

## ATTACHMENT 1

Inmarsat plc (“Inmarsat”) hereby notifies the Commission pursuant to Section 63.24(f) of the Commission’s rules, 47 C.F.R. § 63.24(f), of the completion on June 30, 2010<sup>1</sup> of the *pro forma* transfer of control of Stratos Offshore Services Company (“SOSCO”), holder of international section 214 authorizations listed in the foregoing application.<sup>2</sup> Because SOSCO remained a wholly-owned, indirect subsidiary of Inmarsat following consummation of the transfer of control, the instant transaction was *pro forma* in nature.

### **Answer to Question 10**

#### ***Transferor Contact Information***

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<sup>1</sup> Inmarsat notes that the instant filing is being submitted more than 30 days following consummation of the reorganization due to an inadvertent oversight related to the review of the FCC’s licensing database. During the time in which Inmarsat was preparing and submitting other notifications pertaining to the reorganization, the file numbers that are the subject of the instant notification were not associated with SOSCO in the IBFS database. The IBFS database recently was updated to reflect these authorizations as being held by SOSCO, and Inmarsat is therefore promptly submitting this notification.

<sup>2</sup> SOSCO holds international section 214 authority to provide facilities-based international services and international resale services. *See* IBFS File Nos. ITC-214-19980914-00636 and ITC-214-19991220-00815.

### ***Transferee Contact Information***

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### ***Prior International Section 214 Authorizations***

Transferee, Inmarsat, currently holds no international Section 214 authorizations in its own right.

### **Answer to Question 11 - Direct and Indirect Ownership Information**

Inmarsat plc is a widely-held public company traded on the London Stock Exchange. The following entities or individuals hold ten percent or greater interests in Inmarsat plc, and indirectly in Stratos Offshore: Harbinger Capital Partners Master Fund I, Ltd. (“Master Fund”) (28.13%<sup>3</sup>); Harbinger Capital Partners Special Situations Fund, L.P. (“Special Fund”) (28.13%); HGW Holding Company, L.P. (“HGW”) (28.13%), Harbinger Capital Partners LLC (investment manager to the Master Fund and Special Fund) (28.13%); Harbinger Capital Partners Special Situations GP, LLC (“HCPSS”) (general partner of Special Fund) (28.13%); Harbinger Holdings, LLC (managing member of Harbinger Capital Partners LLC and HCPSS) (28.13%); HGW GP, Ltd (“HGWGP”) (general partner of HGW) (28.13%); Philip A. Falcone (managing member of Harbinger Holdings, LLC, portfolio manager to the Master Fund and Special Fund, and controlling interest holder in HGWGP) (28.13%); and Lansdowne Partners Limited (“Lansdowne”) (13.04%, aggregate voting power held through management of various

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<sup>3</sup> The ownership interests reported herein reflect the collective holdings of Master Fund and Special Fund (28.13%) in Inmarsat plc, and are accurate as of the time the Harbinger and Lansdowne entities submitted notifications to Inmarsat plc regarding their ownership interests therein.

Landsdowne investment funds). The Master Fund, HGW and HGWGP are organized under the laws of the Cayman Islands, whereas the Special Fund is a Delaware limited partnership. Each of the other named Harbinger entities is a Delaware limited liability company. Lansdowne was formed under the laws of England and Wales.

No other person or entity directly or indirectly holds a ten percent or greater ownership interest in Inmarsat.<sup>4</sup> The address, citizenship, and principle business for the interest holders disclosed above follows:

<p><b>Harbinger Capital Partners LLC</b> 555 Madison Avenue, 16<sup>th</sup> Floor New York, NY 10022 Citizenship: United States Principle business: Investment</p>	<p><b>Harbinger Capital Partners Master Fund I, Ltd.</b> c/o International Fund Services (Ireland) Limited 3<sup>rd</sup> Floor, Bishop’s Square Dublin, Ireland 2 Citizenship: Cayman Islands Principle business: Investment</p>	<p><b>Harbinger Capital Partners Special Situations Fund, L.P.</b> 555 Madison Avenue, 16<sup>th</sup> Floor New York, NY 10022 Citizenship: United States Principle business: Investment</p>
<p><b>Harbinger Capital Partners Special Situations GP, LLC</b> 555 Madison Avenue, 16<sup>th</sup> Floor New York, NY 10022 Citizenship: United States Principle business: Investment</p>	<p><b>Harbinger Holdings, LLC</b> 555 Madison Avenue, 16<sup>th</sup> Floor New York, NY 10022 Citizenship: United States Principle business: Investment</p>	<p><b>HGW GP, Ltd.</b> 555 Madison Avenue, 16<sup>th</sup> Floor New York, NY 10022 Citizenship: Cayman Islands Principle business: Investment</p>
<p><b>HGW Holding Company, L.P.</b> 555 Madison Avenue, 16<sup>th</sup> Floor New York, NY 10022 Citizenship: Cayman Islands Principle business: Investment</p>	<p><b>Landsdowne Partners Limited</b> 15 Davies Street London, United Kingdom W1K 3AG Citizenship: United Kingdom Principle business: Investment</p>	<p><b>Philip Falcone</b> 555 Madison Avenue, 16<sup>th</sup> Floor New York, NY 10022 Citizenship: United States Principle business: Investment</p>

**Answer to Question 12 – Interlocking Directorates**

Neither SOSCO nor Inmarsat have interlocking directorates with a foreign carrier.

