

APPENDIX D

PETITION FOR DECLARATORY RULING

The applicants respectfully request a declaratory ruling that it would serve the public interest to allow up to 100 percent indirect non-U.S. ownership of the subsidiaries of Stratos Global Corporation (“Stratos Global”) that hold Commission authorizations (the “Stratos Licensees,” and together with Stratos Global, “Stratos”).¹

Stratos Offshore Services Company (“Stratos Offshore”) and Stratos Communications Inc. (“Stratos Communications”) hold common carrier earth station and terrestrial wireless licenses, to which the foreign ownership provisions of Section 310(b) of the Communications Act of 1934, as amended (the “Act”) apply. Stratos Holdings, Inc. (“Stratos Holdings”) and Stratos Offshore hold international Section 214 authority. Pursuant to Section 63.21(h) of the Commission’s Rules, 47 C.F.R. § 63.21(h), Stratos Communications, Stratos Mobile Networks and Stratos Government Services, Inc. operate pursuant to the international Section 214 authority held by Stratos Holdings.² Stratos Offshore and Stratos Communications also provide domestic telecommunications services pursuant to Section 214 of the Act. In its recent order approving the transfer of control of Stratos to an irrevocable trust of which Robert M. Franklin is the trustee (the “Trust”), the Commission approved up to 100 percent ownership of Stratos by each of the entities listed in Appendix C hereto, including Inmarsat plc and its

¹ The proposed post-transaction ownership and control of the Stratos Licensees is shown in Appendix C.

² See International Authorizations Granted, DA 08-477 at 2 (Feb. 28, 2008); Section 63.21(h) Letter from Counsel for Stratos to Secretary, FCC (filed Jan. 30, 2008).

shareholders.³ The Commission also indicated that, if Inmarsat Finance III Limited (“Inmarsat Finance”) exercised its option to acquire CIP UK Holdings Limited (“CIP UK”), and thereby sought to indirectly acquire control of Stratos, the Commission would review Inmarsat plc’s ownership again.⁴ Therefore, the applicants include this foreign ownership analysis and respectfully request that the Commission find the proposed foreign ownership of Stratos to be consistent with the public interest. The information provided is substantially similar in form and substance to the information provided and approved in the *Stratos-Trust Order*.⁵

Stratos Offshore and Stratos Communications are directly held by Stratos Holdings (a Delaware corporation), which is wholly owned by Stratos Wireless Inc. (“Stratos Wireless”) (a Canadian corporation). Stratos Wireless is wholly owned by Stratos Global (also a Canadian corporation). Upon completion of the proposed transaction, CIP Canada Investment Inc. (“CIP Canada”) (a Canadian corporation) will hold 100 percent of the Stratos Global shares. CIP Canada is wholly owned by CIP UK, which will become a wholly-owned subsidiary of Inmarsat Finance, which, in turn, is wholly owned by Inmarsat plc. Each of CIP UK, Inmarsat Finance, and Inmarsat plc is a company formed under the laws of England and Wales. Each of the entities in the organizational structure between the Stratos Licensees and up to and including Inmarsat plc will hold 100 percent of the equity and 100 percent of the voting interests of the entity below it. Moreover, as demonstrated below in the principal place of business analysis,

³ See *Stratos Global Corporation, Transferor; Robert M. Franklin, Transferee; Consolidated Application for Consent to Transfer of Control*, 22 FCC Rcd 21328, 21370, ¶ 101 (2007) (“*Stratos-Trust Order*”).

⁴ *Id.* at 21370-71, ¶ 102.

⁵ See, e.g., Letter from Counsel for Inmarsat to Secretary, FCC, WC Docket No. 07-73 (filed Oct. 16, 2007).

each of the foregoing entities has its principal place of business in the United States, Canada or the United Kingdom.

Inmarsat plc is a widely-held public company, listed on the London Stock Exchange. As is demonstrated below, at least approximately 89 percent of the equity interests in Inmarsat plc is held, and approximately 88 percent of the voting power in Inmarsat plc is controlled, by individuals who are citizens of, or entities whose principal place of business is, the United States or another WTO-member country.

