

TRANSACTION DESCRIPTION AND PUBLIC INTEREST STATEMENT

Pursuant to the Federal Communications Commission (“FCC” or “Commission”) rules,¹ Goonhilly Holdings Ltd. (“Transferor”); Goonhilly Inc. (“Licensee”); and Intuitive Machines, Inc. (“Transferee,” and together with Transferor and Licensee, the “Applicants”) request FCC consent for the transfer of control of FCC authorizations held by Licensee from Transferor to Transferee (the “Transaction”).² As discussed more fully herein, grant of the requested Transaction is consistent with the Commission’s rules and will serve the public interest. Accordingly, the Applicants respectfully request expeditious FCC consent to the Transaction.

I. THE PARTIES

a. Transferor and Licensee

The Licensee is a trusted earth station operator providing secure and reliable communications. The company draws on decades of satellite industry experience and delivers services across three core divisions: lunar and deep space communications, commercial satellite communications, and defense and security. Its integrated service offering supports government, commercial, and defense customers worldwide.

The Licensee’s operations provide scale, resilience, and geographic diversity across its global network. The Southbury, Connecticut and Santa Paula, California teleports have both continuously operated since 1976 and were among the first in the United States to achieve World Teleport Association Tier 4 certification, which reflects industry-leading reliability and operational

¹ See 47 C.F.R. § 25.119.

² As part of this Transaction, the Licensee will change its business name and structure from Goonhilly Inc. to COMSAT LLC. COMSAT LLC will have the same FCC registration number and taxpayer identification number as Goonhilly Inc. To the extent necessary, the Applicants request FCC consent to assign the licenses from Goonhilly Inc. to COMSAT LLC.

standards. These facilities deliver continuous, high-availability communications services supported by 24/7/365 network operations. They are also interconnected with major terrestrial fiber networks to ensure robust data transport and low-latency connectivity. Their dual-coast positioning enhances redundancy and service continuity while strong physical and cybersecurity measures protect mission-critical communications for commercial, government, and defense users. A list of Licensee's FCC licenses at such teleports is provided in Attachment 1. A diagram of Licensee's current ownership structure is provided in Attachment 2.³

b. Transferee

Transferee is a leading space infrastructure company that builds spacecraft, connects networks, and operates infrastructure-as-a-service for commercial, civil, and national security customers. With a proven track record across the space domain, Transferee, through organic growth and portfolio expansion, has built over 300 spacecraft, delivered over 260 kilograms of payload to the lunar surface, and provided precision navigation expertise that has guided spacecraft across our solar system.

These capabilities form an integrated Built-Connect-Operate infrastructure service company, enabling customers to achieve mission and campaign outcomes through a single prime solution. Transferee's technology has been demonstrated across the space domain and is engineered to support the next century of opportunity in space.

³ The current Goonhilly structure is organized under Goonhilly Holdings Ltd. (U.K.), which serves as the ultimate parent company. Goonhilly Holdings Ltd. directly owns Goonhilly Earth Station Ltd. (U.K.), the U.K. operating entity, and Goonhilly Holdings USA Inc. (U.S.), which in turn owns Goonhilly Inc. (U.S.), the Licensee.

II. DESCRIPTION OF TRANSACTION

Transferee has entered into a definitive agreement to acquire Licensee. As part of the Transaction, the Licensee will change its business name and structure from Goonhilly Inc. to COMSAT LLC. Afterward, Transferee will acquire all of the interest of Licensee from Transferor in exchange for cash and stock.⁴ The acquisition significantly expands ground station resources and capacity on Transferee's integrated space-to-ground network. Upon completion of the proposed acquisition, the expanded network is expected to deliver communications; data transport; and position, navigation, and timing capabilities for sustained lunar and cislunar operations.

The Transaction is expected to close by July 31, 2026, subject to customary closing conditions such as the receipt of applicable regulatory approvals, including from the Commission. A diagram of the post-closing corporate ownership structure for Licensee is included in Attachment 2, and a breakdown of the 10% and greater interest holders, officers, and directors of Transferee is included in Attachment 3.

