

**DESCRIPTION OF *PRO FORMA* TRANSACTION  
AND PUBLIC INTEREST STATEMENT**

*Response to Questions 43 and A21*

Inmarsat plc (“Inmarsat”) hereby seeks Commission consent for the transfer of control of Stratos Communications, Inc. and Stratos Offshore Services Company (each a “Licensee”), which hold the satellite radio earth station licenses listed in the foregoing FCC Form 312. Because the Licensee will remain a wholly-owned, indirect subsidiary of Inmarsat following consummation of the proposed transfer of control, the instant transaction is *pro forma* in nature. The Commission previously has stated that “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”<sup>1</sup> Moreover, since approval of the proposed transfer of control of satellite radio earth station licenses does not raise competitive concerns, foreign ownership issues, or other matters requiring substantive review by Commission staff, the applicants respectfully request immediate approval for the proposed reorganization.

Each Licensee is a wholly-owned direct subsidiary of Stratos Holdings, Inc. (a Delaware corporation), which is a wholly-owned direct subsidiary of Stratos Wireless Inc. (“Stratos Wireless”) (a Canadian corporation). In turn, Stratos Wireless is a wholly-owned direct subsidiary of Stratos Global Corporation (“Stratos Global”) (also a Canadian corporation), which is a wholly-owned subsidiary of CIP Canada Investment Inc. (“CIP Canada”), and indirect subsidiary of Inmarsat. Inmarsat seeks approval to merge<sup>2</sup> (for Canadian taxation purposes) certain of these intermediate, wholly-owned corporate entities through which it indirectly holds its interests in each Licensee, in a two-step transaction. In the first step of this transaction (tentatively set to occur on or immediately before June 30, 2010), Stratos Wireless and Stratos Global will be merged, with Stratos Wireless emerging as the surviving entity. Immediately thereafter, in the second step of the transaction, CIP Canada Investment will be merged with Stratos Wireless, with Stratos Wireless again emerging as the surviving entity. The net effect of these transactions is that Stratos Global and CIP Canada will be removed from the chain of ownership between Inmarsat and each Licensee, with each Licensee remaining under the ultimate ownership and control of Inmarsat.

---

<sup>1</sup> *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).

<sup>2</sup> Such mergers of entities formed under the laws of Canada are referred to as “amalgamations” under Canadian law.