

OMB No. 1124-0001; Expires April 30, 2017

U.S. Department of Justice
Washington, DC 20530

Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended

I-REGISTRANT

1. Name of Registrant

Barnes & Thornburg LLP

2. Registration No. (To Be Assigned By the FARA Registration Unit)

6247

3. Principal Business Address

1717 Pennsylvania Avenue
Suite 500
Washington, DC 20006

4. If the registrant is an individual, furnish the following information:

(a) Residence address(es)

N/A

(b) Other business address(es), if any

N/A

(c) Nationality N/A

(d) Year of birth N/A

(e) Present citizenship N/A

(f) If present citizenship not acquired by birth, state when, where and how acquired N/A

(g) Occupation N/A

5. If the registrant is not an individual, furnish the following information:

(a) Type of organization: Committee Association Partnership Voluntary group
Corporation Other (specify) _____

(b) Date and place of organization Indianapolis, Indiana on January 1, 1982

(c) Address of principal office 11 South Meridian Street
Indianapolis, IN 46204-3535

(d) Name of person in charge Alan A. Levin

(e) Locations of branch or local offices See attachment titled "Registration Statement 5. (e)"

(f) If a membership organization, give number of members N/A

(g) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

Name	Residence Address(es)	Position	Nationality
See attachment titled "Capital Partners of Barnes & Thornburg LLP as of August 12, 2014"			All US Citizens unless otherwise marked.

(h) Which of the above named persons renders services directly in furtherance of the interests of any of the foreign principals?
None

(i) Describe the nature of the registrant's regular business or activity.
Barnes & Thornburg LLP is a national law firm providing legal services to the general public.

(j) Give a complete statement of the ownership and control of the registrant.
The firm is owned in its entirety by the Capital Partners listed above (5. g.).

6. List all employees who render services to the registrant directly in furtherance of the interests of any of the foreign principals in other than a clerical, secretarial, or in a related or similar capacity.

Name	Residence Address(es)	Nature of Services
David Matthew Spooner	1908 N. Kenmore Street Arlington, VA 22207	Advocacy and legal advice on trade policy.

II--FOREIGN PRINCIPAL

7. List every foreign principal¹ for whom the registrant is acting or has agreed to act.

Foreign Principal	Principal Address(es)
Government of Nicaragua Corporacion de Zonas Francas	KM 12.5 Corretera Norte Postal 2437 Managua, Nicaragua

III--ACTIVITIES

8. In addition to the activities described in any Exhibit B to this statement, will you engage or are you engaging now in activity on your own behalf which benefits any or all of your foreign principals? Yes No

If yes, describe fully.

IV--FINANCIAL INFORMATION

9. (a) **RECEIPTS-MONIES**

During the period beginning 60 days prior to the date of your obligation to register² to the time of filing this statement, did you receive from any foreign principal named in Item 7 any contribution, income, or money either as compensation or for disbursement or otherwise? Yes No

If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies.³

Foreign Principal	Date Received	Purpose	Amount
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Total

1 The term "foreign principal," as defined in Section 1(b) of the Act, includes a foreign government, foreign political party, foreign organization, foreign individual and, for the purpose of registration, an organization or an individual 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.
 2 An agent must register within ten days of becoming an agent, and before acting as such.
 3 A registrant is required to file an Exhibit D if he collects or receives contributions, loans, moneys, or other things of value for a foreign principal, as part of a fundraising campaign. There is no printed form for this exhibit. (See Rule 201(e), 28 C.F.R. § 5.201(e)).

(b) RECEIPTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁴ to the time of filing this statement, did you receive from any foreign principal named in Item 7 anything of value⁵ other than money, either as compensation, or for disbursement, or otherwise? Yes No

If yes, furnish the following information:

Foreign Principal	Date Received	Thing of Value	Purpose
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10. (a) DISBURSEMENT-MONIES

During the period beginning 60 days prior to the date of your obligation to register⁶ to the time of filing this statement, did you spend or disburse any money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes No

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

Date	To Whom	Purpose	Amount
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(b) DISBURSEMENTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁷ to the time of filing this statement, did you dispose of any thing of value⁸ other than money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes No

If yes, furnish the following information:

Date	Recipient	Foreign Principal	Thing of Value	Purpose
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(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During the period beginning 60 days prior to the date of your obligation to register⁹ to the time of filing this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes No

If yes, furnish the following information:

Date	Amount or Thing of Value	Political Organization or Candidate	Location of Event
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See attachments titled
"Barnes & Thornburg BT
PAC Register" and "Barnes
& Thornburg LLP General
Ledger Detail"

⁴, ⁶, ⁷ and ⁹ See Footnote 2, on page 3.

⁵ and ⁸ 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 MATERIALS¹⁰

11. Will the activities of the registrant on behalf of any foreign principal include the preparation or dissemination of informational materials? Yes No

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

12. Identify each such foreign principal.

Government of Nicaragua
Corporacion de Zonas Francas

13. Has a budget been established or specified sum of money allocated to finance your activities in preparing or disseminating informational materials? Yes No

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

14. Will any public relations firms or publicity agents participate in the preparation or dissemination of such informational materials? Yes No

If yes, furnish the names and addresses of such persons or firms.

15. Activities in preparing or disseminating informational materials will include the use of the following:

- Radio or TV broadcasts Magazine or newspaper Motion picture films Letters or telegrams
 Advertising campaigns Press releases Pamphlets or other publications Lectures or speeches
 Other (specify) Handouts, issues briefing papers

Electronic Communications

- Email

Website URL(s): _____

Social media website URL(s): _____

Other (specify) _____

16. Informational materials will be disseminated among the following groups:

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

17. Indicate language to be used in the informational materials:

English

Other (specify) _____

¹⁰ 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--EXHIBITS AND ATTACHMENTS

18. (a) The following described exhibits shall be filed with an initial registration statement:

Exhibit A- This exhibit, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal named in Item 7.