III. THE TRANSACTION WILL SERVE THE PUBLIC INTEREST

In evaluating a transfer of control application, the Commission must determine whether the Transaction is consistent with the public interest, convenience, and necessity.⁵ The Commission conducts a two-step assessment to determine whether the Transaction would serve the public interest: first, it assesses whether the Transaction complies with the Communications Act, other applicable statutes, and the Commission's rules, including whether the applicant has the requisite

⁴ In connection, the Goonhilly structure will be reorganized. Goonhilly Earth Station Ltd. will be retained but moved to sit as a direct subsidiary of Intuitive Machines, LLC, the centralized U.S. operating entity. Goonhilly Holdings USA Inc. will be eliminated and not continue in the post-closing structure. Goonhilly Inc., following its conversion to COMSAT LLC, will likewise be held directly under Intuitive Machines, LLC rather than through a separate U.S. holding company layer.

⁵ See 47 U.S.C. § 310(d); 47 C.F.R. § 25.119(a).

“citizenship, character, and financial, technical, and other qualifications.”⁶ Next, it determines whether the Transaction will serve “the public interest, convenience, and necessity” by weighing the Transaction’s public interest benefits and any potential harms.⁷

The Transaction satisfies both prongs of this two-step assessment. The Applicants have the requisite qualifications to hold and control licenses.⁸ Licensee currently holds FCC authorizations, and Transferee is a well-established space infrastructure company and trusted partner to U.S. government customers that is fully qualified to control FCC licenses.⁹ Accordingly, the Transaction satisfies all applicable provisions of the Communications Act and FCC rules, regulations, and policies and will not result in any violation thereof.

Second, the Transaction will serve the public interest, convenience, and necessity. Notably, the Commission recognizes “the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”¹⁰ Moreover, the Commission has recognized the importance of “transaction-specific public interest benefits, such

⁶ 47 U.S.C. § 308(b).

⁷ *Id.* § 310(d); *Applications of SES S.A. and Intelsat S.A. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 40 FCC Rcd 4919 ¶¶ 9-11 (2025).

⁸ There are no pending enforcement actions, adverse character determinations, or other proceedings that would call into question the basic qualifications of any party to this transaction.

⁹ The Applicants are aware that the Commission adopted new rules for licensee attestations regarding foreign adversary control. *See generally Protecting Our Communications Networks by Promoting Transparency Regarding Foreign Adversary Control*, Report and Order, GN Docket No. 25-166, FCC 26-2, at Appendix A (newly adopted 47 C.F.R. § 1.80003) (rel. Jan. 30, 2026). The Applicants note that while this Report and Order is scheduled to become effective on June 9, 2026, the filing date for such foreign attestations and ownership disclosures has been delayed indefinitely pending Office of Management and Budget review. *See* 91 Fed. Reg. 18670 (Apr. 10, 2026). The Applicants will comply with the applicable disclosure requirements once the compliance date has been established by the Commission.

¹⁰ *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581 ¶ 10 (2017).

as . . . service enhancements and certain other efficiencies” in evaluating the merits of a transaction.¹¹ Here, the Transaction will deliver significant public interest benefits by combining the Applicants’ complementary capabilities and strengthening their ability to compete and innovate. Additionally, the Transaction will provide Licensee with financial resources, operational support, and commercial synergies from Transferee, enhancing its ongoing efforts to improve operational efficiency. Consummation of the Transaction will also enable Licensee to continue developing new technological offerings for customers.

The Transaction will not result in competitive harms, service disruption, or other public interest concerns. It does not combine competing satellite communications providers; rather, it aligns distinct yet complementary products and platforms across the space services ecosystem. Accordingly, the Transaction will deliver public interest benefits through improved capabilities and integration without reducing service availability or customer choice.

