LMI Advisors, LLC
2550 M Street NW, Suite 300
Washington, DC 20037

Carlos M. Nalda
T +1 571 332 5626
cnalda@lmiadvisors.com

September 21, 2022
Marlene H. Dortch
Secretary
Federal Communications Commission
45 L Street NE
Washington, DC 20554

Re: Notification Regarding Proposed Change in Ownership of Eutelsat Communications S.A.

Dear Ms. Dortch:

Eutelsat Communications S.A. ("Eutelsat"), pursuant to Section 25.137(g) of the Commission's ("FCC" or "Commission") rules,[1] hereby notifies the Commission of a planned change in ownership resulting from Eutelsat's proposed acquisition of OneWeb Holdings Limited (the "Transaction"). As described in Attachment A, the Transaction will result in a change in control of foreign-licensed satellites operated by Eutelsat's subsidiary, Eutelsat S.A., which have been granted U.S. market access.[2]

Eutelsat S.A. operates the following satellites:

Satellite	Call Sign	File Number
EUTELSAT 133 West A	S3031	SAT-PPL-20180302-00018
EUTELSAT 139 West A	S3055	SAT-PDR-20191017-00115
EUTELSAT 8 West B	S3056	SAT-PDR-20191017-00116

Commission procedures established in the *First Space Station Reform Order*[3] and set forth in Section 25.137(g) of the Commission's rules[4] require notification to the Commission of the consummation of a transaction affecting foreign-licensed satellites authorized to serve the United States, and issuance of a public notice inviting comment limited to "whether the

[1] *See* 47 C.F.R. § 25.137(g). Consistent with guidance from Commission staff, this notification is being filed as a modification to relevant U.S. market access grants in the IBFS system.

[2] Contemporaneous with this submission, Eutelsat's subsidiaries ES 172 LLC and Satélites Mexicanos, S.A. de C.V d/b/a Eutelsat Americas ("Eutelsat Americas"), and Eutelsat America Corp. are also filing applications seeking consent to the transfer of control of satellite and earth station authorizations (the "Transfer of Control Applications"). *See* 47 C.F.R. §§ 25.119, 5.79.

[3] *Amendment of the Commission's Space Station Licensing Rules and Policies,* First Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd 10760, ¶¶ 326-327 (2003) ("*First Space Station Reform Order*").

[4] 47 C.F.R. § 25.137(g).

transaction affects any of the considerations made when the original satellite operator was allowed to enter the U.S. market."[5]

Although this procedure contemplates a post-consummation notification, Eutelsat requests the Commission concurrently consider this change in ownership together with its review of the Transfer of Control Applications. The transfers of control of Commission licenses and market access grants are integral parts of the Transaction and Eutelsat respectfully submits that consolidated consideration would facilitate more efficient use of the Commission's resources.[6]

Please do not hesitate to contact me with any questions regarding this matter.

Respectfully submitted,

Carlos M. Nalda
for Eutelsat Communications S.A.

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[5] *First Space Station Reform Order*, ¶ 326. Per 47 C.F.R. § 25.137(g), because the subject satellites are licensed by France, a member of the World Trade Organization, and the satellites provide services covered under the World Trade Organization Basic Telecommunications Agreement, it is not necessary to make the showing described in 47 C.F.R. § 25.137(a).

[6] To the extent necessary, Eutelsat respectfully requests a waiver of Section 25.137(g) of the Commission's rules to facilitate such concurrent consideration.

ATTACHMENT A

CONSOLIDATED DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Eutelsat Communications S.A. ("Eutelsat")[1] and its indirect subsidiaries ES 172 LLC and Satélites Mexicanos, S.A. de C.V d/b/a Eutelsat Americas ("Eutelsat Americas") hereby request Federal Communications Commission ("FCC" or "Commission") consent to the transfer of control of licenses held by ES 172 LLC and Eutelsat Americas associated with a planned, substantial change in the ownership of Eutelsat (the "Transaction").[2] Eutelsat also notifies the Commission of this ownership change because its subsidiaries Eutelsat S.A. and Eutelsat Americas operate foreign-licensed geostationary orbit ("GSO") satellites that have been granted U.S. market access.[3]

Eutelsat is restructuring its ownership in connection with its acquisition of OneWeb Holdings Limited ("OneWeb"[4]), a UK-licensed, non-geostationary orbit, fixed-satellite service ("NGSO FSS") system that has been granted U.S. market access.

As explained below, consummation of the Transaction will serve the public interest, convenience, and necessity by enhancing competition and operational efficiencies by combining Eutelsat's robust capital structure and expansive GSO operational footprint with OneWeb's

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[1] For ease of reference, except where context requires otherwise, the term "Eutelsat" will include relevant Eutelsat subsidiaries when discussing Eutelsat-controlled satellite operations. A full list of Commission authorizations held by Eutelsat S.A., Eutelsat Americas, and ES 172 LLC, as well as an experimental special temporary authorization held by Eutelsat America Corp., is included in Exhibit A-1. Ownership and control information for Eutelsat is included in Exhibit A-2.

