

WC 07-73

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589

Page 1 of 1

(1) LOCK BOX # <b>358145</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Steptoe &amp; Johnson LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1330 Connecticut Ave., NW</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20036</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-429-3000</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003754629</b>		(12) FCC USE ONLY	
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME <b>Stratos Communications, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>6901 Hockledge Drive</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite 900</b>			
(16) CITY <b>Bethesda</b>		(17) STATE <b>MD</b>	(18) ZIP CODE <b>20817</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>301-363-1139</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0004078440</b>		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b>			
I, <u>Petra A. Vorwies</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Petra A. Vorwies</u>		DATE <u>4-5-2007</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

Approved by OMB  
3060-0686

FCC/HELLON APR 05 2007

INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:  
Transfer of Control Application (Stratos Communications, Inc. Section 214 Authorizations)

1. Legal Name of Applicant

Name:	Robert Franklin (Trustee)	Phone Number:	416-363-1139
DBA Name:		Fax Number:	
Street:	6901 Rockledge Drive Suite 900	E-Mail:	robert.franklin@rogers.com
City:	Bethesda	State:	MD
Country:	USA	Zipcode:	20817
Attention:	Mr. Robert Franklin (Trustee)		

2. Name of Contact Representative

<b>Name:</b>	Alfred Mamlet	<b>Phone Number:</b>	202-429-6205
<b>Company:</b>	Step toe & Johnson LLP	<b>Fax Number:</b>	202-429-3902
<b>Street:</b>	1330 Connecticut Ave., NW	<b>E-Mail:</b>	amamlet@step toe.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20036-1795
<b>Attention:</b>		<b>Relationship:</b>	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )

d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.  
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:IT	File Number:IT	File Number:IT	File Number:IT	File Number:IT	File Number:	File Number:
C214199808280 0591	C214199803260 0205	C214199801210 0028	C214200102200 0657	C214200004260 0773		

5. Name of Section 214 Authorization Holder

**Name:** Stratos Communications, Inc. **Phone Number:** 301-968-1938  
**DBA Name:** **Fax Number:** 301-214-2234  
**Street:** 6901 Rockledge Drive **E-Mail:** bruce.henoch@stratosglobal.com  
 Suite 900  
**City:** Bethesda **State:** MD  
**Country:** USA **Zipcode:** 20817  
**Attention:** Mr. Bruce Henoch

**6. Name of Assignor / Transferor**

<b>Name:</b>	Stratos Global Corporation	<b>Phone Number:</b>	301-968-1938
<b>DBA Name:</b>		<b>Fax Number:</b>	301-214-2234
<b>Street:</b>	6901 Rockledge Drive Suite 900	<b>E-Mail:</b>	bruce.henoch@stratosglobal.com
<b>City:</b>	Bethesda	<b>State:</b>	MD
<b>Country:</b>	USA	<b>Zipcode:</b>	20817
<b>Attention:</b>	Mr. Bruce Henoch		

**7. Name of Assignee / Transferee**

**Name:** Robert Franklin (Trustee) **Phone Number:** 416-363-1139  
**DBA Name:** **Fax Number:**  
**Street:** 6901 Rockledge Drive **E-Mail:** robert.franklin@rogers.com  
**City:** Suite 900  
**City:** Bethesda **State:** MD  
**Country:** USA **Zipcode:** 20817  
**Attention:** Mr. Robert Franklin (Trustee)

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).  
 Governmental Entity  Noncommercial educational licensee  Notification of Pro Forma (No fee required.)  
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

<p>9. Description (Summarize the nature of the application.) (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)</p> <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>This is an application to transfer control of the Section 214 authority held by Stratos Communications, Inc. to Robert Franklin, trustee.</p> </div>	<p>10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".</p>	<p>11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."</p> <p style="text-align: right;"> <input type="radio"/> Yes    <input checked="" type="radio"/> No     </p>	<p>12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."</p> <p style="text-align: right;"> <input type="radio"/> Yes    <input checked="" type="radio"/> No     </p>
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13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

● Yes ○ No



15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes  No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes  No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S. destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment I that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(f).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

Yes  No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

Yes  No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.

