Kantor & Gordon	1758	6482			6482		
11	POPP'S Check out of sequence	1732	3762		35694			2888
12	Naomi Louinger	1759	1998.83			495		686
13	Postmaster Evanston	1760	5380					
14	Anywhere on Earth	1761	35700					
15	Chandler's	1762	79.04		7904			
16	Illinois Bell	1763	185.59					
17	American Express	1764	1126.57					
18	Copy Cat	1765	1487			737		
19	MCI	1766	437.53					
20	Gishon-Tate	1767	181.80					
21	Peter Hooper	1768	1686.05					
22	VL Reichstein	1769	875.00					
23	Naomi Louinger	1770	2534.50					
24	Postmaster Evanston	1771	3.90					
25	Naomi Louinger	1772	2534.50					
26	VL Reichstein	1773	875.00					
27	P Hooper	1774	1686.05					
28	P Hooper	1775	201					

2941

	7	8	9	10	11	12	13	14	15	16	
	Travel	Entertainment	Telephone Advertis	FAX	PR	Salaries	Publications	Research	ALC	GL	Amount
1											
2	1901								Shipping		1901
3	17064								Life		1714
4											
5									Parking		3000
6											
7											
8											
9									Postage		1876
10									Postage		5388
11											
12	7824	2250									
13											
14	35700										
15											
16											
17	8151	24500									
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 509891
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 87500
 163605

Software 18180

Postage 390