Exhibit B- This exhibit, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

(b) An Exhibit C shall be filed when applicable. This exhibit, 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 shown upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530. (See Rule 201(c) and (d)).

(c) An Exhibit D shall be filed when applicable. This exhibit, for which no printed form is provided, sets forth an account of money collected or received as a result of a fundraising campaign and transmitted for a foreign principal. (See Rule 201 (e)).

VII--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)

(Print or type name under each signature or provide electronic signature¹¹)

_____	_____
_____	_____
_____	_____
_____	_____

¹¹ 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.

Registration Statement 5. (e)

Prominence in Buckhead, 3475 Piedmont Road N.E., Suite 1700, Atlanta, GA 30305-3327

One North Wacker Drive, Suite 4400, Chicago, Illinois 60606-2833

41 S. High Street, Suite 3300, Columbus, Ohio 43215-6104

1000 N. West Street, Suite 1500, Wilmington, Delaware 19801-1050

121 W. Franklin, Suite 200, Elkhart, Indiana 46516

600 One Summit Square, 110 E. Wayne Street, Fort Wayne, Indiana 46802-3119

171 Monroe Avenue N.W., Suite 1000, Grand Rapids, Michigan 49503

11 South Meridian Street, Indianapolis, Indiana 46204-3535

2029 Century Park East, Suite 300, Los Angeles, CA 90067-2904

225 S. Sixth Street, Suite 2800, Minneapolis, Minnesota 55402-4662

700 1st Source Bank Center, 100 North Michigan, South Bend, Indiana 46601

1717 Pennsylvania Avenue N.W., Suite 500, Washington, District Of Columbia

CAPITAL PARTNERS OF BARNES & THORNBURG LLP AS OF AUGUST 12, 2014

Last Name	First Name	Address	City	State	Zip
Abeska	Timothy	5652 Yellow Wood Dr.	South Bend	IN	46614
Addison	Bradford	11315 Hanbury Manor Blvd.	Noblesville	IN	46060-7178
Adey	Mark	1216 E Wayne St N	South Bend	IN	46615
Albers	Daniel	613 Crockett Ave	Elmhurst	IL	60126
Allen	David	116 Morningside Dr.	Manhattan Beach	CA	90266
Anderson	Kathleen	14828 Walnut Creek Drive	Fort Wayne	IN	46814
Andes	Fredric	945 Creek Bend Drive	Vernon Hills	IL	60061
Ayoob	Edward	5509 39th St. N.W.	Washington	DC	20015
Baker	Nathan	7429 Glenview Dr. E.	Indianapolis	IN	46250
Ball	Rebecca	12039 Clear Sky Ct.	Fishers	IN	46037
Barclay	Jason	4456 Park Avenue	Indianapolis	IN	46205
Barnhard	Dean	12491 Carmel Garden	Carmel	IN	46032
Bauer	Shawn	8540 Frontgate Lane	Indianapolis	IN	46256
Bernstein	Jason	195 Shadow Creek Chase	Alpharetta	GA	30022
Bickham	Harold	11127 Sedgemoor Cr	Carmel	IN	46032
Boyd	John	1405 W. 52nd Street	Indianapolis	IN	46228
Boyd	Felicia	22399 Wagon Wheel Trail	Lakeville	MN	55044
Boykin	Richard	431 S. Harvey Unit A	Oak Park	IL	60302
Brown	D Randall	5127 West Hamilton Rd	Fort Wayne	IN	46814
Bruksch	Terri	3211 Osprey Court	Martinsville	IN	46151
Burdick	Brian	11929 Forest Drive	Carmel	IN	46033
Burkhardt	Craig	400 Cathedral Ave NW #217B	Washington	DC	20016
Calfo	Alexander	531 S. Rossmore	Los Angeles	CA	90020
Campbell	Michael	2353 Wilshire Dr. SE	Grand Rapids	MI	49506
Carmichael	Kepten	12126 Woods Bay Place	Carmel	IN	46033
Carrillo	Michael	1040 E. Lake Ave.	Glenview	IL	60025
Carroll	Jan	6325 Around the Hills Road	Indianapolis	IN	46226
Casey	Brian	14299 Shoreline Dr	Granger	IN	46530
Chandler	Marcus	12511 Richlane Dr	Indianapolis	IN	46236
Chapelle	Joseph	355 East Ohio Stret No. 306	Indianapolis	IN	46204
Chorey	Thomas	2 Arden Moor N.W.	Atlanta	GA	30305
Clark	Peter	26654 Deerpath Court	Edwardsburg	MI	49112
Conard	Richard	5820 N New Jersey	Indianapolis	IN	46220
Conner	Michael	1045 Laurelwood	Carmel	IN	46032
Cooper	Gregory	3117 McComb Road	Huntertown	IN	46748
Daley	Annamarie	2815 Capriole Drive	Medina	MN	55340
Daub	Janilyn	2210 Cambridge Drive	Goshen	IN	46528
Dawson	Terry	4155 Messersmith Dr	Greenwood	IN	46142
De Prez	Anne	3427 N 200 E	Shelbyville	IN	46176
Deahl	Richard	52032 Iron Forge Ct	Granger	IN	46530
Delgado	Heather	1728 W. Huron	Chicago	IL	60622
Denton	Charles	1134 Conlon, S.E.	Grand Rapids	MI	49506
Detherage	Andrew	6919 Foxland Run Ct.	Zionsville	IN	46077
Donaldson	Bruce	5745 North Winthrop Avenue	Indianapolis	IN	46220
Donovan	Thomas	2241 Center Avenue	Northbrook	IL	60062
Durbin	Mark	4400 Seeley Avenue	Downers Grove	IL	60515
Eaton	Joseph	7480 River Highlands Drive	Fishers	IN	46038
Edwards	Charles	125 Leeds Court	Zionsville	IN	46077
Ekberg	Peter	4905 Highcrest Drive	Deephaven	MN	55331
Elam	Michael	1569 Florence	Evanston	IL	60201

