

Exhibit A

**NOTIFICATION OF PROPOSED CHANGE OF OWNERSHIP
OF THE ONEWEB SYSTEM AND PUBLIC INTEREST STATEMENT**

WorldVu Satellites Limited, Debtor-in-Possession (“OneWeb DIP”), the reorganized WorldVu Satellites Limited (“New OneWeb”) and BidCo Limited 100 (“BidCo” and together with OneWeb DIP and New OneWeb, the “Applicants”), pursuant to Section 25.137(g) of the Commission’s rules,¹ hereby notify the Commission of a modification of OneWeb DIP’s Market Access Grant for its non-geostationary satellite orbit (“NGSO”), fixed-satellite service (“FSS”) system (the “OneWeb System”) to reflect the transfer of control that will occur as a result of a change in the ownership structure of OneWeb DIP’s direct parent, OneWeb Communications Limited (“OneWeb Communications”). These changes will be implemented pursuant to a draft plan of reorganization (the “Reorganization Plan”) expected to be approved by the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).² The Applicants simultaneously seek, pursuant to Section 25.119 of the Commission’s rules, consent to the transfer of control of associated gateway earth station licenses and assignment of these licenses to New OneWeb in connection with the Bankruptcy Court’s approval of the

¹ See *WorldVu Satellites Limited, Petition for a Declaratory Ruling Granting Access to the U.S. Market for the OneWeb NGSO FSS System*, Order and Declaratory Ruling, 32 FCC Rcd 5366 (2017) (“OneWeb Market Access Grant” or “Market Access Grant”); see also 47 C.F.R. § 25.137(g). Pursuant to guidance from Commission staff, the Applicants have submitted a modification of the Market Access Grant to provide the notification required under Section 25.137(g) of the Commission’s rules.

² *In re: OneWeb Global Limited, et al.*, Debtors Case No. 20-22437 (RDD). A list of the licenses and authorizations to be transferred to New OneWeb are attached hereto as Attachment A.

Reorganization Plan.³ As described herein, approval of the Transaction would serve the public interest.

³ 47 C.F.R. § 25.119(c)-(d).

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I. THE APPLICANTS AND THE PROPOSED TRANSACTION

OneWeb is a United Kingdom-based global satellite company, founded in 2012, that was at the forefront of the recent revolution in NGSO-based connectivity.⁴ OneWeb's petition for U.S. market access initiated the Commission's 2016 NGSO FSS processing round in the Ku- and Ka-bands.⁵ Subsequent to the Commission's grant of U.S. market access, OneWeb designed and constructed an end-to-end satellite supply chain, including a state-of-the-art satellite manufacturing factory in Exploration Park, Florida and multiple gateway earth station sites to support the 74 in-orbit and operational spacecraft—reflecting a 100% mission success rate—launched in the last 18 months.

Earlier this year, OneWeb had been actively seeking investments from existing and new investors to fund continuing operations, space and ground-based infrastructure deployment, and completion of its planned global OneWeb System. As a result of its ongoing access to capital being compromised by the COVID-19 pandemic, on March 27, 2020, OneWeb and certain of its affiliates filed petitions for relief under Chapter 11 of Title 11 of the United States Code in the Bankruptcy Court.⁶ Shortly thereafter, OneWeb filed the required notification and applications in connection with the assignment and transfer of control of its authorizations and market access

⁴ "OneWeb" refers collectively to OneWeb Communications and its direct and indirect subsidiaries, which include OneWeb DIP. An organizational chart illustrating the pre-petition organizational structure of OneWeb is attached hereto as Attachment B. This structure remained in place when the OneWeb companies became debtors-in-possession under the Bankruptcy Court's supervision and continues in place today.

