Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of	)	
	)	**File No.: SES-T/C-2022____**
OneWeb Technologies Inc.	)	
	)	**Call Signs: E010295, E000361, E050044**
APPLICATION FOR TRANSFER OF CONTROL	)	
	)	
	)	

APPLICATION FOR TRANSFER OF CONTROL

OneWeb Technologies Inc. ("OneWeb Technologies"), pursuant to Section 25.119 of the Commission's ("FCC" or "Commission") rules, 47 C.F.R. § 25.119, requests Commission consent to the transfer of control of earth station licenses associated with the planned acquisition by Eutelsat Communications, S.A. ("Eutelsat") of OneWeb Holdings Limited ("OneWeb") (the ultimate parent company of OneWeb Technologies) (the "Transaction"). Details regarding the Transaction and its substantial public interest benefits are included in Attachment A, as well as in FCC Form 312 and Schedule A.[1]

OneWeb Technologies submits that consummation of the Transaction and transfer of control of its earth station licenses would serve the public interest, convenience, and necessity, and otherwise would be consistent with the Commission's rules and policies. Therefore, OneWeb Technologies respectfully requests that the Commission expeditiously consent to the transfer of control of the subject earth station licenses.

[1] *See* Attachment A, *Consolidated Description of Transaction and Public Interest Statement* at Exhibit A for a list of OneWeb's earth station licenses and pending earth station applications. OneWeb respectfully requests that any disposition of this transfer of control application include authority for Eutelsat to acquire control of any authorizations issued to OneWeb while the Transaction is pending before the Commission. The Eutelsat and OneWeb plan to file a letter supplementing the record with respect to OneWeb's pending applications, as necessary, to reflect the planned consummation of the Transaction. *See* 47 C.F.R. § 1.65.

ATTACHMENT A

CONSOLIDATED DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

OneWeb Holdings Limited ("OneWeb")[1] and Eutelsat Communications S.A. ("Eutelsat", and collectively, the "Applicants") hereby request Federal Communications Commission ("FCC" or "Commission") consent to the transfer of control of earth station licenses held by OneWeb Technologies Inc. ("OneWeb Technologies") in connection with the planned acquisition of OneWeb by Eutelsat (the "Transaction").[2] OneWeb also notifies the Commission of this ownership change because it operates a foreign-licensed, non-geostationary orbit, fixed-satellite system ("NGSO FSS") that has been granted U.S. market access.[3]

As explained below, consummation of the Transaction will serve the public interest, convenience, and necessity by enhancing competition and operational efficiencies by combining

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[1] "OneWeb" refers collectively to OneWeb Holdings Limited and its direct and indirect subsidiaries, including WorldVu Satellites Limited and OneWeb Technologies Inc., the holders of several Commission licenses and market access grants. A full list of Commission authorizations held by OneWeb is included in Exhibit A-1. Organizational charts illustrating the pre- and post-closing ownership of OneWeb are 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 fifty percent of Eutelsat. Accordingly, Eutelsat concurrently filed a separate series of transfer of control applications associated with the Transaction (the "Eutelsat Applications") with the WorldVu Satellites Limited applications (the "WorldVu Applications"). The Applicants respectfully request the Eutelsat Applications and WorldVu Applications be processed contemporaneously with the instant submission. *See* File Nos. SAT-MPL-20220921-00115, SAT-MPL-20220921-00116, SES-T/C-20220921-01040, 0124-EX-TU-2022 (WorldVu Applications); and File Nos. *See* IBFS File Nos. SAT-T/C-20220921-00114, SES-T/C-20220921-01006, SAT-MPL-20220921-00118, SAT-MPL-20220921-00119, SAT-MPL-20220921-00120, SAT-MPL-20220921-00121, SAT-MPL-20220921-00117, SAT-MPL-20220922-00122, and SAT-MPL-20220922-00123). Eutelsat also filed notifications in earth station license dockets File Nos. SES-MFS-20180911-02588 and SES-MOD-20170228-00210 that referenced the information in some of the foregoing proceedings.

[3] *See* 47 C.F.R. § 25.137(g). Pursuant to guidance from Commission staff, this notification was filed as a modification to OneWeb's market access grants. *See* File Nos. SAT-MPL-20220921-00115 and SAT-MPL-20220921-00116.

Eutelsat's robust capital structure and expansive GSO operational footprint with OneWeb's 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 geostationary orbit ("GSO") satellite services. Thus, the Applicants request expeditious Commission consent for the Transaction.

I. THE PARTIES AND THE PROPOSED TRANSACTION

OneWeb, founded in 2012 and headquartered in the United Kingdom, is a global satellite company at the forefront of the recent revolution in NGSO-based connectivity. OneWeb's petition for U.S. market access initiated the Commission's 2016 NGSO FSS processing round in the Ku- and Ka-bands.[4] OneWeb has designed and constructed an end-to-end satellite supply chain, including a state-of-the-art satellite manufacturing factory in Exploration Park, Florida, and multiple gateway earth station sites to support the more than 420 in-orbit and operational spacecraft launched since 2019.[5] The OneWeb network is already providing connectivity to unserved and underserved consumers in remote regions of the United States, such as Alaska.[6]

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[4] *See OneWeb Petition Accepted for Filing; Cut-Off Established for Additional NGSO-Like Satellite Applications or Petitions in the 10.7-12.7 GHz, 14.0-14.5 GHz, 17.8-18.6 GHz, 18.8-19.3GHz, 27.5-28.35 GHz, 28.35-29.1 GHz, and 29.5-30.0 GHz Bands*, Public Notice, 31 FCC Rcd 7666 (IB 2016).