In its *Foreign Participation Order*,⁶ the Commission determined that it would promote competition in the United States and serve the public interest to allow indirect foreign investment beyond the 25 percent benchmark established by Section 310(b)(4) the Act. Since adopting the *Foreign Participation Order*, the Commission consistently has permitted non-U.S. individuals and entities to hold up to 100 percent of the equity and voting power in holders of FCC authorizations.⁷ In fact, in its order approving the transfer of control of Stratos to the Trust, the Commission permitted up to 100 percent foreign ownership of Stratos by Inmarsat plc and its shareholders, and by each of the intermediate entities that this application proposes to be in the ownership chain between Inmarsat plc and the Stratos Licensees.⁸

As detailed below, each of Stratos Holdings, Stratos Wireless, Stratos Global, CIP Canada, CIP UK, Inmarsat Finance, and Inmarsat plc has its principal place of business in the United States or another WTO-member country. Moreover, Inmarsat plc is over 75 percent

⁶ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891 (1997) (“*Foreign Participation Order*”).

⁷ *See, e.g., Intelsat, Ltd., Transferor, and Zeus Holdings Ltd., Transferee*, 19 FCC Rcd 24820 (2004); *Applications of Comsat General Corporation*, 19 FCC Rcd 21216 (2004); *Voicestream Wireless Corporation*, 16 FCC Rcd 9779 (2001).

⁸ *See Stratos-Trust Order*, 22 FCC Rcd at 21370, ¶ 101.

owned (measured either by equity or voting interests) by citizens of, or entities with principal places of business in, the United States or another WTO-member country. As a result, the presumption that foreign ownership in excess of the Section 310(b)(4) benchmark serves the public interest applies here. Thus, the proposed foreign ownership of the Stratos Licensees is fully consistent with Commission precedent and should be found to be in the public interest.

Principal Place Of Business Showing (Post-Transaction)

The applicants provide the following information regarding the principal place of business for each of Stratos Holdings, Stratos Wireless, Stratos Global, CIP Canada, CIP UK, Inmarsat Finance and Inmarsat plc. Specifically, in accordance with Commission precedent,⁹ the following information is being provided: (1) place of incorporation; (2) nationality of investment principals (those entities or individuals having a 10 percent or greater interest), officers and directors; (3) the country in which the headquarters are located; (4) country in which the majority of tangible property is located; and (5) the country from which the company derives the greatest amount of sales and revenues from operations. Applying the Commission's five-factor test shows that each of the relevant Stratos, CIP and Inmarsat entities has its principal place of business in the United States, Canada, or the United Kingdom.

Stratos Holdings, Inc.

1. Stratos Holdings is a Delaware corporation.
2. Stratos Holdings is 100 percent owned (both equity and voting interests) by Stratos Wireless. All of the officers and directors of Stratos Holdings are either U.S., Canadian or Dutch citizens.
3. The world headquarters of Stratos Holdings is located in the United States.

⁹ See *Foreign Ownership Guidelines for FCC Common Carrier and Aeronautical Radio Licenses*, DA 04-3610, at 11-12 (Nov. 17, 2004).

4. Stratos Holdings is a holding company. Other than Section 214 authorizations held for the benefit of certain of its subsidiaries and the shares of its subsidiaries, Stratos Holdings has no material tangible property of its own.
5. Stratos Holdings is a holding company, with no sales or revenues of its own.

Stratos Wireless Inc.

1. Stratos Wireless is a Canadian corporation.
2. Stratos Wireless is 100 percent owned (both equity and voting interests) by Stratos Global. All of the officers and directors of Stratos Wireless are Canadian citizens.
3. The world headquarters of Stratos Wireless is located in Canada.
4. The majority of Stratos Wireless's tangible property is in Canada.
5. Stratos Wireless derives the greatest amount of its sales and revenues from its operations in Canada.

Stratos Global Corporation

1. Stratos Global is a Canadian corporation.
2. Stratos Global will be 100 percent owned (both equity and voting interests) by CIP Canada. All of the current officers and directors of Stratos Global are either U.S. or Canadian citizens.
3. The world headquarters of Stratos Global is located in the United States.
4. Stratos Global is a holding company. Other than the shares of its subsidiaries, Stratos Global has no material tangible property of its own.
5. Stratos Global is a holding company, with no sales or revenues of its own.

CIP Canada Investment Inc.