IV. ADDITIONAL AND PENDING APPLICATIONS

The list of call signs and file numbers in **Error! Reference source not found.** is intended to include all FCC licenses and pending applications held by Licensee. However, Licensee may now have on file and may hereafter file additional applications before the Commission acts on the Transaction. Accordingly, the Applicants request that any FCC approval of the transfer of control applications include authority for Transferee to acquire control of (i) any additional licenses and authorizations issued to Licensee prior to grant of the transfer of control applications or during the period required for consummation following grant and (ii) any applications (including applications for special temporary authority), petitions, or other filings that have been submitted by Licensee

¹¹ See *Applications of Viasat, Inc. and Connect Topco Limited for Consent to Transfer Control of Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 38 FCC Rcd 4776 ¶ 46 (SB/OIA 2023).

and are pending at the time of consummation of the Transaction. Such action would be consistent with prior FCC precedent.¹² Following the consummation of the Transaction, any pending applications will be supplemented as required under the Commission's rules to reflect the new ownership structure.¹³

V. CONCLUSION

For the above reasons, the Applicants respectfully request that the Commission expeditiously consent to the Transaction.

Respectfully submitted,

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¹² See, e.g., *Intelsat S.A., as Debtor-in-Possession, (Transferor) and New TopCo S.A. (Transferee)*, Order, 37 FCC Rcd 1837 ¶ 22 (IB/WTB/OET 2022).

¹³ See 47 C.F.R. § 1.65.

ATTACHMENT 1

FCC Licenses¹

Call Sign	Station Location	Expiration Date
E890649	Santa Paula, CA	7/14/2039
E930320	Santa Paula, CA	8/6/2033
E980136	Santa Paula, CA	10/9/2026
E980137	Santa Paula, CA	10/9/2026
E990027	Santa Paula, CA	1/22/2026 ²
E990032	Southbury, CT	1/22/2026 ³
E990034	Southbury, CT	2/20/2026 ⁴
E990422	Santa Paula, CA	10/9/2026
KA249	Santa Paula, CA	10/9/2026
KA304	Southbury, CT	10/4/2026
KA305	Santa Paula, CA	10/4/2026
KA31	Santa Paula, CA	7/8/2036
KA312	Southbury, CT	3/31/2041
KB34	Santa Paula, CA	6/15/2040
WA28	Southbury, CT	4/8/2033

¹ Although Form 312 Question 25(a) (class of station) identifies the stations as “FSS Fixed Earth Stations (multiple locations with specified coordinates),” this application covers two distinct earth station locations with each operating as a “FSS Fixed Earth Station (single location)” that includes multiple collocated fixed antennas.

² See Goonhilly Inc., Application, ICFS File No. SES-RWL-20251121-01035 (filed Nov. 25, 2025) (renewal application).

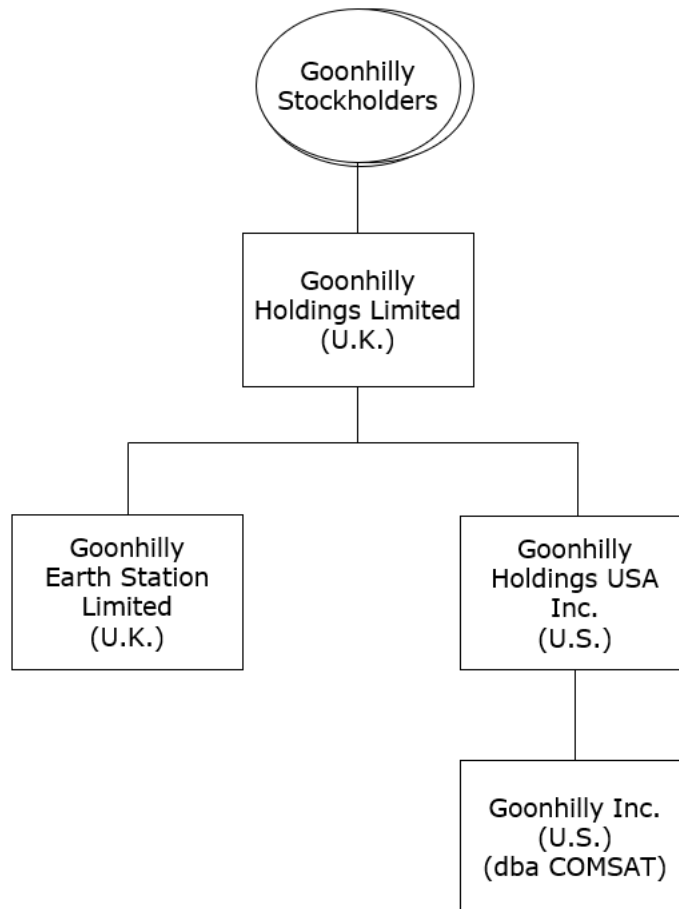
³ See Goonhilly Inc., Application, ICFS File No. SES-RWL-20251123-01039 (filed Nov. 25, 2025) (renewal application).

