



INTERNATIONAL SECTION 214 APPLICATION
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu: Section 214 Application - Transfer of Control over Licensee Stratos Networks (USA) LLC from Aliant Inc. to BCE, Inc.

1. Applicant

Name: BCE, Inc. Phone Number: 514-397-7000
 DBA Name: BCE, Inc. Fax Number: 514-397-7263
 Street: 1000 Rue de la Gauchetiere W. E-Mail: d.kidd@bell.ca
 Bureau 3700
 City: Montreal (Quebec) State:
 Country: USA Zipcode: H3B-4Y7
 Attention: David C. Kidd

2. Contact

Name: Richard T. White, Jr. Phone Number: 202-371-9100
 Company: Halprin, Temple, Goodman & Maher Fax Number: 202-371-1497
 Street: 555 12th Street, N.W. E-Mail: rtw@htgm.com
 Suite 950 North
 City: Washington State: DC
 Country: USA Zipcode: 20004-
 Contact Title: Associate Relationship: Legal Counsel

3. Place of Incorporation of Applicant Canada

4. Other Company(ies) and Place(s) of Incorporation
 Stratos Mobile Networks (USA), LLC, State of Delaware
 IDB Mobile Communications, Inc., State of Delaware
 Aliant Inc., Canada
 MarineSat Communications Network, Inc./Marine Satellite Services, State of DE

5. Service Type(s) (check all that apply)

- Global or Limited Global Facilities-Based Authority (Section 63.18(e)(1))
- Global or Limited Global Resale Authority (Section 63.18(e)(2))
- Individual Facilities-Based Service (Section 63.18(e)(4))
- Individual Switched Resale Service (Section 63.18(e)(4))
- Individual Facilities-Based and Resale Service (Section 63.18(e)(4))

- Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18 (e)(4))
- Inmarsat and Mobile Satellite Service (Section 63.18(e)(4))
- Overseas Cable Construction (Section 63.18(e)(4))
- Individual Non-Interconnected Private Line Resale Service (Section 63.18(e)(4))
- Other (Section 63.18(e)(4))

6. Fee Classification CUT

7. Destination Country(ies) (e.g., "Country X", "All international points", "All international points except Country X and Country Y" or "Countries X, Y, and Z only"): N/A

8. Caption (description of authority requested, e.g., Application for Authority to Provide International Facilities-Based and Resold Services to All International Points Except Country X)
 Application for Transfer of Control of Stratos Mobile Networks (USA), LLC, IDB Mobile Communications, Inc., MarineSat Communications Network, Inc., Marine Satellite Services, Inc. and Aliant, Inc. to BCE, Inc.

9. Does the applicant request streamlined processing pursuant to 47 C.F.R. Section 63.12? If yes, include in Attachment 1 a statement of how the application qualifies for streamlined processing. Yes No

10. If applying for authority to provide switched services over private lines pursuant to Section 63.16, provide the required showing in Attachment 1.

Applicant certifies that its responses to questions 11 through 17 are true:

11. If the applicant is a foreign carrier, or is affiliated (as defined in 47 C.F.R. Section 63.09(e)) with a foreign carrier, provide in Attachment 1 the information and certifications required by Section 63.18(j) through (m). Yes No

12. Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12. Yes No

13. Does the applicant seek authority to provide service to any destinations other than those listed in response to question 12 where it has an affiliation with a foreign carrier? If yes, list those destinations in Attachment 1 as a response to question 13. Yes No

14. [Section 63.18(h)] In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates.

15. In Attachment 1, respond to paragraphs (d), (e)(4) and (g) of Section 63.18.

16. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. Yes No

17. By checking Yes, the applicant 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 such agreements in the future. Yes No

CERTIFICATION

18. Typed Name of Person Signing David C. Kidd	19. Title of Person Signing Vice President - Regulatory Law
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).	