1. CIP Canada is a Canadian corporation.
2. CIP Canada is 100 percent owned (both equity and voting interests) by CIP UK. At closing, it is anticipated that the officers and directors of CIP Canada will be citizens of the following countries: the United States, Canada, the Netherlands, France, or the United Kingdom.
3. The world headquarters of CIP Canada is located in Canada.

4. CIP Canada is a holding company. Other than the shares of Stratos Global that it will acquire upon consummation of the proposed transaction, CIP Canada will have no material tangible property of its own.
5. CIP Canada is a holding company, with no sales or revenues of its own.

CIP UK Holdings Limited

1. CIP UK is a company formed under the laws of England and Wales.
2. CIP UK will be 100 percent owned (both equity and voting interests) by Inmarsat Finance. At closing, it is anticipated that the officers and directors of CIP UK will be citizens of the following countries: the United States, Canada, the Netherlands, France, or the United Kingdom.
3. The world headquarters of CIP UK is located in the United Kingdom.
4. CIP UK is a holding company. Other than the shares of CIP Canada, CIP UK has no material tangible property of its own.
5. CIP UK is a holding company, with no sales or revenues of its own.

Inmarsat Finance III Limited

1. Inmarsat Finance is a company formed under the laws of England and Wales.
2. Inmarsat Finance is 100 percent owned (both equity and voting interests) by Inmarsat plc. The officers and directors of Inmarsat Finance are citizens of the United States or the United Kingdom.
3. The world headquarters of Inmarsat Finance is located in the United Kingdom.
4. The majority of Inmarsat Finance's tangible property is located in the United Kingdom.
5. Aside from income from its loan to CIP UK, Inmarsat Finance has no sales or revenues of its own.

Inmarsat plc

1. Inmarsat plc is a company formed under the laws of England and Wales.
2. Inmarsat plc is widely-held. Each entity that owns or controls 10 percent or more of the equity interests in, or the voting power of, Inmarsat plc has its place of formation or principal place of business in the United States, the Cayman Islands, Ireland or the United Kingdom. The officers and directors of Inmarsat plc are citizens of Australia, the United States or the United Kingdom.

3. The world headquarters of Inmarsat plc is located in the United Kingdom.
4. The majority of Inmarsat plc's tangible property is located in the United Kingdom.
5. Inmarsat plc derives the greatest amount of its sales and revenues from Canada.

Details on Ownership of Shares of Inmarsat plc

As noted above, Inmarsat plc is a public limited company listed on the London Stock Exchange (LSE: ISAT). Inmarsat plc has one class of voting shares – ordinary shares of €0.0005 each with one vote per share, 458,400,172 of which are issued and outstanding. There are currently over 2,200 registered shareholders of Inmarsat plc.

At least approximately 89 percent of the Inmarsat plc shares is beneficially owned, and approximately 88 percent of the voting power in Inmarsat plc is controlled, by U.S. or other WTO-based companies, or by senior Inmarsat plc management who are citizens of the United States or other WTO-member countries. To Inmarsat plc's knowledge, approximately an additional 1.32 percent of its shares is owned and voted by entities from non-WTO-member countries. In the aggregate, holdings where equity and voting interests are known comprise approximately 90 percent (equity) and 89 percent (voting) of the interests in Inmarsat plc.

Inmarsat plc bases its shareholder analysis on data collected by JPMorganCazenove Limited ("Cazenove") at Inmarsat plc's request, which Inmarsat plc requests in the ordinary course of business, and in accordance with the UK Companies Act (which governs Inmarsat plc). This shareholder analysis is based on Cazenove's most recent survey conducted in May 2008.¹⁰

¹⁰ Cazenove surveys only shareholders that own 100,000 or more shares. Shareholdings of 100,000 or less each represent only approximately 0.02 percent of the issued and outstanding shares, which is considered de minimis for Cazenove's review purposes. Inmarsat plc does

Cazenove reviews raw shareholder data maintained by the Inmarsat plc share registrars and classifies this data by known shareholding names. Cazenove also investigates shareholdings to identify, where possible, the underlying beneficial ownership. In accordance with the UK Companies Act, this investigation typically involves writing to the named shareholder, requesting that it provide the relevant information relating to the underlying ownership. Cazenove also takes steps to determine the country of “domicile”¹¹ for Inmarsat plc’s shareholders and any third parties that manage those shareholdings. As with the Commission’s “principal place of business” test, Cazenove conducts research to look beyond the street address associated with the shares. Among other things, Cazenove looks to available information such as: investment purpose, country of organization, location of headquarters, and country from which the funds being managed were contributed.

