

For Six Month Period Ending 31 JAN 2002
(Insert date)

I - REGISTRANT

1. (a) Name of Registrant (b) Registration No. 5398

BUTTERFIELD CARTER & ASSOC.

(c) Business Address(es) of Registrant

1010 PENNSYLVANIA AVE., S.E.
WASHINGTON DC 20003

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.

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

3. If you have previously filed Exhibit C¹, state whether any changes therein have occurred during this 6 month reporting period.
Yes No

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

If no, please attach the required amendment.

2002 FEB 13 11:10:00

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

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

(b) Have any employee or individuals, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting period? Yes No

If yes, furnish the following information:

Name	Position or connection	Date terminated
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(c) During this six month reporting period, has the registrant hired as employees or in any other capacity, any persons who rendered or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical or secretarial, or in a related or similar capacity? Yes No

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
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6. Have short form registration statements been filed by all of the persons named in Items 5(a) and 5(c) of the supplemental statement? Yes No **NONE**

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

II - FOREIGN PRINCIPAL

7. Has your connection with any foreign principal ended during this 6 month reporting period?

Yes No

If yes, furnish the following information:

Name of foreign principal

EMBASSY OF JAPAN

Date of termination

NOT APPLICABLE

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

EMBASSY OF JAPAN
2520 MASSACHUSETTS AVE., N.W.
WASHINGTON DC 20008

Date acquired

18 DEC 2001

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.

INSTITUTE OF CETACEAN RESEARCH
TOKYO SUIAN BLDG.
4-18 TOYOMI-CHO, CHUO-KU
TOKYO 104-0055

10. EXHIBITS A AND B

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

Exhibit A³ Yes No
Exhibit B⁴ 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.

² The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a) (9)). A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

³ The Exhibit A, which is filed on form CRM-157 (Formerly OBD-67) sets forth the information required to be disclosed concerning each foreign principal.

⁴ The Exhibit B, which is filed on Form CRM-155 (Formerly OBD-65) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

III - ACTIVITIES

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11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8, and 9 of this statement? Yes No

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

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SEE ATTACHMENT A

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12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity⁵ as defined below? Yes No

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places, of delivery, names of speakers and subject matter.

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SEE ATTACHMENT B

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13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits any or all of your foreign principals? Yes No

If yes, describe fully.

⁵ The term "political activities" means any activity that the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government, 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 [X] 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

SEE ATTACHMENT C

\$52,500 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 [X]

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

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 [X]

If yes, furnish the following information:

Name of foreign principal Date received Description of thing of value Purpose

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

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

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

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

Date	To Whom	Purpose	Amount
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SEE ATTACHMENT D

Total

(b) **DISBURSEMENTS-THINGS OF VALUE**

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

Yes No

If yes, furnish the following information:

Date disposed	Name of person to whom given	On behalf of what foreign principal	Description of thing of value	Purpose
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(c) **DISBURSEMENTS-POLITICAL CONTRIBUTIONS**

During this 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value¹¹ in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes No

If yes, furnish the following information:

Date	Amount or thing of value	Name of political organization	Name of candidate
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10, 11 Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks" and the like.

V - INFORMATIONAL MATERIALS

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

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

17. Identify each such foreign principal.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials? Yes No

If yes, identify each such foreign principal, specify amount, and indicate for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of informational materials include the use of any of the following:

- Radio or TV broadcasts
- Magazine or newspaper articles
- Motion picture films
- Letters or telegrams
- Advertising campaigns
- Press releases
- Pamphlets or other publications
- Lectures or speeches
- Other (specify) _____

20. During this 6 month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:

- Public Officials
- Newspapers
- Libraries
- Legislators
- Editors
- Educational institutions
- Government agencies
- Civic groups or associations
- Nationality groups
- Other (specify) _____

21. What language was used in the informational materials:

- English
- Other (specify) _____

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

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

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

VI--EXECUTION

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

(Date of signature)

29 JANUARY 2002

29 JANUARY 2002

(Type or print name under each signature¹³)

R Ian Butterfield

R. IAN BUTTERFIELD

Gavin J. Carter

GAVIN J. CARTER

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

July 2001

Attended annual meeting of International Whaling Commission (IWC) in London, UK

Met with Bill Reinsch, President, National Foreign Trade Council re Pelly Amendment

Contacted Washington Post, New York Times and Wall Street Journal re coverage of IWC annual meeting

Sent copies of release by International World Wildlife Fund to CNN and Washington Post

August 2001

Talked with Professor David Feldman, William and Mary University, VA re writings in Asian Wall Street Journal

Met with Justin Le Blanc, International Coalition of Fisheries regarding maritime sanctuaries.