20. 1: <input type="button" value="Transfer"/>	2: <input type="button" value="Attachment"/>	3: <input type="button" value="Attachment"/>
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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20654**

In the Matter of)	File No. _____
)	
BCE Inc., Aliant Inc., Stratos)	
Mobile Networks (USA), LLC,)	
IDB Mobile Communications, Inc.,)	
MarineSat Communications)	
Network, Inc., and Marine Satellite)	
Services, Inc.)	
)	
)	

Section 214 Application for Transfer of Control

I. INTRODUCTION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“Act”), and the Commission’s Rules, BCE Inc. (“BCE”) hereby applies for authority to transfer control of Stratos Mobile Networks (USA), LLC (“Stratos (USA)”), IDB Mobile Communications, Inc. (“IDB Mobile”), MarineSat Communications Network, Inc. (“MCN”), Marine Satellite Services, Inc. (“MSS”) (collectively Licensees), and Aliant Inc. (“Aliant”) to BCE.¹

Applicant certifies by its signature to this Application that it will comply with the Commission’s dominant carrier regulations on the U.S.-Canada route.² Additionally, Applicant

¹ The Section 214 Authorizations held by the Licensees are set forth in Exhibit A, attached hereto. In addition, with respect to any additional pending applications of the Licensees, they will be amended pursuant to Section 63.50 of the Commission’s Rules once the Commission approves the transfer of control and the transaction is consummated.

² *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order on Reconsideration*, FCC 97-398 (rel. Nov. 28, 1997) at ¶ 322; 47 C.F.R. § 63.12(c)(1)(iii). Bell Canada recently filed a petition for declaratory ruling seeking its removal from the Commission’s “List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets.” See, Petition of Bell Canada Inc., filed November 4, 1999.

has affiliates in various countries, as identified in the attached Exhibit C. These affiliates, however, control less than 50 percent of the international transport and local access markets in the relevant countries and, as such, are entitled to a presumption of non-dominance.³

As demonstrated below, the proposed transfer of control is in the public interest.

The transfer to BCE of both *de jure* and *de facto* control over the Licensees and Aliant will not significantly affect either the Licensees' or Aliant's overall operation and management, incentives for creating a platform for greater innovation and stronger competition in the mobile satellite services marketplace, or ability to offer U.S. consumers both reduced prices and increased choices.

Part II of this Application demonstrates that grant of this Application is in the public interest. Part III provides the information required by 47 C.F.R. § 63.18.

II. GRANT OF THIS APPLICATION IS IN THE PUBLIC INTEREST

Subject to Commission approval, the Applicant will acquire control of the Licensees and

Aliant through BCE's acquisition of an additional 11% of Aliant through a tender offer to the Aliant shareholders. These additional shares, combined with the 41.6% of Aliant held by BCE's subsidiary Bell Canada,⁴ will provide BCE with control over Aliant and the Licensees. The

³ 47 C.F.R. § 63.12(c)(1)(i).

⁴ BCE, by virtue of its 80% ownership of Bell Canada (with the other 20% of Bell Canada held by SBC), exercises control over Bell Canada and hence the 41.6% of Aliant shares that are presently held by Bell Canada. BCE can direct Bell Canada on voting of those shares (including votes for directors). After the acquisition of the additional shares (and after Commission approval of this Section 214 application), BCE will own outright or control through its subsidiary over 50% of the shares of Aliant, and thus will control the Licensees' authorizations. Bell Canada and BCE are entering into a put/call arrangement, whereby Bell Canada may later acquire the additional shares of Aliant held by BCE. However, that option may not be exercised unless all necessary regulatory approvals have been obtained, including Commission approval of the transfer of control to Bell Canada and any necessary Section 271 approvals

Licensees are currently authorized under Section 214 to provide various international maritime satellite services, international aeronautical satellite services, and international, land-mobile satellite services. Previously, the Commission has found that it would be in the public interest to have BCE in indirect control of Stratos (USA) when NewTel Enterprises Ltd. (“NewTel”) acquired control of Stratos (USA), because at that time BCE owned approximately 53% of NewTel.⁵ Subsequently, as a result of the reorganization of NewTel and the other Atlantic provinces companies into Aliant, BCE’s ownership of Aliant (and hence the Licensees) fell to 41.6%.⁶ Pursuant to an offer to purchase shares from Aliant’s shareholders, BCE will acquire an additional 11% of the equity of Aliant, subject to receipt of the necessary regulatory approvals. Currently, the Licensees are subsidiaries of Stratos Global Corp., which is controlled by Aliant through an approximately 60% interest in Stratos Global Corp. BCE, in turn (through its subsidiary Bell Canada), holds a 41.6% interest in Aliant, with the remaining Aliant stock widely held. However, BCE intends to acquire an additional 11% of Aliant’s stock, which will place

⁵ (in light of the 20% ownership of Bell Canada by SBC). Until then, BCE (and not Bell Canada) will remain in control of Aliant and the Licensees.

