

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201
Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name CapRock UK Limited

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) N/A

4. Debtor's address

	Principal place of business	Mailing address, if different from principal place of business
	<u>Caprock Building, Denmore Road</u>	
	Number Street	Number Street
	<u>Bridge of Don Aberdeen AB23 8JW</u>	
	<u>United Kingdom</u>	
		P.O. Box
	City State ZIP Code	City State ZIP Code
		Location of principal assets, if different from principal place of business
	County	
		Number Street
		City State ZIP Code

5. Debtor's website (URL) <https://www.speedcast.com/>



Debtor CapRock UK Limited
Name

Case number (if known) _____

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: A UK limited company

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above
Satellite Communications Provider

B. Check all that apply:

- Tax- exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
5174

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes District _____ When _____ Case number _____
MM/ DD/ YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD/ YYYY

Debtor CapRock UK Limited
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes Debtor See attached Schedule 1 Relationship _____
District _____ When _____
Case number, if known _____ MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____
City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact Name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis with all affiliated debtors)

- 1-49 1,000-5,000 25,001-50,000
 50-99 5,001-10,000 50,001-100,000
 100-199 10,001-25,000 More than 100,000
 200-999

Debtor CapRock UK Limited Case number (if known) _____
 Name

- | | | | |
|--|--|--|---|
| 15. Estimated assets
(on a consolidated basis
with all affiliated debtors) | <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
| 16. Estimated liabilities
(on a consolidated basis
with all affiliated debtors) | <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

- 17. Declaration and signature of authorized representative of debtor**
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/23/2020
MM / DD / YYYY

✕ /s/ Michael Healy Michael Healy
 Signature of authorized representative of debtor Printed name

Chief Restructuring Officer
 Title

18. Signature of attorney

✕ /s/ Alfredo R. Pérez Date 04/23/2020
 Signature of attorney for debtor MM / DD / YYYY

Alfredo R. Pérez Gary T. Holtzer
 Printed Name

Weil, Gotshal & Manges LLP Weil, Gotshal & Manges LLP
 Firm Name

700 Louisiana Street, Suite 1700 767 Fifth Avenue
 Address

Houston, Texas 77002 New York, New York 10153
 City/State/Zip

(713) 546-5000 (212) 310-8000
 Contact Phone

alfredo.perez@weil.com gary.holtzer@weil.com
 Email Address

15776275 Texas
 Bar Number State

Schedule 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

COMPANY
SpeedCast International Limited
SpeedCast UK Holdings Limited
CapRock UK Limited
CapRock Communications Pte. Ltd.
Speedcast Cyprus Ltd.
SpeedCast Limited
SpeedCast Group Holdings Pty Ltd
SpeedCast Americas, Inc.
SpeedCast Communications, Inc.
SpaceLink Systems, LLC
SpeedCast Australia Pty Limited
Satellite Communications Australia Pty Ltd
Oceanic Broadband Solutions Pty Ltd
SpeedCast Managed Services Pty Limited
Maritime Communication Services, Inc.
Telaurus Communications LLC
CCI Services Corp.
HCT Acquisition, LLC
Cosmos Holdings Acquisition Corp.
Globecomm Network Services Corporation
Hermes Datacommunications International Limited
SpeedCast Singapore Pte. Ltd.
SpaceLink Systems II, LLC
CapRock Comunicações do Brasil Ltda.
CapRock Participações do Brasil Ltda.
Speedcast Canada Limited
CapRock Communications (Australia) Pty Ltd
SpeedCast Norway AS
Globecomm Europe B.V.
NewCom International, Inc.

COMPANY
Evolution Communications Group Limited
SpeedCast Netherlands B.V.
SpeedCast France SAS

RESOLUTIONS OF DIRECTORS

OF

**CAPROCK UK LIMITED
SC145376**

Passed in writing on 23 April 2020

We, the undersigned, being all of the directors (the “**Directors**”) of **CAPROCK UK LIMITED**, a private limited liability company incorporated in Scotland, registered number SC145376 and having its registered office at Caprock Building Denmore Road, Bridge Of Don, Aberdeen, AB23 8JW (the “**Company**”), HEREBY RESOLVE that the following resolutions be passed in writing, unanimously, as resolutions of the Directors in accordance with article 8.2 of the Company’s Articles of Association:

1. INTRODUCTION

The Directors have noted that:

- 1.1 The Company, Speedcast UK Holdings Limited (“**Speedcast UK**”), Hermes Datacommunications International Limited (“**Hermes**”), are each direct subsidiaries of SpeedCast International Limited, (ACN: 600 699 241), a company organized under the laws of Australia (“**SpeedCast**”);
- 1.2 Speedcast, the ultimate parent company of the Company, is a party to a Syndicated Facility Agreement, dated May 15, 2018 (as amended, supplemented, amended and restated or otherwise modified from time to time prior to the date hereof, the “**Syndicated Facility Agreement**”), by and among, Speedcast, the other borrowers party thereto, the subsidiary guarantors party thereto from time to time, the lenders party thereto from time to time (the “**Syndicated Facility Lenders**”) and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent (the “**Administrative Agent**”).
- 1.3 It is a condition of the continued availability of facilities under the Syndicated Facility Agreement that the Company be required to grant:
 - 1.3.1 an amendment to the Syndicated Facility Agreement by and among, Speedcast, the other borrowers party thereto, the Company, the subsidiary guarantors thereto from time to time, the Syndicated Facility Lenders and the Administrative Agent in substantially the form attached hereto as Annex D (the “**Syndicated Facility Amendment Agreement**”); and
 - 1.3.2 a security agreement over English bank accounts of CapRock in favour of the Administrative Agent in connection with the Syndicated Facility Agreement in substantially the form attached hereto as Annex E (the “**SFA CapRock English Accounts Security Agreement**”),together, the (“**SFA Documents**”).
- 1.4 SpeedCast and certain of its subsidiaries and affiliates (the “**SpeedCast Group**”) are considering commencing cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”); and