~ dual citizenship (USA & Canada)

Ewing	William	2631 Old Wesley Place	Atlanta	GA	30327
Faccenda	Philip	17590 Fox Valley Court	Granger	IN	46530
Falkof	Bradley	2205 Greenwood Ave	Wilmette	IL	60091
Feldbaum	Alan	1405 East Washington	South Bend	IN	46617
Felts	Christopher	11107 Outrigger Ct	Indianapolis	IN	46236
Fink	Stephen	2722 Barry Knoll Way	Fort Wayne	IN	46845
Flanigan	David	2826 Cravey Trail, N.E.	Atlanta	GA	30345
Froemel	Jonathan	222 North Catherine	Lagrange	IL	60525
Fullenkamp	Joseph	1223 East Wayne St South	South Bend	IN	46615
Gard	Julia	9971 Wading Crane Ave	McCordsville	IN	46055
Gillay	David	10215 Ranford Blvd	Fishers	IN	46040
Ginsburg	Roy	4531 Dupont Avenue S	Minneapolis	MN	55419
Goedert	Paula	437 N. Kenilworth	Oak Park	IL	60302
Gotlieb	David	515 Park View Terrace	Golden Valley	MN	55125
Gottschlich	Michael	11052 Preservation Point	Fishers	IN	46037
Gozdecki	Jeanine	1825 Ridgewood Cir	South Bend	IN	46617
Grand	Robert	730 Williams Cove Dr	Indianapolis	IN	46260
Gray	Jeffrey	441 Stuart Lane	Palatine	IL	60067
Gray	Jeffrey	1025 Mohawk Road	Wilmette	IL	60091
Griggs	E. Sean	7715 Windflower Ct.	Brownsburg	IN	46112
Grubbs	J. Michael	4251 N. Foxcliff Dr. E.	Martinsville	IN	46151
Gutting	James	9523 Timberline Ct	Indianapolis	IN	46256
Hagedorn	Mark	886 Sheehan Ave.	Glen Ellyn	IL	60137
Hall	Richard	1514 Prestwick Circle	Carmel	IN	46032
Hardy	Michael	825 Potter Point	South Bend	IN	46614
Hartzler	Kelly	1409 Bridge Water Way	Mishawaka	IN	46545
Heer	Holly	1015 Stoney Creek Road	Columbus	OH	43235
Henderson	Ronald	12982 Shoreline Blvd	McCordsville	IN	46055
Hernly	Timothy	3032 Northside Blvd.	South Bend	IN	46615
Hidde	Curt	7855 Cheval Rue Court	Zionsville	IN	46077
Hollander	Adam	950 Harvard Ct	Highland Park	IL	60035
Hollingsworth	Joshua	6747 Shore Island Dr	Indianapolis	IN	46220
Hopkins	William	13820 Spring Hollow Road	Fort Wayne	IN	46814
Hopper	Jeffrey	1121 Huntington Woods Point	Zionsville	IN	46077
Horn	George	1940 Walton Road	Niles	MI	49120
Hunt	Paul	12017 Stern Drive	Indianapolis	IN	46256
Inskip	Kenneth	10704 Fall Creek Rd	Indianapolis	IN	46256
Jackson	Karoline	48 Meridian Place	Indianapolis	IN	46205
Jacobi	Paula	1012 Judson	Evanston	IL	60202
Johnson	Stuart	556 Ridgecrest Road	Atlanta	GA	30307
Johnson	Dennis	7560 Central Ave	Indianapolis	IN	46240
Jones	Christian	13582 Fairwood Dr.	McCordsville	IN	46055
Kaltenmark	Randal	6829 Windemere Dr.	Zionsville	IN	46077
Karlov	Jason	1424 Marguerita Avenue	Santa Monica	CA	90402
Karwath	Bart	14070 Triple Crown Drive	Carmel	IN	46032
Katz	Steven	2304 Oliver Ave. S.	Minneapolis	MN	55405
Kellett	Glen	8302 East Edgewood Avenue	Indianapolis	IN	46239
Kille	Nicholas	1114 Grayson Drive	Greenfield	IN	46140
Killoren	Glenn	22094 Lake Street	Cassopolis	MI	49031-9390
Kindelin	Mark	1850 Ridgewood Lane East	Glenview	IL	60025
Kittaka	Mark	14822 Sea Holly Ct	Fort Wayne	IN	46814
Knox	Tracy	71181 Kestrel Hills Drive	Niles	MI	49120
Kochell	Howard	11 S. Meridian St.	Indianapolis	IN	46204
Koenig	John	470 Laurel Chase Court	Atlanta	GA	30327
Kuenstler	John	2649 N. Paulina St.	Chicago	IL	60614

~ dual citizenship (USA
& Great Britain)