September 2001

Discussed public opinion poll commissioned by International Fund for Animal Welfare, conducted by Market Strategies with Council of American Survey Research

October 2001

Met with Mr. Eugene Lapointe, International Wildlife Management Consortium re U.S. whaling policy

November 2001

Arranged meeting between Mr. Nobuyuki Yagi, Embassy of Japan and Dr. Lipton, University of Maryland

Communicated with Mr. Dexter Van Zyle, National Fisherman

Contacted Tokyo Bureau of Washington Post (Doug Struck) re Japanese whaling policy.

Forwarded piece from Japan Times to Washington Post

December 2001

Sent media statements on Japanese whaling fleet to Doug Struck, Washington Post Tokyo Bureau

Arranged meeting between N. Yagi and Dr. Doug Lipton, University of Maryland

ATTACHMENT B

July 2001

Met with Tom Parker, Staff, House International Affairs Committee re Japanese whaling policy

Talked with Richard Douglas, Counsel, Senate Foreign Relations Committee re anti-Japanese resolution before Senate Foreign Relations Committee

Talked with Brian McCeon, Counsel, Senate Foreign Relations Committee, re above resolution

Sent briefing materials to National Security Council in advance of annual meeting, International Whaling Commission in London

August 2001

Met with Jean Pierre Ple, Fisheries Section, Department of State, re U.S. policy towards Japanese whaling

September 2001

Met with Barbara Larkin, former Assistant Secretary of State, Legislative Liaison, re Japanese whaling policy

October 2001

No political activity

November 2001

Met with Jack Horner, Communications Director, House Republican Conference re Japanese whaling policy

December 2001

No political activity

ATTACHMENT C

31 July 2001

\$10,000 retainer
\$1,742.55 expenses: \$261 entertainment
\$804.31 round trip ticket to London for IWC meeting
\$161.80 video monitoring and postage of same.
Total \$11, 742.55

31 August 2001

\$10,000 retainer
\$2,082.66 hotel, transportation and eating expenses during visit to IWC annual
meeting in London
\$190 entertainment expenses
\$483.48 video monitoring services plus postage of same
\$173.43 overheads production cost
Total \$12, 512.71

30 September 2001

\$10,000 retainer
\$61.00 entertainment expenses
Total \$10,061

31 October 2001

\$7,500 retainer
\$84.30 entertainment expenses
\$42.50 color copying
Total \$7,626.81

30 November 2001

\$7,500 retainer
\$71.00 entertainment expenses
Total \$7,571

31 December 2001

\$7,500 retainer
\$117.91 video monitoring and postage of same
\$65.94 entertainment expenses.
Total \$7,683.85

ATTACHMENT D

Date	To Whom	Purpose	Amount
7/9/01	Gerard's	Lunch, Bill Reinsch National Foreign Trade Council	\$102.00
7/13/01	La Colline	Lunch, Tom Parker, House Int. Rel. Comm. U.S.-Japan whaling policy	\$93.00
7/31/01	Video Monitoring Services (VMS)	Video News clips	\$161.80
7/31/01	British Airways	Round trip ticket DC-London	\$804.31
8/6/01	La Colline	Lunch, Justin Le Blanc, Int. Fisheries Coalition	\$91.00
8/9/01	La Colline	Lunch, Jean Pierre Ple, Fisheries Division, Dept. of State U.S. – Japan whaling policy	\$99.00
8/31/01	VMS	Vidoe News Clips	\$416.86
8/31/01	The Ability Group	Overheads production	\$173.43
9/30/01	Heritage India	Lunch, H. Johansen Embassy of Norway	\$61.00
10/31/01	Kinko's	Color copying	\$42.51
11/30/01	Ten Penh	Lunch Jack Horner, Comm. Dir., House Rep. Conf. U.S.-Japan whaling policy	\$71.00
12/31/01	VMS	Video News Clips	\$117.91
12/13/01	M & S Grill	Lunch, Prof Doug Lipton U.of Maryland	\$65.94
Total			\$2,299.76