Yes  No   
Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p>Yes <input checked="" type="radio"/> No <input type="radio"/></p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p>Yes <input checked="" type="radio"/> No <input type="radio"/></p>

**CERTIFICATION**

<p>26. Printed Name of Assignor / Transferor Stratos Global Corporation</p>	<p>29. Printed Name of Assignee / Transferee Robert Franklin</p>
<p>27. Title (Office Held by Person Signing) VP Legal and Regulatory Affairs</p>	<p>30. Title (Office Held by Person Signing) Trustee</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Bruce Henoch</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Robert Franklin</p>

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT  
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION  
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

**FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT**

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

**THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.**

**ATTACHMENT 1**

**Responses Accompanying Application for Transfer of Control of  
International and Domestic Section 214 Authority With Respect to  
Stratos Communications, Inc. ("Stratos Communications")**

**Answer to Question 10**

*Responses to paragraphs (c) and (d) of Section 63.18 with respect to transferor and transferee:*

**Information for Transferor:**

- Contact Information for Transferor:

Company Contact:  
Stratos Global Corporation  
6901 Rockledge Drive  
Suite 900  
Bethesda, MD 20817  
Attn: Mr. Bruce Henoch  
Telephone: (301) 968-1938

Legal Counsel:  
Alfred Mamlet  
Steptoe & Johnson LLP  
1330 Connecticut Avenue NW  
Washington, DC 20036  
Telephone: (202) 429-3000

- Stratos Global Corporation ("Stratos Global") is a corporation organized under the laws of Canada.
- Stratos Global has not previously received Section 214 authority from the Commission (and it is not requesting such authority here).

**Information for Transferee:**

- Contact Information for Transferee:

Trustee Contact:  
Robert M. Franklin  
c/o 6901 Rockledge Drive  
Suite 900  
Bethesda, MD 20817  
Telephone: (416) 363-1139

Legal Counsel:  
James D. Scarlett  
Torys LLP  
79 Wellington Street West  
Box 270, TD Centre  
Toronto, Ontario  
M5K 1N2 Canada  
Telephone: (416) 865-0040

- Mr. Franklin is a Canadian citizen.
- Mr. Franklin has not previously received Section 214 authority from the Commission (and it is not requesting such authority here).

**Answer to Question 11**

Not applicable.

**Answer to Question 12**

Not applicable.

**Answer to Question 13**

See Narrative, attached hereto as Attachment 3.

**Answer to Question 14**

This transaction will not result in Stratos Communications, the licensee, becoming affiliated with any additional foreign communications carriers. Stratos Communications after the proposed transaction will remain affiliated with the following foreign carriers:

- Stratos Wireless, Inc., a Canada-based provider of mobile satellite services;
- Stratos Global, Ltd., a provider of mobile satellite services and very small aperture terminal ("VSAT") services based in Great Britain;
- Stratos Aeronautical Limited, a provider of mobile satellite services based in Great Britain;
- Xantic B.V. ("Xantic"), a provider of mobile satellite services and fixed satellite services based in the Netherlands and authorized to offer these services to the public in the Netherlands, Australia, and Brazil; and



- Plenexis Holding GmbH ("Plenexis"), a provider of VSAT services based in Germany and authorized to offer these services to the public in Germany, Hungary, Russia, Sweden, Turkey, and the United Kingdom.

