

Explanatory Statement and Request for Waiver

By this application, R2 Space, Inc. (“R2 Space”) and Meta Aerospace, LLC (“Meta”) respectfully request the Federal Communications Commission’s (“FCC” or “Commission”) consent, *nunc pro tunc*, to the transfer of control of experimental license Call Sign WL2XGM from R2 Space to Meta. A majority stake in R2 Space was acquired by Meta on March 25, 2021 but the same individuals from R2 Space operating under this experimental authorization will continue to conduct such operations.

The applicants request a waiver of prior-approval-related transfer of control provisions of 47 C.F.R. § 5.79 to the extent necessary for the filing, acceptance, processing, and grant of the instant application. Due to an administrative oversight, which the parties sincerely regret, the necessary transfer of control application was not filed prior to the close of the transaction. After becoming aware of the oversight and confirmation of the steps necessary to address the issue post-consummation, the applicants commenced the preparation and submission of the instant application.

Meta, a Delaware limited liability company, acquired an indirect 61.75% equity interest in R2 Space, Inc. (“R2 Space”) on March 25, 2021. In connection with this transaction, R2 Space was converted from an S-corporation to a limited liability company and became a wholly-owned subsidiary of R2 Space Holdco, Inc. (“R2 Holdco”). Meta holds its interest in R2 Space through 100% ownership of Meta Aerospace Holdings 3 LLC, which holds 61.75% of the membership shares of R2 Space. The remaining shares of R2 Space are held by R2 Holdco, which is in turn held equally by the original 50% co-owners of R2 Space, Reuben Sorensen and Ryan Farris. Based on their interest in R2 Holdco, each continues to hold 19.125% of R2 Space.

Meta is controlled by Defense Services Investment Partners II, L.P. (“DSIP II”), a Delaware limited partnership, which holds 77.22% of Meta. The remaining 22.78% of Meta is held by DSIP Co-Invest A, L.P. (“DSIP A”). Both DSIP II and DSIP A are ultimately managed and controlled by Oaktree Capital I, L.P. (“OCI”), also a Delaware limited partnership. OCI is an indirect subsidiary of Oaktree Capital Group, LLC (“Oaktree Capital”), a well-established U.S.-based investment management company headquartered in Los Angeles. The majority equity interest in Oaktree Capital is held by Brookfield Asset Management, Inc., a Canadian corporation based in Toronto, which holds a 61.8% economic interest. Voting control of Oaktree Capital, however, remains with the upstream ownership chain ultimately controlled by Oaktree Capital Group Holdings GP, LLC. The attached organizational chart depicts the ultimate and intermediate controlling entities, including stockholders holding 10% or more of any controlling corporation's voting stock. The attached organizational chart depicts the ultimate and intermediate controlling entities in the new ownership structure.

Grant of the application and associated waiver request will serve the public interest, convenience and necessity by permitting a transaction that maintains the experimental facilities in the hands of the company's current, experienced management team while at the same time providing a significant infusion of capital to grow the business. The new investment provides critical funding as R2 Space, doing business as Orbital Effects ("OFX"), seeks to expand its existing business and provide broader services to the U.S. military and commercial enterprises requiring high-resolution imagery 24 hours a day. OFX and its principals have a strong track record in the space technology and strategic imaging sectors, which will benefit R2 Space/OFX as it seeks to expand. The availability of substantial additional capital to provide these services will promote enhanced competition in this sector and provide broader choices to both military and commercial users in the marketplace for Intelligence, Surveillance, and Reconnaissance solutions. Grant of the application and waiver request will enable R2 Space to continue to provide these important services under new ownership by Meta.