[5] *See*, *e.g.*, Press Release, *OneWeb Confirms Successful Launch of 34 Satellites, Delivering Ongoing Momentum at the Start of 2022*, ONEWEB (Feb. 10, 2022), https://oneweb.net/resources/oneweb-confirms-successful-launch-34-satellites-delivering-ongoing-momentum-start-2022 .

[6] *See*, *e.g.*, Alan Burkitt-Gray, *Alaska Community First to Get Broadband via OneWeb Satellite*, CAPACITY (Oct. 22, 2021), https://www.capacitymedia.com/article/29otdn0ylukn01phmg3k0/news/alaska-community-first-to-get-broadband-via-oneweb-satellite.

OneWeb intends to launch more satellites beginning in Q4 of 2022 as it continues to deploy its Phase 1 constellation.[7]

Eutelsat, based in France, is one of the world's leading GSO satellite operators serving customers across Europe, Africa, Asia, and the Americas. 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 customers in the United States and globally.

A. The Parties to the Transaction

1. Eutelsat and Its Shareholders

The legal qualifications of Eutelsat are a matter of record before the Commission. Eutelsat and its affiliates operate many GSO satellites that have been licensed by the Commission or granted U.S. market access, as well as multiple earth station facilities in the United States.[8] Eutelsat's large fleet of GSO satellites serve broadcasters, video service

[7] OneWeb currently has parallel modification applications—in the Ku/Ka-band, as amended, and in the V-band—pending before the Commission seeking to reduce the number of satellites and modify the orbital architecture and inclination of OneWeb's currently-authorized Phase 1 constellation. These applications also seek authority for additional satellites that will comprise OneWeb's expanded, next-generation Phase 2 constellation. *See Modification Application of WorldVu Satellites Limited*, File No. SAT-MPL-20200526-00062, Call Sign S2963 (filed May 26, 2020) *as amended by Amendment to Modification Application for U.S. Market Access Grant for the OneWeb Ku- and Ka-Band System*, File No. SAT-APL-20210112-00007, Call Sign S2963 (filed Jan. 12, 2021); *Modification to OneWeb U.S. Market Access Grant for the OneWeb V-Band System*, File No. SAT-MPL-20211104-00144, Call Sign S2994 (filed Nov. 4, 2021).

[8] *See* ES 172 LLC, Call Sign S2610, File No. SAT-MOD-20210114-00008 (granted April 8, 2021) and Call Sign S3021, File No. SAT-RPL-20170927-00136 (granted April 25, 2018); Satelites Mexicanos, S.A. de C.V, Call Sign E160140, File No. SES-LIC-20160804-00720 (granted October 4, 2016); Satelites Mexicanos, S.A. de C.V, Call Sign S2695, File No. SAT-PPL-20060329-00030 (granted August 4, 2006); Call Sign S2873, File No. SAT-PPL-20120823-00140 (granted December 6, 2012); Call Sign S2926, File No. SAT-MOD-20161003-00096 (granted February 2, 2027); Call Sign S2938, File No. SAT-PPL-20150227-00008 (granted June

providers, telecom operators, Internet service providers, government agencies, international organizations, and other customers. The ownership of Eutelsat and its qualifications to hold Commission authority have been repeatedly reviewed and approved by the Commission in the context of these filings.[9]

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 approximately 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. As with Bpifrance, all shareholders with less than 10% interests 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

11, 2015); Eutelsat S.A., Call Sign S3031, File No. SAT-MPL-20180908-00068 (granted February 14, 2019), Call Sign S3055, File No. SAT-PDR-20191017-00115 (granted April 8, 2020) and File No. SAT-MPL-20210209-00019 (pending); Call Sign S3056, File No. SAT-PDR-20191017-00116 (granted April 8, 2020).

[9] *See id*.

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 its minority ownership interest in OneWeb.[10] 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, 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. One of Bharti Airtel's subsidiaries, Bharti Airtel (USA) Ltd., is currently authorized to provide facilities-based and resale telecommunications services to the U.S. market pursuant to Section 214 authority.[11] Bharti, together with Bharti Global Limited, will own approximately 20.73% of Eutelsat upon consummation of the Transaction.[12]

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

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[10] *See* WorldVu Satellites Limited, Call Signs S2963, S2994, and E180620, File Nos. SES-T/C-20210610-00929, SAT-MPL-20210610-00077, and SAT-MPL-20210610-0007 (granted Aug. 11, 2021) (the "Eutelsat Approvals"). Eutelsat S.A. will maintain its shareholding in OneWeb.