[2] *See* 47 C.F.R. §§ 25.119(d), 5.79. As explained below, upon consummation of the Transaction, existing OneWeb shareholders (excluding Eutelsat S.A.) will own approximately 50% of Eutelsat. Accordingly, Eutelsat and OneWeb are also concurrently filing a separate series of transfer of control applications associated with the Transaction (the "OneWeb/Eutelsat Applications"). Eutelsat respectfully requests the OneWeb/Eutelsat Applications be processed contemporaneously with the instant submissions.

[3] *See* 47 C.F.R. § 25.137(g). Pursuant to guidance from Commission staff, this notification is being filed as modifications to Eutelsat S.A.'s and Eutelsat Americas' market access grants.

[4] "OneWeb" refers collectively to OneWeb Holdings Limited and its direct and indirect subsidiaries, including WorldVu Satellites Limited, the holder of several Commission licenses and market access grants.

innovative and expanding NGSO FSS network into a scaled, multi-orbit connectivity platform. In addition, the proposed Transaction will have no material adverse impact on competition because OneWeb's NGSO FSS offerings primarily complement, rather than overlap with, Eutelsat's GSO satellite services. Thus, Eutelsat requests expeditious Commission consent for the Transaction.

I. THE PARTIES AND THE PROPOSED TRANSACTION

Eutelsat, based in France, is one of the world's leading GSO satellite operators serving consumers across Europe, Africa, Asia, and the Americas. OneWeb is a UK-based satellite company at the forefront of the recent revolution in NGSO-based connectivity. As demonstrated below, the proposed acquisition of OneWeb by Eutelsat will permit the companies to compete more effectively with space-based and terrestrial broadband connectivity providers, and to provide more diverse and efficient services to enterprise, government, and other consumers in the United States and globally.

A. The Parties to the Transaction

1. Eutelsat and Its Shareholders

Eutelsat owns and operates many satellites that have been licensed by the Commission or granted U.S. market access, as well as earth station facilities in the United States.[5] Eutelsat's large fleet of GSO satellites serve broadcasters, video service providers, telecom operators, Internet service providers, government agencies, international organizations, and other customers. Thus, the ownership of Eutelsat and its qualifications to hold Commission authority have been consistently reviewed and approved by the Commission in the context of these filings.[6]

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[5] *See* Exhibit A-1.

[6] *See id.*

In connection with the planned Transaction, Eutelsat's sole 10% or greater shareholder, Bpifrance Participations ("Bpifrance"), will have its ownership stake in Eutelsat reduced from 23.38% to 11.69%. Bpifrance (formerly named Fonds Stratégique d'Investissement) is a *société anonyme* formed under the laws of France to enhance equity and help stabilize French companies during the 2008 economic crisis. Bpifrance is 100% indirectly owned by the French State, as approximately 50% of its share capital is held by the Caisse des Dépôts et Consignations, a French public sector banking institution, while the other approximately 50% of its share capital is held by the Établissement Public à Caractère Industriel et Commercial ("EPIC"), a public undertaking.

There are no other current shareholders with a 10% or greater ownership interest in Eutelsat. Accordingly, they are not separately identified in the supporting materials associated with this submission. Of course, as with Bpifrance, all shareholders with less than 10% interest in Eutelsat will be diluted as a result of the Transaction.

2. OneWeb and Its Non-Eutelsat Shareholders

The legal qualifications of OneWeb are a matter of record before the Commission. The Commission has consistently reviewed and approved OneWeb's qualifications to hold FCC authorizations. The Commission recently re-examined the qualifications of OneWeb and its shareholders to hold satellite and earth station authority when Eutelsat S.A. acquired a minority ownership interest in OneWeb.[7] The other OneWeb 10% or greater shareholders that will directly or indirectly hold 10% or more of the total equity interests in post-closing Eutelsat are: (i) Bharti Space Limited ("Bharti"); (ii) the United Kingdom's Secretary of State for Business,

[7] *See* File Nos. SES-T/C-20210610-00929, SAT-MPL-20210610-00077, and SAT-MPL-20210610-0007 (the "Eutelsat Approvals"). Eutelsat S.A. will maintain its shareholding in OneWeb.

Energy and Industrial Strategy ("BEIS") representing the UK Government; and (iii) SoftBank Group Capital Limited ("SoftBank").

Bharti group is one of India's leading conglomerates, with diversified interests in the telecommunications, insurance, real estate, hospitality, and technology sectors. Bharti Airtel Limited ("Bharti Airtel") is the third largest mobile operator in the world, with over 490 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 Section 214 authority.[8] Bharti, together with its parent Bharti Global Limited, will own approximately 20.73% of Eutelsat upon consummation of the Transaction.[9]

The UK Government's ownership in OneWeb is held through BEIS, the government department responsible for business, industrial strategy, science, innovation, and energy. BEIS's responsibilities include developing and implementing comprehensive industrial strategy and the government's relationship with national enterprises, including ensuring the United Kingdom remains at the leading edge of telecommunications technologies and related innovation. Through BEIS, the UK Government will own approximately 11.23% of Eutelsat upon consummation of the Transaction.

SoftBank group is a multinational conglomerate with its headquarters based in Tokyo, Japan. SoftBank group provides mobile and fixed-line services in Japan through SoftBank Corp., its telecommunications subsidiary. One of SoftBank group's subsidiaries, SB Telecom

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[8] See *Public Policy Branch, Actions Taken*, Public Notice, Report No. TEL-01878, File No. ITC-214-20151230-00313 (Nov. 24, 2017).