Kyle	John	12971 Fawns Ridge	Fishers	IN	46038
Lahn	Connie	5576 Bristol Lane	Minnnetonka	MN	55343
Larsen	Tracy	4695 Bradford Street, NE	Grand Rapids	MI	49525
Laurin	Paul	1540 Calmar Court	Los Angeles	CA	90024
Lawhead	Lawrence	13199 Ditch Road	Carmel	IN	46032
Lawless	Donald	2539 Albert Dr. SE	Grand Rapids	MI	49506
Leichty	Damon	3350 Deer Lake Drive	South Bend	IN	46614
Leonard	James	931 Courtenay Drive NE	Atlanta	GA	30306
Levin	Alan	4830 Buttonwood Crescent	Indianapolis	IN	46228
Lewis	Joseph	9205 Stapleford Hall Place	Potomac	MD	20854
Lewis	Brian	2215 University Dr.	Naperville	IL	60565
Loftus	Joseph	15630 Shining Spring Drive	Westfield	IN	46074
Longman	Scott	704 South Crescent	Park Ridge	IL	60068
Lucas	Michael	10766 Torrey Pines Circle	Carmel	IN	46032
Lueck	Dwight	7070 Fox Hollow Ridge	Zionsville	IN	46077
Lutkus	Gerald	51776 Wexford Drive	Granger	IN	46530
MacGill	Robert	10755 Royal Drive	Carmel	IN	46032
Mackey	Larry	4167 Washington Blvd.	Indianapolis	IN	46205
Madonia	Joseph	2224 Shiloh	Long Grove	IL	60047
Maher	Timothy	53347 Summer Breeze Dr	South Bend	IN	46637
Maine	Clifford	2745 Hall St., S.E.	Grand Rapids	MI	49506
Maley	John	7490 Hunt Country Lane	Zionsville	IN	46077
Mallamad	Jeffery	6560 Dawson Lake Dr.	Indianapolis	IN	46220
Maxwell	Thomas	5771 N. Pennsylvania Street	Indianapolis	IN	46220
McCroory	Michael	7603 William Penn Place	Indianapolis	IN	46256
McDermott	Kevin	2073 Sandover Court	Columbus	OH	43220
McErlean	William	1326 S. Prairie Ave.	Chicago	IL	60605
McGee	Karen	6412 Cavalier Corridor	Falls Church	VA	22044
McGrath	Dorn	2430 N. Columbus St.	Arlington	VA	22207
McWilliams	Thomas	451 Barclay Road	Bryn Mawr	PA	19010
Meyers	John	950 Carter Dr NE	Atlanta	GA	30319
Michael	Jeffrey	8337 JE NE BE DR NE	Rockford	MI	49341
Mick	Stephen	9318 Bolton Road	Los Angeles	CA	90034
Mielenhausen	Thomas	1515 Osceola Avenue	St. Paul	MN	55105
Millard	David	3302 Delta Dr.	Greenwood	IN	46143
Miller	Mark	500 Jefferson	Glencoe	IL	60022
Mills	Alan	6818 Antietam Place	Indianapolis	IN	46278
Moon	Michael	12085 Leighton Ct.	Carmel	IN	46032
Moreau	D William	3544 Clearwater Circle	Indianapolis	IN	46240
Morse	Peter	6120 Old Orchard Rd.	Indianapolis	IN	46226
Moy	Eric	8703 Waterside Drive	Indianapolis	IN	46278
Nahnsen	Mark	1147 Azalea Dr	Munster	IN	46321
Nolan	William	175 Cressingham Lane	Powell	OH	43065
Nyhart	Teresa	5911 Kessler Lane	Indianapolis	IN	46220
Ogden	Patricia	1034 Chipmunk Lane	Pendleton	IN	46064
Owens	Mark	1150 Timber Climb Dr.	Avon	IN	46123
Padgett	William	12864 Sheffield Blvd	Carmel	IN	46032
Palmer	Michael	51236 Golfview Ct.	Granger	IN	46530
Paragas	C. David	7207 Ashcombe Drive	New Albany	OH	43054
Paton	Michael	4548 Chase Oak Ct.	Zionsville	IN	46077
Pecar	Benjamin	8908 Pickwick Dr.	Indianapolis	IN	46260
Peters	Grant	3757 N. Greenview	Chicago	IL	60613
Pitman	Thomas	1255 Coral Springs Drive	Cicero	IN	46034
Pope	William	2568 Turning Leaf Lane	Carmel	IN	46032
Powers	Erika	2468 Violet Street	Glenview	IL	60026