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

[12] 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 exercised.

responsibilities include developing and implementing comprehensive industrial strategy and the UK 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 post-closing 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 America Corp., is currently authorized to provide facilities-based and resale telecommunications services to the U.S. market pursuant to international Section 214 authority.[13] SoftBank group will own approximately 11.23% of Eutelsat upon consummation of the Transaction.

B. The Proposed Transaction

Eutelsat S.A. currently holds 22.91% of OneWeb's class A ordinary share capital.[14] 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 BEIS's "special share"[15] in OneWeb, in exchange for newly issued shares

[13] *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).

[14] *See* Eutelsat Approvals.

[15] HMG, through 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.

representing approximately a 50% equity interest in post-closing Eutelsat.[16] Taken together, upon consummation of the Transaction, Eutelsat will directly and indirectly (through Eutelsat S.A.) own 99.17% of the A ordinary shares of OneWeb.[17]

Information regarding the pre- and post-closing ownership of OneWeb is included in Exhibit A-2. Because the new ownership structure constitutes only a combination of two ownership/control groups that have been repeatedly reviewed and approved by the Commission (*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."[18] 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."[19]

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[16] *See* n. 2, *supra*.

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

[18] 47 U.S.C. § 310(d).

[19] *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, ¶ 11 (IB, OET, & WTB, 2010).

For transactions affecting foreign-licensed satellites authorized to serve the United States via a grant of market access, the Commission procedures established in the *First Space Station Reform Order*[20] and set forth in Section 25.137(g) of the Commission's rules[21] 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."[22]

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[23] and U.S.

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[20] *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*").

[21] 47 C.F.R. § 25.137(g).

[22] *First Space Station Reform Order*, ¶ 326. Although this procedure does not require prior Commission review or approval of changes in ownership, the Applicants request 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. The Applicants respectfully request a waiver of Section 25.137(g) of the Commission rules to the extent necessary to facilitate concurrent consideration.

[23] *See* ES 172 LLC, Call Sign S2610, File No. SAT-MOD-20210114-00008 (granted Apr. 8, 2021); and Call Sign S3021, File No. SAT-RPL-20170927-00136 (granted Apr. 25, 2018).

market access grants to Eutelsat S.A.[24] and Eutelsat Americas.[25] 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.[26] 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.[27] 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, otherwise benefit U.S. customers in furtherance of the public interest, and 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 to OneWeb or Eutelsat.

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[24] *See* Eutelsat S.A., Call Sign S3031, File No. SAT-MPL-20180908-00068 (granted Feb. 14, 2019); Call Sign S3055, File No. SAT-PDR-20191017-00115 (granted Apr. 8, 2020); Call Sign S3056, File No. SAT-PDR-20191017-00116 (granted April 8, 2020); and File No. SAT-MPL-20210209-00019 (filed Feb. 9, 2021) (pending).

[25] *See* Satelites Mexicanos, S.A. de C.V, Call Sign S2695, File No. SAT-PPL-20060329-00030 (granted Aug. 4, 2006); Call Sign S2873, File No. SAT-PPL-20120823-00140 (granted Dec. 6, 2012); Call Sign S2926, File No. SAT-MOD-20161003-00096 (granted Feb. 2, 2027); Call Sign S2938, File No. SAT-PPL-20150227-00008 (granted June 11, 2015).

[26] *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.

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

1. The Transaction Will Enhance Competition

The Transaction will facilitate the Applicants' ability to satisfy growing demand for a wide variety of satellite broadband applications.[28] The GSO satellite services provided by Eutelsat primarily complement the NGSO FSS 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. consumers.

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 at any given time. 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 that may otherwise lack terrestrial broadband can acquire connectivity.

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[28] *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.

OneWeb's high-bandwidth and low-latency architecture reduces transmission times and enables OneWeb to provide innovative solutions to meet growing demands for high-throughput connectivity. As the Commission has recognized, lower latency "is essential for most network-based applications and critical for others, such as VoIP and other interactive and highly interactive applications."[29]

These advantageous characteristics of the OneWeb system also help make it competitive with terrestrial-based networks. Thus, OneWeb is well-positioned to 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 enable the Applicants to offer 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

[29] *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").

NGSO reduces the risk that the Transaction will eliminate competition from the market.[30] Consummation of the Transaction would thus enhance the competitiveness of the Applicants in the robust marketplace for broadband services, which the Commission has determined to be a vital public interest objective.[31]

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 the Applicants resulting from the Transaction. This, in turn, will make the Applicants more effective competitors in the U.S. broadband marketplace, particularly in underserved areas and in markets primarily served by a limited number of terrestrial providers.[32]

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

[31] *See Statement of Chairwoman Jessica Rosenworcel,* Revising Spectrum Sharing Rules for Non-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…").

[32] *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) ("[W]e 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,

The Transaction will enhance competition in the markets for broadband connectivity and satellite services and will offer the benefits of such competition to consumers in the United States and around the world.[33] 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 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,[34] while Eutelsat's 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

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FCC (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").

[33] 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 operators and other U.S.-based users of global satellite services.

[34] *See supra* n. 7.

such public interest benefits were identified.[35] 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[36] and NGSO FSS operators must compete for each new market opportunity.