⁶ *Stratos Mobile Networks (USA) LLC*, 13 FCC Rcd 14040, 140402 (1998).

⁶ At that time, Stratos (USA), Aliant and BCE mistakenly sought approval of the transaction as a *pro forma* transfer of control. Upon a more careful assessment of the facts and the Commission’s analysis of *de facto* control, it is clear that BCE did not have *de facto* control when its ownership interest in Aliant fell to 41.6%. See e.g., *William S. Paley*, 1 FCC Rcd 1025, 1026 (1986):

By definition, *de facto* control relies on facts, on events that have occurred. Unlike a *de jure* transfer of control, where the mere potential to exercise majority vote requires prior Commission consent and in which an abstention from any activity evidencing control or influence does not excuse noncompliance, a finding that a *de facto* transfer of control has occurred depends largely upon a review of the actual operation of the licensee – not upon the potential for some hypothetical future exercise of control.

BCE in control of Aliant as an owner of approximately 53% of its stock.⁷ Once BCE acquires control of Aliant, BCE would also have indirect control of the Licensees via its control over the Licensees' parent company, Stratos Global Corp., through its controlling interest in Aliant. A diagram reflecting the previous and proposed ownership structure is attached as Exhibit B.

So that BCE may purchase the Aliant stock prior to the Commission acting on this application without violating the Act or the Commission's Rules, BCE may place the 11% of the Aliant stock it is purchasing into a separate voting trust, fully insulated from BCE's control, consistent with FCC requirements. BCE will not be able to exercise control over the Aliant shares held in trust until such time as the Commission grants this Application and any other necessary approvals are obtained.

As noted above, because the Commission previously approved BCE's control of Stratos (USA), there are no issues regarding BCE's legal, technical or financial qualifications to be a Commission licensee.⁸ The transaction will produce operational and financial benefits for BCE, Aliant and the Licensees, and will allow the Licensees to continue and to expand their provision of innovative, competitive satellite services, thereby advancing the public interest. For the foregoing reasons, the Applicant requests that the Commission expeditiously grant this application and find that it is in the public interest to transfer control of Aliant and the Licensees to BCE.

⁷ E.g., *Lockheed Martin Corporation*, FCC 99-237, released September 15, 1999 at ¶ 30 (“Typically, de jure control is evidenced by ownership of 50.1 percent or more of an entity's voting interest.”).

⁸ *Stratos Mobile Networks (USA) LLC*, 13 FCC Rcd 14040, 140402 (1998).

**III. INFORMATION REQUIRED BY SECTION 63.18
OF THE COMMISSION'S RULES**

The following information is provided in compliance with 47 C.F.R. § 63.18:

- a. The name, address and telephone number of the proposed transferor is:

Aliant Inc.
c/o Mr. Barrie Black
General Counsel and Corporate Secretary
P.O. Box 5030, Floor 18
Saint John, New Brunswick
Canada E2L 4L4
(506) 694-2102

The name, address and telephone number of the proposed transferee is:

BCE, Inc.
1000, rue de La Gauchetière Ouest
Bureau 3700
Montréal(Québec)
Canada H3B 4Y7
(514) 397-7076

The names, addresses and telephone numbers of the Licensees are:

Stratos Mobile Networks (USA), LLC
6903 Rockledge Drive, Suite 500
West Bethesda, Maryland 20817
(301) 214-8700

IDB Mobile Communications, Inc.
6903 Rockledge Drive, Suite 500
West Bethesda, Maryland 20817
(301) 214-8726

MarineSat Communications Network, Inc.
3300 Corporate Avenue, Suite 108
Weston, Florida 33331
(954) 217-2256

Marine Satellite Services, Inc.
6903 Rockledge Drive, Suite 500
West Bethesda, Maryland 20817
(301) 214-8700

b. The Licensees are all Delaware corporations, and BCE and Aliant are Canadian corporations.

c. Correspondence concerning this Application should be directed to:

BCE, Inc.
1000, rue de La Gauchetière Ouest
Bureau 3700
Montréal(Québec)
Canada H3B 4Y7
Attn: Marine Turcotte

with copies to:

Albert Halprin
Richard T. White, Jr.
Halprin, Temple, Goodman & Maher
555 12th Street, N.W.
Suite 950 North
Washington, D.C. 20004

d. Licensees are currently authorized to provide a variety of international services. Stratos (USA) is authorized to provide international maritime satellite services, international aeronautical satellite services, and international land mobile satellite services. Stratos (USA) also has a global facilities-based and resale Section 214 authorization. MSS1 is authorized to provide international basic switched and private line services to various international points on both facilities and resale bases. IDB Mobile is also authorized to provide various international mobile satellite services, and MCN is authorized to provide a variety of maritime services utilizing Inmarsat facilities. MCN also holds a global facilities-based and resale Section 214 authorization. A detailed list of the authorizations is attached as Exhibit A.

e. Applicant seeks authority, pursuant to 47 C.F.R. § 63.18(h)(3), to transfer control of Licenses from Aliant to BCE.

f. Not Applicable.

g. Applicants are requesting authority to transfer control of Licenses from Aliant to BCE. The grant of this Application will not constitute a major action as defined in 47 C.F.R. § 1.1305. Accordingly, no environmental information is required to be submitted with this Application under 47 C.F.R. § 1.1311.

h. (1) The Licensees will be affiliated with a number of Canadian and other foreign carriers through the ownership interests of Aliant and BCE, which are Canadian holding companies. These affiliations are listed in Exhibit C.

(2) Upon approval of this Application, BCE, Aliant, and the Licensees will have the following direct and indirect 10-percent or greater shareholders:

- (1) T-II Aeronautical, Inc. ("T-IIA"), a Delaware Corporation and the holder of 100 percent of IDB Mobile's and 91 percent of Stratos (USA)'s shares; (2) Stratos Wireless Inc. ("Stratos Wireless"), a Canadian company, with a 100 percent interest in T-IIA;
- (3) 3484955 Canada Inc. ("NumberCo"), with a 100 percent interest in Stratos Wireless;
- (4) Stratos Global Corporation ("Stratos Global"), a Canadian holding company, with a 100 percent interest in NumberCo; (5) NewTel Enterprises Limited ("NewTel"), a Canadian company, with an approximately 64 percent interest in Stratos Global; (6) Aliant, a Canadian company, with a 100 percent interest in NewTel; (7) Bell Canada, a Canadian company, with a 41.6 percent interest in Aliant; and (8) BCE, a Canadian holding company, with an 80 percent interest in Bell Canada and an 11 percent direct interest in Aliant.

With respect to interlocking directorates, Licensees note that they each have two directors, Derek Woods and George Kilguss, who are also directors of the Canadian companies Stratos Global and Stratos Wireless.

The principal place of business of T-IIA is as follows:

T-II Aeronautical, Inc.
Suite 500
6903 Rockledge Drive
West Bethesda, MD 20817

The principal place of business of Stratos Wireless is as follows:

Stratos Wireless Inc.
P.O. Box 5933
St. Johns, Newfoundland A1C5X4
CANADA

The principal place of business of Stratos Global is as follows:

Stratos Global Corporation
Suite 5200 - Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3Y2
CANADA

The principal place of business of NewTel is as follows:

NewTel Enterprises Limited
P.O. Box 2110
Fort William Building
10 Factory Lane
St. John's, Newfoundland A1C5H6
CANADA

The principal place of business of Aliant Inc. is as follows:

Aliant Inc.
One Brunswick Square
P.O. Box 5030
Saint John, New Brunswick E2L 4L4
CANADA

i. Other than as stated above, Applicant certifies, by signature to this Application, that Licensees do not seek to provide service to any country in which (1) Applicant is a foreign carrier; or (2) Applicant controls a foreign carrier; or (3) two or more foreign carriers (or parties that control foreign carriers) together own more than 25 percent of Applicant and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

j. Upon approval of the proposed transaction, Licensees will continue to be affiliated with foreign carriers in Canada, Mexico, India, Colombia and Brazil, which are all WTO member countries.

k. As demonstrated in paragraph (m) below, Licensees are entitled, pursuant to 47 C.F.R. § 63.10(a)(3), to maintain non-dominant status on all international routes except Canada.

