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Stratos Offshore Service  
6901 Rockledge Drive, Suite 900  
Bethesda, Maryland 20817-1818

JAN 23 2003

January 22, 2003

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**BY HAND DELIVERY**

RECEIVED

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
The Portals  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

Policy Division  
International Bureau

JAN 27 2003

**Re: Pro Forma Transfer of Control**  
**File Nos. ITC-214-19980914-00636, ITC-ASG-19991220-00819 (International**  
**Section 214 Authority)**

Dear Ms. Dortch:

Pursuant to the Commission's Rules, 47 C.F.R. § 63.24(b), Stratos Offshore Services Company ("Stratos Offshore") hereby notifies the Commission that on December 24, 2002, a pro forma transfer of control took place concerning the International Section 214 authority held by Stratos Offshore. Enclosed please find five copies of this notice and an additional copy to be returned with our messenger.

Prior to the pro forma transfer of control consummated on December 24, 2002, the licensee Stratos Offshore was wholly-owned by Stratos Holdings, Inc. (a U.S. corporation). The pro forma transfer of control simply involved the insertion of a Delaware corporation (wholly-owned by Stratos Holdings, Inc.) called Stratos Preferred Investments, Inc. ("Stratos Preferred") in the ownership structure between Stratos Holdings, Inc. and the licensee Stratos Offshore. Stratos Holdings, Inc. is 80% owned by Stratos Global Corporation (a Canadian corporation) and 20% owned by Stratos Wireless, Inc. (a Canadian Corporation), a wholly-owned subsidiary of Stratos Global Corporation. In turn, Stratos Global Corporation is approximately 53% owned by Aliant, Inc. (a Canadian corporation). Bell Canada (a Canadian corporation) currently owns 39.1% of Aliant, Inc., through its wholly-owned subsidiary 3588378 Canada, Inc. BCE, Inc. (a Canadian company) owns 80% of Bell Canada, through its wholly-owned subsidiary Bell Canada Holdings, and 13.99% of Aliant, Inc. Accordingly, BCE has indirect control of Stratos Offshore via its control over Stratos Offshore's parent company, Stratos Global Corporation, through its controlling interest in Aliant. After consummation of the pro forma transfer of control, BCE retained its indirect control over Stratos Offshore.<sup>1</sup>

<sup>1</sup> The Commission recently granted a pro forma transfer of control submitted by BCE, Inc. See Public Notice Report No. SES-00464 (rel. Jan. 15, 2003). Under the BCE *pro forma* transfer, BCE will transfer the Aliant shares it currently owns directly to 3810208 Canada Inc., (Continued...)

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Pursuant to 47 C.F.R. § 63.24(f), the following information is provided to the Commission concerning Stratos Preferred:

1. Address Information for Stratos Preferred Investments, Inc.:  
Stratos Preferred Investments, Inc. (a Delaware corporation)  
6901 Rockledge Drive, Suite 900  
Bethesda, Maryland 20817-1818

2. Contact Information:  
Officer Contact:  
Paul M. Kugelmann  
Assistant Corporate Secretary  
Stratos Preferred Investments, Inc.  
6901 Rockledge Drive, Suite 900  
Bethesda, Maryland 2081-1818  
(301) 214-8800

Legal Counsel:  
Alfred M. Mamlet  
Marc A. Paul  
Steptoe & Johnson LLP  
1330 Connecticut Avenue, NW  
Washington, DC 20036  
(202) 429-3000

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which is wholly-owned by 3588378 Canada, Inc., a wholly-owned subsidiary of Bell Canada. Thus, Bell Canada's wholly-owned subsidiary 3588378 Canada Inc. will then be holding, directly or through its subsidiary, 53% of Aliant's outstanding shares. At the time of the transfer, Bell Canada will be wholly-owned by BCE (through the wholly-owned subsidiary Bell Canada Holdings), so that the approximately 53% ownership of Aliant will continue to be attributed to BCE. See Letter from Stephen L. Goodman (Counsel for BCE, Inc.) to Marlene H. Dortch (Nov. 29, 2002). Although approved, this *pro forma* transfer of control has not yet been consummated.

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3. Stratos Preferred has not previously received authority (and is not requesting such authority here) under Section 214 of the Communications Act.
4. See Attachment A for citizenship and ownership percentages of 10 percent or greater equity holders of Stratos Preferred.

Pursuant to 47 C.F.R. § 63.24(f), Stratos Offshore certifies that the transfer of control of the above-referenced cable landing licenses and International Section 214 authorization was *pro forma* as defined in 47 C.F.R. § 63.24 of the Commission's Rules and, taken together with all previous *pro forma* transactions, does not result in a change of Stratos Offshore's ultimate control.

If you have any questions concerning this submission, please do not hesitate to contact me, or Stratos Offshore's legal counsel, Alfred Mamlet or Marc Paul, at (202) 429-3000.

Respectfully submitted,

**Stratos Offshore Services Company**

By:



Paul M. Kugelmann  
Assistant Corporate Secretary

Attachment



**ATTACHMENT A**  
**Ownership of Stratos Preferred Investments, Inc.**

The name, address, citizenship and primary business of the controlling and the intermediate parties of Stratos Preferred Investments, Inc. is as follows:

**The ultimate controlling corporation:**

BCE, Inc.

1000 Rue de la Gauchetiere W. Bureau 3700

Montreal, Quebec Canada H3B 4Y7

Incorporated in Canada

Primary Business: Telecommunications

There are no greater than 10% shareholders of BCE.

**Intermediate corporations:**

Bell Canada Holdings

1000 Rue de la Gauchetiere W. Bureau 3700

Montreal, Quebec Canada H3B 4Y7

Incorporated in Canada

Primary Business: Telecommunications

Bell Canada

1000 Rue de la Gauchetiere W. Bureau 3700

Montreal, Quebec Canada H3B 4Y7

Incorporated in Canada

Primary Business: Telecommunications

3588378 Canada Inc. (a wholly-owned subsidiary of Bell Canada)

1000 Rue de la Gauchetiere W. Bureau 3700

Montreal, Quebec Canada H3B 4Y7

Incorporated in Canada

Primary Business: Telecommunications

Aliant, Inc.

One New Brunswick Square

P.O. Box 5030

Saint John, New Brunswick, E2L 4L4

Incorporated in Canada

Primary Business: Telecommunications

Stratos Global Corporation

34 Glencoe Drive

Donovan's Business Park

Mount Pearl, Newfoundland AIN 4S8

Canada

Incorporated in Canada

Primary Business: Telecommunications

Stratos Wireless, Inc.

34 Glencoe Drive

Donovan's Business Park

Mount Pearl, Newfoundland AIN 4S8

Canada

Incorporated in Canada

Primary Business: Telecommunications

Stratos Holdings, Inc.

6901 Rockledge Drive, Suite 900

Bethesda, MD 20817

Incorporated in Delaware

Primary Business: a holding company

Stratos Preferred Investments, Inc.

6901 Rockledge Drive, Suite 900

Bethesda, MD 20817

Incorporated in Delaware

Primary Business: a holding company