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 the Applicants' 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 the Applicants 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 U.S. market access remains.[37] Furthermore, the Transaction will have no adverse effect on the satellite services or broadband

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[35] *See* 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).

[36] *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/.

[37] *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.").

connectivity market in the United States. Rather, the Transaction will bolster the companies' competitive position and their ability to continue offering both traditional and innovative new services to U.S. consumers.

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.[38] To that end, the Applicants emphasize their extensive engagement with national security regulators 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").

The Applicants respectfully submit that similar treatment for the Transaction is warranted. As an initial matter, Eutelsat and OneWeb filed 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.[39] Information regarding the Transaction

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[38] *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.").

[39] *See Policy Branch Information, Accepted for Filing*, Public Notice, Report No. SAT-01618,

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. The Applicants respectfully submit that such a referral would not be appropriate here and affirm that they 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 from the Transaction.

II. CONCLUSION

For all of the foregoing reasons, the Applicants respectfully submit that the Transaction would serve the public interest, convenience, and necessity, and otherwise would be consistent

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, Secretary, FCC, File Nos. SAT-MPL-20200526-00062 & SAT-APL-20210112-00007 (Mar. 25, 2022).

with the Commission's rules and policies. Therefore, the Applicants respectfully request that the Commission expeditiously consent to the transfer of control of the subject authorizations.

Respectfully submitted,

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November 7, 2022

EXHIBIT A-1 – ONEWEB FCC AUTHORIZATIONS*

Call Sign	OET/IBFS File Number
SPACE STATION AUTHORIZATIONS	
S2963	SAT-LOI-20160428-00041 SAT-MPL-20200526-00062 SAT-APL-20210112-00007
S2994	SAT-LOI-20170301-00031
EARTH STATION LICENSES	
E180620	SES-LIC-20180604-01082
E181293	SES-LIC-20180727-02075
E181294	SES-LIC-20180727-02076
E190727	SES-LIC-20190930-01217
E190759	SES-LIC-20190930-01237
E190236	SES-LIC-20190422-00538
E000361	SES-MOD-20100915-01161
E050044	SES-RWL-20200227-00204
E010295	SES-RWL-20111108-01340
OET EXPERIMENTAL LICENSES	
WK2XBY	0015-EX-TU-2021
WK2XGK	0155-EX-CM-2021
PENDING APPLICATIONS**	
E220022	SES-LIC-20220131-00111
E220044	SES-LIC-20220405-00360
E220121	SES-LIC-20220801-00883
S2963	SAT-MPL-20200526-00062 SAT-APL-20210112-00007
S2994	SAT-MPL-20211104-00144

*The Applicants plan to file a letter supplementing the record with respect to OneWeb's pending applications, as necessary, to reflect the planned consummation of the Transaction. *See* 47 C.F.R. § 1.65.

**The Applicants respectfully request that any disposition of the Applications include authority for Eutelsat to acquire control of any authorizations issued to OneWeb while the Transaction is pending before the Commission.

EXHIBIT A-2 –POST-CLOSING OWNERSHIP AND CONTROL OF ONEWEB

Exhibit A-2

OneWeb Holdings Limited
Ownership and Control Information

This attachment provides updated pre- and post-closing ownership and control information for certain licenses and authorizations held by subsidiaries ("Licensees") of OneWeb Holdings Limited ("OneWeb"), in connection with the proposed acquisition of OneWeb by Eutelsat Communications S.A. ("Eutelsat"). The persons that hold a 10% or greater direct or indirect interest in OneWeb pre-closing, and the persons that are expected to hold a 10% or greater direct or indirect interest in OneWeb post-closing, are identified below. In addition, this attachment provides: (i) in response to requests by Commission staff and out of an abundance of caution, information on certain persons that hold less than a 10% direct or indirect interest in OneWeb pre-closing and are expected to hold less than a 10% direct or indirect interest in OneWeb post-closing; (ii) information regarding OneWeb's pre- and post-closing officers and directors; and (iii) ownership charts detailing OneWeb's pre- and post-closing organizational structure.[1]

The Licensees and their immediate parents are identified in Part I below, and the persons that hold a 10% or greater direct or indirect interest therein (and other shareholders) are identified in Parts II and III below.

I. <u>Licensees</u>

WorldVu Satellites Limited. WorldVu Satellites Limited, a Jersey company ("WSL"), is a wholly owned subsidiary of OneWeb Communications Limited, a UK company ("OneWeb Communications"). The address of OneWeb Communications is 195 Wood Ln, White City, London W12 7FQ, United Kingdom. OneWeb Communications is a wholly owned subsidiary of OneWeb.

OneWeb Technologies Inc. OneWeb Technologies Inc., a Texas corporation, is a wholly owned subsidiary of OneWeb Holdings LLC, a New York limited liability company ("OneWeb Holdings"). The address of OneWeb Holdings is 50 Main Street, Suite 1000, White Plains, NY 10606. OneWeb Holdings is a wholly owned subsidiary of WorldVu Development LLC, a Nevada limited liability company ("WorldVu Development"). The address of WorldVu Development is 1785 Greensboro Station Plaza, Tower 3, Suite 500, McLean, VA 22102. WorldVu Development is a wholly owned subsidiary of WSL.

