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May 1, 2006

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - National Instrument 51-102, s. 13.1 - Continuous Disclosure Obligations - BAR – An issuer requires relief from the requirement to file a business acquisition report within 75 days after the date of an acquisition - The financial year of the acquired business ended 45 days or less before the acquisition; the issuer will file the business acquisition report within 90 days after the date of acquisition

Applicable British Columbia Provisions

National Instrument 51-102, ss. 8.2 and 13.1

In the Matter of
the Securities Legislation
of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New
Brunswick, Nova Scotia, and Newfoundland and Labrador (the Jurisdictions)

and

In the Matter of
the Mutual Reliance Review System for Exemptive Relief Applications

and

In the Matter of Stratos Global Corporation (the Filer)

MRRS Decision Document

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under National Instrument 51-102 (NI 51-102 or the Legislation) for relief from section 8.2 of NI 51-102 which requires the Filer to file a business acquisition report within 75 days after the date of acquisition (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

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Interpretation

Defined terms contained in National Instrument 14-101 have the same meaning in this decision unless otherwise defined in this decision.

Representations

The decision is based on the following facts represented by the Filer:

1. The Filer's corporate head office is located at 6901 Rockledge Drive, Suite 900, Bethesda, Maryland, United States, 20817.
2. The Filer is a corporation amalgamated under the *Corporations Act* (Newfoundland) by certificate of amalgamation dated October 31, 1989 and continued under the *Canada Business Corporations Act* by certificate of continuance dated May 28, 1996.
3. The Filer is a reporting issuer or the equivalent in each of the Jurisdictions.
4. The Filer's common shares are listed and posted for trading on the Toronto Stock Exchange.
5. On February 14, 2006, the Filer acquired all of the issued and outstanding equity interests in Xantic B.V. (Xantic), a corporation in The Netherlands, for an aggregate purchase price of \$191.3 million, subject to purchase price adjustments as defined in a share purchase agreement dated December 28, 2005 among the Filer, KPN Satcom B.V. and Telestra Corporation (the Share Purchase Agreement).
6. The Filer filed a press release on February 14, 2006 detailing the acquisition and also filed a material change report on February 24, 2006 with further details.
7. The acquisition of Xantic is a "significant acquisition" that meets the significance tests set out in section 8.3 of NI 51-102 of the greater than 40 per cent threshold.
8. Section 8.2 of NI 51-102 requires the Filer to file a business acquisition report within 75 days after the date of acquisition. As the acquisition occurred on February 14, 2006, the filing deadline for the Filer is April 30, 2006.
9. Section 8.5(1)(2)(A) of NI 51-102 requires that financial statements for each of the two most recently completed financial years of the business ended more than 45 days before the date of acquisition be filed as part of the Filer's business acquisition report. However, section 8.7(1)(a) of NI 51-102 allows

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the Filer to omit the financial statements for the oldest financial year if audited financial statements of the acquired business are included for a financial year ended 45 days or less before the date of acquisition.

10. The Filer wishes to include audited financial statements for the acquired business for a financial year ended 45 days or less before the date of the acquisition; however, due to a variety of factors outside of the Filer's control it is not reasonably possible to complete the Acquisition Financial Statements (defined below) to be included in and filed with the business acquisition report, prior to May 15, 2006.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that:

- (a) the Filer files a business acquisition report that includes
 - (i) the following comparative audited annual financial statements of Xantic:
 - (A) an income statement, statement of retained earnings, and cashflow statement for the years ended December 31, 2005 and 2004; and
 - (B) a balance sheet as at December 31, 2005 and 2004;
 - (ii) the notes to the financial statements;
 - (iii) the Auditor's report on the financial statements; and
 - (iv) the following *pro forma* financial statements of the Filer:
 - (A) a *pro forma* balance sheet as at December 31, 2005;
 - (B) a *pro forma* income statement for the year ended December 31, 2005;
 - (v) *pro forma* earnings per share based on the financial statements filed in (iv); and

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(vi) a compilation report accompanying the financial statements filed in (iv); and

(collectively, the Acquisition Financial Statements)

(b) the Filer files the business acquisition report, including the Acquisition Financial Statements, not later than May 15, 2006, being a date within 90 days of the date of the acquisition of Xantic.

John Hughes
Manager, Corporate Finance
Ontario Securities Commission