

FCC Form 312, Questions 40 and A20

Michael Fuqua, Receiver, (“Receiver”), as appointed by the United States District Court for the Southern District of New York (“Court”),¹ out of an abundance of caution, provides the below ownership information. As explained in the Narrative Exhibit attached to the instant application, on November 8, 2021, the Court issued an order appointing Receiver, which resulted in the involuntary transfer of control for which Commission consent is sought in the instant application.² The Receivership Order, among other things, authorized Receiver to take control of all assets in the possession of, under the control of, or held in the name of Theia Group, Inc. d/b/a Thorian Group and/or Cypherian, Theia Aviation LLC, and Theia Holdings A, Inc. d/b/a Thorian Holdings (collectively, “Theia”). Receiver is a U.S. citizen, having a business address of 3445 Peachtree Rd, Suite 1225, Atlanta, GA 30326.

The ownership of stock conferring equity and/or voting interests in Theia, officers, and directors of Theia remain unchanged, but the affairs of Theia are now under the control of Receiver pursuant to the Receivership Order. As a result, notwithstanding that Receiver is in control of the affairs and assets of Theia as described above, out of an abundance of caution and to provide information responsive to the specific requests in Questions 40 and A20 of FCC Form 312 and Schedule A thereto, this exhibit provides below an overview of the ownership, officers, and directors of Theia that remain unchanged as a result of Receiver’s appointment. In addition, Exhibit 1 provides an illustrative view of the control structure both before and after the appointment of Receiver.

Officers and Directors

| Name | Title | Citizenship | Address |
|-----------------------------------|-------------------------|--------------------|--|
| John Gallagher | Director, Chairman | USA | 1600 Market Street Suite 1320 Philadelphia PA |
| Gene Sullivan (Judge, Retired) | Director, Vice Chair | USA | 6307 Massachusetts Avenue, Bethesda MD 20816 |
| Erlend Olson | Director | USA | 1437 Honeysuckle Dr Albuquerque NM |
| James Hickey | Officer | USA | 1600 Market Street Suite 1320 Philadelphia PA |
| Joseph D. Fargnoli | Officer | USA | 693 East Ave, Suite 103 Rochester NY |
| Reid Gorman | Officer | USA | 2222 Uptown Loop Road NE 4102 Albuquerque NM |
| Ryan Coughlin | Officer | USA | 60 Park Drive North, Rye NY |

¹ See *FCS Advisors, LLC v. Theia Group, Inc., d/b/a “Thorian Group” et al.*, 21 Civ. 6995 (PKC), Case 1:21-cv-06995-PKC (S.D.N.Y. Nov. 08, 2021) (“Receivership Order”). A copy of the Receivership Order is provided as an exhibit to the instant application.

² See Receivership Order.

Stockholders with voting or financial beneficial rights of 10 percent or more of Theia's stock

| Name | Address | Citizenship (Place of Incorporation) | Voting Percent | Financial Percent |
|--|--|---|---------------------------|------------------------------|
| Meridian Vector Corporation ³ | 1600 Market Street St 1320 Philadelphia PA | USA (Delaware) | 75.3% | 50.31% |
| Gluon Holdings Limited ⁴ | Coastal Building, 2nd Floor Wickham's Cay II Road Town, Tortola, BVI | British Virgin Islands | 0% | 12.9% |

No other individuals or entities directly or indirectly hold a 10 percent voting or financial interest in Theia.

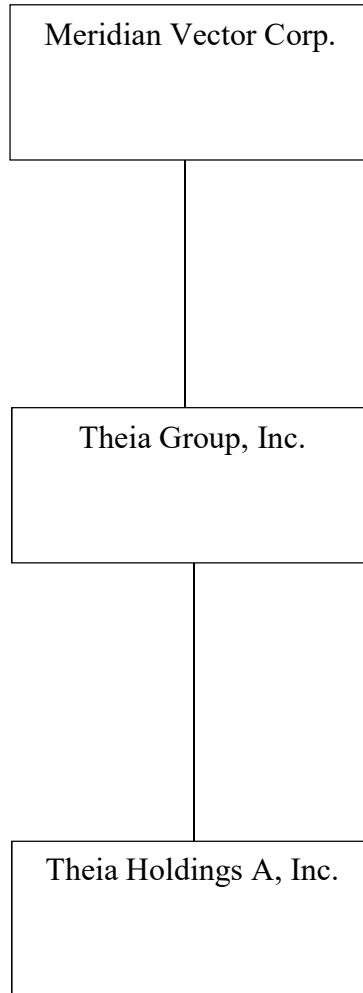
³ Meridian Vector Corporation is 92% owned and controlled by John Gallagher, a U.S. citizen, having an address as indicated above in his capacity as a director.

⁴ Gluon Holdings Limited is 100% owned and controlled by Panos Voutyrisas, a Greek citizen, having an address as indicated above.

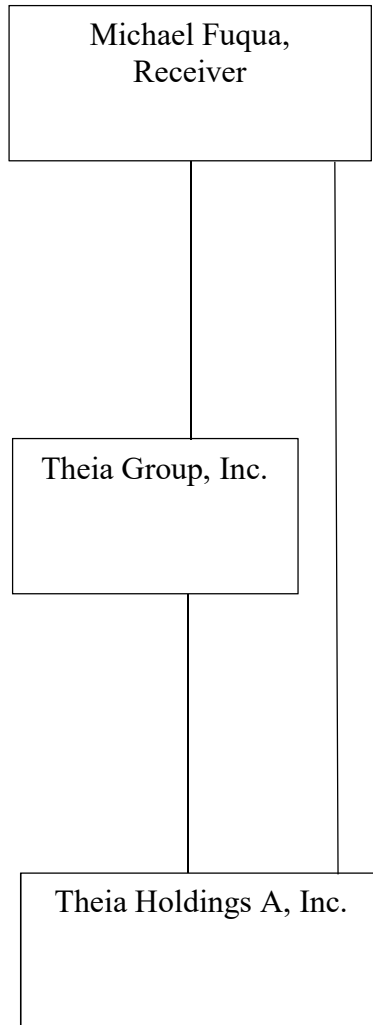
EXHIBIT 1

The following charts are provided for illustrative purposes to depict the change in the control structure of Theia from prior to the Receiver being appointed to after the appointment of the Receiver. As discussed above, the equity and voting ownership, officers, and directors of Theia have not changed as a result of the appointment of the Receiver.

PRE-RECEIVERSHIP CONTROL STRUCTURE



POST-RECEIVERSHIP CONTROL STRUCTURE⁵



⁵ As noted above, pursuant to the Receivership Order, Michael Fuqua was appointed Receiver by the Court and took control of all assets in possession of, under the control of, or held in the name of Theia Group, Inc., Theia Aviation LLC, and Theia Holdings A, Inc. For avoidance of doubt, this illustrative diagram of the post-receivership control structure of Theia illustrates only control, is not intended to indicate that there has been any change in the equity or voting ownership of Theia as a result of Receiver's appointment.