Powlen	David	724 Rydal Green Dr.	Rydal	PA	19046
Prather	R. Anthony	9110 Woodacre Blvd	Indianapolis	IN	46234
Qualkinbush	Jeffery	4767 Madras Court	Zionsville	IN	46077
Regnier	Mari	1301 W Madison St #524	Chicago	IL	60607
Rezek	Richard	5425 N Meridian St	Indianapolis	IN	46208
Richmond	Mariana	11178 Westminster Ct	Carmel	IN	46033
Riffle	Timothy	2203 Deerwood Parkway	Greenwood	IN	46143
Rising	Kevin	4219 Colbath Ave.	Sherman Oaks	CA	91423
Ritter	David	4 Vernon Trail	Riverwood	IL	60015
Robinson	James	3938 Briaridge Circle	Atlanta	GA	30340
Robson	Douglas	2911 Lothair Way	Long Beach	IN	46360
Rosemond	Dawn	3511 Spy Run Ave. Ext	Fort Wayne	IN	46805
Rubin	Howard	1305 Mount Curve Avenue	Minneapolis	MN	55403
Rust	Mark	401 Sheridan Rd	Wilmette	IL	60091
Rusthoven	Peter	100 Bailey Court	Zionsville	IN	46077
Schack	David	28930 Hampton Pl	Malibu	CA	90265
Schultz	Charles	1219 Wincanton	Deerfield	IL	60015
Shapiro	Clifford	615 Elmwood	Wilmette	IL	60091
Shea	Thomas	5486 Kenwood Place	Carmel	IN	46033
Sikkel	Robert	135 Bay Circle Drive	Holland	MI	49424
Silver	Marc	795 Linden Avenue	Lake Forest	IL	60045
Simmonds	Scott	5912 E. C.R. 400 N.	Greensburg	IN	47240
Smarrella	John	14896 Brent Haven Court	Granger	IN	46530
Snapper	Michael	4438 S. Sherman	Fremont	MI	49412
Starkey	Richard	5269 Roland Drive	Indianapolis	IN	46228
Stead	Robert	6530 Ada Drive SE	Ada	MI	49301
Steinbart	Neal	12658 Bonaventure Ave	Carmel	IN	46032
Stolle	Dennis	6655 Westminster Dr	Zionsville	IN	46077
Sullivan	Anthony	2500 West Reynolds Rd	Bloomington	IN	47404
Sweeney	James	6037 Central Avenue	Indianapolis	IN	46220
Sweeney	Gerald	901 Burr Ridge Club Drive	Burr Ridge	IL	60527
Swhier	Claudia	435 Virginia Avenue Unit 804	Indianapolis	IN	46203
Thorne	Deborah	1118 Judson Avenue	Evanston	IL	60202
Thornton	Steven	916 Broadway St.	Indianapolis	IN	46202
Troeger	J. Scott	1516 Ash Drive East	Elkhart	IN	46516
Trybula	Peter	51555 Fox Point Lane	Granger	IN	46530
Tuesley	James	13919 Hearthsides Drive	Granger	IN	46530
Tyler	Lynn	7607 W. Stonegate Drive	Zionsville	IN	46077
Vallone	Melissa	12650 Brighton Court	Mokena	IL	60448
VanPuymbrouck	Darren	2524 N. Burling	Chicago	IL	60614
Vare	Todd	1790 Milford Street	Carmel	IN	46032
Venasy	Bryan	7798 Wicklow Court	Dublin	OH	43017
Watkins	Michael	62097 Lake Street	Cassopolis	MI	49031
Weaver	Timothy	258 E. Walnut St.	Nappanee	IN	46550
Weinstein	Jordan	5928 Fairview Woods Drive	Fairfax Station	VA	22039
Weiss	Leslie	217 West Goethe	Chicago	IL	60610
Wendt	T. Joseph	10556 Titan Run	Carmel	IN	46032
White	Keith	6401 N. Chester Ave.	Indianapolis	IN	46220
White	A. Bruce	352 North Deere Park Drive East	Highland Park	IL	60035
Williams	Donald	8855 Hunt Club Road	Zionsville	IN	46077
Winagardner	Richard	11174 Ashley Court	Fishers	IN	46038
Witlin	Scott	2446 Palm Drive	Hermosa Beach	CA	90254
Yerkes	Kenneth	235 Willowgate Lane	Indianapolis	IN	46260
Zeitler	Norma	4044 Central Avenue	Western Springs	IL	60558
Zoeller	Susan	7610 N. Pennsylvania Street	Indianapolis	IN	46240

- Japanese citizen, US permanent residency status (Green Card)

Barnes & Thornburg
BTPAC Register
2014

<u>Date of Check/Transaction</u>	<u>Payee</u>	<u>Identifier Code</u>	<u>State</u>	<u>District</u>	<u>Amount</u>
1/1/2014					
1/15/2014					
1/30/2014	Kristi for Congress C00476853	Noem, Kristi Lynn H0SD00054	SD	06	1,000.00
1/31/2014					
2/4/2014	Friends of Cheri Bustos C00498568	Bustos, Cheri H2IL17071	IL	17	1,000.00
2/14/2014					
2/18/2014	National Republican Congressional Committee C00075820	N/A	N/A	N/A	5,000.00
2/25/2014	Pete Sessions for Congress C00303305	Sessions, Pete H2TX03126	TX	32	1,000.00
2/26/2014	Byrne for Congress Inc C00545673	Byrne Bradley Roberts H4AK01123	AL	01	1,000.00
2/28/2014					
3/3/2014	Collins for Senator C00314575	Collins, Susan S6ME00159	ME	N/A	1,000.00
3/3/2014	Amodi for Nevada C00496760	Amodi, Mark Eugene H2NV02395	NV	02	1,000.00
3/4/2014	Bralley for Congress C00409441 Ck #1872, issued 2/4/13 VOIDED 3/4/14 Reported on 2013 Mid Yr Rpt	Bralley, Bruce H6IA01098	IA	01	(1,000.00)
3/6/2014	Rodney for Congress C00521948	Davis, Rodney H2IL13120	IL	13	1,000.00
3/12/2014	VOID				
3/12/2014	Friends of Cheri Bustos C00498568	Bustos, Cheri H2IL17071	IL	17	500.00
3/12/2014	Culberson for Congress C00343236	Culberson, John H0TX07055	TX	07	1,000.00
3/14/2014					
3/21/2014	Rob Wittman for Congress C00441014	Wittman, Robert H8VA01147	VA	01	1,000.00