⁵ See *OneWeb Petition Accepted for Filing; Cut-Off Established for Additional NGSO-Like Satellite Applications or Petitions in the 10.7-12.7 GHz, 14.0-14.5 GHz, 17.8-18.6 GHz, 18.8-19.3 GHz, 27.5-28.35 GHz, 28.35-29.1 GHz, and 29.5-30.0 GHz Bands*, Public Notice, 31 FCC Rcd 7666 (IB 2016).

⁶ *In re: OneWeb Global Limited, et al.*, Debtors Case No. 20-22437 (RDD).

grant to OneWeb DIP.⁷ The Commission granted these applications on April 10, 2020.⁸

Following a competitive sale process supervised by the Bankruptcy Court, BidCo emerged as the successful bidder to acquire all of the equity interests in OneWeb Communications (the “Transaction”).

The Reorganization Plan contemplates, among other things, approximately \$1 billion of equity commitments to BidCo from the two principal shareholders contributing capital in BidCo: Bharti Global Limited (“Bharti”) and the United Kingdom’s Secretary of State for Business, Energy and Industrial Strategy, representing Her Majesty’s Government (“HMG” and together with Bharti, the “New Investors”).⁹ These proceeds will be used to consummate the Transaction and address the funding needs of OneWeb going forward. Upon consummation of the Transaction, each New Investor will directly and individually hold approximately 45.45% of the voting equity of BidCo, and therefore indirectly and collectively hold approximately 90.90% of the voting equity of OneWeb Communications and New OneWeb.

⁷ See, e.g., IBFS File No. SAT-MPL-20200406-00031, Call Sign S2963 (granted Apr. 10, 2020).

⁸ See, e.g., *Satellite Communications Services Information: Actions Taken*, Public Notice, Report No. SES-02258 at 1 (rel. Apr. 15, 2020).

⁹ On July 27, 2020 Hughes Network Systems, LLC (“Hughes”), a U.S. business and an existing investor in OneWeb (via affiliate entity EchoStar Operating LLC) with a 2.6% voting interest, and a key supplier for the OneWeb System terrestrial segment, announced an agreement in principle to invest \$50 million in BidCo. The terms of Hughes’ investment are being negotiated and documentation for the investment has not been finalized. Hughes’ investment, once consummated, will not have a meaningful impact on Bharti and HMG’s beneficial interests and voting percentages. It is also anticipated that OneWeb’s current secured creditors will hold approximately 9.1% in voting interests.

Upon completion of the Transaction, New OneWeb will hold the licenses and authorizations listed in Attachment A. Charts illustrating New OneWeb's post-Transaction ownership structure are attached hereto as Attachment C.

Consummation of the Transaction will permit OneWeb to exit the Chapter 11 bankruptcy proceeding, facilitate access to new, secured financing, and strengthen its ability to compete in the robust marketplace for NGSO-based connectivity services, as described in more detail in Section IV below. Accordingly, the Parties respectfully submit that approval of the Transaction would serve the public interest.

II. OWNERSHIP STRUCTURE OF NEW ONEWEB

Entities that may directly or indirectly hold ten percent or more of the total equity interests in New OneWeb (through ownership in OneWeb Communications) will be BidCo and the New Investors. The ownership of BidCo and each of the New Investors is described below.

A. BidCo

BidCo is a UK-based investment vehicle created for the purpose of sponsoring the Reorganization Plan and acquiring approximately all of the outstanding equity interests in OneWeb Communications. As described in Section I, Bharti and HMG have agreed to capitalize BidCo and will each hold approximately 45.45% of the voting equity of BidCo.

B. Bharti

Bharti, one of India's leading conglomerates, with diversified interests in the telecommunications, insurance, real estate, hospitality, and technology sectors, is an existing indirect investor in OneWeb with a 5.1% voting interest. Bharti Airtel Limited ("Bharti Airtel"), which shares common Bharti Mittal family shareholders with Bharti, is the third largest mobile operator in the world, with over 425 million customers. Bharti Airtel's subsidiary, Bharti Airtel

(USA) Ltd., currently possesses authority to provide facilities-based and resale telecommunications services to the U.S. market pursuant to authorization under Section 214 of the Communications Act of 1934, as amended (the “Act”).¹⁰ Information about the entities that are expected to hold or control a 10% or greater direct or indirect ownership interest in OneWeb Communications through ownership in Bharti upon completion of the Transaction is set forth in Exhibit B.