[9] Each of the 10% or greater shareholders of post-closing Eutelsat identified herein, along with Hanwha Systems UK Limited ("Hanwha") (an existing OneWeb shareholder), may purchase, until closing and by way of market purchases, up to 5% of Eutelsat's share capital (calculated by reference to the number of shares in issue the day before announcement of the Transaction). The percentages noted herein may therefore change slightly to the extent this right is further exercised.

America Corp., is currently authorized to provide facilities-based and resale telecommunications services to the U.S. market pursuant to international Section 214 authority.[10] SoftBank will own approximately11.23% of Eutelsat upon consummation of the Transaction.

B. The Proposed Transaction

Eutelsat S.A. currently owns 22.91% of OneWeb's class A ordinary share capital.[11] As part of the Transaction, Eutelsat will directly acquire 77.09% of the class A ordinary shares in the share capital of OneWeb (which comprises all of the class A ordinary shares in OneWeb except those held by Eutelsat S.A.), including 3.06% owned by various minority shareholders but excluding the BEIS's "special share"[12] in One Web, in exchange for newly issued shares representing a 50% equity interest in post-closing Eutelsat.[13] Taken together, upon consummation of the Transaction, Eutelsat will directly and indirectly (through Eutelsat S.A.) own 99.17% of the class A ordinary shares of OneWeb.[14]

Information regarding the pre- and post-closing ownership of Eutelsat is included in Exhibit A-2. Because the new ownership structure constitutes only a combination of two ownership/control groups that have already been reviewed and approved by the Commission

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[10] *See Public Policy Branch, Actions Taken,* Public Notice, Report No. TEL-00985, File Nos. ITC-214-19970307-00139, ITC-214-19970804-00461, and ITC-214-20040129-00035 (Jan. 19, 2006)

[11] *See* Eutelsat Approvals, *supra* n. 7.

[12] BEIS holds a special share in OneWeb, which gives it certain governance and veto rights, that, among other things, can restrict OneWeb's ability to: (i) relocate its headquarters from the United Kingdom and (ii) make changes to its corporate structure or its technical and technology security standards.

[13] As noted above, the OneWeb/Eutelsat Applications are being filed contemporaneously with the instant filing. *See* n. 2, *supra*.

[14] Eutelsat's aggregate ownership interest in OneWeb is diluted slightly to 99.17% despite Eutelsat and Eutelsat S.A. holding 100% of the class A ordinary shares of OneWeb because Eutelsat S.A. is 3.62% owned by entities outside the Eutelsat Group.

(*i.e.*, those of Eutelsat and OneWeb), the Transaction raises no fundamental issues or concerns with respect to qualifications to hold Commission authorizations.

C. Commission Approval of the Transaction Would Serve the Public Interest

To approve the proposed transfer of control of a license, the Commission must determine whether the transfer will serve "the public interest, convenience and necessity."[15] In making such a determination, the Commission considers whether the proposed transferee is qualified to hold Commission authorizations. The Commission also evaluates the impact of the transaction on public interest objectives, including "preserving and enhancing competition in relevant markets, accelerating private sector deployment of advanced services, ensuring a diversity of license holdings, and generally managing the spectrum in the public interest."[16]

For transactions affecting foreign-licensed satellites authorized to serve the United States via a grant of market access, Commission procedures established in the *First Space Station Reform Order*[17] and set forth in Section 25.137(g) of the Commission's rules[18] contemplate notification of consummation of a relevant transaction followed by Commission issuance of a public notice inviting comment that is limited to "whether the transaction affects any of the considerations made when the original satellite operator was allowed to enter the U.S. market."[19]

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[15] 47 U.S.C. § 310(d).

[16] *SkyTerra Communications, Inc., Transferor, and Harbinger Capital Partners Funds, Transferee, Applications for Consent to Transfer of Control of SkyTerra Subsidiary, LLC,* Memorandum Opinion and Order and Declaratory Ruling, 25 FCC Rcd 3059 (IB, OET & WTB, 2010) at 3065, ¶ 11.

[17] *Amendment of the Commission's Space Station Licensing Rules and Policies,* First Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd 10760, ¶¶ 326-327 (2003) ("*First Space Station Reform Order*").

[18] 47 C.F.R. § 25.137(g).

[19] *First Space Station Reform Order*, ¶ 326. Although this procedure does not require prior Commission approval for changes in ownership, Eutelsat requests that the Commission concurrently consider the change in ownership together with the transfer of control of its earth station licenses. The transfer of control of the satellite and earth station authority are integral parts of a single transaction and consolidated consideration would facilitate more efficient use of the Commission's resources. Eutelsat respectfully

As a threshold matter, the proposed transferee (post-closing Eutelsat, owned 50% by current Eutelsat shareholders and 50% by current OneWeb shareholders, excluding Eutelsat S.A.), would hold the necessary qualifications to control Commission authorizations and provide satellite services in the United States. The Commission previously considered and approved Eutelsat's qualifications in the context of satellite license grants to ES 172 LLC[20] and U.S. market access grants to Eutelsat S.A. and Eutelsat Americas.[21] In October 2020, the Commission approved OneWeb's emergence from Chapter 11 bankruptcy with an equity ownership group of BEIS, Bharti Global Limited, and Softbank—all existing OneWeb shareholders that will obtain ownership interests in Eutelsat.[22] The Commission also authorized Eutelsat S.A. to acquire a minority interest in OneWeb, thereby also approving the qualifications of Eutelsat to exercise some negative control over OneWeb's Commission authorizations.[23] Thus, there is no legal impediment to post-closing Eutelsat acquiring control of the authorizations held by OneWeb.