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[1] The nature of the proposed transaction is fully described in the narrative materials associated with the proposed transfer of control. Each of the 10% or greater shareholders of post-closing Eutelsat identified herein (except Bpifrance Participations), along with Hanwha Systems UK Limited ("Hanwha") (an existing OneWeb shareholder), may purchase, until closing and by way of market purchases, up to an additional 5% of Eutelsat's share capital (calculated by reference to the number of shares in issue the day before announcement of the Transaction). In this context, note that the pre-closing purchase of 5% of Eutelsat shares is approximately equivalent to 2.5% of post-closing Eutelsat shares as a result of dilution associated with the transaction. The percentages noted herein therefore may change slightly to the extent this right is further exercised and existing calculations are affected by market and related activity.

II. Pre-Closing Ownership and Control of OneWeb

Prior to the closing of the proposed transaction, OneWeb has the following 10% or greater interest holders (and other interest holders disclosed per the request of FCC staff):

Bharti Space Limited. Part of the Bharti Group, Bharti Space Limited currently owns 29.97% of OneWeb. Bharti Space Limited is a wholly owned subsidiary of Bharti Global Limited. These Bharti entities are part of the large and well-known Bharti Group in India engaged in diversified lines of business that include telecommunications, insurance, hospitality, real estate, training, and skill development. Bharti Space Limited is a UK entity. Bharti Space Limited is a wholly owned subsidiary of Bharti Global Limited, incorporated in Jersey. Bharti Global Limited is wholly owned by Bharti Overseas Private Limited, a privately held company incorporated in India and with its principal offices in New Delhi.

Bharti Overseas Private Limited is owned 25% by Bharti (RM) Holdings Private Limited, 25% by Bharti (RBM) Holdings Private Ltd., and 40% by Bharti (SBM) Holdings Private Limited (controlled by Rajan Bharti Mittal, Rakesh Bharti Mittal, and Sunil Bharti Mittal, respectively), all of which are organized under the laws of India.

The addresses of relevant Bharti Group entities are set forth below:

Bharti Space Limited
Address: 53/54 Grosvenor Street, 2nd Floor, London, United Kingdom, W1K 3HU

Bharti Global Limited
Address: 1-3-5 Castle Street, St. Helier JE2 3BT, Jersey, Channel Islands, UK

Bharti Overseas Private Limited
Bharti (RM) Holdings Private Limited
Bharti (RBM) Holdings Private Limited
Bharti (SBM) Holdings Private Limited
Address: Bharti Crescent 1Nelson Mandela Road Vasant Kunj Phase-II New Delhi 110070 India

UK Government. The Secretary of State for Business, Energy and Industrial Strategy ("BEIS"), an agency of the UK government currently owns 17.63% (voting and equity) of OneWeb. The Secretary of State for BEIS brings together responsibilities for business, industrial strategy, science, innovation and energy, including:

- leading the government's relationship with business;
- ensuring that the country has secure energy supplies that are reliable, affordable and clean; and

- ensuring the UK remains at the leading edge of science, research and innovation, including responsibility for:
    - the UK's membership of Horizon Europe;
    - the Advanced Research & Invention Agency;
    - the Innovation Strategy and R&D People & Culture Strategy
    - the Office for Artificial Intelligence;
    - the UK's European Space Agency membership;
    - infrastructure, materials, steel and metals, critical minerals and the maritime, auto and aerospace sectors; and
    - promoting investment and business investor relations as part of the government's investment strategy.

The address of the Secretary of State for BEIS is:

The Secretary of State for Business, Energy and Industrial Strategy
Address: 1 Victoria Street, London, SW1H 0ET, United Kingdom

SoftBank. SoftBank Group Capital Limited, a UK private limited company ("SoftBank") currently owns 17.63% (voting and equity) of OneWeb. SoftBank is a wholly owned subsidiary of SoftBank Group Corp. ("SBG"), a publicly traded Japanese company engaged in technology investment strategies. The addresses of SoftBank and SoftBank Group Corp. are:

SoftBank Group Capital Limited
Address: 69 Grosvenor Street, London, United Kingdom, W1K 3JP

SoftBank Group Corp.
Address: 1-7-1 Kaigan, Minato-ku, Tokyo 105-7537

Eutelsat. Eutelsat S.A., a subsidiary of Eutelsat, currently owns 22.91% of OneWeb. Information regarding Eutelsat's ownership is described in Section III below.

Other Shareholders. Hanwha Systems UK Ltd. ("Hanwha") owns approximately 8.8% (voting and equity) of OneWeb . Hanwha, a UK private limited company, is a wholly owned subsidiary of Hanwha Systems Co. Ltd., a publicly traded South Korean enterprise. Hanwha was formed by its parent in October 2021 for the specific purpose of investing in OneWeb. The addresses of the Hanwha entities are:

Hanwha Systems UK Ltd.
Address: Suite A, 6 Honduras Street, London, EC1Y 0TH, United Kingdom

Hanwha Systems Co.
Address: 244, 1 Gongdanro, Gumi-si, Gyeongsangbuk-do, South Korea

OneWeb Directors and Officers. OneWeb is managed by a board of directors that currently has fourteen members. The OneWeb board of directors appoints OneWeb's officers. More information about OneWeb, its shareholders, and its governance can be found on its website at www.oneweb.net.

