

## DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Michael Fuqua, Receiver (“Receiver”) as appointed by the United States District Court for the Southern District of New York (“Court”),<sup>1</sup> pursuant to Sections 5.79(a) and 25.119(d) of the rules of the Federal Communications Commission (“FCC” or “Commission”),<sup>2</sup> respectfully requests Commission consent to the involuntary transfer of control of the Commission licenses and authorizations held by Theia Holdings A, Inc. d/b/a Thorian Holdings (“Theia Holdings”) resulting from Receiver’s appointment.<sup>3</sup>

### Description of Transaction

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.<sup>4</sup> 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 (collectively, “Theia”) and to file the requisite applications for Commission consent to the involuntary transfer of control of any FCC licenses or authorizations held by Theia as a result of Receiver’s appointment.<sup>5</sup>

### Consent to the Application Would Serve the Public Interest

Consent to this application is in the public interest because it will allow Receiver to effectively perform his role in accordance with the Receivership Order, which, in turn, will allow for the preservation of Theia’s assets, including its FCC licenses and authorizations, and provide Receiver the time needed to “plan a way forward”<sup>6</sup> for Theia. Indeed, “it is the Commission’s long standing policy to defer to courts ... including where ... a court determines that a Commission license should be assigned to a Receiver.”<sup>7</sup> Receiver respectfully submits that the Commission should grant its consent to the instant application, consistent with this long standing policy.

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<sup>1</sup> 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.

<sup>2</sup> 47 C.F.R. §§ 5.79(a), 25.119(d).

<sup>3</sup> A complete list of FCC licenses and authorizations and their associated call signs and file numbers held by Theia is attached hereto as Appendix 1.

<sup>4</sup> See Receivership Order.

<sup>5</sup> *Id.* at 2-3.

<sup>6</sup> *Id.* at 1.

<sup>7</sup> *In the Matter of Application to Assign License from Alpine-Fresno C, LLC, Debtor-in-Possession, to Cricket Licensee (Reauction), Inc.; Call Sign WPOJ687, File No. 0001853571*, Order on Reconsideration, DA 07-468, at 4 (Jan. 31, 2007); see also *George R. Reed, Receiver*, DA 12-1262, at 5 (MB 2012) (referring to the “well established procedure of approving an application for involuntary assignment or transfer of control pursuant to a court order appointing a receiver ‘to conserve the business and assets’” of the Commission licensee).

Commission consent to the involuntary transfer of control of Theia resulting from Receiver's appointment will facilitate the receivership process established by the Court and the maintenance of Theia's FCC licenses and authorizations during that process.

**Conclusion**

For the foregoing reasons, Receiver respectfully requests Commission consent to the involuntary transfer of control of Theia's Commission licenses and authorizations.

**APPENDIX 1**

<b>CALL SIGN</b>	<b>OET/IBFS FILE NUMBER</b>
<b>SPACE STATION AUTHORIZATIONS</b>	
S2986	SAT-LOA-20161115-00121 and SAT-AMD-2017030100029
<b>OET EXPERIMENTAL AUTHORIZATION</b>	
WL2XDF	0090-EX-CN-2020