**Answer to Question 15**

Stratos Communications may provide services to: (1) Canada, a destination in which its parent company, Stratos Global, controls a foreign carrier, Stratos Wireless, Inc., providing satellite and HF radio services; (2) Great Britain, where Stratos Global has three foreign carrier affiliates providing satellite services, Stratos Global, Ltd., Stratos Aeronautical Limited, and Plenexis; (3) the Netherlands, where Stratos Global is affiliated with Xantic, a foreign carrier providing satellite services; (4) Australia, where Stratos Global is affiliated with Xantic; (5) Brazil, where Stratos Global is affiliated with Xantic; (6) Germany, where Stratos Global is affiliated with Plenexis, a foreign carrier providing satellite services; (7) Hungary, where Stratos Global is affiliated with Plenexis; (8) Russia, where Stratos Global is affiliated with Plenexis; (9) Sweden, where Stratos Global is affiliated with Plenexis; and (10) Turkey, where Stratos Global is affiliated with Plenexis. These countries are members of the WTO and none of Stratos Global's foreign carrier affiliates have a 50 percent or greater share of the markets for international transport and local access in their respective destination countries.

**Answer to Question 16**

Stratos Communications' affiliate, Stratos Wireless, Inc., lacks sufficient market power in Canada to adversely affect competition in the U.S. market, as it controls far less than 50% of the local access and international transport markets in Canada. Similarly Stratos Communications' affiliates, Stratos Global, Ltd., Stratos Aeronautical Limited and Plenexis, lack sufficient market power in Great Britain to adversely affect competition in the U.S. market, as they control far less than 50% of the local access and international transport markets in Great Britain. Stratos

Communications' affiliate, Xantic, also lacks sufficient market power in the Netherlands, Australia, or Brazil to adversely affect competition in the U.S. market, as it controls far less than 50% of the local access and international transport markets in these markets. Finally, Stratos Communications' affiliate, Plenexis, lacks sufficient market power in Germany, Hungary, Russia, Sweden or Turkey to adversely affect competition in the U.S. market, as it controls far less than 50% of the local access and international transport markets in these markets. Accordingly, Stratos Global (and licensee Stratos Communications) is entitled, under Section 63.10(a)(3), 47 C.F.R. § 63.10(a)(3), to non-dominant status on all routes.

**Answer to Question 17**

Not Applicable.

**Answer to Question 18**

Not applicable.

**Answer to Question 20**

Stratos Communications and Mr. Franklin respectfully request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. Although Stratos Global is affiliated with foreign carriers in Canada, Great Britain, the Netherlands, Australia, Brazil, Germany, Hungary, Russia, Sweden and Turkey, this Application qualifies for streamlined processing for the following reasons: (1) the licensee, Stratos Communications, qualifies for a presumption of non-dominance under 47 C.F.R. § 63.10(a)(3) because its foreign carrier affiliates have less than a 50% share of the local access and international transport markets in the relevant markets, *see* 47 C.F.R. § 63.12(c)(1)(ii); and (2) Stratos Global is not affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell, *see* 47 C.F.R. § 63.12(c)(2).

## ATTACHMENT 2

### **Responses Accompanying Application for Transfer of Control of International and Domestic Section 214 Authority With Respect to Stratos Communications, Inc. ("Stratos Communications")**

#### **Information for Transfer of Domestic 214 Under Section 63.04(b)**

Pursuant to Section 63.04(b) of the Commission's Rules, the following information is provided to the Commission:

- (a) Description of the transaction: See Narrative, attached hereto as Attachment 3.
- (b) Stratos Communications, an indirect subsidiary of the transferor, Stratos Global Corporation ("Stratos Global"), provides nationwide mobile satellite services where the originating and terminating points may both be in the U.S.<sup>1</sup> Stratos Offshore Services Company, a Stratos Communications affiliate, provides terrestrial wireless, wireline, very small aperture satellite service, and fixed satellite service. Stratos Offshore Services Company primarily offers these services in the Gulf of Mexico region. These services may also have originating and terminating points within the U.S.
- (c) This application should be accorded presumptive streamlined treatment under Commission Rules 63.03(b)(1)(ii) and 63.03(b)(2)(i). See 47 C.F.R. §S 63.03(b)(1)(ii) and 63.03(b)(2)(i). The transferee, Robert Franklin acting as trustee, is not a telecommunications provider. In addition, Stratos Communications and its affiliates do and will have a market share in the interstate, interexchange market of less than ten percent, and provide competitive telephone exchange services in markets served by a dominant local exchange carrier not party to

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<sup>1</sup> The transferee, Robert M. Franklin, does not provide any domestic telecommunications services.

the transaction, and are not dominant with respect to any service. As such this application is eligible for streamlined status.