l. Licensees are already classified as dominant on the US-Canada route, and agree to maintain such classification. Additionally, Licensees continue to qualify for non-dominant status on all other routes where they have affiliates. As noted on the attached Exhibit C, Licensees are affiliated with cellular carriers in India and Colombia. In Brazil, Licensees are affiliated with a carrier which provides heavy route space segment services. In Mexico, Licensees are affiliated with a newly authorized competing carrier of local and long distance services. Each of these affiliates clearly controls less than 50 percent of the local access and international transport markets. In short, as Licensees are not affiliated with any foreign carrier (outside of Canada) with sufficient market power to affect adversely competition in the U.S. market, Licensees are entitled, under Section 63.10(a)(3), to non-dominant status on all routes other than the U.S.-Canada route.

m. By its signature to this Application, BCE certifies pursuant to 47 C.F.R. § 1.2002 that it is not subject to denial of any federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a.

IV. CONCLUSION

For the reasons set forth above, BCE requests that the Commission promptly grant this Application for a transfer of control.

Dated: December 3, 1999

Respectfully submitted,

BCE, INC.

By: _____

William D. Anderson
Chief Financial Officer, BCE Inc.

Albert Halprin
Richard T. White, Jr.
Halprin, Temple, Goodman & Maher
555 12th Street, N.W.
Suite 950 North
Washington, DC 20004

Counsel for
BCE, Inc.

EXHIBIT A

SERVICE AUTHORIZATIONS OF LICENSEES

STRATOS MOBILE NETWORKS (USA), LLC

SERVICE	FCC FILE NO./ CALL SIGN	DATE OF GRANT
International AMSS and MMSS (AOR-E <i>via</i> Staten Island, NY); AOR-W and POR <i>via</i> Niles Canyon, CA); ship-to-shore and shore-to-ship directions; domestic AMSS on an interim basis (<i>see</i> 7 FCC Rcd 1006, 1010 (1992)).	ITC-90-088	May 8, 1991
International MMSS (IOR <i>via</i> Perth, Australia); ship-to-shore and shore-to-ship directions.	ITC-91-012	Oct. 21, 1991
International LMSS <i>via</i> INMARSAT (AOR-E <i>via</i> Staten Island; AOR-W and POR <i>via</i> Niles Canyon, CA; IOR <i>via</i> Perth, Australia); ship-to-shore and shore-to-ship.	ITC-92-058 ITC-92-059	Feb. 2, 1993
INMARSAT Standard C (AOR-E <i>via</i> Netherlands, AOR-W <i>via</i> Southbury, CT; POR <i>via</i> Perth, Australia); ship-to-shore and shore-to-ship directions.	ITC-93-014	Jan. 29, 1993
INMARSAT Standard C (IOR <i>via</i> Perth, Australia); ship-to-shore and shore-to-ship directions.	ITC-93-013	Jan. 29, 1993
International Resale of switched voice, data and record services (AT&T, MCI, Sprint and CCI).	ITC-91-157	Jan. 16, 1992
INMARSAT Standards B and M (AOR-E and AOR-W <i>via</i> Laurentides, Canada (ship-to-shore only); POR <i>via</i> Hong Kong (ship-to-shore only); IOR <i>via</i> Hong Kong (ship-to-shore and shore-to-ship)).	ITC-93-188	Aug. 9, 1993
AMSS (AOR-E <i>via</i> Aussegal, France; IOR <i>via</i> Perth, Australia); ground-to-air direction.	ITC-95-359	Nov. 3, 1995
INMARSAT Standard-A (<i>via</i> COMSAT's LES in Anatolia, Turkey); ship-to-shore and shore-to-ship directions.	ITC-95-565	Feb. 21, 1996
Authority to interconnect LES facilities with AT&T for maritime services.	ITC-93-142	July 30, 1993
Authority to interconnect LES facilities with MCI for maritime services.	ITC-93-141	Nov. 26, 1993

