

## Attachment 1

### **Response to Question 8: Description of Authorization Requested**

X5 OpCo LLC (“X5 OpCo”) seeks authorization under Section 214 of the Communications Act of 1934, as amended, to provide international resold services to all international points except countries included on the FCC’s Exclusion List.

### **Response to Question 9: Request for Streamlined Processing (Section 63.12)**

This application qualifies for streamlined processing pursuant to Section 63.12(c) of the Commission’s rules.<sup>1</sup> X5 OpCo is not a foreign carrier and is not affiliated with any foreign carriers.

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<sup>1</sup> 47 C.F.R. § 63.12.

## Attachment 2

### Response to Question 14: Ownership Information and Interlocking Directorates

#### **Ownership Information**

The following entities will hold a direct or indirect ten percent or greater equity ownership interest in X5 OpCo LLC:

#### **Equity Ownership of X5 OpCo LLC:**

X5 Holdings LLC  
c/o NewSpring Holdings LLC  
555 E. Lancaster Ave, Suite 444  
Radnor, PA 19087  
Delaware Limited Liability Company  
Equity Interest: 100% direct interest in X5 OpCo LLC

#### **Equity Ownership of X5 Holdings LLC:**

X5 Partners LLC  
c/o NewSpring Holdings LLC  
555 E. Lancaster Ave, Suite 444  
Radnor, PA 19087  
Delaware Limited Liability Company  
Equity Interest: 75.9% direct interest in X5 Holdings LLC; 75.9% indirect interest in X5 OpCo LLC

Greg Forrest  
555 E. Lancaster Ave, Suite 444  
Radnor, PA 19087  
Citizenship: U.S.  
Equity Interest: 11.0% direct interest in X5 Holdings LLC<sup>2</sup>; 11.0% indirect interest in X5 OpCo LLC

#### **Equity Ownership of X5 Partners LLC**

NewSpring Holdings LLC  
555 E. Lancaster Ave, Suite 444  
Radnor, PA 19087  
Delaware Limited Liability Company  
Equity Interest: 70.4% direct interest in X5 Partners LLC; 53.4% indirect interest in X5 OpCo LLC

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<sup>2</sup> Mr. Forrest holds a 10.0% direct interest in X5 Holdings LLC, and holds a 1.0% interest in trust through an Individual Retirement Account.

NewSpring Holdings Parallel LLC  
555 E. Lancaster Ave, Suite 444  
Radnor, PA 19087  
Delaware Limited Liability Company  
Equity Interest: 29.6% direct interest in X5 Partners LLC; 22.5% indirect interest in X5 OpCo LLC

**Equity Ownership of NewSpring Holdings LLC:**

Ohana Holdings, LLC  
720 University Avenue, Suite 200  
Los Gatos, CA 95032  
Delaware Limited Liability Company  
Equity Interest: 23.8% direct interest in NewSpring Holdings LLC; 12.8% indirect interest in X5 OpCo LLC

The Pierre M. Omidyar Trust  
Pierre M. Omidyar, Trustee (US Citizen)  
Michael G. Mohr, Trustee (US Citizen)  
720 University Avenue, Suite 200  
Los Gatos, CA 95032  
Equity Interest: 100% direct interest in Ohana Holdings, LLC; 12.8% indirect interest in X5 OpCo LLC

**Equity Ownership of NewSpring Holdings Parallel LLC:**

KFF Investments, LLC  
c/o 1888 Management LLC  
P.O. Box 5004  
Wichita, KS 67201  
Delaware Limited Liability Company  
Equity Interest: 98.0% direct interest in NewSpring Holdings Parallel LLC; 22.0% indirect interest in X5 OpCo LLC.

Based on the foregoing, no other individual or entity has a direct or indirect 10% or greater equity interest in X5 OpCo LLC.

X5 OpCo LLC is ultimately controlled by NewSpring Holdings Management Company LLC (“NSHMC”). NSHMC is a Non-Member Manager of X5 Partners LLC and a Member Manager of NewSpring Holdings LLC and NewSpring Holdings Parallel LLC. NSHMC is a Delaware limited liability company with its address at 555 E. Lancaster Avenue, Suite 444, Radnor, PA 19087. NSHMC is managed by Walter P. Maner and James Ashton. Both of these individuals are U.S. citizens. Messrs. Maner and Ashton have an address at 555 E. Lancaster Avenue, Suite 444, Radnor, PA 19087.

**Interlocking Directorates**

X5 OpCo does not have any interlocking directorates.

**Response to Question 15: Section 214 Authority**

Section 63.18(d)

X5 OpCo does not hold any international authorizations pursuant to Section 214.

Section 63.18(e)(3)

Not applicable.

63.18(g)

Not applicable.