(d) *See* Narrative, Attachment 3, at page 2.

(e) Applicants do not seek special consideration due to any imminent business failure of any party.

(f) No separately filed waivers are being sought in conjunction with this application.

(g) The proposed transaction will have no adverse effect on competition in domestic markets. *See* Narrative, Attachment 3.



rights, current Stratos management will have full latitude to operate the Stratos business in the best interests of the company. Thus, as with many other recent "going private" transactions in the satellite industry that the Commission has approved, the proposed transaction will allow current public shareholders to sell their interests at a fair price, and allow Stratos management to continue to grow the company, to the benefit of both existing and future customers.

The proposed transaction will be financed indirectly by Inmarsat Finance III Limited ("Inmarsat Finance"), a wholly-owned subsidiary of Inmarsat plc ("Inmarsat"). Another Inmarsat subsidiary, Inmarsat Global Ltd. ("Inmarsat Global"), has contractual restrictions, expiring in April 2009, that prevent Inmarsat Global from owning or controlling Stratos or any other distributor of Inmarsat services. CIP has granted Inmarsat Finance a call option to acquire the stock of CIP UK, which is generally exercisable over a seventeen-month period beginning in April 2009 and ending on December 31, 2010. Until April 2009, the shares of Stratos Global will be held by the Trust to ensure that the Trustee has both *de jure* and *de facto* control of Stratos, thus ensuring compliance with Inmarsat Global's contractual obligations.

Stratos and the Trustee concurrently are submitting the following applications requesting Commission approval of the transfer of control of the Stratos Licensees:

- Three Forms 312 seeking consent related to VSAT, FSS and MSS earth station authorizations;
- Three FCC 214 Forms seeking consent related to various International Section 214 authorizations;
- Two FCC domestic 214 applications seeking consent related to domestic 214 authority;
- One FCC Form 603 seeking consent related to various terrestrial radio authorizations; and
- One FCC Form 44 seeking consent related to the Accounting Authority authorization.

## I. DESCRIPTION OF INTERESTED PARTIES IN THE TRANSACTION

### A. Stratos

The Stratos Licensees are wholly-owned subsidiaries of Stratos Holdings, Inc. (a Delaware corporation), which is a wholly-owned subsidiary of Stratos Wireless, Inc. (a Canadian corporation), which in turn is a wholly-owned subsidiary of Stratos Global (also a Canadian corporation). The current organizational structure of the Stratos Licensees is shown in Appendix A. Stratos Global is a public company, traded on the Toronto Stock Exchange, that is widely held primarily by Canadian and U.S. shareholders. Stratos Global's corporate headquarters and principal place of business is Bethesda, MD.

Stratos provides Mobile Satellite Services ("MSS"), Fixed Satellite Services ("FSS") and terrestrial communications solutions to its customers. In the United States, Stratos' satellite services consist of both MSS and FSS very small aperture terminal ("VSAT") services using satellite capacity that it acquires from other entities. With regard to MSS, Stratos currently resells capacity of various satellite operators, including Globalstar, Inmarsat, Iridium and MSV. Stratos holds Commission licenses for Inmarsat mobile earth terminals ("METs"), but does not own or operate any MSS gateway earth stations in the United States.<sup>1</sup> Stratos' VSAT services employ satellite capacity resold from a number of operators of FSS systems, including Intelsat and SES, and utilize a number of VSAT hubs located in the United States and licensed to Stratos.<sup>2</sup> In addition, Stratos operates a terrestrial microwave network in the U.S. Gulf of Mexico, over which it primarily serves the offshore rigs and platforms of oil and gas companies. Stratos also provides competitive local exchange, competitive access, and interexchange

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<sup>1</sup> Stratos owns MSS gateway earth stations in Australia, Canada, the Netherlands and New Zealand.

