

## ATTACHMENT 1

### Answer to Question 10

Correspondence concerning this application should be sent to the following legal counsel:

For Syniverse Technologies, Inc., the international Section 214 Holder, and Syniverse Holdings, Inc., the Transferor:

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For Buccaneer Holdings, Inc., the Transferee:

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Neither the Transferor nor Transferee itself has received authority under Section 214 of the Act.

### Answer to Question 11

By this application, Syniverse Holdings, Inc. (“Syniverse Holdings”) and Buccaneer Holdings, Inc. (“Buccaneer”) seek Commission consent to transfer control of Syniverse Technologies, Inc. (“Syniverse”) from Syniverse Holdings to Buccaneer.

Following the consummation of the proposed transaction, Carlyle Partners V, L.P., together with affiliated investment partnerships (collectively, the “Carlyle Partnerships”), will hold 100 percent of the equity and voting interests in Buccaneer.<sup>1</sup> Although the exact equity ownership to be held by each of the Carlyle Partnerships is not yet finalized, it is anticipated that only Carlyle Partners V, L.P. will hold a direct or indirect equity interest in Buccaneer of greater than 10 percent.

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<sup>1</sup> The Carlyle Partnerships include: Carlyle Partners V, L.P.; Carlyle Partners V-A, L.P.; CP V Coinvestment A, L.P.; and CP V Coinvestment B, L.P. Each of these entities is an investment fund.

The name, principal business, address, citizenship, and ownership interest in Buccaneer of Carlyle Partners V, L.P. are as follows:

Name: Carlyle Partners V, L.P.  
Principal Business: Investment Fund  
Address: c/o The Carlyle Group  
1001 Pennsylvania Avenue, N.W., Suite 220S  
Washington, D.C. 20004.  
Citizenship: Delaware  
Ownership Interest: Greater than 90%

Carlyle Partners V, L.P., and each of the other Carlyle Partnerships, is controlled by TC Group V, L.P. as sole general partner.<sup>2</sup> The name, principal business, address, citizenship, and ownership interest in Buccaneer of TC Group V, L.P. are as follows:

Name: TC Group V, L.P.  
Principal Business: Holding Entity  
Address: c/o The Carlyle Group  
1001 Pennsylvania Avenue, N.W., Suite 220S  
Washington, D.C. 20004.  
Citizenship: Delaware  
Ownership Interest: 100%

The sole general partner of TC Group V, L.P. is TC Group V Managing GP, L.L.C.<sup>3</sup> The name, principal business, address, citizenship, and ownership interest in Buccaneer of TC Group V Managing GP, L.L.C. are as follows:

Name: TC Group V Managing GP, L.L.C.  
Principal Business: Holding Entity  
Address: c/o The Carlyle Group  
1001 Pennsylvania Avenue, N.W., Suite 220S  
Washington, D.C. 20004.  
Citizenship: Delaware  
Ownership Interest: 100%

The sole member of TC Group V Managing GP, L.L.C. is TC Group, L.L.C. The name, principal business, address, citizenship, and ownership interest in Buccaneer of TC Group, L.L.C. are as follows:

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<sup>2</sup> Carlyle Partners V, L.P. and the other Carlyle Partnerships also have limited partners. These limited partners are U.S. and non-U.S. passive institutional investors generally with no rights of management or control over the investment activities of each Carlyle Partnership. None of these limited partners will hold a direct or indirect equity or voting interest in Buccaneer equal to or greater than 10 percent.

<sup>3</sup> TC Group V, L.P. also has limited partners, none of which will hold a direct or indirect equity or voting interest in Buccaneer equal to or greater than 10 percent.

Name: TC Group, L.L.C.  
Principal Business: Investment Firm  
Address: c/o The Carlyle Group  
1001 Pennsylvania Avenue, N.W., Suite 220S  
Washington, D.C. 20004.  
Citizenship: Delaware  
Ownership Interest: 100%

The managing member of TC Group, L.L.C. is TCG Holdings, L.L.C.<sup>4</sup> The name, principal business, address, citizenship, and ownership interest in Buccaneer of TCG Holdings, L.L.C. are as follows:

Name: TCG Holdings, L.L.C.  
Principal Business: Investment Firm  
Address: c/o The Carlyle Group  
1001 Pennsylvania Avenue, N.W., Suite 220S  
Washington, D.C. 20004.  
Citizenship: Delaware  
Ownership Interest: 100%

TCG Holdings is managed by a committee comprised of three managing members: William E. Conway, Jr., Daniel A. D’Aniello, and David M. Rubenstein.<sup>5</sup> Each of these individuals is a U.S. citizen, and may be reached care of The Carlyle Group at 1001 Pennsylvania Avenue, N.W., Suite 220S, Washington, D.C. 20004.

There are no other 10 percent or greater direct or indirect interest holders in the Transferee. None of the entities identified above has interlocking directorates with foreign carriers. Exhibits B and C contain organizational charts showing the ownership structure of the Transferee pre- and post-transaction.