C. HMG

HMG’s investment in the Transaction is made through the United Kingdom’s Department for Business, Energy and Industrial Strategy (“BEIS”), a department of the United Kingdom’s government. BEIS has responsibility for business, industrial strategy, science, innovation and energy, including: developing and delivering a comprehensive industrial strategy and leading the UK government’s relationship with business; ensuring that the UK has secure energy supplies that are reliable, affordable and clean; ensuring the UK remains at the leading edge of science, research and innovation; and tackling climate change.

III. REGULATORY FRAMEWORK AND STANDARD OF REVIEW

OneWeb currently operates the OneWeb System, which is licensed by the United Kingdom and serves the United States pursuant to a grant of market access from the Commission.¹¹ The Commission’s procedure for reviewing changes in control of non-U.S. satellite operators is admittedly “simple.”¹² After receiving notification of a change in control of

¹⁰ See *International Authorizations Granted*, TEL-01878, Public Notice, 32 FCC Rcd 10091 (IB 2017) (granting IBFS File No. ITC-214-20151230-0031).

¹¹ See OneWeb Market Access Grant.

¹² *Amendment of the Commission’s Space Station Licensing Rules and Policies; Mitigation of Orbital Debris*, First Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd

a non-U.S. satellite system, the Commission issues a public notice inviting comments limited to “whether the transaction affects any of the considerations made when the original satellite operator was allowed to enter the U.S. market.”¹³ More recently, the Commission emphasized that it “did not intend to require foreign entities to notify the Commission of the transaction before it had been completed. Rather, the Commission adopted its proposal in the Space Station Licensing Reform NPRM to address such changes in ownership by ‘issuing a public notice announcing that the transaction has taken place.’”¹⁴ Thus, the Commission’s prior approval is not required to transfer control of the Market Access Grant to BidCo.

However, OneWeb DIP holds certain earth station and experimental licenses that require Commission approval prior to consummation of the Transaction.¹⁵ Therefore, the Applicants respectfully request that the Commission concurrently consider the change in control of the OneWeb System along with the assignment and transfer of control of the associated ground

10760, 10880 ¶ 326 (2003) (“*First Space Station Licensing Reform Order*”). See also *Amendment of the Commission’s Space Station Licensing Rules and Policies et al.*, Notice of Proposed Rulemaking and First Report and Order, 17 FCC Rcd 3847, 3894 ¶ 136 (2002) (“Because non-US.-licensed satellites are not subject to many of the requirements of the Communications Act, such as the foreign ownership requirements of Section 310, it may not be necessary to subject transfers of control and assignments of non-U.S.-licensed satellites...to the same level of review as transfers of U.S.-licensed satellites.”).

¹³ *First Space Station Licensing Reform Order*, ¶ 326; see also 47 C.F.R. § 25.137(g) (“A non-U.S.-licensed satellite operator that acquires control of a non-U.S.-licensed space station that has been permitted to serve the United States must notify the Commission within 30 days after consummation of the transaction so that the Commission can afford interested parties an opportunity to comment on whether the transaction affected any of the considerations we made when we allowed the satellite operator to enter the U.S. market.”).

¹⁴ *Amendment of the Commission’s Space Station Licensing Rules and Policies*, Second Order on Reconsideration, 31 FCC Rcd 9398, 9409 ¶ 29 (2016).

¹⁵ See 47 C.F.R. §§ 25.119, 5.79.

stations (together, the “Emergence Applications”), for which prior consent is required. The Market Access Grant and earth station licenses form the core space and ground components of an integrated NGSO communications system, and the assignment and transfer of control of both categories of Commission authorizations are inseparable parts of the Transaction. Thus, consolidated review of the applications would constitute the most efficient use of Commission resources.

