

Pro Forma
Stratos Offshore Services Company
ITC-ASG-20060224-00277



February 24, 2006

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Federal Communications Commission
Office of Secretary

BY HAND DELIVERY

Marlene H. Dortch
Secretary

MAR 14 2006

Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Policy Division
International Bureau

Re: Pro Forma Assignment
File No.: ITC-214-19991220-00815 (International Section 214 Authorization) (as
modified by ITC-MOD-20040624-00241)

Dear Ms. Dortch:

Pursuant to the Commission's Rules, 47 C.F.R. § 63.24(f), Stratos Offshore Services Company ("Stratos Offshore") hereby notifies the Commission that on January 31, 2006, a *pro forma* assignment was completed concerning the International Section 214 authority held by Stratos Telecom, Inc., whereby this authorization was assigned to Stratos Offshore. Enclosed please find five copies of this notice and an additional copy to be returned with our messenger.

Prior to the recently completed *pro forma* assignment, Stratos Offshore, Stratos VSAT, Inc. ("Stratos VSAT") and Stratos Telecom, Inc. ("Stratos Telecom") (U.S. Corporations), were wholly-owned by Stratos Holdings, Inc. (a U.S. Corporation). Stratos Holdings, Inc. is wholly-owned by Stratos Wireless, Inc. (a Canadian corporation), which in turn is a wholly-owned subsidiary of Stratos Global Corporation. Stratos Global Corporation is a public company that is widely-held by primarily U.S. and Canadian shareholders, with all of its shares trading on the Toronto Stock Exchange. No individual shareholder holds more than 10% or more of Stratos Global Corporation's voting stock.

The *pro forma* assignment described herein involved a corporate reorganization resulting in the merger of Stratos VSAT and Stratos Telecom into Stratos Offshore, with Stratos Offshore as the surviving entity and the new holder of the Commission authorizations held by Stratos Telecom and Stratos VSAT.¹ While this corporate reorganization will result in the assignment of Commission authorizations held by Stratos VSAT and Stratos Telecom to Stratos Offshore, this corporate reorganization is *pro forma* in

¹ The Commission has granted the Stratos Offshore applications to allow the assignment of the earth station licenses held by Stratos VSAT to Stratos Offshore. See File Nos. SES-ASG-20051202-01674 and SES-ASG-20051202-01675.

nature because the same ultimate parent company, Stratos Global Corporation, which currently controls Stratos VSAT and Stratos Telecom also controls Stratos Offshore.² Attached, as Attachment A, are charts showing the pre-consummation and post-consummation corporate structure.

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

1. Address Information for Stratos Offshore -

Stratos Offshore Services Company (a Delaware corporation)
701 Poydras Street
Suite 1550
New Orleans, LA 70139
(504) 323-2708

2. Contact Information -

Officer Contact:
Paul M. Kugelman
Assistant Secretary
Stratos Offshore Services Company
6901 Rockledge Drive
Suite 900
Bethesda, MD 20817
(301) 214-8800

Legal Counsel:
Alfred M. Mamlet
Marc A. Paul
Brendan Kasper
Stephoo & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 429-3000

² The *pro forma* assignment will not result in change to customers' existing services, and the rates, terms and conditions, contact numbers, and billing will not change as a result of the *pro forma* assignment. Stratos Offshore provided notification of the transaction to its customers.



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3. Stratos Offshore has previously received authority under Section 214 of the Communications Act. See File No. ITC-214-19980914-00636.
4. See Attachment B for citizenship and ownership percentages of 10 percent or greater equity holders of Stratos Offshore.

Pursuant to 47 C.F.R. § 63.24(f), Stratos Offshore certifies that the assignment of the above-referenced International Section 214 authorizations 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 in the actual controlling party, which remains Stratos Global Corporation.