EXHIBIT A

SERVICE AUTHORIZATIONS OF LICENSEES

SERVICE	FCC FILE NO./ CALL SIGN	DATE OF GRANT
INMARSAT Standard-B and -M (AOR-E and AOR-W via Comsat's LES in Southbury, CT (shore-to-ship direction); POR via Comsat's LES in Santa Paula, CA (shore-to-ship direction); POR via Telstra's LES in Perth, Australia (ship-to-shore direction); IOR via Telstra's LES in Perth, Australia (ship-to-shore and shore-to-ship directions)).	ITC-95-596	Feb. 21, 1996
Authority to provide INMARSAT services via the INMARSAT third generation satellites.	ITC-96-041	Sept. 20, 1996
Global authority for international resale services between the United States and all international points except Canada.	ITC-96-580	Dec. 6, 1996
Global authority to provide international facilities-based services between the United States and all unaffiliated international points.	ITC-97-373	Aug. 20, 1997
Application to provide U.S.-originated Standard-B and -M services.	ITC-97-594	Granted in part on Sept. 30, 1999, subject to conditions
Application to provide U.S.-originated Inmarsat Standard-B and -M services via foreign land earth stations.	ITC-98-103	Sept. 30, 1999
Application for modification of regulatory status from dominant to non-dominant between the United States and Canada and to provide resale services between the United States and Canada.	ITC-97-450	July 7, 1999
Application to provide U.S.-originated Standard-B and -M services.	ITC-214-19970924-00580	Sept. 30, 1999
Application to provide U.S.-originated Inmarsat Standard-B and -M services via foreign land earth stations.	ITC-214-19981030-00053	Sept. 30, 1999
Application to provide resale services between the United States and Canada.	ITC-214-19970804-00455	July 1, 1999

EXHIBIT A

SERVICE AUTHORIZATIONS OF LICENSEES

IDB MOBILE COMMUNICATIONS, INC.

SERVICE	FCC FILE NO./ CALL SIGN	DATE OF GRANT
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Application for 214 authority and STA to provide domestic aeronautical mobile satellite services <i>via</i> the Innarsat System	ITC-214- 19981214-00859	Pending
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EXHIBIT A

SERVICE AUTHORIZATIONS OF LICENSEES

MARINE SATELLITE SERVICES, INC.

SERVICE	FCC FILE NO./ CALL SIGN	DATE OF GRANT
Global facilities-based and resale Section 214 authorization.	ITC-214- 19980828-00591	Oct. 14, 1998

EXHIBIT A

SERVICE AUTHORIZATIONS OF LICENSEES

MARINE COMMUNICATIONS NETWORK, INC.

SERVICE	FCC FILE NO./ CALL SIGN	DATE OF GRANT
Authority to provide global facilities-based and resale services.	ITC-98-076	March 13, 1998
Authority to provide facilities-based and resale mobile-to-fixed and fixed-to-mobile Inmarsat-A, -B, -C, and -M services in all ocean regions.	ITC-98-253	July 2, 1998