The Commission granted market access to the OneWeb System in June 2017.¹⁶ At that time, the Commission reviewed the impact of the proposed OneWeb System on the *DISCO II*¹⁷ criteria for market access—*i.e.*, potential impacts on competition, spectrum availability, eligibility and operating requirements, national security, law enforcement, foreign policy, and trade—and determined that grant of OneWeb’s petition for market access would serve the public interest.¹⁸ As demonstrated below, the consummation of the Transaction would in no way alter this determination. Therefore, the Applicants respectfully request expeditious disposition of the Emergence Applications.

IV. BIDCO’S ACQUISITION OF ONEWEB WILL SERVE THE PUBLIC INTEREST

As detailed herein, Commission approval of the Emergence Applications would serve the public interest. Specifically, Commission approval will provide three key public interest benefits.

¹⁶ See Market Access Grant.

¹⁷ *Amendment of the Commission’s Regulatory Policies to Allow Non-U.S. Licensed Space Stations to Provide Domestic and International Satellite Service in the United States*, Report & Order, 12 FCC Rcd 24094, 24106 ¶ 29 (1997) (“*DISCO II*”), *on recon.*, 15 FCC Rcd 7207, 7209-10 ¶ 5 (1999).

¹⁸ See Market Access Grant at ¶ 5, n. 21.

First, approval of the Transaction would provide New OneWeb with access to a robust capital structure based on the significant new investment capital provided by BidCo and the New Investors. Grant of the Emergence Applications would thus enable an infusion of capital and stimulation of investment in New OneWeb, strengthening the commercial viability of the strong operational foundation OneWeb established prior to entering the Chapter 11 process. The Transaction and OneWeb's emergence from Chapter 11 proceedings will provide New OneWeb with access to approximately \$1 billion in working capital, resolve outstanding claims, and facilitate a capital structure capable of supporting New OneWeb's efforts to complete the deployment of its first generation constellation and the buildout of its associated ground network infrastructure. Grant of the Emergence Applications therefore would enhance competition in the marketplace for satellite-based services and applications, which the Commission has consistently held to be in the public interest.¹⁹

Second, BidCo is legally, financially, and technically qualified to control New OneWeb. In evaluating assignment and transfer of control applications, the Commission focuses on whether the proposed assignee or transferee is qualified to hold Commission licenses.²⁰ BidCo is well qualified under this standard. As described in Section II above, approximately 90.90% of the shares of BidCo will be held by two entities: Bharti and HMG.

¹⁹ See *Remarks of Chairman Ajit Pai at the U.S. Chamber of Commerce Policy Roundtable* (July 9, 2019), available at <https://docs.fcc.gov/public/attachments/DOC-358352A1.pdf> (“[W]e now have in our sights new competition in the broadband marketplace and new opportunities for rural Americans who lack access to high-speed Internet access. That’s why the FCC under my leadership has moved quickly to give a green light to satellite entrepreneurs like OneWeb...”).

²⁰ See, e.g., *Robert M. Franklin, Transferor, Inmarsat, Plc, Transferee*, Memorandum Opinion and Order and Declaratory Ruling, 24 FCC Rcd 449, 458-59 at ¶¶ 23-24 (IB 2009).

