

DAVIS POLK & WARDWELL

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WASHINGTON, D.C. 20005

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SECRETARY OF THE SENATE
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60008 FRANKFURT AM MAIN
H. D.
3A CHATER ROAD
HONG KONG

August 13, 1999

BY COURIER

Secretary of the Senate
Office of Public Records
232 Hart Senate Office Building
Washington, D.C. 20510


Re: Form LD-2 for Period Ending June 30, 1999

Dear Sir or Madam:

Enclosed for filing is a Form LD-2 Lobbying Report for registrant Davis Polk & Wardwell, covering the half-year period ending June 30, 1999. A form containing the same information is also being delivered for filing with the Clerk of the House.

Please note that the firm's client has changed its name from RJR Nabisco, Inc. to Nabisco Group Holdings since the last report. For this reason, both names are given in each instance where the client's name is to be reported.

Very truly yours,


Charles Duggan

Enclosure

99 AUG 16 AM 10: 05

H. D.

LOBBYING REPORT

Lobbying Disclosure Act of 1995 (Section 5) - All Filers Are Required To Complete This Page

1. Registrant Name Davis Polk & Wardwell			
2. Address <input type="checkbox"/> Check if different than previously reported 450 Lexington Avenue			
3. Principal Place of Business (if different from line 2) City: New York State/Zip (or Country) NY 10017			
4. Contact Name Arthur F. Golden		Telephone 212-450-4388	5. Senate ID # 11710 - 75
7. Client Name <input type="checkbox"/> Self RJR Nabisco, Inc./Nabisco Group Holdings		E-mail (optional)	6. House ID # 31736005

TYPE OF REPORT 8. Year 1999 Midyear (January 1-June 30) OR Year End (July 1-December 31)

9. Check if this filing amends a previously filed version of this report

10. Check if this is a Termination Report Termination Date 12/31/98 11. No Lobbying Activity

INCOME OR EXPENSES - Complete Either Line 12 OR Line 13	
<p>12. Lobbying Firms</p> <p>INCOME relating to lobbying activities for this reporting period was:</p> <p>Less than \$10,000 <input checked="" type="checkbox"/></p> <p>\$10,000 or more <input type="checkbox"/> ⇒ \$ _____ <small>(Income (nearest \$20,000))</small></p> <p>Provide a good faith estimate, rounded to the nearest \$20,000, of all lobbying related income from the client (including all payments to the registrant by any other entity for lobbying activities on behalf of the client).</p>	<p>13. Organizations</p> <p>EXPENSES relating to lobbying activities for this reporting period were:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input type="checkbox"/> ⇒ \$ _____ <small>Expenses (nearest \$20,000)</small></p> <p>14. REPORTING METHOD. Check box to indicate expense accounting method. See instructions for description of options.</p> <p><input type="checkbox"/> Method A. Reporting amounts using LDA definitions only</p> <p><input type="checkbox"/> Method B. Reporting amounts under section 6033(b)(8) of the Internal Revenue Code</p> <p><input type="checkbox"/> Method C. Reporting amounts under section 162(e) of the Internal Revenue Code</p>

Signature _____

Printed Name and Title _____

Information Update Page - Complete ONLY where registration information has changed.

20. Client new address

21. Client new principal place of business (if different from line 20)

City _____ State/Zip (or Country) _____

22. New general description of client's business or activities

LOBBYIST UPDATE

23. Name of each previously reported individual who is no longer expected to act as a lobbyist for the client

Arthur F. Golden

D. Scott Wise

ISSUE UPDATE

24. General lobbying issues previously reported that no longer pertain

AFFILIATED ORGANIZATIONS

25. Add the following affiliated organization(s)

Name	Address	Principal Place of Business (city and state or country)

26. Name of each previously reported organization that is no longer affiliated with the registrant or client

FOREIGN ENTITIES

27. Add the following foreign entities

Name	Address	Principal place of business (city and state or country)	Amount of contribution for lobbying activities	Ownership percentage in client

28. Name of each previously reported foreign entity that no longer owns, or controls, or is affiliated with the registrant, client or affiliated organization

Signature Arthur F. Golden Date August 13, 1999
 Printed Name and Title Arthur F. Golden, Member of the Firm