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

Respectfully submitted,

Stratos Offshore Services Company

By: 
Paul M. Kugelmann
Assistant Secretary

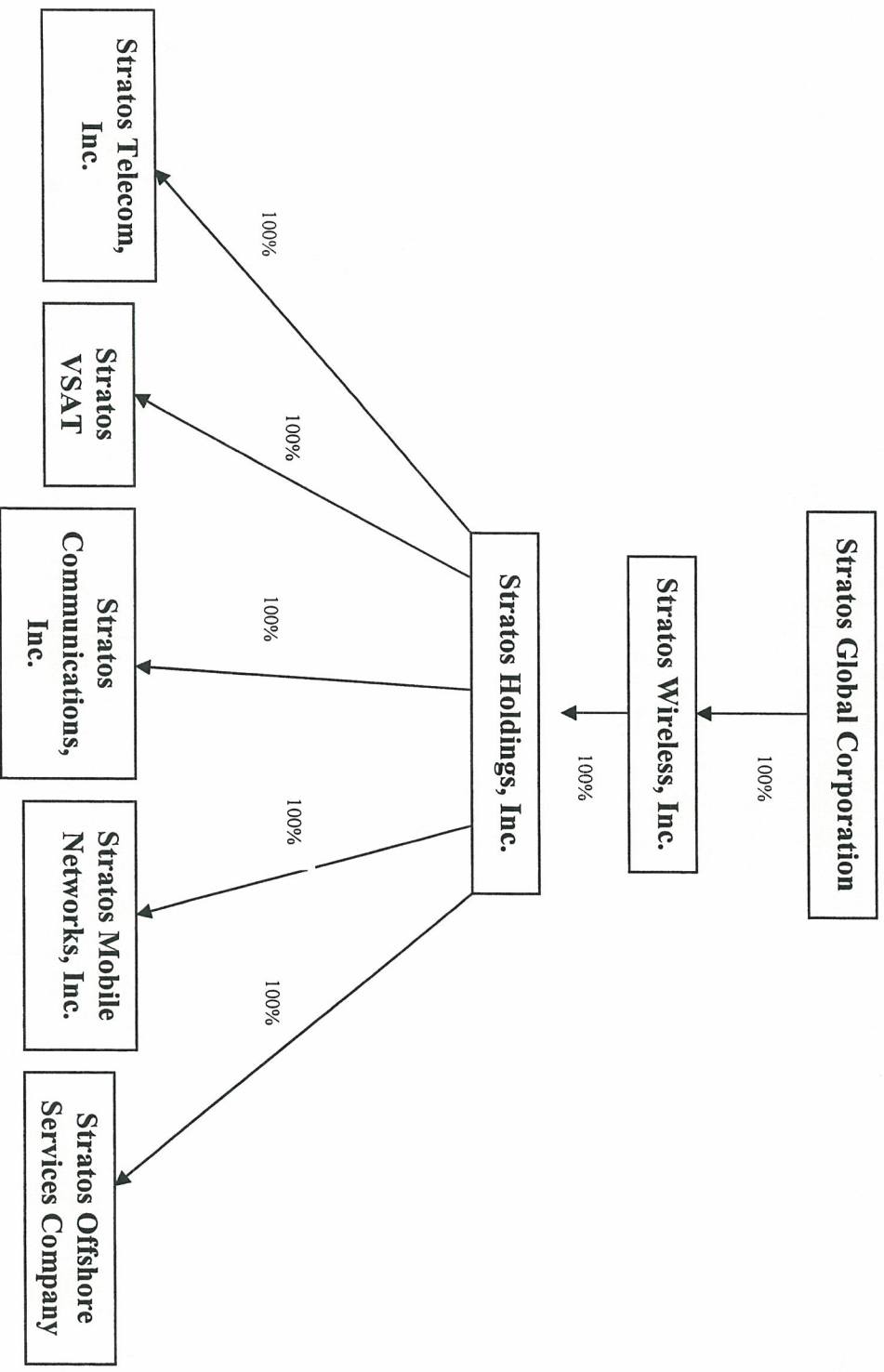
Attachments



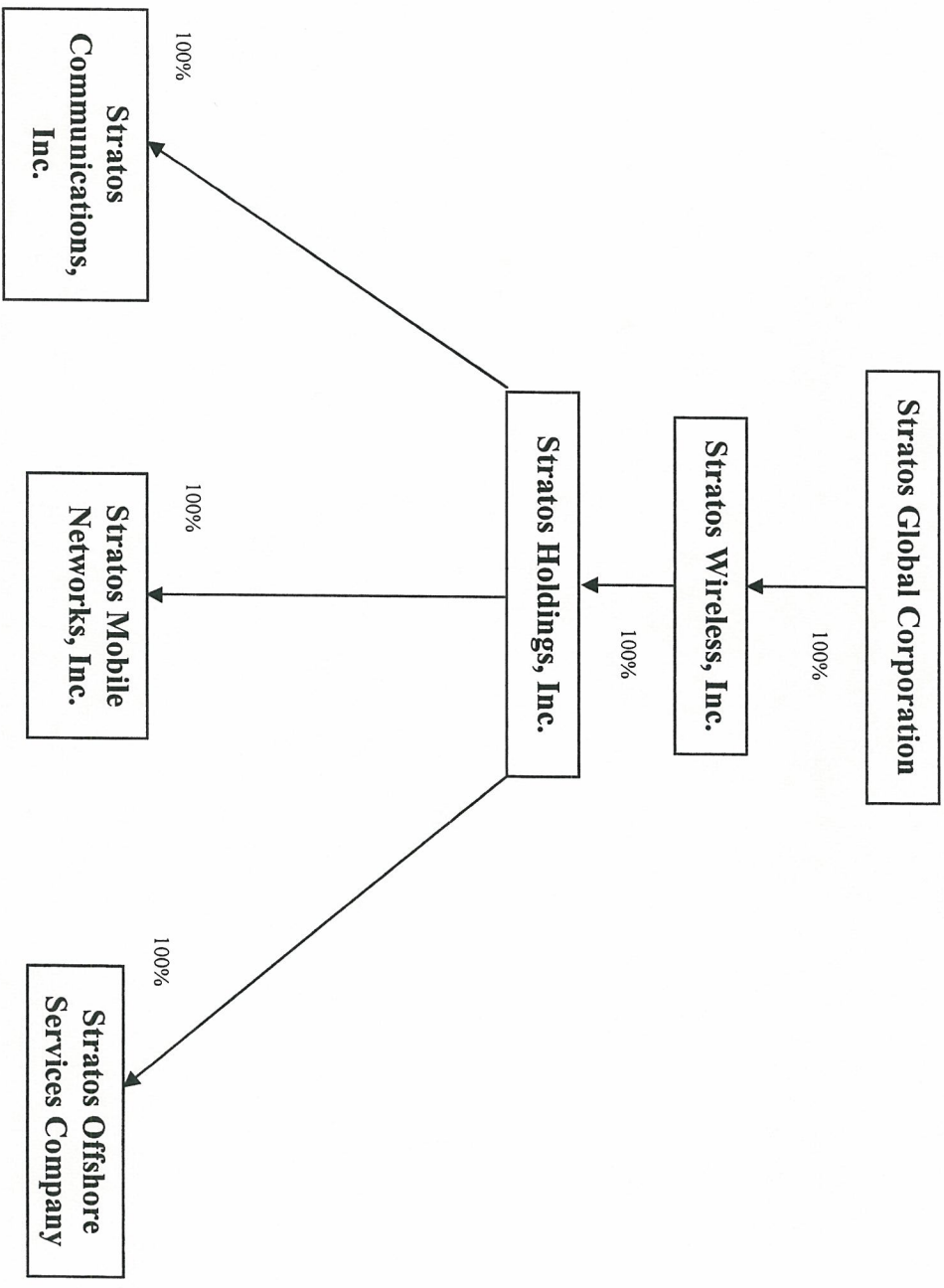
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**Attachment A
Corporate Structure Charts**

**Pre-Consummation Structure
(prior to 1/31/2006)**



Post-Consummation Corporate Structure
(as of 1/31/2006)



Attachment B
Ownership of Stratos Offshore Services Company

The name, address, citizenship and primary business of the controlling and intermediate parties is as follows:

The ultimate controlling parent corporation:

Stratos Global Corporation
34 Glencoe Drive
Donovan's Business Park
Mount Pearl, Newfoundland AIN 4S8
Canada
Incorporated in Canada
Primary Business: Telecommunications

Intermediate corporations:

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

Licensee:

Stratos Offshore Services Company
701 Poydras Street, Suite 1550
New Orleans, LA 70139
Incorporated in Delaware
Primary Business: Telecommunications