<sup>2</sup> Stratos also owns VSAT hubs in Germany, Russia and the United Kingdom.

telecommunications services in Louisiana and Texas, also primarily to its oil and gas industry customers.

**B. The Trustee**

A trust has been established under the laws of Canada to hold the shares of Stratos Global upon completion of the transaction. The Trustee is Robert M. Franklin, a Canadian citizen. Mr. Franklin is a prominent businessman who has served on a number of corporate boards, including (i) as Chairman from 1990 to 1993 of Glenayre Electronics Limited, a telecommunications hardware and software solutions company, (ii) a directorship from 2002-2005 on the board of Call-Net Enterprises, Inc., a Canadian competitive carrier, and (iii) as Chairman from 1993-2006 of Placer Dome, Inc., a major Canadian mining company. Mr. Franklin currently serves as a director of Barrick, a leading international gold mining company, and a number of other companies, none of which operate in the telecommunications industry. Mr. Franklin's curriculum vitae is attached as Appendix B.

**C. CIP**

CIP, a limited partnership organized under the laws of the British Virgin Islands, is a professional investment company with a focus on satellite services companies. The five directors (and sole equity holders) of CIP are Hans Lipman (a Dutch citizen), Eric de Jong (a Dutch citizen), Hans van Moorsel (a Dutch citizen), Eric Le Proux (a French citizen), and Victor Horcasitas (a dual U.S. and Mexican citizen). Each of these individuals holds a 20% equity and voting interest in CIP. Collectively, these individuals have more than fifty years of experience as directors of and advisors to satellite services companies in both the FSS and MSS sectors.

CIP has established two holding companies to effectuate the proposed transaction: CIP UK (a private limited company formed under the laws of England and Wales) and CIP



Canada (a Canadian corporation). CIP Canada is wholly-owned by CIP UK, which, in turn, is wholly-owned by CIP.

**D. Inmarsat**

Inmarsat Finance, a company formed under the laws of England and Wales, is a special purpose company established by its direct parent company, Inmarsat, to provide debt financing to CIP to fund the acquisition of Stratos. Inmarsat Global, also formed under the laws of England and Wales, operates a global MSS network and, through its distributors, offers a wide range of services to users with mobile communications needs. Inmarsat was created by the Inmarsat Convention in 1979 as an inter-governmental organization (“IGO”) to develop a global maritime satellite system to meet commercial maritime and safety communications needs of the United States and other countries.<sup>3</sup> Each national government subscribing to the Inmarsat Convention designated an operating company to become an Inmarsat “Signatory” by signing the Inmarsat Operating Agreement and acquiring an ownership share in Inmarsat. Signatories, but not Inmarsat, could also operate terrestrial gateways, called “Land Earth Stations” or “LESSs” to interconnect the satellites to the public switched telephone network. Historically, Inmarsat’s commercial role was limited to acting as a global “wholesaler” of MSS to Signatories operating LESSs, who re-sold the Inmarsat services.

Inmarsat privatized in 1999 by converting to an UK private company, headquartered in London. In 2005, Inmarsat became a public company, listed on the London Stock Exchange. Inmarsat’s shares are widely held, and no shareholder owns ten percent or more of the company. In aggregate, over 85% of Inmarsat’s shares are owned by citizens of, or

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<sup>3</sup> See *Comsat Corporation d/b/a Comsat Mobile Communications, et al.*, 16 FCC Rcd 21661, 21669, ¶ 3 (2001).