Date of Check/Transaction	Payee	Identifier Code	State	District	Amount
3/21/2014	Duncan D. Hunter for Congress C00433524	Hunter, Duncan H8CA52052	CA	50	1,000.00
3/27/2014	Robert Aderholt for Congress C00313247	Aderholt, Robert B. H6AL04098	AL	04	1,000.00
3/27/2014	Gregg Harper for Congress C00441295	Harper, Gregg H8MS03067	MS	03	500.00
3/27/2014	Friends of Patrick Murphy C00493825	Murphy, Patrick H2FL22072	FL	18	1,000.00
3/27/2014	Mark Pryor for US Senate C00366401	Pryor, Mark Lunsford S0AR00028	AR	N/A	1,000.00
3/31/2014	Simpson for Congress C00331397	Simpson, Michael H8ID02064	ID	02	2,000.00
3/31/2014	Reed Committee C00238907	Reed, Jack S6RI00163	RI	N/A	2,500.00
3/31/2014	Tony Cardenas for Congress C00498873	Cardenas, Tony H2CA28113	CA	29	500.00
3/31/2014					
4/7/2014	America Now C00511196	N/A	N/A	N/A	1,000.00
4/8/2014	mobrooksforcongress.com C00464149	Brooks, Mo. H0AL05163	AL	05	1,000.00
4/9/2014	Chris Gibson for Congress C00477984	Gibson, Christopher H0NY20095	NY	19	1,000.00
4/11/2014	John Carter for Congress C00371203	Carter, John H2TX31044	TX	31	1,000.00
4/15/2017					
4/15/2014	Friends of Mark Warner C00438713	Warner, Mark R. S6VA00093	VA	N/A	1,000.00
4/21/2014	VOIDED 4/21/14 ck# 1987 VOIDED				(1,000.00)
4/21/2014	Friends of Mark Warner C00438713	Warner, Mark R. S6VA00093	VA	N/A	500.00
4/21/2014	Friends of Mark Warner C00438713	Warner, Mark R. S6VA00093	VA	N/A	500.00
4/21/2014	Barnes & Thornburg LLP 2014 1st Qtr Admin. Fees				75.00
4/23/2014	Fund for a Conservative Future C00326082	N/A	N/A	N/A	2,500.00
4/30/2014					
5/6/2014	Friends of Roy Blunt C00304758	Blunt, Roy S0MO00183	MO	N/A	1,000.00

Date of Check/Transaction	Payee	Identifier Code	State	District	Amount
5/6/2014	Mario Diaz-Balart for Congress C00376087	Diaz-Balart, Mario H2FL25018	FL	25	1,000.00
5/6/2014	Friends of Kelly Ayotte C00464297	Ayotte, Kelly S0NH00235	NH	N/A	1,000.00
5/6/2014	Visclosky for Congress C00166504	Visclosky, Peter H4IN01012	IN	01	2,000.00
5/15/2014					
5/16/2014	Hagan for US Senate Inc. C00457622	Hagan, Kay S8NC00239	NC	N/A	2,000.00
5/19/2014	Citizens for Cochran C00091892	Cochran, Thad S8MS00055	MS	N/A	1,000.00
5/19/2014	Udall for Colorado C00331439	Udall, Mark S8CO00172	CO	N/A	500.00
5/19/2014	Texans for Senator John Cornyn Inc C00369033	Cornyn, John S2TX00106	TX	N/A	1,000.00
5/19/2014	Committee to Re-Elect Loretta Sanchez C00326264	Sanchez, Loretta H6CA46033	CA	46	1,000.00
5/21/2014	Stutzman for Congress C00484683	Stutzman, Marlin H0IN03198	IN	03	1,000.00
5/21/2014	Friends of Susan Brooks C00500207	Brooks, Susan H2IN05082	IN	05	1,000.00
5/30/2014					
6/5/2014	Conaway for Congress C00383828	Conaway, Michael H4TX19136	TX	11	1,000.00
6/12/2014	Citizens for Cochran C00091892	Cochran, Thad S8MS00055	MS	N/A	1,500.00
6/12/2014	Jeff Merkley for Oregon C00437277	Merkley, Jeffrey S8OR00207	OR	N/A	500.00
6/12/2014	Texans for Henry Cuellar Congressional Campaign C00371302	Cuellar, Henry H2TX23082	TX	28	1,000.00
6/13/2014					
6/17/2014	Poe for Congress C00392670	Poe, Ted H4TX02108	TX	02	1,000.00
6/19/2014	Ron DeSantis for Congress C00511568	DeSantis, Ronald H2FL00292	FL	06	1,000.00
6/19/2014	Friends of Sam Johnson C00250720	Johnson, Sam H2TX03118	TX	03	1,000.00
6/19/2014	The Richard Burr Committee C00385526	Burr, Richard S4NC00089	NC	N/A	1,500.00
6/19/2014	Joe Wilson for Congress Committee C00368522	Wilson, Joe the Hon. H2SC02059	SC	02	1,000.00
6/19/2014	Lynn Jenkins for Congress C00433730	Jenkins, Lynn H8KS02090	KS	02	1,000.00

<u>Date of Check/ Transaction</u>	<u>Payee</u>	<u>Identifier Code</u>	<u>State</u>	<u>District</u>	<u>Amount</u>
6/20/2014	Robin Kelly for Congress C00539866	Kelly, Robin H2IL02172	IL	02	500.00
6/23/2014	Friends of Joe Heck C00468421	Heck, Joe H0NV03058	NV	03	1,000.00
6/25/2014	Wyden for Senate C00308676	Wyden, Ronald S6OR00110	OR	N/A	2,000.00
6/26/2014	Pat Roberts for US Senate Inc C00128876	Roberts, Pat S6KS00080	KS	N/A	1,000.00
6/26/2014	Ken Calvert for Congress Committee C00257337	Calvert, Ken H2CA37023	CA	42	1,000.00
6/26/2014	McConnell Senate Committee '14 C00193342	McConnell, Mitch S2KY00012	KY	N/A	1,000.00
6/26/2014	Tom Rooney for Congress C00432906	Rooney, Tom H8FL16022	FL	17	1,000.00
6/26/2014	People for Patty Murray C00257642 VOIDED 6/30/14	Murray, Patty S2WA00189	WA	N/A	500.00
6/26/2014	Democratic Senatorial Campaign Committee C00042366 VOIDED 6/30/14	N/A	N/A	N/A	1,000.00
6/26/2014	Mark Pryor for US Senate C00366401 VOIDED 6/30/14	Pryor, Mark Lunsford S0AR00028	AR	N/A	1,000.00
6/30/2014	Ck# 2020 (6/26/14) VOIDED (People for Patty Murray)				(500.00)
6/30/2014	ck# 2021 (6/26/14) VOIDED (Democratic Senatorial Campaign Committee)				(1,000.00)
6/30/2014	ck# 2022 (6/26/14) VOIDED (Mark Pryor for US Senate)				(1,000.00)
6/30/2014	People for Patty Murray C00257642	Murray, Patty S2WA00189	WA	N/A	500.00
6/30/2014	Democratic Senatorial Campaign Committee C00042366	N/A	N/A	N/A	1,000.00
6/30/2014	Mark Pryor for US Senate C00366401	Pryor, Mark Lunsford S0AR00028	AR	N/A	1,000.00
6/30/2014					
7/10/2014	Courtney for Congress C00410233	Courtney, Joseph H2CT02112	CT	02	1,000.00
7/10/2014	Shelby for US Senate C00193623	Shelby, Richard S6AL00013	AL	N/A	2,000.00
7/15/2014					
7/23/2014	Jason Smith for Congress C00541862	Smith, Jason H4MO08162	MO	08	500.00
7/23/2014	Crawford for Congress C00462374	Crawford, Eric Alan Rick H0AR01083	AR	01	1,000.00
7/25/2014	Barnes & Thornburg LLP 2014 2nd Qtr Admin. Fees				75.00