Bharti is a diversified conglomerate. For example, Bharti Airtel, which shares common Bharti Mittal family shareholders with Bharti, is the world's third largest mobile telecommunications provider— with over 425 million customers—and has decades of experience operating mobile networks and telecommunications infrastructure. Bharti Airtel has its own extensive mobile broadband networks and enterprise business, which can serve as a testing ground for certain OneWeb products, services, and applications. In furtherance of OneWeb's mission to reduce the “digital divide,” Bharti's presence in 17 countries in South Asia and Sub-Saharan Africa, where the terrain necessitates the use of satellite-based connectivity, provides a near-term anchor customer for large-scale global deployment of OneWeb's services. Bharti Airtel also operates India's leading satellite broadcasting service through Airtel Digital TV to over 16 million households. New OneWeb will immensely benefit from Bharti Airtel's operational expertise and the expanded commercial opportunities enabled by Bharti's global platform. Bharti's commitment to the OneWeb System will provide, among other things, access to key decision-makers at the leading telecommunications companies in most major markets. In addition, the active involvement of Bharti's experienced management team will provide OneWeb with world-leading execution capability and operational experience for the marketing and provision of connectivity services to various industry segments.

Similarly, HMG has deep expertise partnering with innovative technology groups to accelerate growth and leverage scientific and technological resources in the United Kingdom. HMG's equity commitment to New OneWeb represents an opportunity for OneWeb to expand both its ability to deliver targeted services and applications to governmental customers and the nature and extent of the customer offerings facilitated by the OneWeb System.

Third, BidCo’s control of New OneWeb presents no issues that would alter the Commission’s previous *DISCO II* analysis that determined grant of market access to the OneWeb System would serve the public interest. As an initial matter, the OneWeb System will continue to be regulated by the United Kingdom’s Office of Communications and the United Kingdom Space Agency. The United Kingdom is a World Trade Organization member; thus, the presumption in favor of entry remains.²¹ The proposed Transaction will have no adverse effect on the market for satellite-based services in the United States, nor will it have any other adverse effect on competition among NGSO FSS operators. To the contrary, the emergence of New OneWeb from the Chapter 11 bankruptcy process with new ownership and reliable access to working capital will enhance New OneWeb’s ability to continue offering innovative services and expand its connectivity platforms while utilizing the same spectrum footprint authorized in the OneWeb Market Access Grant.²² Conversely, delay in approving the Emergence Applications will unnecessarily impede New OneWeb’s ability to continue the capital and resource-intensive

²¹ *DISCO II Order* ¶ 39 (“We adopt our proposal to apply a presumption in favor of entry in considering applications to access non-U.S. satellites licensed by WTO Members to provide services covered by the U.S. commitments under the WTO Basic Telecom Agreement. Specifically, we will presume that satellite systems licensed by WTO Members providing WTO-covered services satisfy the competition component of the public interest analysis.”).

²² Consistent with the Commission’s rules, OneWeb will continue to coordinate its operations in good faith with other NGSO FSS operators. *See* 47 C.F.R. § 25.261(b) (“NGSO FSS operators must coordinate in good faith the use of commonly authorized frequencies.”). In addition, OneWeb’s operations will continue to be consistent with all applicable legal and technical requirements set forth in Part 25 of the Commission’s rules.

task of building and launching satellites and completing the construction of its ground infrastructure.²³

Grant of the Emergence Applications will similarly not impact the *DISCO II* considerations involving national security, law enforcement, foreign policy, and trade. The Commission has previously noted that these issues are likely to arise only in “rare circumstances” and the Commission typically defers to the Executive Branch agencies in such matters.²⁴ To that end, the Applicants have filed a Joint Voluntary Notice with the Committee on Foreign Investment in the United States (“CFIUS”) and expect that CFIUS will address any such issues in connection with its review of the Transaction, as necessary.

Finally, the Applicants note that the Commission has consistently determined that allowing satellite companies to exit bankruptcy and access new sources of capital is consistent with the public interest.²⁵ As described herein, these same considerations apply to the proposed

²³ *United States v. FCC*, 652 F.2d 72, 95 (D.C. Cir. 1980) (en banc) (stating that “delay[ing] a proposed project six months will increase capital cost and diminish technological advantage; to delay it a year or more may destroy its attractiveness as an investment.”).