The directors of pre-closing OneWeb include:

Directors and Nationality, and Title		
Neil Masterson	British	Director, Chief Executive Officer of OneWeb
Sunil Bharti Mittal	Indian	Director, Executive Chairman of OneWeb
Shravin Bharti Mittal	British	Director, Businessman
Hugo Robson	British	Director, Civil Servant
Rob Woodward	British	Director
Elena Ciallie	British/Italy	Director
Sandrine Teran	French	Director, Chief Financial Officer of Eutelsat
Pascal Homsy	French	Director, Chief Technical Officer of Eutelsat
Eva Berneke	Danish	Director, Chief Executive Officer of Eutelsat
Michel Combes	French	Director, Business Executive
Dongwan Yoo	South Korean	Director, Corporate Executive
Jacqueline Hunt	British/NZ	Director
Dominique Cerutti	French	Director
Akhil Gupta	Indian	Director, Businessman

Table 1. Pre-Closing OneWeb Board of Directors

The principal officer of pre-closing OneWeb is:

Eutelsat Officers and Nationality		
Neil Masterson	Director / Chief Executive Officer	British

Table 2. Pre-Closing OneWeb Officers

OneWeb's directors and officers can be contacted c/o OneWeb, 195 Wood Ln, White City, London W12 7FQ, United Kingdom. No determinations have been made with respect to the composition of OneWeb's directors and officers post-closing.

III. Post-Closing Ownership and Control of OneWeb

Upon consummation of the proposed transaction, OneWeb will become a subsidiary of Eutelsat. Specifically, in addition to Eutelsat S.A.'s current ownership of 22.91% of OneWeb's class A ordinary shares, Eutelsat will directly acquire the remaining 77.09% of the class A ordinary shares of OneWeb. Only the following entities will have a 10% or greater interest in Eutelsat and, therefore, a 10% or greater interest in OneWeb[2]:

Bharti Group. The Bharti Group will own 20.73% (voting and equity) of post-closing Eutelsat, with Bharti Global Limited owning 1.64% (voting and equity) and Bharti Space Limited (a wholly owned subsidiary of Bharti Global Limited) owning 19.08% (voting and equity) of the company's shares. Information regarding the control and structure of the Bharti Group is provided in Section II, above.

Bpifrance Participations. Bpifrance Participations will own 11.69% (voting and equity) of post-closing Eutelsat. 100% of the voting and equity interest in Bpifrance Participations is held by Bpifrance S.A. Bpifrance Participations is a *société anonyme* formed in 2008 to enhance equity in France and help stabilize French companies during the economic crisis. 100% of the voting and equity interest in Bpifrance Participations is held by Bpifrance S.A., a *société anonyme* organized under the laws of France. The address of Bpifrance Participations and Bpifrance S.A. is 27-31 Avenue Du General Leclerc Maisons Alfort, Cedex 10 94710. Approximately 50% of Bpifrance S.A.'s share capital is held by the Caisse des Dépôts et Consignations (the "CDC") and approximately 50% of Bpifrance S.A.'s share capital is held by EPIC Bpifrance ("EPIC"), both of which are wholly owned by the Republic of France.

UK Government. BEIS will own 11.23% (voting and equity) of post-closing Eutelsat. Information regarding the role of BEIS and the UK is provided in Section II, above.

SoftBank. SoftBank will own 11.23% (voting and equity) of post-closing Eutelsat. Information regarding the control and structure of SoftBank is provided in Section II, above.

Other Shareholders. Hanwha will own approximately 5.61% (voting and equity) of post-closing Eutelsat and its ownership interest is identified separately here out of an abundance of caution because Hanwha will nominate a director of post-closing Eutelsat. Information regarding the control and structure of Hanwha is provided in Section II, above.

Fonds Stratégique de Participations ("FSP") will own 3.79% of the share capital (voting and equity) of post-closing Eutelsat. Backed by major French insurance companies (including BNP Paribas Cardif, CNP Assurances, Credit Agricole Assurances, Sogecap (Société Générale group), Groupama, and Natixis Assurances), FSP is a long-term equity investor in French companies. Through FSP, insurance companies and key institutional investors with long-term

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[2] As noted in the attached structure charts and organizational diagrams, the ownership information described herein reflects shareholding information current as of before the start of trading on August 31, 2022.

liabilities channel some of France's long-term savings into equity investments.

FSP's ownership interest is identified separately here out of an abundance of caution because FSP will nominate a director of post-closing Eutelsat. The address of FSP is:

Fonds Stratégique de Participations
Address: 9 rue Duphot, 75001 Paris, France

The parties also note that post-closing and as a result of dilution, approximately 2.0% (voting and equity) of Eutelsat's shares will be held indirectly by China Investment Corp. ("CIC") through Flourish Investment Corporation and Fullbloom Investment Corporation, each of which is organized under the laws of the People's Republic of China. Information about CIC can be found on its website: www.china-inv.cn. Other pre-closing shareholding disclosed above will be likewise diluted.