⁴ See Goonhilly Inc., Application, ICFS File No. SES-RWL-20251123-01040 (filed Nov. 25, 2025) (renewal application).

ATTACHMENT 2

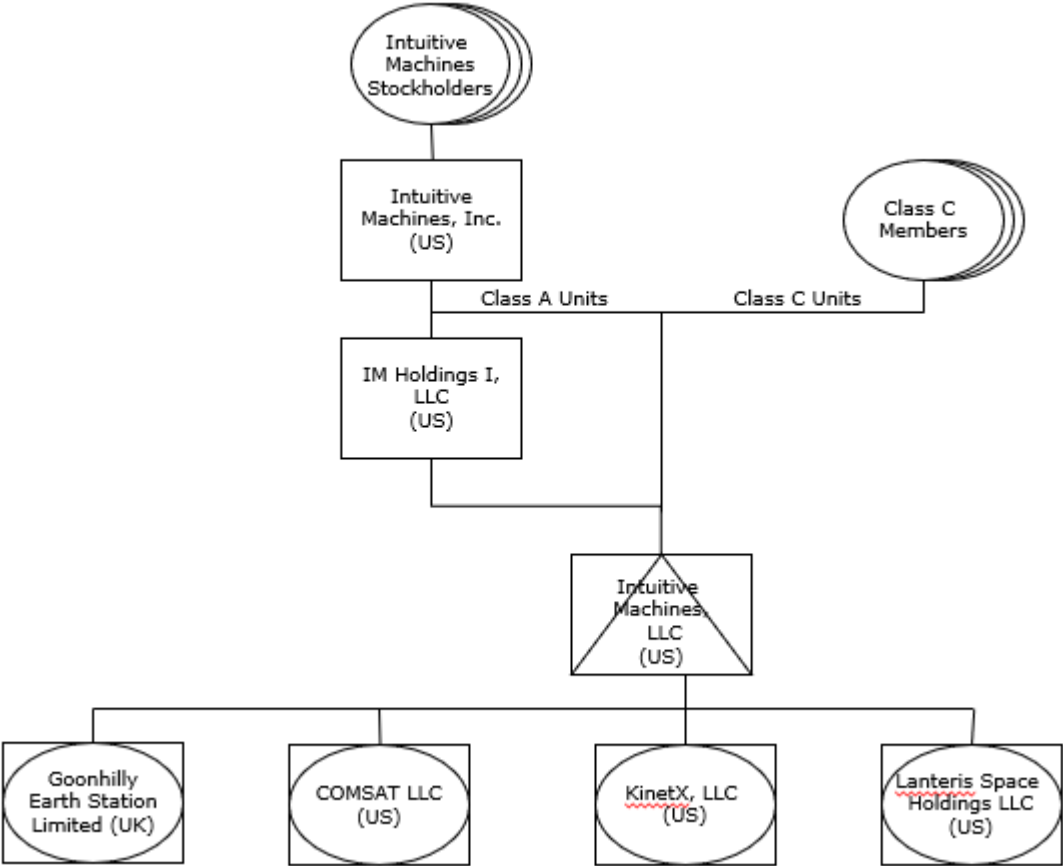
Pre- and Post-Closing Organizational Charts¹

Licensee Pre-Closing Organizational Chart



¹ Unless otherwise indicated, all links are 100% ownership and voting rights.