**Answer to Question 13**

By this application, Syniverse Holdings and Buccaneer seek Commission consent to transfer control of Syniverse from Syniverse Holdings to Buccaneer.

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<sup>4</sup> TC Group, L.L.C. has additional, non-managing members, none of which will hold a direct or indirect equity or voting interest in Buccaneer equal to or greater than 10 percent.

<sup>5</sup> In addition, approximately 90 individuals or entities are non-managing members of, and hold equity interests in, TCG Holdings. None of these non-managing members will hold a direct or indirect equity or voting interest in Buccaneer equal to or greater than 10 percent.

## **I. THE PARTIES**

Syniverse Technologies, Inc., the international Section 214 Holder, is a Delaware corporation with principal offices located at 8125 Highwoods Palm Way, Tampa, FL 33647-1776. Syniverse provides technology services to wireless telecommunications companies worldwide, which enable wireless carriers to provide their customers with enhanced wireless services including national and international wireless voice and data roaming, caller ID, Short Message Service messaging, wireless number portability, and wireless data content. Syniverse is a wholly-owned subsidiary of Syniverse Holdings, Inc., and holds the international Section 214 authorization identified in the form attached hereto. However, Syniverse does not currently provide any services on a common carrier basis, and has no customers that are currently being served pursuant to its international Section 214 authorization.

Syniverse Holdings, Inc., the Transferor, is a Delaware corporation with principal offices located at 8125 Highwoods Palm Way, Tampa, FL 33647-1776. Syniverse Holdings is a holding company that holds all of the equity and voting interests in Syniverse. Syniverse Holdings does not itself hold any Commission authorization or provide any service to customers.

Buccaneer Holdings, Inc., the Transferee, is a Delaware corporation and may be reached care of The Carlyle Group at 1001 Pennsylvania Avenue, N.W., Suite 220S, Washington, D.C. 20004. Buccaneer is a newly-formed holding company created to facilitate the acquisition of Syniverse and Syniverse Holdings by the Carlyle Partnerships, which are affiliated with The Carlyle Group (“Carlyle”). Carlyle is a global alternative asset manager. As of June 30, 2010, Carlyle had more than \$90 billion of assets under management committed to 66 funds, and had invested \$61.2 billion of equity in 983 transactions since its founding in 1987. Carlyle has a proven track record of successful investments in the telecommunications sector and has enabled many of the companies in its portfolio to access efficient sources of capital over time.

## **II. DESCRIPTION OF THE PROPOSED TRANSACTION**

Syniverse Holdings, Buccaneer, and Buccaneer Merger Sub, Inc. are party to an Agreement and Plan of Merger (“Agreement”), dated October 28, 2010. Pursuant to the Agreement, Buccaneer Merger Sub, Inc. (a Delaware corporation and wholly-owned subsidiary of Buccaneer formed for the sole purpose of completing the merger) will merge with and into Syniverse Holdings, with Syniverse Holdings as the surviving entity. As a result of the merger, Syniverse Holdings will become a wholly-owned, direct subsidiary of Buccaneer, and Syniverse will become a wholly-owned, indirect subsidiary of Buccaneer.

The proposed transaction is contingent upon the receipt of the required regulatory approvals, among other things. As noted above, Syniverse does not currently provide any services on a common carrier basis, and has no customers that are currently being served pursuant to its international Section 214 authorization. Accordingly, no customers would be affected by the proposed transaction.

### **III. PUBLIC INTEREST BENEFITS OF THE PROPOSED TRANSACTION**

Grant of this application would serve the public interest without any countervailing public interest harms. Upon completion of the proposed transaction, Syniverse and Syniverse Holdings will be owned and controlled by investment funds associated with Carlyle, a global alternative asset manager. As of June 30, 2010, Carlyle had more than \$90 billion of assets under management committed to 66 funds, and had invested \$61.2 billion of equity in 983 transactions since its founding in 1987. Carlyle has a proven track record of successful investments in the telecommunications sector and has enabled many of the companies in its portfolio to access efficient sources of capital over time. Carlyle is committed to the continued success of Syniverse. At the same time, the proposed transaction should not raise public interest concerns, and, in particular, would not result in the consolidation of any domestic or international telecommunications markets, or otherwise have an adverse impact on competition in any such market.

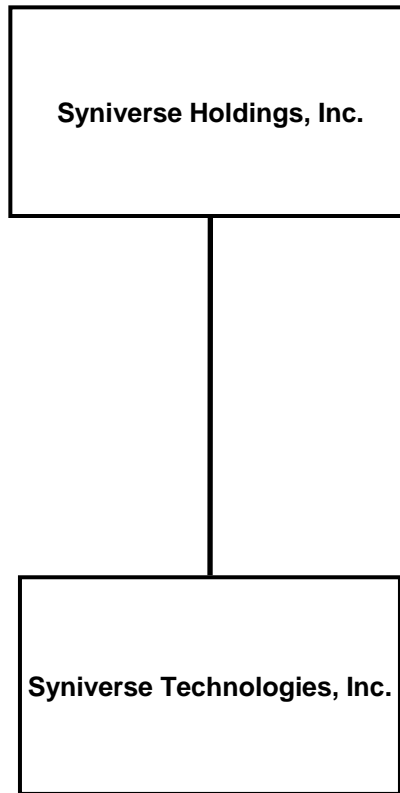
#### **Answer to Question 20**

This Application is eligible for streamlined processing pursuant to Section 63.12(c) of the Commission's rules, 47 C.F.R. § 63.12(c), as: (1) neither the Transferee nor any affiliate is a foreign carrier or affiliated with a foreign carrier; and (2) neither the Transferee nor any affiliate is affiliated with any dominant U.S. carrier whose international switched or private line services it seeks authority to resell.