Cazenove does not analyze holdings of private individuals. However, data maintained by the share registrars indicates that a small percentage (less than 1 percent) of Inmarsat plc shares is owned by individuals, other than Inmarsat management, whose citizenship is not known. The vast majority of these individuals own less than 0.01 percent each. Certain members of Inmarsat plc’s senior management (who are citizens of the United States or other WTO-member countries) own in the aggregate approximately 1.08 percent.

In many instances, Inmarsat plc shares are managed by a different entity than the beneficial owner, with the investment manager typically exercising the voting power. This shareholder analysis accounts for this distinction by attributing beneficial holdings to equity

not in most cases know the principal place of business of beneficial owners who own fewer than 100,000 shares each.

¹¹ Although Cazenove uses the term “domicile,” the applicants refer to “principal place of business,” consistent with the Commission’s terminology.

ownership and management holdings to voting interests.¹² All percentages listed below are approximate, and derived as described above.

1. Aggregate percentage of total equity and voting stock held by or on behalf of individuals that are citizens of the United States.

Except as noted below with respect to Inmarsat plc management, approximately 0.01 percent of shares is owned by individuals whose citizenship has not been ascertained, but whose shares are registered in their names to United States addresses.¹³ Cazenove has not investigated whether additional shareholdings may be held by individuals through a street name.

2. The aggregate percentage of total equity and voting stock held by or on behalf of individuals that are citizens of foreign countries.

Except as noted below, approximately 0.6 percent of Inmarsat plc shares is owned by individuals whose citizenship has not been ascertained, but whose shares are registered in their names to non-U.S. addresses.¹⁴ Cazenove has not investigated whether additional shareholdings may be held by individuals through a street name.

Certain individuals in Inmarsat plc senior management (who are citizens of the United States or other WTO-member countries) hold, in the aggregate, approximately 1.08

¹² In certain cases in which the beneficial owner is known, either it is not certain whether that beneficial owner relies on a manager, or Inmarsat plc does not have complete information about the manager that might exercise voting power. In the aggregate, those circumstances exist for approximately 1 percent of Inmarsat plc's shares.

¹³ Because citizenship has not been ascertained for these individuals, their shareholdings are not included in the above calculation of aggregate equity or aggregate voting interests in Inmarsat plc held by citizens of, or entities with their principal place of business in, the United States or other WTO-member countries.

¹⁴ Because citizenship has not been ascertained for these individuals, their shareholdings are not included in the above calculation of aggregate equity or aggregate voting interests in Inmarsat plc held by citizens of, or entities with their principal place of business in, the United States or other WTO-member countries.

percent of Inmarsat plc shares (voting and equity). These individuals are citizens of Australia, the United Kingdom, or the United States.

3. Aggregate percentage of total equity and voting stock held by banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens.

Banks, insurance companies, pension plans and foundations/endowments (including holdings by analogous entities such as custodians, market makers and charities) organized in the United States and controlled by U.S. entities or individuals hold approximately 0.78 percent of the equity and 0.29 percent of the voting interests in Inmarsat plc.¹⁵

4. Aggregate percentage of total equity and voting stock held by banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries.

Banks, insurance companies, pension plans and foundations/endowments (including holdings by analogous entities such as custodians, market makers and charities) organized in foreign countries or controlled by foreign individuals or entities hold approximately 13.89 percent of the equity and 13.49 percent of the voting interests in Inmarsat plc.¹⁶ Entities in this category have their principal place of business in one of the following countries, all of which

¹⁵ Shares of Inmarsat plc that fall into this category, where it is unknown whether the beneficial owner relies on a manager that exercises voting power, comprise approximately 0.5 percent of the outstanding equity interests in Inmarsat plc. Thus, these shareholdings are not included in calculating known voting power.