<u>Date of Check/ Transaction</u>	<u>Payee</u>	<u>Identifier Code</u>	<u>State</u>	<u>District</u>	<u>Amount</u>
7/31/2014					

BARNES & THORNBURG LLP**General Ledger Detail****From 01/01/2014 To 07/31/2014**

<u>Date</u>	<u>Description</u>	<u>Contributions</u>
01/28/14	Northeast GOP PAC Sponsorship - Lincoln Day Dinner 2014	1,500.00
01/31/14	Ron Arnold for Mayor Cocktail Reception Sponsorship on January 31, 2014	250.00
02/24/14	Mourdock for Treasurer Committee Political Contribution	1,000.00
03/04/14	Munster Republican Central Committee Contribution/platinum sponsorship for 2014 Lake County GOP 2014 Lincoln Day Dinner (RTG)	250.00
03/05/14	Munster Republican Central Committee Contribution/platinum sponsorship for 2014 Lake County GOP	0.00
03/05/14	Munster Republican Central Committee Contribution/platinum sponsorship for 2014 Lake County GOP 2014 Lincoln Day Dinner (RTG)	0.00
03/05/14	Munster Republican Central Committee Contribution/platinum sponsorship for 2014 Lake County GOP 2014 Lincoln Day Dinner (RTG)	250.00
03/05/14	Munster Republican Central Committee Contribution/platinum sponsorship for 2014 Lake County GOP 2014 Lincoln Day Dinner (RTG)	2,500.00
03/10/14	Friends of Connie Lawson Friends of Connie Lawson - Political Contributions - Republican	2,500.00
03/24/14	Committee to Elect Marsha Abell Campaign Contribution	5,000.00
03/25/14	Broad Ripple GOP PAC Sponsor of High School Students at Washington Township GOP Dinner	250.00
03/27/14	Greater Martinsville Chamber of Commerce Platinum Sponsorship of Mayor's Dinner 03/11/14	1,000.00
03/27/14	Friends of Suzanne Crouch Fundraiser for Candidate for State Auditor	5,000.00

BARNES & THORNBURG LLP**General Ledger Detail****From 01/01/2014 To 07/31/2014**

<u>Date</u>	<u>Description</u>	<u>Contributions</u>
03/28/14	Easley for Fishers Council Political Event Sponsorship	1,000.00
04/14/14	Griffith Republican Central Committee Political Contribution (BLB/RTG)	500.00
04/14/14	Marion County Republican Central Committee Host Sponsorship (M Morgan/RTG)	5,000.00
05/06/14	Mike Pence Committee Contribution	1,000.00
05/14/14	House Republican Campaign Committee Campaign Contribution (Emily VanOsdol requested/approved B. Grand)	5,000.00
05/14/14	Senate Majority Campaign Committee Campaign Contribution (Emily Vanosdol requested/B. Grand approved)	5,000.00
05/21/14	Committee to Re-elect Huck Lewis Mayor Huck Lewis Golf Outing 06/11/14	1,200.00
06/03/14	Friends of Connie Lawson Contribution	2,500.00
06/13/14	Sue Ellspermann for Indiana Campaign donation (JMG/RTG)	2,500.00
06/23/14	McBarnes for Mayor Friends of Chris McBarnes for Mayor	500.00
06/23/14	Vanderburgh County Republican Party August 18 Dash for Cash, Acropolis Restaurant	2,000.00
06/23/14	Fadness for Fishers 2014 Fundraiser Sponsorship	5,000.00
06/25/14	Mark Heirbrandt for County Commissioner 2014 Campaign Sponsorship	500.00
07/08/14	Ck #229990 dated 06/17/14 Payable to Kostielney for Commissioner in the amount of \$500.00 was charged to 56055-00-00-00 and should have been charged to 56050-00-00-00. Per B. Grand & B. Moreau.	500.00
07/10/14	Ballard for Mayor Committee Platinum Tee Sponsorship - 2014 Ballard for Mayor Golf	0.00
07/10/14	Rush County Republican Party Hole Sponsorship	200.00
07/10/14	Ballard for Mayor Committee Platinum Tee Sponsorship - 2014 Ballard for Mayor Golf Classic	5,000.00