Exhibit B-1
Current Structure

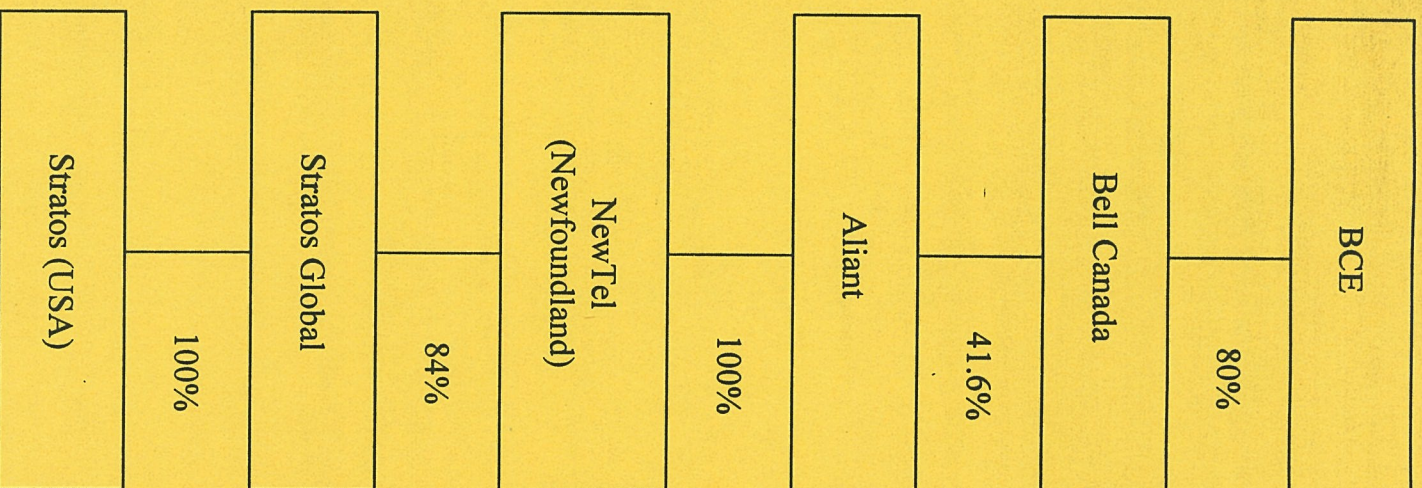


Exhibit B-2
Proposed Structure

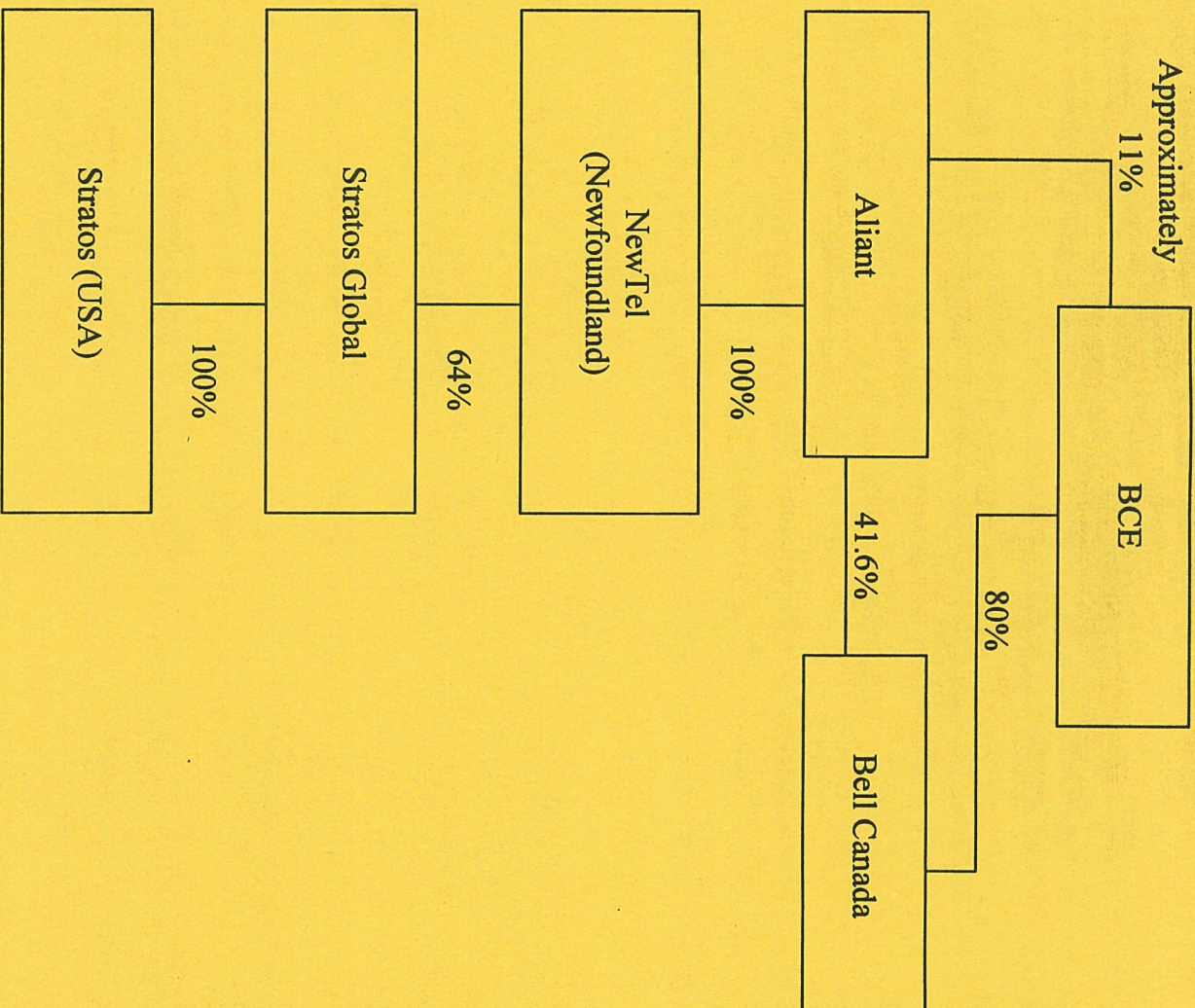


EXHIBIT C - FOREIGN CARRIER AFFILIATES

Company	Description of Service	
BCE Nexxia Inc.	Provides high speed data services.	Canada
Bell Advanced Communications 1998 Inc.	Reseller of telecommunications services.	Canada
Bell Canada (*)	Provides local, long distance, and international voice and data services in Ontario and Québec, Canada (<i>See Note 1 below</i>).	Canada
Bell Mobility Cellular Inc.	Provides cellular and PCS services in Ontario and Québec, Canada	Canada
Bell Mobility Paging Inc.	Provides paging services in Ontario and Québec, Canada	Canada
Bell Satellite Services Inc.	Provides direct to home video and high speed data services.	Canada
Comunicacion Celular S.A. Comcel S.A. (Comcel)	Provides cellular services in the eastern region of Colombia	Colombia
ConneCTivity Managed Network Services Inc.	Provides resold data services.	Canada
Darome Canada Inc.	Provides teleconferencing services for voice and video.	Canada
Infosat Telecommunications	Provides mobile satellite services.	Canada
Iridium Canada Communications Inc.	Provides mobile satellite services.	Canada
Island Telecom Inc.	Provides local, long distance and international services in Prince Edward Island, Canada (<i>See Note 1 below</i> .)	Canada
Maritime Tel & Tel Limited	Provides local, long distance and international services in Nova Scotia, Canada. (<i>See Note 1 below</i> .)	Canada
MT&T Mobility Inc.	Provides cellular, PCS, and international telecommunications services in Nova Scotia, Canada. (<i>See Note 1 below</i> .)	Canada
NBTel Inc.	Provides local, long distance, international, wireless, and high speed data services in New Brunswick, Canada. (<i>See Note 1 below</i> .)	Canada
NewTel Mobility Limited	Provides wireless services in Newfoundland and Labrador, Canada.	Canada

NewTel Communications Inc.	Provides local, long distance, and international services in Newfoundland and Labrador, Canada. (See Note 1 below.)	Canada