²⁴ *DISCO II Order* ¶ 180 (“We emphasize, however, that we expect national security, law enforcement, foreign policy and trade policy concerns to be raised only in very rare circumstances. Contrary to the fears of some commenters, the scope of concerns that the Executive Branch will raise in the context of applications for earth station licenses is narrow and well defined.”).

²⁵ See, e.g., *Applications of LightSquared Subsidiary LLC, Debtor-in-Possession, and LightSquared Subsidiary LLC et al.*, Memorandum Opinion and Order and Declaratory Ruling, 30 FCC Rcd 13988 ¶ 1 (2015) (“Grant of the Application serves the public interest by enabling LightSquared entities to emerge from bankruptcy with access to significant new capital, furthering the viability of their service offerings.”); *DBSD North America, Inc. and DISH Network Corp.*, Order, 27 FCC Rcd 2250, 2260 ¶ 26 (IB 2012) (“The applicants claim that the proposed transactions will enable the two bankrupt enterprises to emerge from bankruptcy, facilitating retirement of debt and improving access to capital. We agree. There are significant public interest benefits that will result from an efficient use of the 2 GHz spectrum by a financially sound licensee that has the requisite capital and capability to develop and deploy 2

Transaction. Thus, grant of the Emergence Applications would align with well-established Commission precedent.

GHz MSS to consumers.”); *Applications of Loral Space & Communications Ltd. for the Transfer of Control of Licenses and Authorizations Held by Loral Orion, Inc., Loral SpaceCom Corporation and Loral Skynet Network Services, Inc. to Loral Space & Communications Inc.*, Public Notice, 20 FCC Rcd 15691 at 3 (IB 2005) (“[W]e find that approval of the proposed transaction is likely to bring about public interest benefits by allowing Old Loral to emerge from bankruptcy and facilitating increased use of its assets; providing for an infusion of capital and stimulation of investment in the Loral satellite system; fostering competition in the fixed satellite service market by strengthening the commercial viability of Loral's satellite network; and ensuring continued provision of Loral's satellite services.”).

V. CONCLUSION

For the foregoing reasons, the proposed reorganization and emergence from bankruptcy of OneWeb DIP would serve the public interest, convenience, and necessity. Therefore, the Applicants respectfully request that the Commission promptly act on the Emergence Applications.