BARNES & THORNBURG LLP**General Ledger Detail****From 01/01/2014 To 07/31/2014**

<u>Date</u>	<u>Description</u>	<u>Contributions</u>
07/10/14	Ballard for Mayor Committee	5,000.00
	Platinum Tee Sponsorship - 2014 Ballard for Mayor Golf Classic	
07/23/14	Snyder for Mayor Contribution	1,000.00
07/25/14	Seamless North America, LLC	604.82
	Catering for 30 on 05/30/14, "Class Session", part of ILF sponsorship package, inv#1756530 (see email from Matt Morgan/Bob Grand)	
	Total for Account #: 56050-000000	63,504.82
01/07/14	Indiana Democratic Party Gold Circle	5,000.00
02/11/14	Sheriff John Layton Committee Campaign Contribution	1,000.00
02/26/14	Richard R. Boykin Donation re Boykin for Cook County Commissioner	5,000.00
03/11/14	Mike Hamann for County Council Campaign contribution requested by Phil Faccenda	250.00
03/11/14	Mike Hamann for County Council Mike Hamann for County Auditor - Campaign Contribution - PJF	250.00
03/14/14	Friends of Richard Boykin Friends of Richard Boykin - Contribution	5,000.00
03/19/14	Committee to Elect James D. King Sponsor Golf Scramble @ Maplewood Golf Club on April 05, 2014	500.00
03/19/14	Committee to Elect Larry Bledsoe Sponsor Golf Scramble @ Maplewood Golf Club on April 12, 2014	500.00
03/21/14	Mike Hamann for County Council Campaign contribution requested by Phil Faccenda	0.00
03/21/14	Mike Hamann for County Council Campaign contribution requested by Phil Faccenda	0.00
03/21/14	Mike Hamann for County Council Campaign contribution requested by Phil Faccenda	250.00
03/25/14	St. Joseph County Democratic Party St. Joseph County Democratic Party - Contribution to Jefferson & Jackson Dinner - Bill Moreau - PXF - 03/24/14	1,000.00

BARNES & THORNBURG LLP**General Ledger Detail****From 01/01/2014 To 07/31/2014**

<u>Date</u>	<u>Description</u>	<u>Contributions</u>
03/31/14	Friends of Karen Freeman-Wilson Silver Partner for One Enchanted Evening	2,000.00
03/31/14	Myla Eldridge for Clerk Committee Sponsor - B&T Fundraiser for Myla Eldridge	2,500.00
04/03/14	Committee to Elect Keith Soderquist Committee to Elect Keith Soderquist - Donation to Night Out with Mayor Keith Soderquist	600.00
04/09/14	Indiana Stonewall Democrats Contribution	2,500.00
04/16/14	Freedom Indiana Donation	2,500.00
04/22/14	Marion County Democratic Party Donation	2,500.00
04/25/14	Curry for Marion County Prosecutor Hole Sponsor - 2014 Curry Golf Open (June 5,2014)	250.00
05/05/14	Friends of Karen Freeman-Wilson Donation	500.00
06/04/14	Dave Thomas for Commissioner Dave Thomas for Commissioner - Hole Sponsorship for Golf Outing	400.00
06/05/14	LaPorte County Democratic Party LaPorte County Democratic Party - Contribution	500.00
06/09/14	Citizens to Elect Greg Goodnight Sponsorship of Mayor Greg Goodnight's Annual Golf Outing	1,000.00
06/10/14	Indiana Democratic Party 2014 Jefferson - Jackson Dinner Sponsorship	5,000.00
06/17/14	Kostielney for Commissioner Kostielney for Commissioner - Foursome and Hole Sponsor - PJF	500.00
07/08/14	Ck #229990 dated 06/17/14 Payable to Kostielney for Commissioner in the amount of \$500.00 was charged to 56055-00-00-00 and should have been charged to 56050-00-00-00. Per B. Grand & B. Moreau	0.00
07/10/14	Ritz 4 Education Donation	2,500.00
07/21/14	Dick Moore for Mayor Dick Moore for Mayor - Sponsorship at Golf Annual Outing - PXF - 07/21/14	700.00
07/22/14	Dennis Tyler for Mayor Committee	500.00

BARNES & THORNBURG LLP**General Ledger Detail****From 01/01/2014 To 07/31/2014**

<u>Date</u>	<u>Description</u>	<u>Contributions</u>
	Gold Level Sponsor - July 25 Gold Scramble	
07/22/14	Indiana House Democratic Caucus Fall events donation	5,000.00
07/22/14	Indiana Senate Democrat Committee Fall events donation	5,000.00
07/30/14	Whitfield-Hyduk for Trustee Whitfield-Hyduk for Trustee - Golf foursome and Hole Sponsor	400.00
07/31/14	Milsap for Commissioner Committee Milsap for Commissioner Committee - Campaign Contribution	250.00
	Total for Account #: 56055-000000	53,850.00
	Total Resp: SAG	117,354.82

BARNES & THORNBURG LLP

11 S. Meridian Street
Indianapolis, IN 46204-3535
317-236-1313
317-231-7433 (Fax)

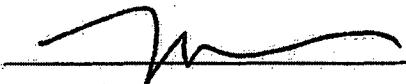
www.btlaw.com

POWER OF ATTORNEY

Be it known that the Management Committee of Barnes & Thornburg LLP ("the Firm"), pursuant to a resolution adopted on August 25, 2014 in accordance the Firm's Amended and Restated Articles of Partnership, does hereby grant to Alan Levin, the Firm's Managing Partner, with an address at Barnes & Thornburg LLP, 11 South Meridian Street, Indianapolis, Indiana 46204, full and sufficient power of attorney so that Mr. Levin may, on behalf of the capital partnership of the Firm, execute the Firm's Registration Statement and appurtenant exhibits and appendices pursuant to the Foreign Agents Registration Act of 1938, as amended (22 U.S.C. § 611 et seq.).

The person signing this document declares that he has sufficient authority to grant this special power of attorney:

Signature: _____



Date: _____

AUG 27, 2014

Name: Mark Rust

Position: Secretary, Management Committee
Barnes & Thornburg LLP