Licensee Post-Closing Organizational Chart



ATTACHMENT 3

Ownership, Officers, and Directors Information

Upon consummation of the Transaction, Licensee will have the following 10% or greater shareholders (voting or equity).

Intuitive Machines, LLC

Address: 13467 Columbia Shuttle Street

Houston, TX 77059

Place of Organization: USA

Entity Type: Limited liability company

Principal Business: Holding company

Interest Held: 100% membership interests in Licensee

IM Holdings I, LLC

Address: 13467 Columbia Shuttle Street

Houston, TX 77059

Place of Organization: USA

Entity Type: Limited liability company

Principal Business: Holding company

Interest Held: 100% membership interests in Intuitive Machines, LLC

Intuitive Machines, Inc.

Address: 13467 Columbia Shuttle Street

Houston, TX 77059

Place of Organization: USA

Entity Type: Corporation

Principal Business: Lunar services and deep space transportation

Interest Held: 100% ownership interests in IM Holdings I, LLC

Transferee is a publicly traded company on the New York Stock Exchange (NYSE: LUNR). Based on publicly available securities filings, the individuals with 10% or greater voting or equity interests are listed in the table below.¹ The officers and directors of Transferee are listed in the table below and can be contacted at 13467 Columbia Shuttle Street, Houston, TX 77059.

¹ The information provided reflects the most recent publicly available filings for Transferee on the Securities and Exchange Commission's EDGAR system. See *Intuitive Machines, Inc.*, EDGAR | Company Search Results, <https://tinyurl.com/2s382u59> (last visited May 20, 2026).

Name	Title	Citizenship	Board of Directors	Officer	Shareholder (10% equity or voting)	Equity Interest	Voting Interest
Kamal Ghaffarian	Director	USA	Y	N	Y	16.6%	32.7%
Steve Altemus	Director, Chief Executive Officer	USA	Y	Y	Y	5.7%	11.2%
Michael Blitzer	Director	USA	Y	N	N	<1%	<1%
William Liquori	Director	USA	Y	N	N	<1%	<1%
Robert Masson	Director	USA	Y	N	N	<1%	<1%
Nicole Seligman	Director	USA	Y	N	N	<1%	<1%
Advent International, LP	Investor	N/A	N	N	Y	16%	7%
Peter McGrath	SVP & Chief Financial Officer	USA	N	Y	N	<1%	<1%
Christopher Johnson	President, Lanteris Space Systems	USA	N	Y	N	<1%	<1%
Anand Mahendra	Chief Growth Officer	USA	N	Y	N	<1%	<1%
James Blakeslee	Vice President of Engineering	USA	N	Y	N	<1%	<1%
Steve Vontur	Chief Accounting Officer	USA	N	Y	N	<1%	<1%
Timothy Crain	SVP & Chief Technology Officer	USA	N	Y	N	4.2%	8.2%
Trent Martin	SVP Experimental Flight Systems	USA	N	Y	N	<1%	<1%
Anna Jones	SVP & Chief Legal Officer	USA	N	Y	N	<1%	<1%
Jack Fischer	SVP & Chief Integration Officer	USA	N	Y	N	<1%	<1%
James Frelk	SVP Data Services	USA	N	Y	N	<1%	<1%
Thomas Niemeyer	SVP Mission Services	USA	N	Y	N	<1%	<1%
Michael Betts	VP, National Security Space Strategy	USA	N	Y	N	<1%	<1%
Jade Marcantel	Chief Human Capital Officer	USA	N	Y	N	<1%	<1%