As discussed below, the Transaction would promote competition, would otherwise benefit U.S. customers in furtherance of the public interest, and would be consistent with the Communications Act. In addition, the Transaction does not affect the considerations made in the Commission's original grants of U.S. market access.

requests a waiver of Section 25.137(g) of the Commission rules to the extent necessary to facilitate concurrent consideration.

[20] *See* Exhibit A-1.

[21] *Id.*

[22] *See Application for Assignment and Transfer of Control by WorldVu Satellites Limited*, IB Docket No. 20-290, IBFS File Nos. SES-ASG-20200818-00891, SAT-MPL-20200818-00099, and SAT-MPL-20200831-00101, DA 20-1271 (rel. Oct 27, 2020). Hanwha later made an equity investment in OneWeb in 2022.

[23] *See* Eutelsat Approvals, *supra* n. 7.

1. The Transaction Will Enhance Competition

The Transaction will facilitate the ability to satisfy growing demand for a wide variety of satellite broadband applications.[24] The GSO satellite services provided by Eutelsat primarily complement the NGSO services offered by OneWeb and meet a variety of customer needs through use of different orbital configurations. Combining these innovative and complementary offerings will allow the companies to compete more effectively with other satellite and terrestrial broadband connectivity providers, ultimately benefitting U.S. customers.

Eutelsat's GSO satellite services provide large amounts of capacity and are ideal for traditional satellite services, including video content distribution and communications backhaul across expansive geographic areas because each satellite can cover roughly one-third of the Earth's surface. However, the distance between the surface of the Earth and the GSO arc may impact time-sensitive applications, since latency may exceed 600ms. Therefore, Eutelsat's GSO satellite services are often used for one-way services, such as simultaneous audio and video content distribution over large geographic areas, to cable headends or VSATs. Eutelsat's two-way satellite services, on the other hand, are often utilized by less-latency sensitive applications, such as data transmission, storage, and retrieval. These services also provide a cost-effective means by which customers who may otherwise lack terrestrial broadband can acquire connectivity.

OneWeb's unparalleled high-bandwidth, low-latency architecture reduces transmission times substantially and enables OneWeb to provide innovative solutions to meet growing demands for high-throughput connectivity. As the Commission has recognized, lower latency

[24] *See, e.g.*, *Satellite Connectivity Market To Reach $ 22.12 Billion, Globally, by 2031 at 7.3% CAGR: Allied Market Research*, YAHOO! (Aug. 11, 2022) https://www.yahoo.com/now/satellite-connectivity-market-reach-22-033000372.html#:~:text=As%20per%20the%20report%2C%20the,7.3%25%20from%202022%20to%202031.

"is essential for most network-based applications and critical for others, such as VoIP and other interactive and highly interactive applications."[25]

These advantageous characteristics of the OneWeb system also help make it competitive with terrestrial-based networks. Thus, OneWeb is well-positioned to aggressively compete for commercial opportunities across several emerging market segments: fixed broadband, aeronautical, and maritime services. In addition, OneWeb's global constellation can provide coverage in areas with limited service from GSO and terrestrial systems, including high latitude and polar regions. The NGSO-based connectivity network OneWeb is actively deploying is thus differentiated from Eutelsat's traditional commercial offerings and the Transaction would allow each operator to access and leverage new capabilities and scale, thereby expanding the connectivity platforms available to their respective customers. Accordingly, the Transaction would facilitate a multi-orbit architecture capable of meeting increasing broadband connectivity demands across a multitude of industries and market segments.

The markets for GSO and NGSO satellite services are becoming increasingly competitive. Dozens of operators are currently providing services or planning to deploy new systems in the next several years. This expansion of the satellite industry across both GSO and NGSO reduces the risk that the Transaction will eliminate competition from the market.[26] Consummation of the Transaction would thus enhance competition in the robust marketplace for broadband services, which the Commission has determined to be a vital public interest objective.[27]

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[25] *Connect America Fund*, Report and Order and Further Notice of Proposed Rulemaking, WC Docket No. 10-90, 31 FCC Rcd 5949, ¶ 32 (2016); *see also Rural Digital Opportunity Fund*, Report and Order, WC Docket No. 19-126, 35 FCC Rcd 686, ¶ 41 (2020) (noting "the importance of latency to interactive, real-time applications and voice services").

[26] *See generally* the Approved Space Station List, https://www.fcc.gov/approved-space-station-list; *see also* the Satellite Queue Report, https://licensing.fcc.gov/myibfs/qReportExternal.do.