- 1.5 The board of directors of the Company (the “**Directors**”) has, with the assistance of (i) financial advice from its financial advisors, (ii) legal advice from outside counsel and the general counsel to SpeedCast, and (iii) management of SpeedCast and the Company, fully considered each of the strategic alternatives available to the Company and has had the opportunity to ask questions about the materials presented by management and the legal and financial advisors of SpeedCast and the Company regarding the liabilities and liquidity of the Company and the strategic alternatives;
- 1.6 SpeedCast Communications, Inc. (the “**DIP Facility Borrower**” which is a subsidiary of SpeedCast Americas, Inc., a Delaware corporation (the “**U.S. Parent**”) and the US Parent being a subsidiary of SpeedCast) has negotiated the senior secured superpriority debtor-in-possession term loan credit agreement (together with the Exhibits and Schedules annexed thereto, the “**DIP Credit Agreement**”) in substantially the form attached hereto as **Annex A** (or on such other terms as any Authorised Representative (as herein defined), who may act alone, without the joinder of any other Authorised Representative, deems necessary, proper, or desirable), to be entered into by and among SpeedCast, the DIP Facility Borrower, the lenders from time to time party thereto (the “**DIP Lenders**”), and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent for the DIP Lenders (in such capacities, including any successor thereto, the “**Security Trustee**”), subject to approval by the Bankruptcy Court, which is necessary and appropriate to the conduct, promotion and attainment of the business of the Company (collectively, the “**DIP Financing**”); and
- 1.7 In support of the DIP Financing, the Company is required to enter into:
 - 1.7.1 a guarantee agreement (the “**Guarantee Agreement**”) between, among others, the Company, Speedcast UK Holdings UK Limited, Hermes Datacommunications International Limited (“**Hermes**”) and the Security Trustee in substantially the form attached hereto as **Annex B**;
 - 1.7.2 a bond and floating charge over the whole undertaking and assets (present and future) of the Company in favour of the Security Trustee in substantially the form attached hereto as **Annex C** (the “**Company Floating Charge**”);
 - 1.7.3 a security agreement over English bank accounts of CapRock in favour of the Security Trustee in connection with the DIP Credit Agreement (the “**SSCA CapRock English Accounts Security Agreement**”) in substantially the form attached hereto as **Annex E**;
 - 1.7.4 a certificate of the Company to be signed by a director or other authorised signatory of the Company, certifying and confirming various matters relating to the DIP Credit Agreement; (the “**Certificate**”) in substantially the form attached hereto as **Annex H**;
 - 1.7.5 an intercreditor agreement in connection with the Syndicated Facility Agreement dated 15 May 2018 and the DIP Credit Agreement between, among others, the Company, Hermes, Speedcast UK and the Security Trustee (the “**Intercreditor Agreement**”) in substantially the form attached hereto as **Annex G**; and
 - 1.7.6 a written resolution that had been circulated to the Security Trustee as sole member of the Company in accordance with the Articles of Association and the Companies Act 2006 in the form included at **Annex I** (the “**Written Shareholder Resolution**”),(together the “**DIP Loan Documents**”).

Capitalised terms used herein but not otherwise defined herein have the meaning given to such terms in the SFA Loan Documents or the DIP Loan Documents, as applicable.

- 1.8 In order for the Company to enter into the SFA Loan Documents and the DIP Loan Documents, a shareholder's resolution is required to be passed by the sole member of the Company, Credit Suisse AG, Cayman Islands Branch (being the Administrative Agent and Security Trustee) as registered holder of 116,179,683 issued ordinary shares of £1 each in the capital of the Company (which were transferred by Speedcast UK to the Security Trustee on 16 May 2018 by way of share pledge pursuant to a security agreement dated 15 May 2018 (the "**First Share Pledge**")).
- 1.9 Under Companies Act 2006 ("CA"), section 172, each director must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section.

2. **DECLARATION OF INTERESTS**

Each of the Directors has declared the nature and extent of their interests (direct or indirect), if any, in the transactions, arrangements and contracts with the Company contemplated by these resolutions, in accordance with sections 177, 182 and 185 of the Companies Act 2006, and the Company's Articles of Association, to the extent not previously declared under the relevant provisions, and it is noted that the Company's Articles provide that a director is an eligible director, entitled to vote and be counted in the quorum on a matter in which they are interested and that none of the Directors would otherwise be prevented from doing so had these resolutions been proposed at a Directors meeting.

3. **DOCUMENTS**

- 3.1 It is noted that a copy of the Syndicated Facility Agreement and each of the SFA Loan Documents, the DIP Credit Agreement and the DIP Loan Documents have been circulated to, and reviewed and considered by, the Directors for the purpose of considering the Company's entry into the SFA Loan Documents and the DIP Loan Documents .