Other than as disclosed herein, no other entity or individual will hold a 10% or greater indirect interest in OneWeb and Licensees upon consummation of the proposed transaction. Certain other Eutelsat shareholders will own smaller amounts of its publicly traded shares. None of CIC, its subsidiaries, nor these other shareholders will have control over Eutelsat or OneWeb, access to Eutelsat or OneWeb facilities, or access to material non-public information in Eutelsat's or OneWeb's possession by virtue of their small minority shareholding. Furthermore, none of these shareholders has or will have the right or power to appoint any of Eutelsat's or OneWeb's principal officers or directors.

Eutelsat Directors and Officers. As currently understood by the parties, the composition of the post-closing board of directors is indicated in the table below. Although specific major shareholders are entitled to nominate directors of Eutelsat, a majority of the board of directors will be independent directors (designated with an "(I)") that represent Eutelsat shareholder interests generally.

Directors and Position/Shareholder Representation	
Chairman	Chairman of Eutelsat (Eutelsat) (I)
Co-Chairman	Co-Chairman of OneWeb (Bharti)
4 Directors	Eutelsat (I)
2 Directors	OneWeb (I)
1 Director	Bharti
1 Director	Bpifrance
1 Director	UK Government
1 Director	CEO of Eutelsat (Eutelsat)
1 Director	Hanwha (I)
1 Director	FSP (I)
1 Director	To be determined (I)[3]

Table 3. Post-Closing Eutelsat Board of Directors

[3] The parties are still in discussions regarding which entity may nominate the 15th member, an independent director, to the Eutelsat board of directors.

Once they are nominated and elected, all directors can be contacted c/o Eutelsat Communications S.A., 32 boulevard Gallieni, 92130 Issy les Moulineaux, France. The officers of Eutelsat are not expected to change post-closing. They too can be contacted c/o Eutelsat Communications S.A., 32 boulevard Gallieni, 92130 Issy les Moulineaux, France.

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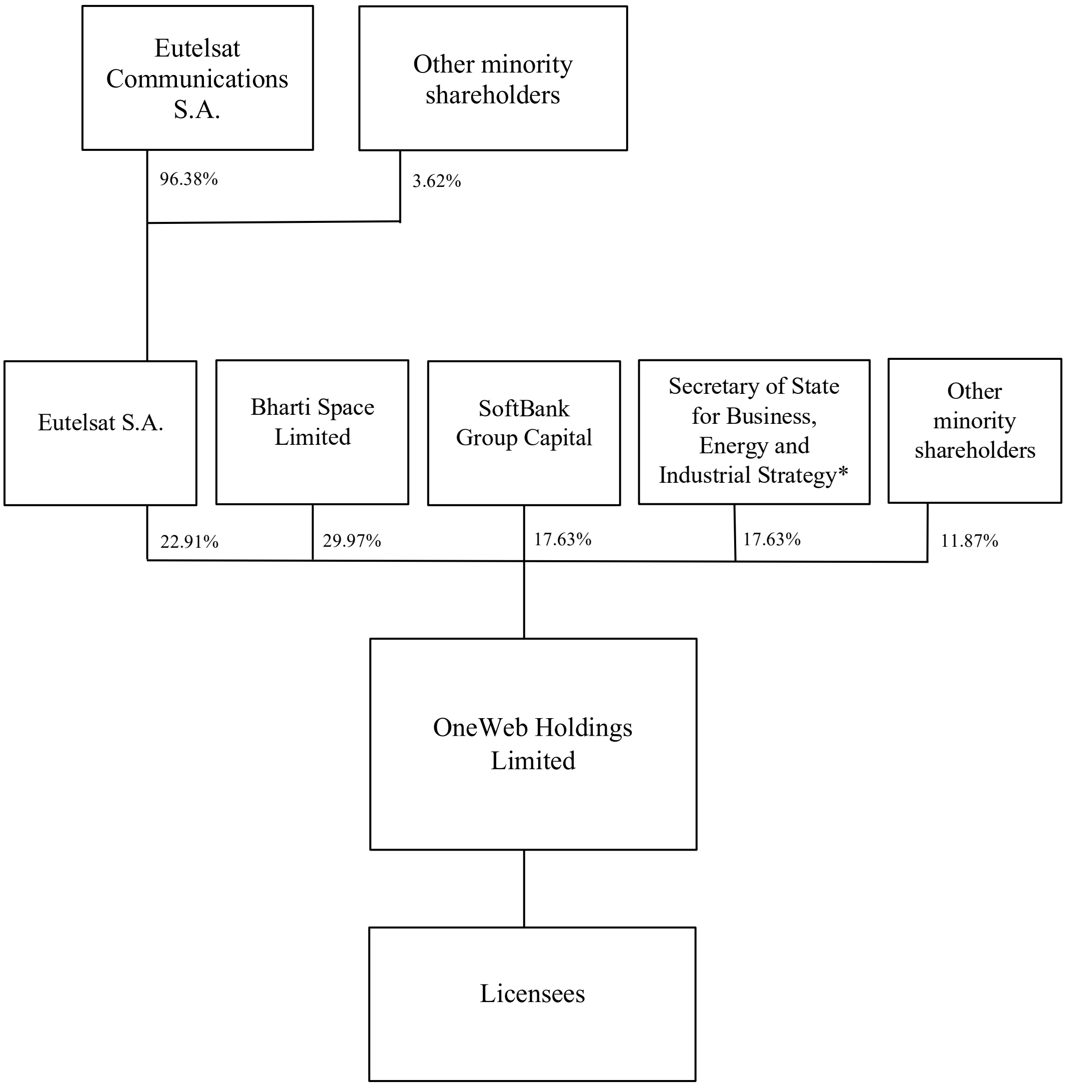
Figure 1: OneWeb Pre-Closing Ownership Structure Chart