[27] *See Statement of Chairwoman Jessica Rosenworcel*, Revising Spectrum Sharing Rules for Non-

2. The Transaction Will Benefit U.S. Customers

U.S. customers will realize significant benefits from the availability of complementary services and the enhanced financial position of both Eutelsat and OneWeb resulting from the Transaction. This, in turn, will make the companies more effective competitor in the U.S. broadband marketplace, particularly in underserved areas and in markets primarily served by a limited number of terrestrial providers.[28]

The Transaction will enhance competition in the markets for broadband connectivity and satellite services and will offer the benefits of such competition to customers in the United States and around the world.[29] The resulting synergies of the combined OneWeb and Eutelsat networks will provide the scale necessary to facilitate more robust competition for standalone connectivity services while providing customers a unique opportunity to leverage the benefits of a hybrid

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Geostationary Orbit, Fixed-Satellite Service Systems, IB Docket No. 21-456; Revision of Section 25.261 of the Commission's Rules to Increase Certainty in Spectrum Sharing Obligations Among Non-Geostationary Orbit Fixed-Satellite Service Systems, RM-11855 (rel. Dec.15, 2021) ("Now a new space age beckons. It means more satellites, more possibilities for exploration, and more opportunities for entrepreneurial activity in our skies. Already we are seeing rockets for space tourism and new constellations that can expand broadband to the furthest reaches of the globe."); *see also Remarks of Chairman Ajit Pai at the U.S. Chamber of Commerce Policy Roundtable* (July 9, 2019) ("[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. . . ").

[28] *See, e.g.,* WorldVu Satellites Limited, Debtor-in-Possession, Petition for Declaratory Ruling Granting Access to the U.S. Market for the OneWeb Non- Geostationary Satellite Orbit Fixed Satellite Service V-Band System, Order and Declaratory Ruling, 35 FCC Rcd 10150, 10152, ¶ 6 (2020) ("we conclude that granting OneWeb access to the U.S. market…would increase competition for the broadband services proposed to be provided by such systems to American consumers, particularly in underserved areas, offer a greater likelihood that such a large system is able to fulfill its ambitions and deploy the proposed services, and thereby serve the public interest"); *see also* Press Release, FCC Authorizes Boeing Broadband Satellite Constellation (rel. Nov. 3, 2021) (Chairwoman Rosenworcel noting that "[a]dvanced satellite broadband services have an important role to play in connecting hard-to-serve communities").

[29] Although the Commission's review is primarily focused on the effects of proposed transactions in the United States, the substantial positive impacts of the Transaction will be realized globally and inure to the benefit of U.S.-licensed earth station in motion ("ESIM") operators and other U.S.-based users of global satellite services.

satellite network service offering, including increased speed, lower latency, and greater capacity. Thus, the Transaction will result in more robust, affordable connectivity options for consumers.

In particular, OneWeb will benefit from Eutelsat's significant technical and operational expertise as well as its longstanding commercial relationships to enhance the provision of NGSO FSS services to enterprise, government, and other important markets. The Transaction will also provide OneWeb with access to the new capital structures necessary to facilitate the development and launch of its Phase 2 system,[30] while Eutelsat' subsidiaries will benefit from a new and innovative approach to providing connectivity that will increase the potential for GSO/NGSO compatibility and enhance the ability to support new broadband applications and develop new market opportunities.

The FCC has approved strategic transactions involving other satellite operators where such public interest benefits were identified.[31] These benefits are even more essential and meaningful in today's competitive satellite services marketplace, where strategic combinations have the potential to create transformative scale[32] and NGSO FSS operators must compete for each new market opportunity.

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[30] *See* File Nos. SAT-MPL-20200526-00062 & SAT-APL-20210112-00007 (Call Sign S2963).

[31] *See, e.g.*, Consent to Transfer of Control from O3b Networks Limited to SES S.A., File Nos. SAT-T/C-20160502-00042 and SES-T/C-20160502-00378 (granted June 17, 2016).

[32] *See* Applications Filed for Transfer of Control of Inmarsat to Viasat, Inc., Public Notice, IB Docket No. 22-153, DA 22-517 (May 11, 2022) (noting that the applicants "contend that Viasat and Inmarsat have developed complementary businesses in a dynamic marketplace and that the combined company will be able to deliver more robust and innovative services"); *see also Satellite Operators SES and Intelsat in Merger Talks, Financial Times Reports*, REUTERS (Aug. 4, 2022), https://www.reuters.com/business/media-telecom/satellite-operators-ses-intelsat-merger-talks-ft-2022-08-04/; *Major operator consolidation is a long time coming*, SPACENEWS (Sept. 12, 2022), https://spacenews.com/major-operator-consolidation-is-a-long-time-coming/.

3. The Transaction Will Not Affect the Considerations Evaluated in Previous Commission Grants of U.S. Market Access

The Commission has determined on multiple occasions that granting Eutelsat's requests for U.S. market access is consistent with its rules and policies. This Transaction presents no new issues that would alter the Commission's previous conclusion that allowing Eutelsat to serve the U.S. market would further the public interest.

Post-closing Eutelsat and its subsidiaries – including OneWeb – will continue to be regulated by their respective licensing administrations, which are all World Trade Organization members. As a result, the *DISCO II* presumption in favor of entry for U.S. market access remains.[33] Furthermore, the Transaction will have no adverse effect on the satellite services or broadband connectivity market in the United States. Rather, the Transaction will bolster the companies' competitive position and their ability to continue offering traditional and innovative new services to U.S. customers.