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<sup>4</sup> The Commission has previously approved the indirect foreign ownership in SOSCO and also has authorized the foreign ownership of the SOSCO resulting from the instant *pro forma* transfer of control. See Robert M. Franklin, *Transferor and Inmarsat, PLC, Transferee, Consolidated Application for Consent to Transfer of Control of Stratos Global Corporation and Its Subsidiaries from an Irrevocable Trust to Inmarsat, plc*, Memorandum Opinion and Order and Declaratory Ruling, 24 FCC Rcd 449 (IB 2009); Public Notice, Report No. TEL-01444 (rel. July 29, 2010) (granting IBFS File No. ISP-PDR-20100628-00013). Accordingly, the reorganization does not raise any foreign ownership issues.

## **Answer to Question 13**

### ***Description of Transaction***

The *pro forma* transfer of control occurred as the result of the completion of a two-phased internal corporate reorganization of various wholly-owned subsidiaries of Inmarsat. The first phase of the reorganization was completed on June 18, 2010 pursuant to all required prior FCC approvals.<sup>5</sup> By way of background, before the reorganization, SOSCO was a wholly owned subsidiary of Stratos Holdings, Inc. (“Stratos Holdings”) (a Delaware company), which was a wholly-owned direct subsidiary of Stratos Wireless Inc. (“Stratos Wireless”) (a Canadian corporation). In turn, Stratos Wireless was a wholly-owned direct subsidiary of Stratos Global Corporation (“Stratos Global”) (also a Canadian corporation), which was a wholly-owned subsidiary of CIP Canada Investment Inc. (“CIP Canada”), an indirect subsidiary of Inmarsat. In connection with the *pro forma* transfer of control, Stratos Wireless and Stratos Global were merged, with Stratos Wireless emerging as the surviving entity. Immediately thereafter, CIP Canada was merged with Stratos Wireless, with Stratos Wireless again emerging as the surviving entity. The net effect of these mergers was that Stratos Global and CIP Canada were removed from the chain of ownership between Inmarsat and SOSCO, with SOSCO remaining under the ultimate ownership and control of Inmarsat. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”<sup>6</sup>

The second phase of the reorganization involved the following steps:

- By a succession of share for share exchanges, Inmarsat Finance III Limited (“Finance III”) was passed down from Inmarsat to Inmarsat Holdings Ltd, then to Inmarsat Group Ltd, then to Inmarsat Investments Ltd, and finally to Inmarsat Ventures Ltd. All of these entities already were wholly-owned subsidiaries of Inmarsat, but they resided outside of the direct chain of ownership between Inmarsat and Stratos Holdings. The result of this drop-down is that Finance III now has four intermediate companies between itself and its ultimate parent, Inmarsat.

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<sup>5</sup> See ULS File No. 0004255159 and IBFS File Nos. SES-TC-20100521-000638, SES-TC-20100521-000639, SES-TC-20100521-000642, SES-TC-20100521-000643 (requesting prior approval for Phase 1 *pro forma* transaction); ULS File No. 0004295488 and IBFS File Nos. CONSMT2010062200043, CONSMT2010062200044 (notifying Commission of notification of consummation for Phase 1 step); ULS File Nos. 0004316957, 0004317218 and IBFS File No. ITC-T/C-20100716-00290 (notifying Commission of *pro forma* transaction subject to forbearance treatment).

<sup>6</sup> See *Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, 6295 (1998).

- Next, CIP Canada (which, in connection with Phase 1 of the reorganization, had already been merged with Stratos Wireless) transferred 100% of the shares of Stratos Holdings up to CIP UK Holdings Limited (“CIP UK Holdings”). As a result, Stratos Holdings became a direct subsidiary of CIP UK Holdings, and Stratos Wireless was removed from the ownership chain of SOSCO.
- Then CIP UK Holdings transferred 100% of the shares in Stratos Holdings to Inmarsat Group Holdings Inc (“Inmarsat Group Holdings”), in return for which CIP UK Holdings received an issue of new common shares of Inmarsat Group Holdings, and continued to hold 100% of the newly increased share capital. Inmarsat Group Holdings then transferred 20% of the shares of Stratos Holdings to Inmarsat US Services LLC (“US Services”), a subsidiary of Inmarsat Group Holdings. Inmarsat US Investments Limited (“US Investments”) subsequently acquired 100% of a newly issued class of preferred shares in Stratos Holdings, which is the only class of preferred shares issued. The net result of this series of transfers was that (i) Inmarsat Group Holdings, US Services, and US Investments were added as intermediate companies between Stratos Holdings and CIP UK Holdings, and (ii) the shares of Stratos Holdings are now held by Inmarsat Group Holdings (80% of the common shares), US Services (20% of the common shares), and US Investments (100% of the newly created class of the preferred shares). Once again, all of these entities were, and continue to be, wholly-owned subsidiaries of Inmarsat. They were simply moved around within the Inmarsat organizational structure.

Three organizational charts are attached to this exhibit, reflecting (i) the pre-reorganization ownership chain of SOSCO, (ii) the ownership of SOSCO following consummation of Phase 1 of the reorganization, and (iii) the ownership of SOSCO following consummation of Phase 2 of the reorganization. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”<sup>7</sup>

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