

Exhibit 5
Form 312 - Question No. 43
Description

Stratos Holdings, Inc. proposes a pro forma transfer of control involving Stratos Communications, Inc. Currently, Stratos Communications, Inc. (a U.S. corporation) is wholly-owned by Stratos Preferred Investments, Inc. (a U.S. corporation). Stratos Preferred Investments, Inc. is wholly-owned by Stratos Holdings, Inc. (a U.S. corporation). Stratos Holdings, Inc. is 78.7% owned by Stratos Global Corporation (a Canadian corporation) and 21.3% owned by Stratos Wireless Inc. (a Canadian Corporation), a wholly-owned subsidiary of Stratos Global Corporation. Accordingly, Stratos Global Corporation has indirect control of Stratos Communications, Inc. through its control over Stratos Wireless, Inc. and Stratos Holdings, Inc. The *pro forma* transfer proposed in this application simply involves a corporate reorganization, which involves: (1) transferring all of Stratos Global Corporation's ownership interest in Stratos Holdings, Inc. to Stratos Wireless Inc.; and (2) liquidating and removing Stratos Preferred Investments, Inc. from the ownership chain. As a result of the corporate reorganization, Stratos Holdings Inc. will become a wholly-owned subsidiary of Stratos Wireless, Inc. and Stratos Holdings, Inc. will have direct control over Stratos Communications, Inc.. This corporate reorganization is *pro forma* in nature because Stratos Global Corporation will retain its indirect control over Stratos Communications, Inc. through its continued control over Stratos Wireless, Inc. and Stratos Holdings, Inc.