

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

Stratos Global Corporation and Robert M.
Franklin, Trustee

Consolidated Application for Consent to Transfer
Control of Stratos Global Corporation's FCC-
Authorized Subsidiaries

WC Docket No. 07-73

DA 07-2257

FCC File Nos:

ITC-T/C-20070405-00136
ITC-T/C-20070405-00133
ITC-T/C-20070405-00135
SES-T/C-20070404-00440
through -00443
002961737 and
ISP-PDR-20070405-00006

**RESPONSE OF TRUSTEE TO PETITIONS TO DENY
CONSOLIDATED APPLICATION OF STRATOS GLOBAL AND ROBERT M.
FRANKLIN, TRANSFEREE, FOR CONSENT TO TRANSFER CONTROL
OF STRATOS TO AN IRREVOCABLE TRUST**

I, Robert M. Franklin, Trustee, submit this Response to the Petitions to Deny submitted by VIZADA Services LLC¹ and Iridium Satellite, LLC (together, "Petitioners") to the joint applications filed by Stratos Global Corp. ("Stratos Global") and the Trustee for Commission consent for the indirect transfer of control of Stratos Global to an irrevocable trust (the "Trust"), the trust property of which will be held by me.²

¹ The Trustee's Response to Vizada includes its response to Telenor Satellite Services, Inc., which submitted comments supporting Vizada's Petition to Deny "as it relates to Inmarsat's *de facto* control over Stratos Global Corp." See Comments of Telenor Satellite Services, Inc. at 1 (June 29, 2007).

² See Stratos Global Corp. and Robert M. Franklin, Trustee, seek FCC Consent to the Indirect Transfer of Control of Stratos Global's Wholly-Owned, FCC-Authorized Subsidiaries from Stratos to an Irrevocable Trust, Public Notice, WC Docket No. 07-73, (rel. May 30, 2007) (hereafter "Notice").

Petitioners have argued that Inmarsat and CIP Canada Investment Inc. ("CIP Canada") might exercise influence over the operation of Stratos during the duration of the Trust.³ There is nothing in the transaction documents that cedes operational management and control from Stratos' present management team or Board of Directors. Nor do Petitioners point to any facts relating to any party's conduct, including mine, to support their claims. Instead, Petitioners incorrectly and without reason assume that I will not fulfill the responsibilities I have agreed to perform as Trustee. I have had substantial senior executive experience, and have retained my own Canadian counsel who has advised me throughout the process of my responsibilities as Trustee. I have received thorough counsel as to the legal aspects of my limited role. For these reasons, the Petitions should be denied.

Trust Agreement

CIP Canada and I have agreed in the Trust Agreement that the trust is irrevocable until terminated in accordance with its terms.⁴ The Trust Agreement provides that the Trustee "shall exercise all voting rights with respect to the Stock and therefore have *de jure* and *de facto* control over [Stratos]."⁵ It provides that "all voting rights with respect to the Trust Property . . . shall be vested exclusively in Trustee, who shall exercise such rights in his absolute discretion in a manner consistent with his fiduciary duties."⁶ The Agreement requires that the Trustee "elect members of the board of directors of [Stratos] whom he reasonably believes are independent of [CIP Canada] and its Affiliates and Inmarsat and its Affiliates, and who confirm that they are

³ See Petition to Deny of VIZADA Services LLC at 12 (June 29, 2007) (hereafter "VIZADA Petition"); see e.g., Petition to Deny of Iridium Satellite, LLC at 4, 16-17, (hereafter "Iridium Petition").

⁴ Trust Agreement, Execution Copy, § 1.

⁵ Trust Agreement, Execution Copy, § 2.a.

⁶ *Id.* § 4.a.

independent of [CIP Canada] and its Affiliates and Inmarsat and its Affiliates.”⁷ The Agreement states that the “Trust shall be managed exclusively by Trustee.”⁸ It also specifies that CIP Canada may remove the Trustee “upon a finding by an independent party that Trustee has engaged in malfeasance, criminal conduct, or wanton or willful neglect, or if Trustee is adjudged incompetent by a court of competent jurisdiction.”⁹