NorTel Mobility Inc.	Provides cellular services in Northeastern Ontario, Canada.	Canada
Northern Telephone Limited	Provides local telephone service in Northeastern Ontario, Canada	Canada
Northwestel Inc.	Provides local and long distance services in the Yukon and Northwest Territories and British Colombia, Canada	Canada
Northwestel Mobility Inc.	Provides the wireless services in the Yukon and Northwest Territories and British Colombia, Canada.	Canada
Occidente y Caribe Celular S.A. (Ocel)	Provides cellular services in the western region of Colombia	Colombia
SkyTel Communications Corporation	Provides airline passenger communication services	Canada
Stratos Wireless, Inc.	Provides mobile and fixed satellite services.	Canada
Tata Communications Limited (Tata)	Provides cellular services in the state of Andhra Pradesh, India	India
Télébec Itée	Provides local and long distance services in Québec, Canada.	Canada
Télébec Mobilité Inc.	Provides cellular and other wireless services in Québec, Canada.	Canada
Telefonia Inalambrica del Norte S.A. de C.V.	Holds a concession (1996 telephony license) to offer local and long distance services in Mexico	Mexico
Telesat Canada	Provides space segment satellite service in Canada.	Canada
Telesat Serviços de Telecomunicação S.A.	Provides heavy route space segment services in Brazil.	Brazil
TMI Communications and Company, L.P.	Provides mobile satellite services,	Canada

Note 1: Some long distance services are provided on a nationwide basis in Canada in conjunction with other members of Stentor Canadian Network Management (Stentor), a working association of nine Canadian telephone companies and Telesat Canada (Telesat). The Stentor members are: BCT, TELUS Communications, Inc., Bell Canada, Island Telecom Inc., Maritime Tel & Tel Limited, MTS Communications Inc., NBTel Inc., NewTel Communications Inc., and Saskatchewan Telecommunications. Northwestel, Québec-Téléphone and Telesat are associate members of Stentor. Telesat is the owner/operator of the Canadian Domestic Satellite System.