4. **WRITTEN RESOLUTION**

It was noted that it was a condition precedent to the SFA Loan Documents and the DIP Loan Documents that the terms of, and the transactions contemplated by the SFA Loan Documents and the DIP Loan Documents to which the Company is a party, be approved by a resolution of the Security Trustee, as the Company's sole shareholder. It was accordingly RESOLVED that it be proposed to the shareholder that the Written Shareholder Resolutions should be passed as a written resolution of the Company. It was noted by the Directors that the Written Shareholder Resolution had been approved, signed and thereby duly passed by the Security Agent (acting by its proxy, Speedcast UK) being the sole shareholder of the Company entitled to vote, and the duly signed Written Resolution had been circulated to the Directors.

5. **CONSIDERATION OF COMPANY DOCUMENTS**

- 5.1 The Directors have carefully considered the entry by the Company into the SFA Loan Documents, the proposed chapter 11 filing of the Company and entry by the Company into the DIP Loan Documents (the "**Company Matters**"), the overall financial position of the SpeedCast Group, and their duties including the matters referred to in section 172(1) of the Companies Act 2006.
- 5.2 It is noted by the Directors that subject to the First Share Pledge, the Company is a subsidiary of SpeedCast UK and SpeedCast.
- 5.3 It is further noted by the Directors that the Company has the power to give effect to the Company Matters and to enter into the SFA Loan Documents and the DIP Loan Documents, and in particular has power to grant guarantees.

- 5.4 It is further noted by the Directors that, as disclosed in the, the Company's audited accounts, the Company relies on SpeedCast's shared service centre and the provision of services to and from SpeedCast and other entities within the SpeedCast Group, without which it may not be able to continue trading, and the Company expects to have access to financial support by way of longer term funding from SpeedCast to assist the Company to meet its financial obligations.
- 5.5 The Directors also carefully considered whether it was in the interests of and to the advantage of the Company and would be most likely to promote the success of the Company for the benefit of its members as a whole to give effect to the Company Matters. Having regard to:
- 5.5.1 the overall financial position of the SpeedCast Group;
- 5.5.2 the interrelated nature of the SpeedCast Group's operations and the Company's ongoing viability being dependent on the continued operations of the broader SpeedCast Group;
- 5.5.3 the fact that continued availability of loan facilities under the Syndicated Loan Facility would be beneficial to support the continued operation of the Company and this is facilitated by the Company granting the SFA Loan Documents and the DIP Loan Documents;
- 5.5.4 the fact that access to the loan proceeds under the DIP Credit Agreement would be beneficial to support the continued operation of the Company and this is facilitated by the Company commencing a chapter 11 case and execution, delivery and performance of the Company's obligations under the Guarantee Agreement in respect of the DIP Credit Agreement and the transactions and documents contemplated and evidenced by it; and
- 5.5.5 the fact that the resolution for the Company to file for chapter 11 of the Bankruptcy Code is conditional upon the board of directors of SpeedCast resolving to approve the chapter 11 filings of the SpeedCast Group.
- 5.6 The Directors then considered whether the net assets of the Company would be reduced by entry into the SFA Loan Documents and/or the DIP Loan Documents. The Directors considered the information on working capital, the prospective cashflows, and the effect of the grant of any guarantees and security under the SFA Loan Documents and/or the DIP Loan Documents, on the net assets of the Company. Having reviewed the financial position of the Borrower (its financial projections, its business plan and the proposed chapter 11 filing), the Directors considered that the Borrowers under the Syndicated Facility Agreement and the Borrower under the DIP Credit Agreement were likely to be able to repay or refinance their respective obligations under the Syndicated Facility Agreement and the DIP Credit Agreement when due, and that it was therefore unlikely in such circumstances that a claim would be made on the guarantees granted or to proposed to be granted by the Company and consequently, that it is unlikely that the security under any SFA Loan Document or DIP Loan Document would be enforced. The Directors noted that the Company did not, as a consequence, need to make an immediate provision in its accounts in respect of its contingent liability under the SFA Loan Documents and/or the DIP Loan Documents. The Directors concluded that the net assets of the Company would not be reduced by the grant of guarantees and security under any SFA Loan Document or DIP Loan Document.
- 5.7 Taking into account all of the foregoing, and the benefits the Company may obtain from entering into the SFA Loan Documents and the DIP Loan Documents, the Directors consider that the Company's execution of the SFA Loan Documents and the DIP Loan Documents, and the transactions contemplated by them would be most likely to promote the success of the Company for the benefit of its members as a whole, taking into account the interests of its creditors and other interested parties, and the Directors agree to make the resolutions listed in 6.1, 6.2, 6.3, 6.4 and 6.5 below.

6. **DIRECTORS' RESOLUTIONS**

Having carefully considered their duties and obligations pursuant to CA 2006, section 172:

6.1 SFA Loan Documents

IT IS HEREBY RESOLVED unanimously that

- 6.1.1 it is in the interests of the Company that loan facilities should continue to be made available to SpeedCast and other members of the SpeedCast Group, and that the benefit to the Company (as a subsidiary of SpeedCast) of the facilities being available is sufficient to make it in the best commercial interests of and to the advantage of the Company and most likely to promote the success of the Company for the benefit of its members as a whole, taking into account the interest of its creditors and other interested parties, for the Company to enter into the SFA Loan Documents;
- 6.1.2 the terms of, and transactions contemplated by, the SFA Loan Documents and the entry into the SFA Loan Documents by the Company be and are hereby approved, authorised, confirmed and ratified;
- 6.1.3 the authorisation of any one Director of the Company in the presence of a witness, or any two Directors or any Director and the Company Secretary, to execute as a deed and deliver the SFA Loan Documents on the Company's behalf and to agree such amendments, variations or modifications to the SFA Loan Documents as such authorised persons may in their absolute discretion think fit and to take any such other action or perform such other formalities on behalf of the Company as such authorised persons may consider appropriate or necessary in connection with the execution of the SFA Loan Documents be and is hereby approved, confirmed and ratified;
- 6.1.4 the authorisation of any Director on behalf of the Company to execute and to carry out any acts or approve any ancillary documents or side letters or deeds or such amendments, variations or modifications to any ancillary documents, side letters or deeds as he may in his discretion consider necessary or desirable in connection with the SFA Loan Documents and to execute the same on behalf of the Company be and is hereby approved, confirmed and ratified;
- 6.1.5 the authorisation of any one Director in the presence of a witness, or any two Directors or any Director and the Company Secretary, to execute on behalf of the Company any other documents required to be executed by the Company in connection with the SFA Loan Documents (including any document required to be executed as a deed) and to agree such amendments, variations or modifications to any or all of such other documents as such authorised persons may in their absolute discretion think fit and to take any such other action or perform such other formalities on behalf of the Company as such persons may consider appropriate or necessary in connection with the execution of such other documents be and is hereby approved, confirmed and ratified.

6.2 Commencement of Chapter 11 Cases

IT IS HEREBY RESOLVED unanimously that:

- 6.2.1 if the board of directors of SpeedCast resolves to approve the chapter 11 filings of the SpeedCast Group, it is desirable and in the best interests of the Company for the benefit of its members as a whole, its respective creditors, and other interested parties, that a petition be filed by or on behalf of the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and
- 6.2.2 if the board of directors of SpeedCast (the "**SpeedCast Board**") resolves to approve the chapter 11 filings of the SpeedCast Group, any director, the Company Secretary

and any agent authorised by the SpeedCast Board, including, in each case, Michael Healy, the Chief Restructuring Officer of SpeedCast (each an “**Authorised Representative**”), in each case, acting singly or jointly be, and are hereby, authorised, empowered, and directed, in the name and on behalf of the Company to execute, verify, and file petitions, schedules, statements, motions, lists, applications, pleadings, orders, and other documents or to cause the same to be executed and filed in the name and on behalf of the Company in the Bankruptcy Court at such time that the Authorised Representative executing the same shall determine, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers, and other professionals, and to take and perform any and all further acts and deeds which such Authorised Representative (who may act alone without the consent or joinder of any other Authorised Representative) deems necessary, proper, or desirable in connection with the Company's chapter 11 case (the “**Chapter 11 Case**”), including negotiating, executing, delivering, and performing any and all documents, agreements, certificates and instruments in connection with the successful prosecution of the Chapter 11 Case, including the professional retentions set forth in this resolution.

6.3 Debtor-in Possession Financing

IT IS HEREBY RESOLVED unanimously, that:

- 6.3.1 it is in the best interests of the Company and most likely to promote the success of the Company for the benefit of its members as a whole, its respective creditors, and other interested parties, that loan facilities should be made available to SpeedCast and other members of the SpeedCast Group, and for the Company to provide the guarantees and security required and to enter into the DIP Loan Documents;
- 6.3.2 the terms of, and transactions contemplated by, the DIP Loan Documents and the Company's entry into the DIP Loan Documents be and are hereby approved;
- 6.3.3 any one Director of the Company in the presence of a witness, or any two Directors or any Director and the Company Secretary, be and are hereby authorised to execute and deliver the DIP Loan Documents other than the Certificate (including any document required to be executed as a deed) on the Company's behalf and to agree such amendments, variations or modifications to any or all of the DIP Loan Documents as such authorised persons may in their absolute discretion think fit and to take any such other action or perform such other formalities on behalf of the Company as such authorised persons may consider appropriate or necessary in connection with the execution of the DIP Loan Documents;
- 6.3.4 any Director be and is hereby authorised on behalf of the Company to execute the Certificate and to carry out any acts or approve any ancillary documents or side letters or deeds or such amendments, variations or modifications to the Certificate or any ancillary documents, side letters or deeds as he may in his discretion consider necessary or desirable in connection with the DIP Loan Documents and to execute the same on behalf of the Company;
- 6.3.5 any one Director in the presence of a witness, or any two Directors or any Director and the Company Secretary, be and are hereby authorised on behalf of the Company to execute on behalf of the Company any other documents required to be executed by the Company in connection with the DIP Loan Documents (including any document required to be executed as a deed) and to agree such amendments, variations or modifications to any or all of such other documents as such authorised persons may in their absolute discretion think fit and to take any such other action or perform such other formalities on behalf of the Company as such persons may consider appropriate or necessary in connection with the execution of such other documents, such approval to be conclusively evidenced by the taking of such action by such authorised person.

6.4 Retention of Advisors

IT IS HEREBY RESOLVED unanimously, that:

- 6.4.1 the law firm of Weil, Gotshal & Manges LLP is hereby retained as counsel for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval;
- 6.4.2 the law firm of Herbert Smith Freehills is hereby retained as counsel for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval;
- 6.4.3 the firm of Moelis Australia Ltd is hereby retained as financial advisor for such Company Party in the Chapter 11 Cases, subject to Bankruptcy Court approval;
- 6.4.4 the firm of FTI Consulting, Inc. is hereby retained for such Company Party in the Chapter 11 Cases, subject to Bankruptcy Court approval; and
- 6.4.5 the firm of Kurtzman Carson Consultants LLC is hereby employed as claims, noticing and solicitation agent for such Company Party in the Chapter 11 Cases, subject to Bankruptcy Court approval.