Nor will Commission approval for the Transaction impact the previous *DISCO II* considerations involving national security, law enforcement, foreign policy, and trade. The Commission has 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.[34] To that end, Eutelsat and OneWeb emphasize their extensive engagement with national security regulators

[33] *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.").

[34] *Id.*, ¶ 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.").

and the Executive Branch agencies, both in the recent past and on an ongoing basis. Specifically, the Committee on Foreign Investment in the United States ("CFIUS") previously approved Eutelsat's minority investment in OneWeb in August 2021. Notably, the Commission also approved Eutelsat's minority investment in OneWeb *without* referring the transaction to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector ("Team Telecom").

Eutelsat respectfully submits that similar treatment for the Transaction is warranted. As an initial matter, Eutelsat and OneWeb are contemporaneously filing a Joint Voluntary Notice with CFIUS and expect that CFIUS will address any national security issues in connection with its review of the Transaction, as necessary. Moreover, OneWeb is currently undergoing Team Telecom review in connection with certain pending applications.[35] Information regarding the Transaction has already been submitted to the Executive Branch agencies in the context of this ongoing review. Therefore, any referral of the instant application to Team Telecom would be an inefficient use of resources and would create duplicative and unnecessary work for these agencies. Eutelsat respectfully submits that such a referral would not be appropriate here and, along with OneWeb, will continue to work closely with both the Commission and Team Telecom to address any national security, law enforcement, foreign policy, or trade considerations arising

[35] *See Policy Branch Information, Accepted for Filing*, Public Notice, Report No. SAT-01618, File Nos. SAT-MPL-20200526-00062 & SAT-APL-20210112-00007 (Mar. 18, 2022) ("This petition, as amended, is being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the potential for routing of U.S. traffic outside the United States through inter-satellite links without the use of a gateway earth station located in the United States."); s*ee also* Letter from Megan K . Fluckiger, Attorney Advisor, Foreign Investment Review Section National Security Division U.S. Department of Justice to Marlene H. Dortch, File Nos. SAT-MPL-20200526-00062 & SAT-APL-20210112-00007 (Mar. 25, 2022). *See also* File Nos. SAT-MPL-20200526-00062 and SAT-APL-20210112-00007, Letter from Megan K. Fluckiger, Attorney Advisor Foreign Investment Review Section National Security Division U.S. Department of Justice to Marlene H. Dortch (March 25, 2022).

from the Transaction.

II. CONCLUSION

For all of the foregoing reasons, Eutelsat respectfully submits that the Transaction would serve the public interest, convenience, and necessity, and otherwise would be consistent with the Commission's rules and policies. Therefore, Eutelsat respectfully requests that the Commission expeditiously consent to the transfer of control of the subject authorizations.

Respectfully submitted,

Carlos M. Nalda

Carlos M. Nalda

LMI Advisors, LLC
2550 M Street NW, Suite 300
Washington, DC 20037
cnalda@lmiadvisors.com
(571) 332-5626

for Eutelsat Communications, S.A.

September 21, 2022

EXHIBIT A-1

Commission Authorizations held by Subsidiaries of Eutelsat Communications S.A.*

ENTITY	CALL SIGN	FILE NUMBER	DESCRIPTION
Satellite and Earth Station Licenses			
ES 172 LLC	S2610	SAT-MOD-20210114-00008	E174A
ES 172 LLC	S3021	SAT-RPL-20170927-00136	E172B
Satelites Mexicanos, S.A. de C.V	E160140	SES-LIC-20160804-00720	Blanket earth station license
Market Access Grants			
Eutelsat S.A.	S3031	SAT-PPL-20180302-00018	E133WA
Eutelsat S.A.	S3055	SAT-PDR-20191017-00115	E139WA**
Eutelsat S.A.	S3056	SAT-PDR-20191017-00116	E8WB
Satelites Mexicanos, S.A. de C.V	S2695	SAT-PPL-20060329-00030	E113WA
Satelites Mexicanos, S.A. de C.V	S2873	SAT-PPL-20120823-00140	E117WA
Satelites Mexicanos, S.A. de C.V	S2926	SAT-LOI-20140617-00070	E117WB
Satelites Mexicanos, S.A. de C.V	S2938	SAT-PPL-20150227-00008	E115WB
Globecomm License Sub LLC	E990402	SES-MFS-20180911-02588	E65WA
United Teleports Inc.	E160081	SES-MOD-20170228-00210	E65WA
Experimental Authorization			
Eutelsat America Corp.	WU9XFT	1425-EX-ST-2022	Experimental STA

* Eutelsat plans to file a letter supplementing the record with respect to pending applications, as necessary, to reflect the planned consummation of the Transaction. *See* 47 C.F.R. § 1.65.

** Eutelsat respectfully requests that any disposition include authority for post-closing Eutelsat to acquire control of any authorizations issued to Eutelsat subsidiaries while the Transaction is pending before the Commission.

EXHIBIT A-2

Eutelsat Communications S.A.
Ownership and Control Information

Ownership and control information for Eutelsat Communications S.A. ("Eutelsat") in connection with the proposed transaction is set forth herein. Specifically, the composition of post-closing Eutelsat's board of directors in included in Table 1 and ownership charts detailing Eutelsat's pre- and post-closing organizational structure are included in Figures 1 and 2.

