DESCRIPTION OF *PRO FORMA* TRANSFER OF CONTROL, PUBLIC INTEREST STATEMENT, AND REQUEST FOR WAIVER

Capella Space Corp. ("Capella" or "Licensee") hereby notifies the Commission of a *pro forma* transfer of control pursuant to Section 25.119(i) of the Commission's rules.[1] Capella; IonQ, Inc.; and IonQ Quantum, Inc. (collectively, the "Applicants") seek the Commission's approval for a *pro forma* change in ownership that did not result in a change in the ultimate control of the Licensee.[2] As discussed herein, grant of the requested transfer of control is consistent with the Commission's rules and will serve the public interest.

I. THE REORGANIZATION

On April 30, 2026, IonQ, Inc., the ultimate parent company of Licensee, inserted IonQ Quantum, Inc., a new wholly owned intermediate subsidiary organization, in the ownership structure above Capella without any change to the ultimate control of Capella itself (the "Reorganization").[3] Because the Reorganization does "not result in a change in the actual controlling party,"[4] the Reorganization qualifies as a *pro forma* transfer of control not involving a telecommunications carrier under the Commission's rules.[5] Likewise, operational, financial, legal, and regulatory control over the Licensee did not change as a result of the Reorganization.

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[1] *See* 47 C.F.R. § 25.119.

[2] As discussed below, insofar as necessary, Applicants respectfully request grant of a waiver of the Commission's requirement for prior approval of this change or, in the alternative, a grant *nunc pro tunc*.

[3] *See* Attachment.

[4] 47 C.F.R. § 25.119(i)(2).

[5] *See id.* § 25.119(i).

II. THE *PRO FORMA* TRANSFER OF CONTROL SERVES THE PUBLIC INTEREST

The Reorganization is consistent with the public interest. The transaction will not result in any interruption or disruption of service, will not affect the uninterrupted and safe operation of the licensed facilities, and will not result in any change in the actual controlling party. The Commission has recognized that *pro forma* transfers of control of space and earth station licenses generally do not raise public interest concerns because "they are unlikely to have any impact on the licensees' charges, practices, classifications, or services."[6] In addition, the Commission found that such transactions "promote competitive market conditions by allowing licensees to change their ownership structure or internal organization as business needs require without undue regulatory burdens."[7] Accordingly, the Commission concluded that such *pro forma* transfers of control are presumed to be consistent with the public interest.[8]

III. WAIVER REQUEST

Pursuant to Section 1.3 of the Commission's rules, the Commission may waive its rules for good cause shown.[9] "Waiver is appropriate if special circumstances warrant a deviation from the general rule and such deviation would better serve the public interest than would strict adherence to the general rule."[10] In determining whether to waive its rules, the Commission

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6 *Comprehensive Review of Licensing and Operating Rules for Satellite Services,* Report and Order, 30 FCC Rcd. 14713, 14809 ¶ 301 (IB 2015).

7 *Id.* ¶ 303.

8 *Id.*

9 47 C.F.R. § 1.3. *See also WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972); *Northeast Cellular Tel. Co., LP v. FCC*, 897 F.2d 1164 (D.C. Cir. 1990).

10 *GE American Communications, Inc. Request for Extension of Time to Construct, Launch, and Operate a Ka-band Satellite System in the Fixed-Satellite Service*, Order and Authorization, 16 FCC Rcd. 11038, 11041 ¶ 9 (IB. 2001).

should "take into account considerations of hardship, equity, or more effective implementation of overall policy."[11]

Applicants respectfully request a waiver of Section 25.119(a) of the Commission's rules, which requires prior consent before implementing the Reorganization.[12] The failure to obtain prior consent was a regrettable oversight. The public interest would be served by granting the requested waiver because the Reorganization did not negatively affect the Licensee's operations or customers, did not result in any interruption of service, and did not alter the ultimate control of the Licensee. Under these circumstances, good cause exists to waive the rule.

Alternatively, Applicants respectfully request that the Commission grant the *pro forma* transfer of control application *nunc pro tunc* as of April 30, 2026.[13]

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[11] *WAIT Radio*, 418 F.2d at 1159.

[12] *See* 47 C.F.R. § 25.119(a).

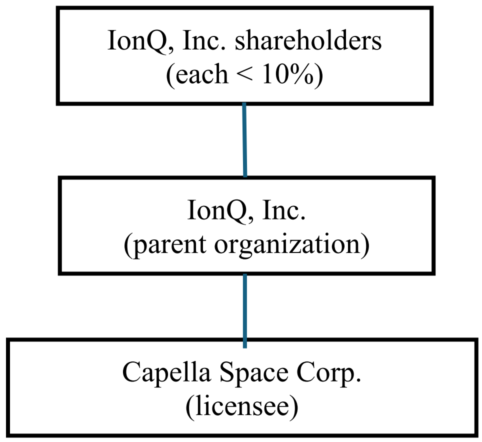
[13] *See Transgulf Communications, Ltd., Inc. Application for Authority for Amendment of a Cable Landing License and nunc pro tune pro forma Transfer of Control of a Cable Landing DA 00-2032 SCL-MOD-20000201 -00006 License*, Modification of Cable Landing License and Transfer of Control, 15 FCC Rcd. 17158, 17160–61 ¶ 8 (IB 2000) (granting transfer of control *nunc pro tunc* where there is "no change in the ultimate management of" licensee and the "transaction has only added an additional parent company").

Attachment

PRE- AND POST-*PRO FORMA* TRANSFER OF CONTROL OWNERSHIP STRUCTURES

Pre-*Pro Forma* Transfer of Control
Ownership and Corporate Officers and Directors

The ownership structure is depicted in the chart below.



Post-*Pro Forma* Transfer of Control
Ownership and Corporate Officers and Directors

The ownership structure is depicted in the chart below.