Respectfully submitted,



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ATTACHMENT A

FCC Authorizations, Licenses, and Pending Applications*

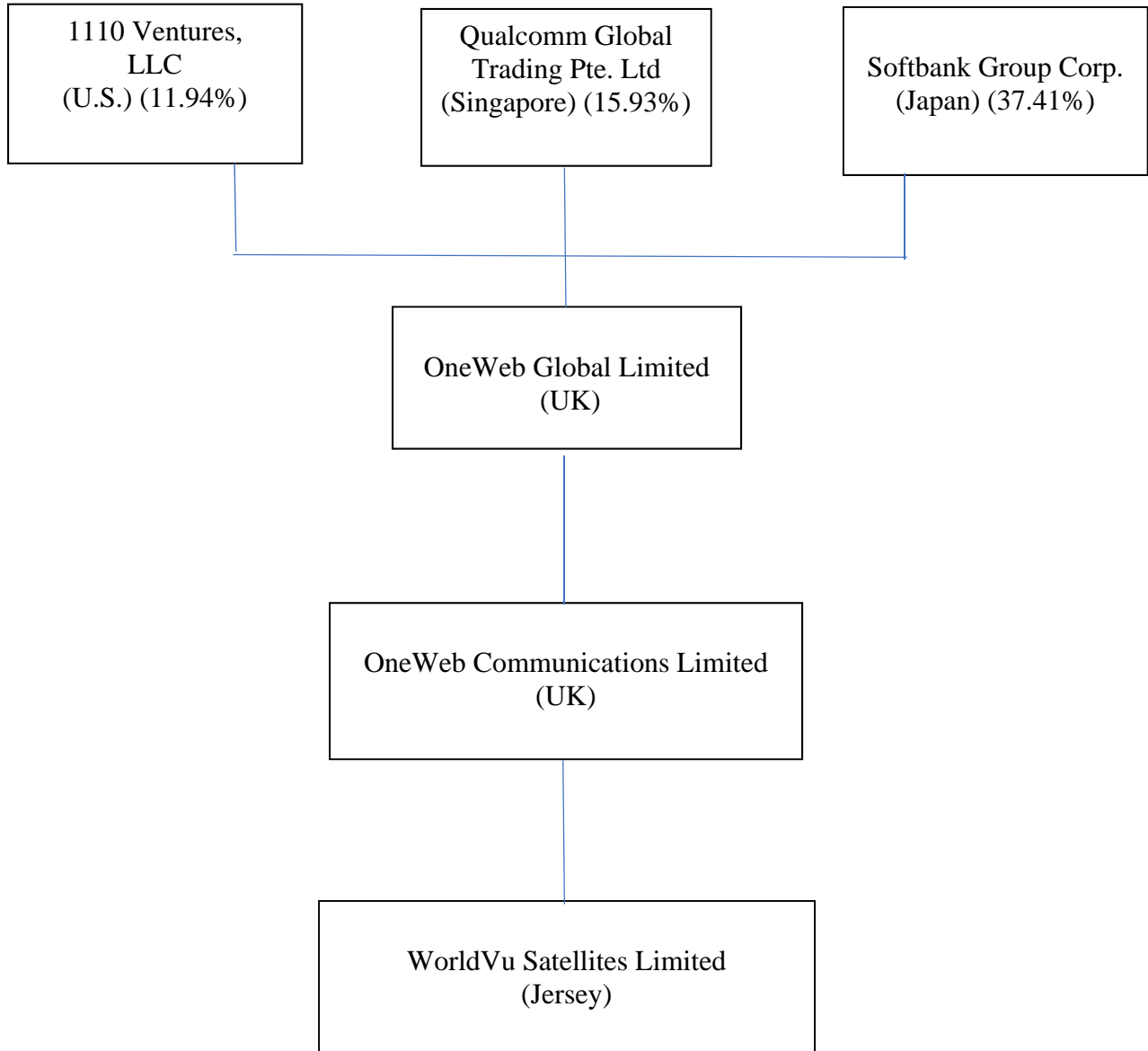
<u>Call Sign</u>	<u>OET/IBES File Number</u>
SPACE STATION AUTHORIZATIONS	
S2963	SAT-LOI-20160428-00041
EARTH STATION LICENSES	
E180620	SES-LIC-20180604-01082
E181293	SES-LIC-20180727-02075
OET EXPERIMENTAL LICENSES	
WK2XBY	0970-EX-CN-2018
WK2XGK	0222-EX-CN-2019
PENDING APPLICATIONS**	
E181294	SES-LIC-20180727-02076
E190236	SES-LIC-20190422-00538
E190727	SES-LIC-20190930-01217
E190759	SES-LIC-20190930-01237
E191337	SES-LIC-20191203-01624
S2963	SAT-MPL-20200526-00062
S2994	SAT-LOI-20170301-00031

*The Applicants plan to file a letter supplementing the record with respect to OneWeb's pending applications, as necessary, to reflect the planned consummation of the Transaction. See 47 C.F.R. § 1.65.

**The Applicants respectfully request that any disposition of the Emergence Applications include authority for BidCo to acquire control of any authorizations issued to OneWeb while the Transaction is pending before the Commission.