Upon consummation of the proposed transaction, Eutelsat will have the following 10% or greater shareholders:

Bharti Space Limited/Bharti Global Limited
Address: 53/54 Grosvenor Street, 2nd Floor, London, United Kingdom, W1K 3HU
Place of Organization: United Kingdom and Jersey, respectively
Interest Held: 20.73% (combined)

BPIfrance Participations
Address: 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France
Place of Organization: France
Interest Held: 11.69%

The Secretary of State for Business, Energy and Industrial Strategy
Address: 1 Victoria Street, London, SW1H 0ET, United Kingdom
Place of Organization: United Kingdom
Interest Held: 11.23%

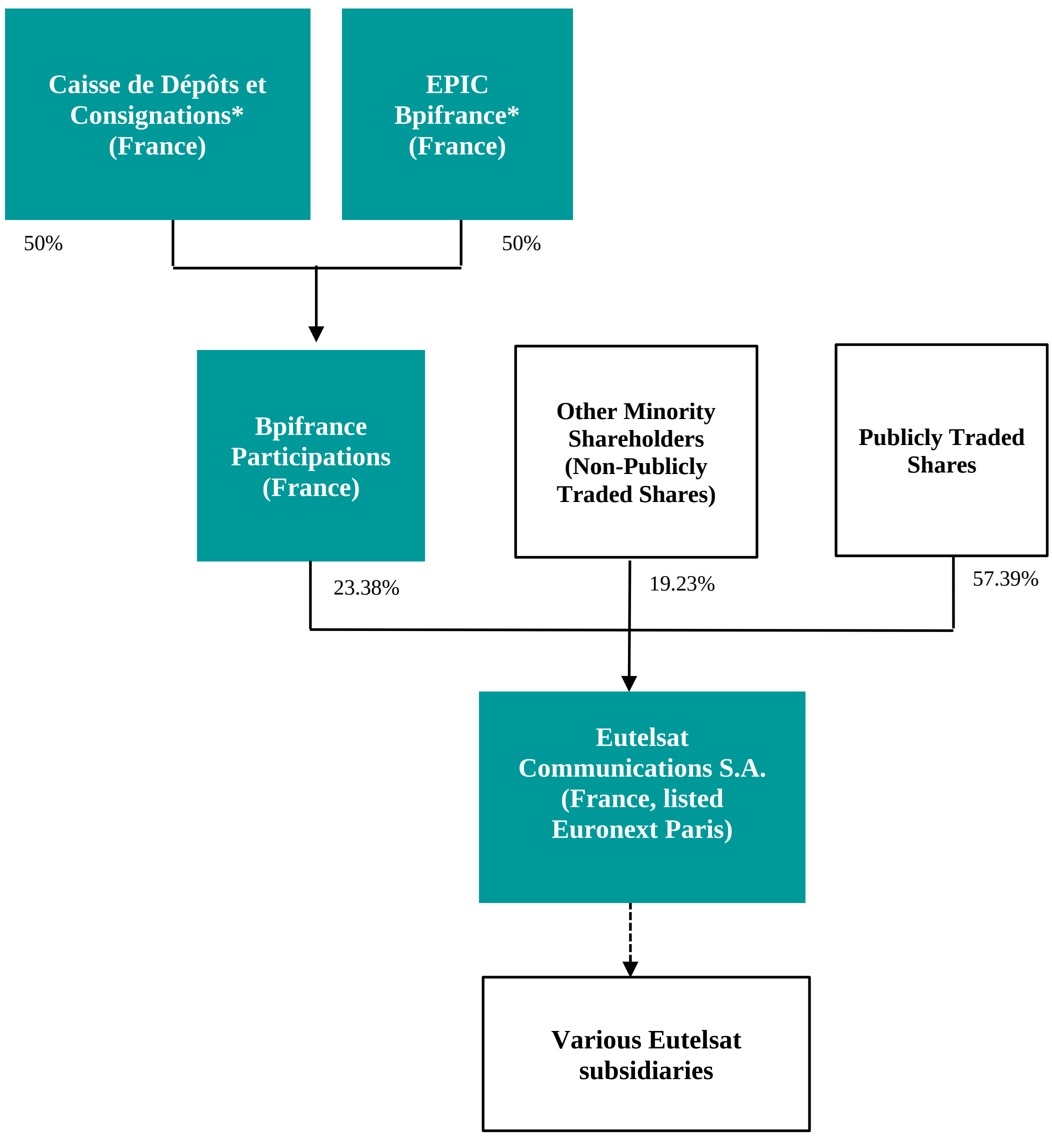
SoftBank Group Capital Limited
Address: 69 Grosvenor Street, London, United Kingdom, W1K 3JP
Place of Organization: United Kingdom
Interest Held: 11.23%

Upon consummation of the proposed transaction, the board of directors of Eutelsat will be composed as follows:

Directors and Position/Representation	
Chairman	Chairman of Eutelsat (Eutelsat)
Co-Chairman	Executive Chairman of OneWeb (Bharti)
4 Directors	Eutelsat
2 Directors	OneWeb
1 Director	Bharti
1 Director	Bpifrance
1 Director	UK Government
1 Director	CEO of Eutelsat (Eutelsat)
2 Directors	Other Shareholders

Table 1. Post-Closing Eutelsat Board of Directors

Figure 1: Eutelsat Pre-Closing Ownership Structure Chart



Notes:

Eutelsat Communications S.A. is a listed company and therefore its share ownership may change from time to time.