6.5 General Authorisation and Ratification.

IT IS HEREBY RESOLVED unanimously, that:

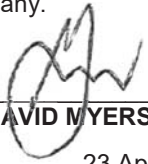
- 6.5.1 each Authorised Representative, acting alone, be, and is hereby, authorised, empowered and directed, for and on behalf of the Company, to do and perform all such acts and things and enter into, execute, acknowledge, deliver and file all such certificates, agreements, acknowledgments, instruments, contracts, statements and other documents and to take such further actions as such Authorised Representative may deem necessary or appropriate to effect the intent and accomplish the purposes of each of the foregoing resolutions, with the taking of any such action by such Authorised Representative being conclusive evidence that the same did meet such standards as set forth above; and
- 6.5.2 that any and all actions taken by any Authorised Representative prior to the date of adoption of the foregoing resolutions which would have been authorised by the foregoing resolutions but for the fact that such actions were taken prior to such date, be, and each hereby is, ratified, approved, confirmed and adopted as a duly authorised act of the Company in all respects and for all purposes.

Each Director confirms that in making these written resolutions he has carefully considered his obligations under section 172 of the Companies Act 2006 (CA 2006) to act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section including the interests of the Company's creditors and other interested parties.

7 REGISTRATIONS

It is further resolved that the Company Secretary be instructed to keep a written record of these resolutions and to complete the appropriate entries in the statutory books of the Company and to take all steps necessary to register and documents and arrange for any necessary forms to be completed and filed at Companies House.

In accordance with article 8.2 of the Company's articles of association, each of the Directors should sign and date below to signify their agreement to the passing of the foregoing Resolutions of the Directors of the Company.



PETER DAVID MYERS, Director

Date:.....23 April.....2020
(Australia)

DAVID ROSS, Director

Date:.....2020

In accordance with article 8.2 of the Company's articles of association, each of the Directors should sign and date below to signify their agreement to the passing of the foregoing Resolutions of the Directors of the Company.

PETER DAVID MYERS, Director

Date:.....2020



DAVID ROSS, Director

Date:.....22 April.....2020

(United Kingdom)

Fill in this information to identify the case:

Debtor name: CapRock UK Limited
 United States Bankruptcy Court for the Southern District of Texas
 (State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed ¹	Amount of unsecured claim		
					Total claim, if partially secured	Deduction value of collateral or setoff	Unsecured claim
1	INTELSAT CORPORATION PO BOX 847491 DALLAS, TX 75284-7491 US	703 559 8230 Billing.Inquiries@Intelsat.com	Supplier	N/A	\$ 44,842,908.91	TBD	\$ 44,842,908.91
2	INMARSAT GLOBAL LIMITED 99 CITY ROAD LONDON, EC1Y 1AX UK	SHIRIN DHALA 44 207 728 1578 VALENTINA.TSIALIATIDOU@INMARSAT.COM	Supplier	N/A	\$ 23,429,214.99	TBD	\$ 23,429,214.99
3	New Skies Satellites B.V. ROOSEVELTPLANTSOEN 4 THE HAGUE, KR 2517 NL	Francis Marquez-Credit/Collection Controller + 31 70 338 1997 francis.marquez@ses.com; sanjeev.ramcharan@ses.com; billing-nl@ses.com	Supplier	N/A	\$ 3,086,233.22	TBD	\$ 3,086,233.22
4	O3b Sales B.V. Johan van Oldenbarneveltlaan 5 The Hague, 2582 NE NL	Adam Ferneyhough-Accounts Receivable +31 (0)70 711 6500 ruy.sarmiento@o3bnetworks.com; billing@o3bnetworks.com; adam.ferneyhough@ses.com	Supplier	N/A	\$ 3,032,627.96	TBD	\$ 3,032,627.96
5	THRANE AND THRANE A/S TRADING AS COBHAM SATCOM Lundtoftegaardsvej 93 D Kongens Lyngby, 2800 DK	45 39 55 88 00 satcom.receivables@cobham.com	Supplier	N/A	\$ 2,705,519.62	TBD	\$ 2,705,519.62

¹ The Debtors are continuing to review their books and records with respect to claims and whether such claims are contingent, disputed or unliquidated. The Debtors reserve all rights to amend the amounts and designations herein.