# **EXHIBIT A**

## **Syniverse Organizational Structure Pre-Transaction**

**100% Equity Ownership**

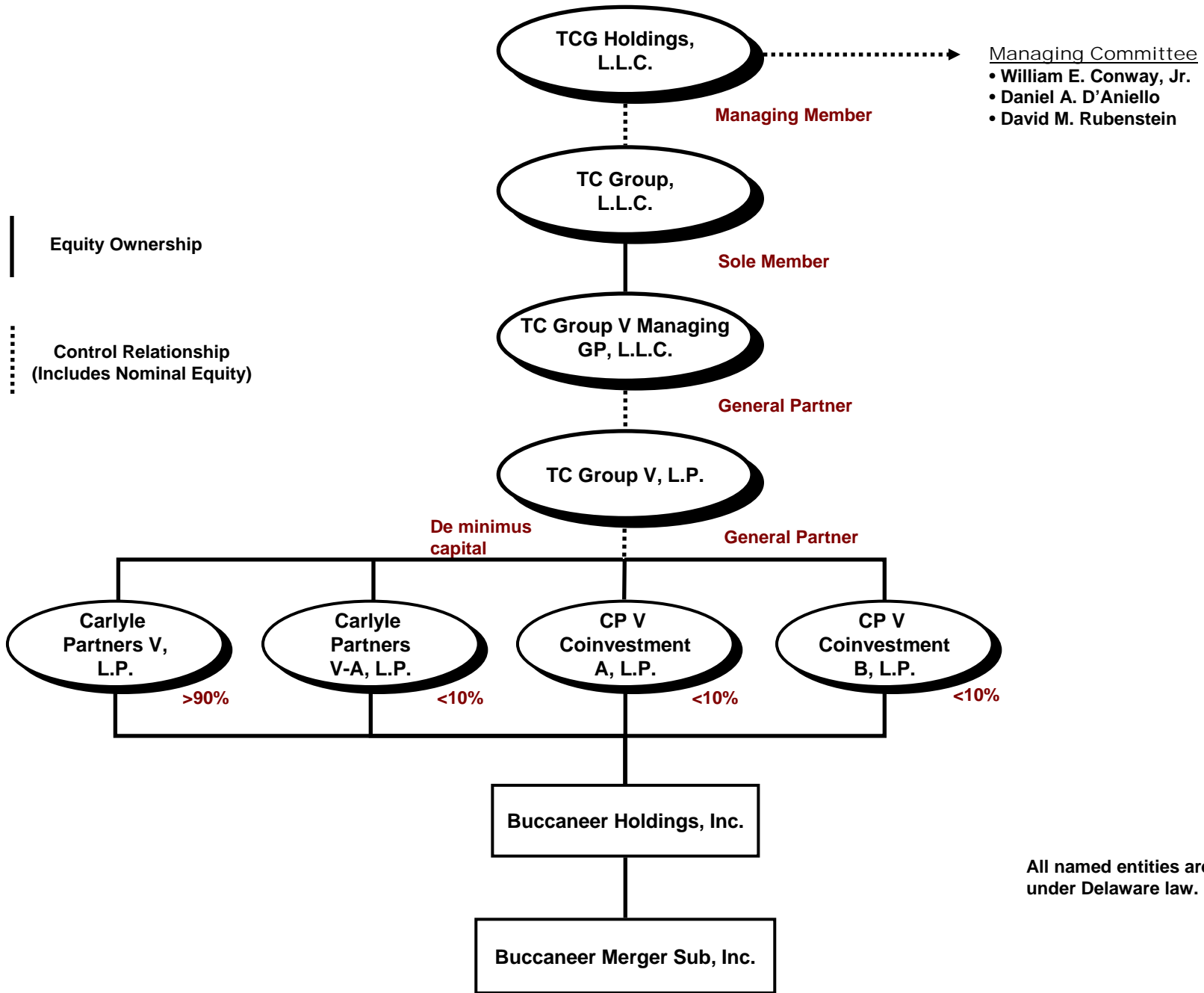


**All named entities are organized under Delaware law.**

## **EXHIBIT B**

### **Buccaneer Organizational Structure Pre-Transaction**





All named entities are organized under Delaware law.

## **EXHIBIT C**

### **Syniverse Organizational Structure Post-Transaction**