Percentages as of 31 August 2022.

* Wholly owned by the Government of France.

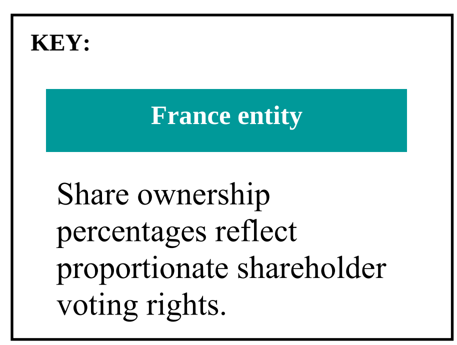
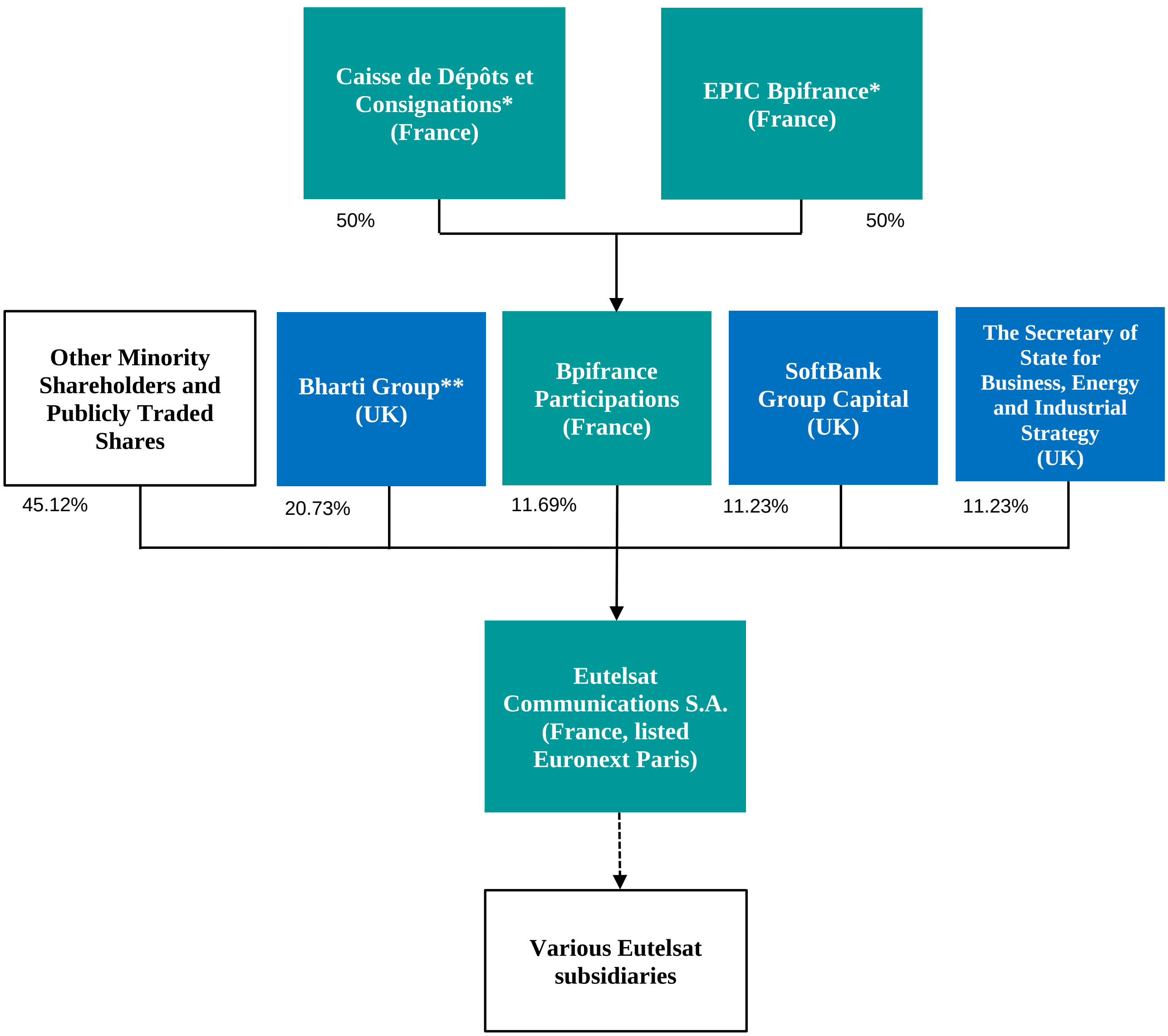


Figure 2: Eutelsat Post-Closing Ownership Structure Chart



Notes:

Eutelsat Communications S.A. is a listed company and therefore its share ownership may change from time to time.

Percentages as of 31 August 2022.

* Wholly owned by the Government of France.

** Consists of shares held by Bharti Global Limited and its wholly owned subsidiary, Bharti Space Limited.

KEY:

France entity

UK entity

Share ownership percentages reflect proportionate shareholder voting rights.