Debtor CapRock UK Limited
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed ¹	Amount of unsecured claim		
					Total claim, if partially secured	Deduction value of collateral or setoff	Unsecured claim
6	ASIA SATELLITE TELECOMMUNICATIONS COMPANY LIMITED 12/F, Harbour Centre Hong Kong, HK	+61 (02) 8870 1400 syeung@asiasat.com; rtong@asiasat.com	Supplier	N/A	\$ 2,513,879.94	TBD	\$ 2,513,879.94
7	Intellian Technologies USA, Inc. 11 STUDEBAKER IRVINE, CA 92618 US	Julia Kim-Accountant +1-949-727-4498 ext. 1111 julia.kim@intelliantech.com; accounting.us@intelliantech.com	Supplier	N/A	\$ 2,074,106.16	TBD	\$ 2,074,106.16
8	McKinsey & Company Inc 555 California Street Suite 4800 SAN FRANCISCO, CA 94104 US	+1 415 981 0250	Professional Services	N/A	\$ 1,950,000.00	TBD	\$ 1,950,000.00
9	APT Satellite Company Limited 22 Dai Kwai Street, Tai Po Industrial Estate Hong Kong, HK	(852) 2600 2100 christine@apstar.com	Supplier	N/A	\$ 1,795,166.00	TBD	\$ 1,795,166.00
10	Eutelsat Asia Pte. Ltd. 8 Temasek Boulevard #15-02 Suntec Three Tower Singapore, 018981 SG	Mervyn EU ZHI YONG (65) 6808 2088 lngszeyim@eutelsat.com	Supplier	N/A	\$ 1,774,390.14	TBD	\$ 1,774,390.14
11	SES Government Solutions, Inc 11790 Sunrise Valley Drive, Suite 300 RESTON, VA 20191 US	Sefika Toker-AR Administrator (703) 610-0977 (571) 294-5132 sefika.toker@ses-gs.com; emily.mosso@ses-gs.com	Supplier	N/A	\$ 1,540,798.40	TBD	\$ 1,540,798.40
12	Satélites Mexicanos, S.A. de C.V. Avenida Paseo de la Reforma No. 222 Piso 20 y 21 MEXICO, ME 6600 MX	+52 (55) 2629 5800 jonathan.cortez@eutelsat.com	Supplier	N/A	\$ 1,443,546.06	TBD	\$ 1,443,546.06
13	INMARSAT SOLUTIONS B.V LOIRE 158-160, ENTRANCE B THE HAGUE, 2491 AL NL	+1 709 748 4280 AR.Inquiries@inmarsat.com	Supplier	N/A	\$ 1,384,472.78	TBD	\$ 1,384,472.78

Debtor CapRock UK Limited
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed ¹	Amount of unsecured claim		
					Total claim, if partially secured	Deduction value of collateral or setoff	Unsecured claim
14	TELESAT CANADA 1601 Telesat Court OTTAWA, ON K1B5P4 CA	613 748 0123 mvinnakota@telesat.com	Supplier	N/A	\$ 1,275,304.79	TBD	\$ 1,275,304.79
15	Eutelsat S.A. 70 Rue Balard PARIS, 75015 FR	Mervyn Eu zhi yong +33 15398 4747; +33 1 53 983752 credit@eutelsat.com; hzared@eutelsat.com; victor.perez@eutelsat.com	Supplier	N/A	\$ 1,224,044.70	TBD	\$ 1,224,044.70
16	SEATEL INC. PO BOX 100749 ATLANTA, GA 30384-0749 US	Sabine Brunner-Accounts Receivable 1 (925) 798 7979 Sabine.Brunner@cobham.com; satcom.concord.ar@cobham.com	Supplier	N/A	\$ 1,175,044.53	TBD	\$ 1,175,044.53
17	Iridium Satellite LLC 1750 Tysons Blvd, Suite 1400 McLean, VA 22102 US	1.703.287.7400 Wouter.Deknopper@iridium.com	Supplier	N/A	\$ 876,998.59	TBD	\$ 876,998.59
18	Sky Perfect JSAT Corp 1-14-14- Akasaka, Minato-Ku, Tokyo TOKYO, 107-0052 JP	Ken Kunita 81 3 5571 7770/ +852 3157 0722 kunita-ken@sptvjsat.com	Supplier	N/A	\$ 744,978.25	TBD	\$ 744,978.25
19	AIRBUS DEFENCE AND SPACE LTD Gunnels Wood Road STEVENAGE, HERTS SG1 2AS GB	44 (0) 1438 282828 kelly.hawkes@airbus.com; mark.mclauchlan@airbus.com	Supplier	N/A	\$ 673,000.01	TBD	\$ 673,000.01
20	Cobham Satcom Lundtoftegaardsvej 93D Kongens Lyngby, 2800 DK	6567952205 Geoff.Allsop@cobham.com;liga.liu @cobham.com	Supplier	N/A	\$ 636,857.48	TBD	\$ 636,857.48
21	AT&T PO BOX 105414 ATLANTA, GA 30348-5414 US	Shaun Feimster 800 724 9198 sf1615@att.com; brm-qa@cctools.att-mail.com	Supplier	N/A	\$ 597,526.57	TBD	\$ 597,526.57
22	Globalstar USA 1351 Holiday Square Blvd Covington, LA 70433 US	Jennifer Plaskus-Credit & Collections Supervisor 1-985-335-1534 jennifer.plaskus@globalstar.com	Supplier	N/A	\$ 510,038.21	TBD	\$ 510,038.21

