



PUBLIC NOTICE

Federal Communications Commission
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DA 20-1015
September 2, 2020

APPLICATIONS FILED FOR ASSIGNMENT AND TRANSFER OF CONTROL BY WORLDVU SATELLITES LIMITED, DEBTOR-IN-POSSESSION

Pleading Cycle Established

IB Docket No. 20-290

Comments Due: October 2, 2020
Reply Comments Due: October 19, 2020

By this Public Notice, the International Bureau and Office of Engineering and Technology seek comment from interested parties on the requests of WorldVu Satellites Limited, Debtor-in-Possession (OneWeb DIP) and BidCo Limited 100 (BidCo) (together with OneWeb DIP, the Applicants) for Commission consent to the assignment and transfer of control of licenses and market access grants that would occur under a planned reorganization of OneWeb DIP and its emergence from Chapter 11 bankruptcy.¹

OneWeb DIP is a United Kingdom-based satellite operator. It has been granted U.S. market access for a low-Earth orbit, broadband satellite system, licenses for associated earth stations, and certain experimental licenses.² OneWeb DIP currently operates 74 satellites in orbit.³

On March 27, 2020, OneWeb DIP and certain of its affiliates filed petitions for relief under Chapter 11 of Title 11 of the United States Code.⁴ Following a competitive sale process supervised by the United States Bankruptcy Court for the Southern District of New York, BidCo emerged as the successful bidder to acquire all of the equity interests in OneWeb DIP's immediate parent company, OneWeb Communications Limited.⁵

¹ See *Proposed Change of Ownership of the OneWeb System*, IBFS File No. SES-ASG-20200818-00891, IBFS File No. SAT-MPL-20200818-00099, IBFS File No. SAT-MPL-20200831-00101, and ELS File No. 0028-EX-AU-2020 (filed Aug. 19, 2020) (Application); 47 U.S.C. § 310(d); 47 CFR §§ 5.79, 25.119, 25.137(g).

² Application Exh. A (Aug. 31 Update), Attach. A. The Applicants request that any disposition of the Application include authority for BidCo to acquire control of any authorizations issued to OneWeb DIP while the transaction is pending before the Commission. *Id.*

³ *Id.* at 1.

⁴ *Id.* Commission approval was granted for the assignment of licenses to OneWeb DIP in bankruptcy. See, e.g., *Satellite Communications Services Information: Actions Taken*, Public Notice, Report No. SES-02258 at 1 (rel. Apr. 15, 2020).

⁵ Application at 2.

Upon completion of the transaction, and in exchange for approximately \$1 billion of equity commitments to BidCo, Bharti Global Limited (Bharti)⁶ and the United Kingdom's Secretary of State for Business, Energy and Industrial Strategy, representing Her Majesty's Government (UK Government) would each directly and individually hold approximately 42.2 percent of the voting equity of BidCo, and therefore indirectly and collectively hold approximately 85 percent of the voting equity of OneWeb Communications Limited and its wholly owned subsidiary, the reorganized OneWeb.⁷ Additionally, SoftBank Group Corp. (SoftBank), an existing secured creditor of OneWeb DIP, would convert the DIP financing it has provided to OneWeb DIP into additional BidCo shares in lieu of receiving a cash recovery of approximately \$91 million.⁸ As a result of this conversion, together with what it would receive as a secured creditor, SoftBank would hold an approximately 12.3 percent voting interest in BidCo and, indirectly, the reorganized OneWeb.⁹

The Applicants assert that the transaction would serve the public interest by permitting OneWeb DIP to exit the Chapter 11 bankruptcy proceeding, facilitating access to new, secured financing, and strengthening its ability to compete in the marketplace for satellite connectivity services.¹⁰ In particular, the Applicants argue that the reorganized OneWeb would benefit the expanded commercial opportunities enabled by Bharti's global platform.¹¹ The Applicants also contend that BidCo's control of the reorganized OneWeb presents no issues that would alter the Commission's previous analysis that determined grant of market access to the OneWeb System would serve the public interest.¹²

GENERAL INFORMATION

The applications and notice identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies.

Interested parties may file comments and reply comments on or before the dates indicated on the first page of this notice. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

- Electronic Filers: Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.

⁶ Bharti is an Indian conglomerate with diversified interests in the telecommunications, insurance, real estate, hospitality, and technology sectors. It is an existing indirect investor in OneWeb with a 5.1 percent voting interest. Bharti Airtel Limited, which shares common Bharti Mittal family shareholders with Bharti, is the third largest mobile operator in the world, with over 425 million customers. *Id.* at 3.

⁷ On July 27, 2020, Hughes Network Systems, LLC, an existing investor in OneWeb with a 2.6 percent voting interest, announced an agreement in principle to invest \$50 million in BidCo. The terms of Hughes' investment have not been finalized. The Applicants state that Hughes' investment, if consummated, would not have a meaningful impact on Bharti and the UK Government's beneficial interests and voting percentages. *Id.* at 2, n.9.

⁸ *Id.* at 4-5. SoftBank currently holds 37.41 percent of the equity in OneWeb DIP. *Id.* at 4.

⁹ *Id.* at 5. The Applicants state that SoftBank would not obtain governance rights, consent rights, or any other rights (including a board or board observer seat) other than the right to vote its shares in BidCo. The remaining senior secured creditors of OneWeb DIP would receive a *pro rata* share of the remaining approximately 3.3 percent of the voting interest. *Id.*

¹⁰ *Id.* at 3, 7-8.

¹¹ *Id.* at 8-9.

¹² *Id.* at 9-10.

- *Paper Filers*: Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.
 - Filings can be sent by commercial overnight courier or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.
 - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701.
 - U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, SW, Washington DC 20554.
 - Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. See FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy, Public Notice, DA 20-304 (March 19, 2020). <https://www.fcc.gov/document/fcc-closes-headquarters-open-window-and-changes-hand-delivery-policy>.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty).

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.¹³ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not

¹³ See 47 CFR § 1.45(c).

possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information contact Clay DeCell, Satellite Division, International Bureau, at (202) 418-0803.

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