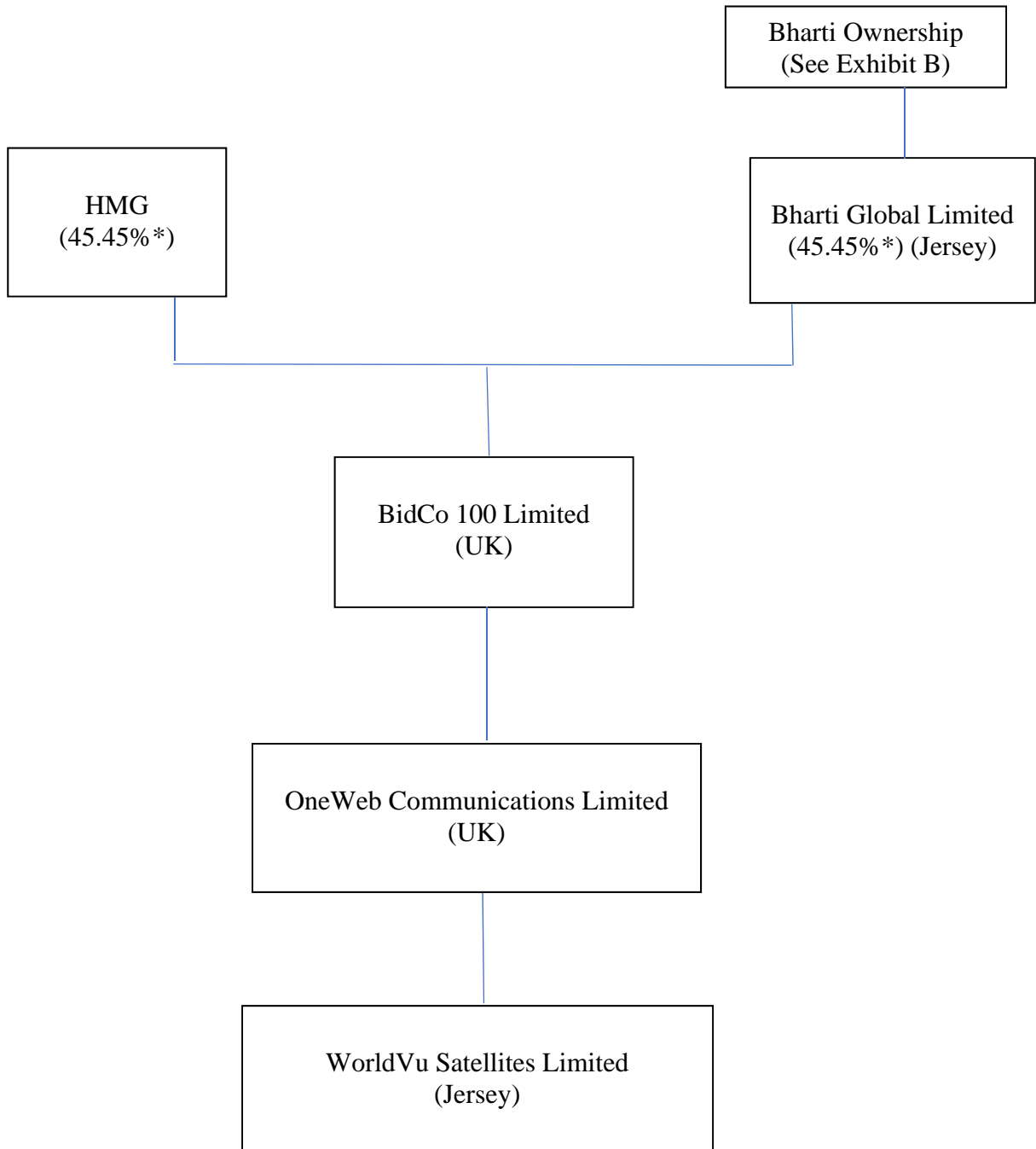
ATTACHMENT B

Pre-Transaction Ownership Structure



ATTACHMENT C

New OneWeb Ownership Structure (10% or Greater Shareholders)



*Subject to change based on completion of Hughes' investment in BidCo 100 Limited. Hughes is an existing shareholder of OneWeb, and post-completion will hold less than a 10% interest.