Debtor CapRock UK Limited
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed ¹	Amount of unsecured claim		
					Total claim, if partially secured	Deduction value of collateral or setoff	Unsecured claim
23	Vodafone Fiji Ltd 168 Princes Road Tamavua, Suva, FJ	+64 21 361 063 (679) 331 2000 nazmin.nisha@vodafone.com	Supplier	N/A	\$ 492,655.17	TBD	\$ 492,655.17
24	TELESAT INTERNATIONAL LIMITED 4th. Floor, 80 Petty France London, SW1H 9EX GB	1-(908) 470-488 wmccabe@telesat.com	Supplier	N/A	\$ 488,861.50	TBD	\$ 488,861.50
25	RUSSIAN SATELLITE COMMUNICATIONS COMPANY 3A Bid,1, Nikoloyamskiy per. Moscow, 109289 RU	495 730 04 50 sco@rsc.ru	Supplier	N/A	\$ 426,832.12	TBD	\$ 426,832.12
26	COMTECH EF DATA LOCKBOX 9651 PO BOX 70280 PHILADELPHIA, PA 19176 US	Phil Lester-Credit Manager 1 480 333 2200 plester@comtechefdata.com; smorris@comtechefdata.com	Supplier	N/A	\$ 417,276.00	TBD	\$ 417,276.00
27	Telstra International 10, 11, 13, 14, 19/F TELECOM HOUSE, 3 GLOUCESTER ROAD WAN CHAI, HK	852 2983 3388 TGBilling@team.telstra.com	Supplier	N/A	\$ 380,316.30	TBD	\$ 380,316.30
28	LEVEL 3 COMMUNICATIONS PO BOX 910182 DENVER, CO 80291-0182 US	Michael Santschi 602 512 2513; 800-871-9244 michael.satnschi@centurylink.com ; Billing@centurylink.com	Supplier	N/A	\$ 376,906.28	TBD	\$ 376,906.28
29	TAMPNET UK LTD 38 Carden Place ABERDEEN, AB10 1UP GB	44 7467950265 finance.uk@tampnet.com	Supplier	N/A	\$ 357,179.52	TBD	\$ 357,179.52
30	INTELSAT GLOBAL SALES AND MARKETING LTD. BUILDING 5, CHISWICK PARK 555 CHISWICK HIGH ROAD LONDON, WV W4 5YF GB	+44 20 3036 6700, billing.inquiries@intelsat.com	Supplier	N/A	\$ 338,210.00	TBD	\$ 338,210.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	
	§	Chapter 11
	§	
SPEEDCAST INTERNATIONAL	§	
LIMITED, <i>et al.</i> ,	§	Case No. 20-_____ (___)
	§	
Debtors. ²	§	
	§	

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in SpeedCast International Limited (“**Parent**”) and its affiliated debtors (the “**Non-Parent Debtors**”), as proposed debtors and debtors in possession (collectively, the “**Debtors**”). The Debtors respectfully represent as follows:

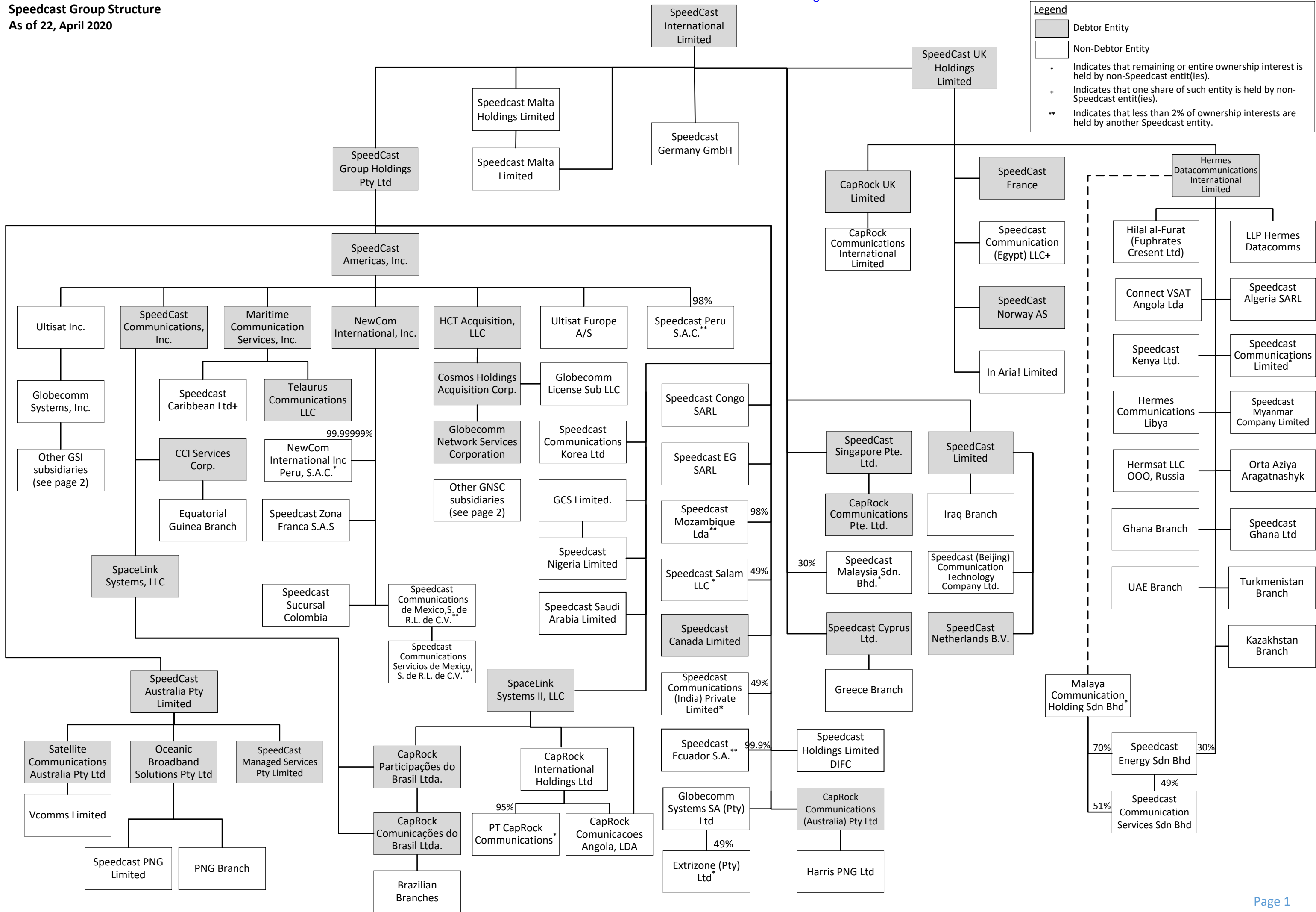
1. Each Debtor listed in **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
2. Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.
3. Equity in Parent is represented by ordinary shares, 14.01% held by Portsea Asset Management, 9.90% held by DS Investments, 6.02% held by Perennial Value Management, 5.61% owned by affiliates of The Goldman Sachs Group Inc., 5.23% held by Crown Ocean Capital, and 59.23% widely held by other shareholders in the aggregate.