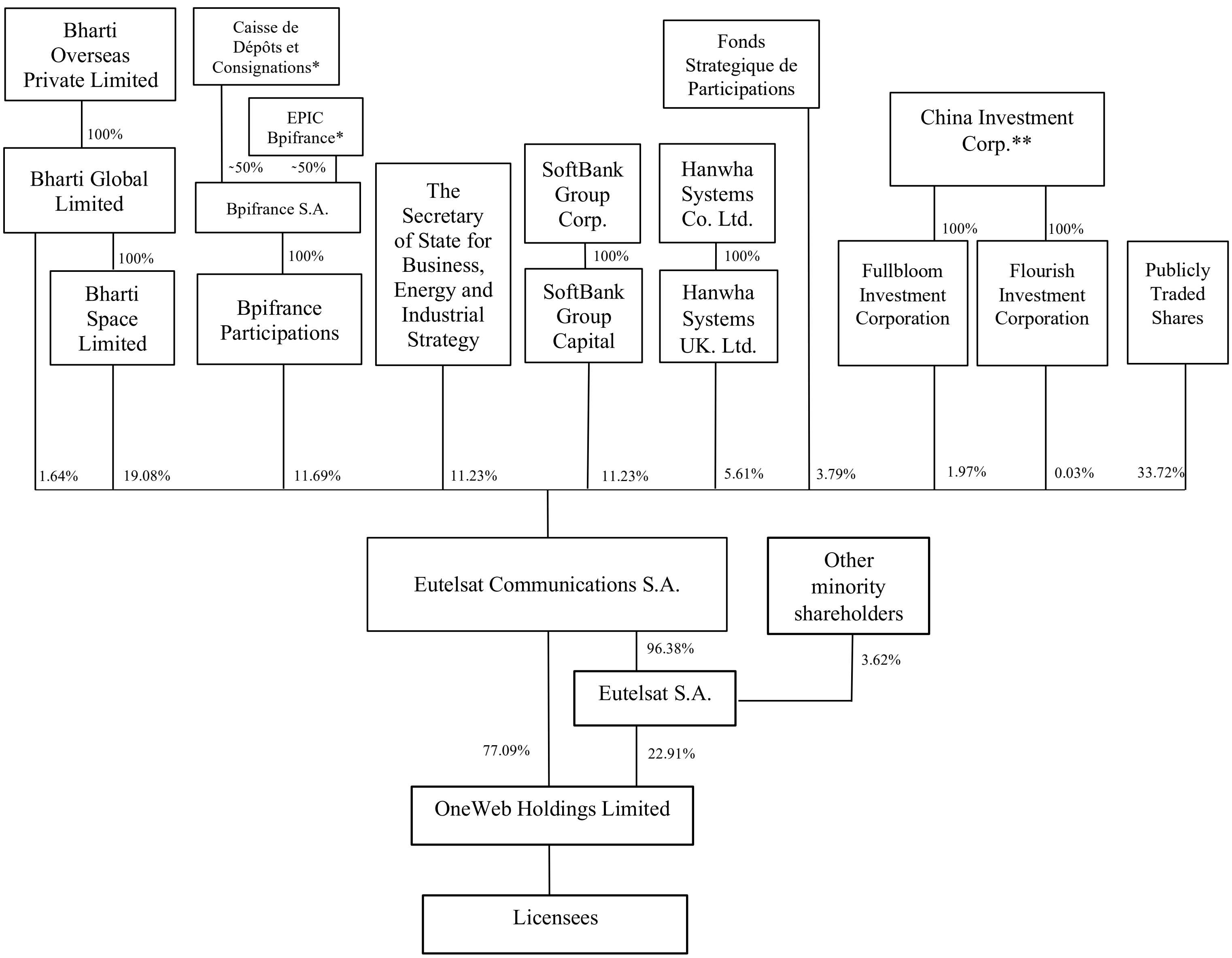
Notes:

Ownership percentages calculated by reference to A Ordinary Shares held.

Share ownership percentages reflect proportionate shareholder voting rights.

*The Secretary of State for Business, Energy and Industrial Strategy has 1 B ordinary share in OneWeb Holdings Limited.

Figure 2: OneWeb 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. Ownership percentages as of prior to trading on August 31, 2022.

Share ownership percentages reflect proportionate shareholder voting rights.

*Wholly owned by the government of France. Specifically, a 49.18% ownership interest. The remainder comprises treasury shares and shareholding by other insurance companies.

**Wholly owned by the government of China.