

UNITED STATES DEPARTMENT OF JUSTICE  
WASHINGTON, D.C. 20530

Form OBD-68  
(Rev 10-14-76)  
Formerly DJ-307  
for

AMENDMENT TO REGISTRATION STATEMENT

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

OMB  
NO. 41-R226  
Revised 10/31/81  
RECEIVED  
CRIMINAL DIVISION  
JUN 2 3 24 PM '82  
INTERNAL SECURITY  
SECTION  
REGISTRATION UNIT

1. Name of Registrant  Dickstein Shapiro & Morin	2. Registration No.  3028
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3. This amendment is filed to accomplish the following indicated purpose or purposes:

- To correct a deficiency in
- Initial Statement
- Supplemental Statement for \_\_\_\_\_
- To give notice of change in an exhibit previously filed.
- To give a 10-day notice of a change in information as required by Section 2(b) of the Act.
- Other purpose (specify) \_\_\_\_\_

4. If this amendment requires the filing of a document or documents, please list-

See attached Exhibits A and B

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

This amendment is filed to give notice that the registrant has acquired a new foreign principal.

The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this amendment 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.

(Both copies of this amendment 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.)

Arthur P. Miller  
\_\_\_\_\_  
\_\_\_\_\_

Subscribed and sworn to before me at District of Columbia  
this 2d day of June, 19 82 James J. R. Estlin  
(Notary or other officer)

My commission expires 11-30-85

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EXHIBIT A  
TO REGISTRATION STATEMENT

Under the Foreign Agents Registration Act of 1938, as amended

Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant Dickstein Shapiro & Morin 2101 L St., N.W. Washington, D.C. 20037	2. Registration No. 3028
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3. Name of foreign principal Italcable USA, Inc.	4. Principal address of foreign principal 1 World Trade Center Suite 10231 New York, New York 10048
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5. Indicate whether your foreign principal is one of the following type:

Foreign government

Foreign political party

Foreign or  domestic organization: If either, check one of the following:

<input type="checkbox"/> Partnership	<input type="checkbox"/> Committee
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Voluntary group
<input type="checkbox"/> Association	<input type="checkbox"/> Other (specify) _____

Individual - State his nationality \_\_\_\_\_

6. If the foreign principal is a foreign government, state: Not Applicable

a) Branch or agency represented by the registrant.

b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state: Not Applicable

a) Principal address

b) Name and title of official with whom the registrant deals.

c) Principal aim

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DATE 1-24-86

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal  
Marketing telecommunications equipment and systems both within and outside  
United States.

b) Is this foreign principal

- Owned by a foreign government, foreign political party, or other foreign principal . . . . Yes  No
- Directed by a foreign government, foreign political party, or other foreign principal . . . . Yes  No
- Controlled by a foreign government, foreign political party, or other foreign principal . . . . Yes  No
- Financed by a foreign government, foreign political party, or other foreign principal . . . . Yes  No
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal . . . . . Yes  No
- Subsidized in part by a foreign government, foreign political party, or other foreign principal . . . . . Yes  No

CONFIDENTIAL

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

Italcable USA, Inc. is a corporation organized under the laws of New York. Its capital stock is currently 100 percent owned by Italcable, S.p.A., an Italian corporation. A majority interest in Italcable, S.p.A., is in turn owned by Societa Finanziaria Telefonica (STET). A majority interest in STET is owned by the Italian Government through IRI.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Not Applicable

Date of Exhibit A 6/2/82	Name and Title Andrew P. Miller	Signature <i>Andrew P. Miller</i>
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UNITED STATES DEPARTMENT OF JUSTICE  
Washington, D.C. 20530

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EXHIBIT B

INTERNAL SECURITY  
SECTION  
REGISTRATION UNIT

TO REGISTRATION STATEMENT  
Under the Foreign Agents Registration Act  
of 1938, as amended

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
Dickstein, Shapiro & Morin	Italcable USA, Inc.

Check Appropriate Boxes:

- The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.  
See Attachment 1
- The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

See Attachment 2

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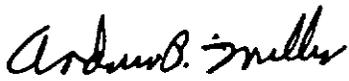
5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See response to Item 4 above

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1/</sup> Yes  No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

See response to Item 4 above

Date of Exhibit B	Name and Title	Signature
6/2/82	Andrew P. Miller	

<sup>1/</sup> Political activity as defined in Section 1(o) of the Act 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.

ITALCABLE USA, INC.

1 WORLD TRADE CENTER - SUITE 10231  
NEW YORK NEW YORK 10048  
(212) 938.1046

ATTACHMENT 1

EXHIBIT B

CHAIRMAN OF THE BOARD

April 1, 1982

Dickstein, Shapiro & Morin  
2101 L. Street N.W. / suite 1000  
Washington  
D.C. 20037

RECEIVED  
CRIMINAL DIVISION  
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Dear Sirs,

we are writing to confirm the proposed arrangement in order to entrust your firm with legal aids and advices in the USA for Italcable USA Inc. and its United States subsidiaries as it will be time by time specifically required by us.

You will render such services on the basis of your regular hourly rates, which at the present time range from \$60 to \$250 an hour. We agree that the legal aids for Italcable USA Inc. may involve the services of various attorneys in your corporate, taxation, and government relations divisions, however, for purposes of illustration the present hourly rates of those who will definitely be involved in such an engagement are the follows: Sidney Dickstein - \$250, C. Joseph Minetti - \$175, Henry Cashen - \$150, and William Kingery - \$85.

We will pay and you will invoice us an initial retainer fee of \$50,000 which sum will be applied against your hourly fees for services rendered and to be rendered. You will invoice us on a regular monthly basis when the initial retainer fee has been exhausted and you will also account for the application of the initial retainer. You will also invoice us on a monthly basis for out-of-pocket disbursements (such as travel expenses and long distance telephone and telex charges) incurred in connection with your legal aids.

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Dickstein Shapiro & Morin  
3028 CRIMINAL DIVISION

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INTERNAL SECURITY  
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REGISTRATION UNIT

ATTACHMENT 2 TO EXHIBIT B

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Registrant will represent Italcable USA, Inc., as legal counsel in various legal matters arising from the conduct of the business of Italcable USA, Inc. in the United States. It is anticipated that virtually all of Registrant's activities in behalf of Italcable USA, Inc., will be private and nonpolitical in nature in furtherance of the bona fide commercial, industrial and financial interests of Italcable USA, Inc. From time to time, however, Registrant may be required to communicate in behalf of the interests of Italcable USA, Inc., with officials and agencies of the United States Government with reference to domestic or foreign policies of the United States.

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