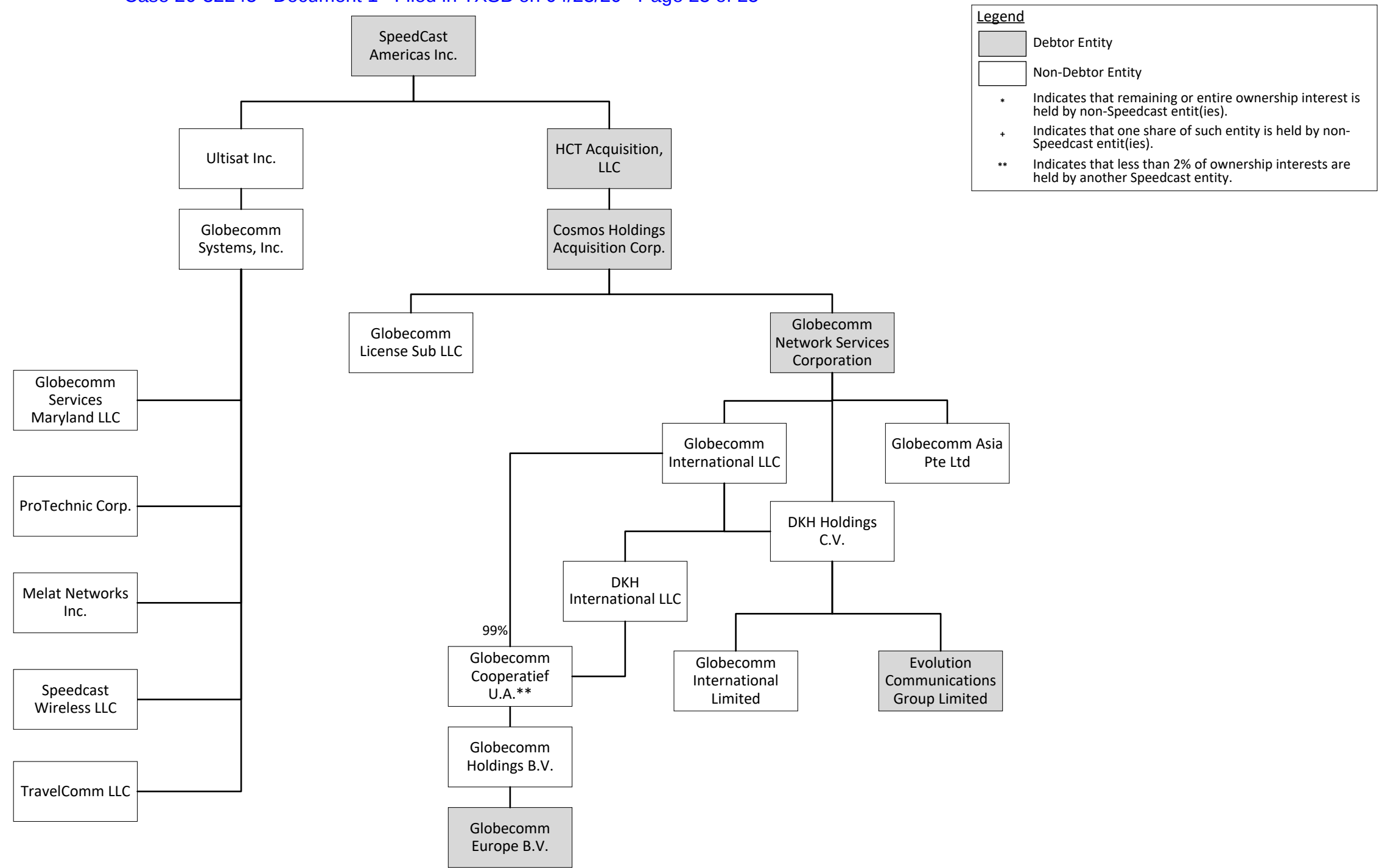
² A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://www.kcellc.net/speedcast>. The Debtors’ service address for the purposes of these chapter 11 cases is 4400 S. Sam Houston Parkway East, Houston, Texas 77048.

Exhibit A

Organizational Chart

Speedcast Group Structure
As of 22, April 2020





**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
CAPROCK UK LIMITED	§	Case No. 20-_____ (___)
	§	
Debtor.	§	
	§	

LIST OF EQUITY HOLDERS

Pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having an equity ownership interest in the above-captioned debtor.

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
SpeedCast UK Holdings Limited First Floor Templeback, 10 Temple Back Bristol, BS1 6FL, United Kingdom	Ordinary Shares	100%

Fill in this information to identify the case and this filing:

Debtor name: CapRock UK Limited
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (If known): _____

Official Form 202Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule* _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration* Consolidated Corporate Ownership Statement and List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/23/2020
MM / DD / YYYY

x

/s/ Michael Healy
 Signature of individual signing on behalf of debtor

Michael Healy
 Printed name

Chief Restructuring Officer
 Position or relationship to debtor