

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	2. Registration No.
3. Name of foreign principal Stratas Corporation, Ltd.	4. Principal address of foreign principal 1959 Upper Water Street Suite 1502 Halifax Nova Scotia, Canada B3J3N2

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:

a) Branch or agency represented by the registrant.

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

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N/A
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7. If the foreign principal is a foreign political party, state:

a) Principal address

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

c) Principal aim

N/A

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

Stratas engages in the design, engineering, and manufacture of submarines for military and commercial use. The company also fabricates metals.

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

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

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.

Stratas is publicly traded on the Alberta stock exchange. Six persons own 60% of this stock.

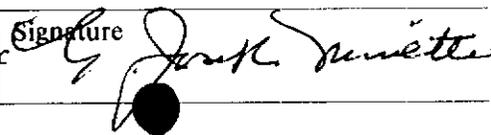
Date of Exhibit A

2/14/89

Name and Title

G. Joseph Minetti, Partner

Signature



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	Stratas Corporation, Ltd.

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.
- 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.

Strategic planning regarding U.S. Government concurrence in development of Canadian hybrid submarine technology.

INTERNAL SECURITY
SECTION
REGISTRATION UNIT

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INTERNAL SECURITY
SECTION
REGISTRATION UNIT

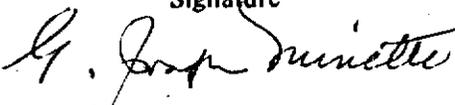
5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

DS&M will advise Stratas on its efforts to ensure that the U.S. Government concurs (and, if possible, participates) in the development of hybrid-nuclear submarine technology. We may arrange and attend meetings with United States officials, principally in the State Department and the U.S. Navy. We will advise and assist in any licensing procedures related to this activity.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
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.

As stated in our response to question #5, DS&M will advise Stratas on its efforts to ensure that the U.S. Government concurs (and, if possible, participates) in the development of hybrid-nuclear submarine technology.

Date of Exhibit B	Name and Title	Signature
2/14/89	G. Joseph Minetti, Partner	

¹Political 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.

DICKSTEIN, SHAPIRO & MORIN

2101 L STREET, N.W.

WASHINGTON, D.C. 20037

202 785-9700

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December 9, 1988

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P.O. BOX 2537
VIENNA, VIRGINIA 22180
703 847-9190

NEW YORK OFFICE
598 MADISON AVENUE
NEW YORK, N.Y. 10022
212 832-1900

Edward Dunn, Project Manager
Stratus Corporation
Submarine Services Division
Suite 1502
1959 Upper Water Street
Halifax Nova Scotia, Canada B3J3N2

Re: Retainer Agreement

Dear Mr. Dunn:

This letter will serve to confirm our discussions concerning the agreement for this firm to provide legal services to Stratus Corporation. Pursuant to our agreement, this firm will act as Stratus Corporation's counsel in connection with various government contracts and other matters.

Our initial retainer for this representation shall be a fee of Five Thousand Dollars (\$5,000.00), which is payable immediately. Our fees shall be based upon a number of factors, including the application of the firm's regularly established rates, the complexity of the project, the results obtained and time constraints. The initial retainer will be applied against the fees. We will bill you for our services periodically and at the completion of each project.

With regard to this retainer, it is further understood that this firm is to be reimbursed by Stratus Corporation for out-of-pocket expenses incurred by us in connection with this representation, covering such matters as copying, long distance telephone calls, travel expenses and the like.

If the foregoing correctly sets forth the agreement between us, please so indicate in the space provided below and return one executed copy of this agreement to me.

Very truly yours,

DICKSTEIN, SHAPIRO & MORIN

By: Ronald K. Henry

AGREED AND ACCEPTED:

Edmund P. Dunn PRESIDENT, SUBMARINE SERVICES INC.

Dated: 15 Dec 1988

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