¹⁶ Shares of Inmarsat plc that fall into this category, where it is unknown whether the beneficial owner relies on a manager that exercises voting power, comprise approximately 0.4 percent of the outstanding equity interests in Inmarsat plc. Thus, these shareholdings are not included in calculating known voting power.

are members of the WTO: Channel Islands, Finland, France, Germany, Ireland, Italy, Luxembourg, Norway, Scotland, Switzerland, or the United Kingdom.¹⁷

- 5. The aggregate percentage of total equity and voting stock held by private equity funds and management investment companies (i.e., closed end funds and mutual funds) investing in Inmarsat plc that are organized in the United States and that have their principal places of business in the United States.**

Private equity funds and management investment companies (including holdings by analogous entities such as hedge funds and unit trusts) that are organized in the United States and that have their principal places of business in the United States hold approximately 13.60 percent of the equity and 33.19 percent of the voting interests in Inmarsat plc.¹⁸

- 6. The aggregate percentage of total equity and voting stock held by private equity funds and management investment companies (i.e., closed end funds and mutual funds) investing in Inmarsat plc that are organized in a foreign country or that have their principal places of business in a foreign country.**

Private equity funds and management investment companies (including holdings by analogous entities such as hedge funds and unit trusts) that are organized in a foreign country or that have their principal places of business in a foreign country hold approximately 53.81

¹⁷ Shares of Inmarsat plc that fall into this category, where the beneficial owners' shares are managed by an entity with its principal place of business in a different country, comprise approximately 0.6 percent of the outstanding equity interests in Inmarsat plc. In each such case, the manager has its principal place of business in one of the WTO-member countries listed above.

¹⁸ As indicated in Appendix B, Harbert Fund Advisors, Inc., an Alabama corporation with its principal place of business in the United States ("Harbert"), serves as investment advisor to an entity that serves as investment manager to Harbinger Capital Partners Master Fund I, Ltd., a fund organized in the Cayman Islands ("Harbinger Master Fund") that owns approximately 19.59 percent of the outstanding shares of Inmarsat plc. Therefore, this analysis ascribes (i) to Harbert the voting power with respect to this 19.59 percent ownership interest (accounted for in category 5 of this shareholder analysis), and (ii) to Harbinger Master Fund the equity with respect to this 19.59 percent ownership interest (accounted for in category 6 of this shareholder analysis).

percent of the equity and 33.94 percent of the voting interests in Inmarsat plc.¹⁹ Entities in this category have their principal place of business in one of the following countries, all of which are members of the WTO: Australia, France, Germany, Ireland, Isle Of Man, Italy, Luxembourg, Norway, Scotland, Switzerland, or the United Kingdom.²⁰

7. Other types of investors not covered above.

To the best of Inmarsat plc's knowledge, none of its shares is owned and voted by investors not covered above that are both organized in the United States and have their principal places of business in the United States.

Approximately 7.1 percent of Inmarsat plc shares is owned and voted by entities not covered above that have a principal place of business in a foreign country, including Bangladesh, China, Gabon, Italy, Japan, Liberia, Libyan Arab Mamahiriya, Russian Federation, and Vietnam. These shareholders, including those discussed in the next paragraph, are either representatives of governments or privatized telecommunications companies.

Of the foregoing interests, the following is the aggregate percentage of equity and voting interests attributable to non-WTO investment: one Liberian investor (0.14 percent), one Libyan Arab Mamahiriya investor (0.03 percent), and one Russian Federation investor (1.15 percent). These are legacy shareholders from the period when Inmarsat plc was an intergovernmental organization. These shareholders then held shares in Inmarsat plc when it

¹⁹ *See id.* Shares of Inmarsat plc that fall into this category, where it is unknown whether the beneficial owner relies on a manager that exercises voting power, comprise approximately 0.28 percent of the outstanding equity interests in Inmarsat plc. Thus, these shareholdings are not included in calculating known voting power.

²⁰ Shares of Inmarsat plc that fall into this category, where the beneficial owners' shares are managed by an entity whose principal place of business is in a different country, comprise approximately 20.58 percent of the outstanding equity interests in Inmarsat plc. In each such case, the manager's principal place of business is in the United States or another WTO-member country listed above.

became a private company in 1999 and subsequently when it became a quoted company on the London Stock Exchange. To date, these shareholders have not traded their original shareholdings.