Under the Trust Agreement, I, or if I would be removed as Trustee, “any successor trustee . . . may not have any business or familial relationship . . . with [CIP Canada], Inmarsat, any officer, employee, director, shareholder or Affiliate of [CIP Canada], or any officer, employee, director, shareholder or Affiliate of Inmarsat.”¹⁰ And, the Trust Agreement expressly specifies that “[u]nder no circumstances shall (i) [CIP Canada] or any of its officers, directors, employees, shareholders or Affiliates communicate with Trustee or (ii) Trustee communicate with Inmarsat or any of its officers, directors, employees, shareholders or Affiliates, regarding the operation or the management of [Stratos].”¹¹ The intent and effect of these provisions could not be clearer. As Trustee, I am clearly obligated to operate independently from CIP Canada and Inmarsat, and they are clearly obligated to refrain from any interference in the management of Stratos during the trust period.

Trustee’s Role and Qualifications

Iridium groundlessly raises questions about my qualifications.¹² My career includes serving as Chairman of the Board for four public companies, including Placer Dome, Inc.,¹³ one

⁷ *Id.* § 4.a(ii).

⁸ *Id.* § 7.a.

⁹ *Id.* § 7.h.

¹⁰ *Id.* § 7.j.

¹¹ *Id.* § 10.c. Contrary to VIZADA’s assertion, *see* VIZADA Petition at n. 54, Trustee is not tasked with running Stratos. It is merely tasked with holding the Stratos shares in trust.

¹² *See e.g.*, Iridium Petition at 10-11.

of the world's largest gold mining companies that operated eighteen mines on five continents, and Glenayre Electronics Ltd, a large provider of communications equipment and software applications. I have also served as the Chief Executive of Algonquin Mercantile Corporation, a large conglomerate involved in manufacturing, food processing and distribution, drug retailing, and merchant banking, and as President of a private investment company. I have served as a director for 28 different company boards over the course of two decades, including for telecommunications operator Call-Net Enterprises, Inc.,¹⁴ now doing business as Rogers Communications, Inc. -- a major provider of communications and information services in Canada. I currently serve as Lead Director for First Uranium Corporation, which recently completed its initial public offering raising approximately \$200 million, and as a Director for four other leading Canadian businesses. In addition to the above corporate experience, which was documented on the *Curriculum Vitae* attached to the applications, I have served as a trustee for two Income Trusts.

As Trustee to the instant trust, I will control the shares of Stratos, but I will not manage the company. The existing management team has that job. The Board of Stratos is well-qualified to guide the company in this dynamic, innovative sector. I will leave it to the Board, where all of the Directors are independent of Inmarsat and CIP, to oversee the operations of Stratos.

¹³ Placer Dome, Inc. was acquired by Barrick Gold in 2006 for over U.S.\$10 billion, and Mr. Franklin, having served as Chairman of the Board of Placer Dome, Inc. was requested to join the board of Barrick Gold, where he currently serves. See <http://www.barrick.com/Company/CorporateGovernance/BoardofDirectors/default.aspx> (last visited July 6, 2007).

¹⁴ Call-Net Enterprises Inc., acquired by Rogers Telecom in 2006, was the parent of Sprint Canada, Inc. Call-Net was a publicly-owned, leading Canadian integrated communications solutions provider of data, e-business and voice services to businesses and households that owned and operated an extensive national network.

CONCLUSION

I have served as the chairman, chief executive, president, officer or lead director of numerous companies. I currently serve as Lead Director at a major corporation and as a director of several other major companies. I have both an interest in maintaining my successful reputation and the necessary managerial experience to comply with my contractual obligations to independently vote Stratos' shares in the best interests of the company. Petitioners' arguments that CIP Canada or Inmarsat will influence me during the trust period are based on an unsupported assumption that I will not fulfill my contractual obligations.

I urge the Commission to deny Iridium and VIZADA's Petitions and to authorize the indirect transfer of control of Stratos Global Corporation to the irrevocable trust, for which I serve as Trustee.

Respectfully submitted,



Robert M. Franklin

July 9, 2007

CERTIFICATE OF SERVICE

I, Ashley Kopack, do hereby certify that on this day of July 9, 2007, I caused copies of the foregoing "Response of Trustee to Petitions to Deny" to be delivered to the following via First Class U.S. mail:

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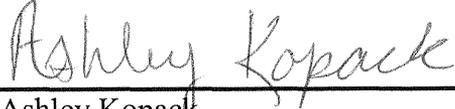
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