

ATTACHMENT 1

NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Communications Act”), 47 U.S.C. § 214, and Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24, The People’s Operator Holdings Limited (“TPO Holdings”) and The People’s Operator (US) LLP (“TPO (US) LLP”) hereby notify the Commission of a *pro forma* transfer of control of the domestic and international Section 214 authorizations held by The People’s Operator USA, LLC (“TPO USA”) from TPO Holdings to TPO (US) LLP, a United Kingdom limited liability partnership.¹

The Transfer: This transfer of control took place in connection with an internal corporate restructuring that was completed on July 20, 2015. The purpose of the restructuring was to facilitate and enable the commitment of TPO USA to ultimately direct twenty five percent (25%) of its profits to charitable causes. Prior to the restructuring, TPO USA was a wholly-owned subsidiary of TPO Holdings. The restructuring entailed the creation of TPO (US) LLP as a subsidiary of TPO Holdings and the transfer of the ownership interests of TPO USA held by TPO Holdings to TPO (US) LLP. Thus, direct control of TPO USA transferred from TPO Holdings to TPO (US) LLP. The restructuring thus inserted a new subsidiary between TPO Holdings and TPO USA. There was, however, no ultimate change in control.

¹ TPO USA holds an international Section 214 authorization for global resale a granted under FCC File No. ITC-214-20141219-00324. See International Authorizations Granted, *Public Notice*, Rep. No. TEL-01741 (rel. Jul. 9, 2015) (global resale authorization). TPO USA also provides domestic common carrier service pursuant to the blanket Section 214 authorization granted under Section 63.01 of the Commission’s rules.

As a result of the transaction, TPO (US) LLP is entitled to receive all of the profits of TPO USA. TPO Holdings contributed 90.9% of the capital of TPO (US) LLP and is entitled to receive seventy-five percent of the profits of TPO (US) LLP. The other twenty-five percent of the profits of TPO (US) LLP will be directed initially to TPOF (US) Limited, a private limited company incorporated in England and Wales that contributed 9.1 % of the capital of TPO (US) LLP. TPOF (US) Limited in turn is 100% owned by The TPO (US) Foundation, a private company limited by guarantee incorporated in England and Wales. The TPO (US) Foundation will direct that all of its funds go to the TPO Charitable Foundation, a District of Columbia nonprofit corporation, which will identify the charities to which 25% of TPO US profits will be directed. This structure mirrors the structure that is used in the United Kingdom to distribute to charities the profits of a UK wireless provider. Pre- and post-transaction structure charts are attached hereto.

Pro Forma Nature of Transfer of Control: The instant transaction qualifies for *pro forma* transfer procedures because The People's Operator PLC, through its wholly-owned subsidiary TPO Holdings, held ultimate control of the TPO USA prior to the transaction and retains ultimate control over the TPO USA after the transaction.

In compliance with Section 63.24(f), the following information is provided:

(1) Name, address and telephone number of each party:

Transferor:

The People's Operator Holdings Limited
40 Underwood Street
London N1 7JQ
United Kingdom
+44 2072516648

Transferee:

The People's Operator (US) LLP
40 Underwood Street
London N1 7JQ
United Kingdom
+44 2072516648

(2) Government, state or territory under the laws of which each corporate or partnership party is organized

TPO Holdings and TPO (US) LLP are organized under the laws of England and Wales.

(3) Name, title, post office address, and telephone number of the officer or contact point of each party to whom correspondence concerning this notification is to be addressed:

For the Transferor and the Transferee:

Michael Pryor
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004
Tel. (202) 776-2339
Fax (202) 842-7899
Email mpryor@cooley.com

(4) Statement as to whether the parties have previously received authority under Section 214 of the Act.

TPO USA holds international Section 214 authorization for global resale granted under FCC File No. ITC-214-20141219-00327. TPO USA also holds domestic Section 214 authorization granted under the blanket authorization provision of Section 63.01 of the Commission's rules. 47 C.F.R. § 63.01. The authorizations remain with TPO USA.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:

The following entities own 10% or more of the Transferee, TPO (US) LLP

The People's Operator Holdings Limited ("TPO Holdings")
40 Underwood Street
London N1 7JQ
United Kingdom
Telephone: +44 2072516648
Ownership: 75%
Principal Business: Holding Company
Citizenship: England and Wales

TPOF (US) Limited ("TPOF")
40 Underwood Street
London N1 7JQ
United Kingdom
Telephone: +44 2072516648
Ownership: 25%
Principal Business: Holding Company
Citizenship: England and Wales

The following entities own 10% or more of TPOF

The TPO (US) Foundation
40 Underwood Street
London N1 7JQ
United Kingdom
Telephone: +44 (0)207 451 4496
Ownership: 100%
Principal Business: Charitable Foundation

The following entities own 10% or more of the Transferor, TPO Holdings

The Peoples Operator PLC ("TPO PLC")
40 Underwood Street
London, N1 7JQ
United Kingdom
Telephone: +44 2072516648
Ownership: 100%
Principal Business: Holding Company

The following entities/persons each will own 10% or more of TPO PLC upon the completion of the administration of the estate of Andrew Rosenfeld.² Each is a citizen of the United Kingdom and each will own 11.2 percent of TPO PLC

Name: Juliet Georgina Lucy Rosenfeld
Principal Business: Psychotherapist
Address: 16 Park Square East
London, NW1 4LH
United Kingdom
Telephone: +44 (0)7939 565 502

Name: James Oliver Rosenfeld
Principal Business: Real Estate Investment Analyst
Address: Apartment 1, Paramount House
168 Wardour St.
London, W1F 8ZX
United Kingdom
Telephone: +44 (0)207 451 4496

Name: Matthew Harry Rosenfeld
Principal Business: Real Estate Investment Analyst
Address: Apartment 1, Paramount House
168 Wardour St.
London, W1F 8ZX
United Kingdom
Telephone: +44 (0) 207 220 2500

Name: Joanna Sarah Rosenfeld
Principal Business: Actress
Address: 19 Broadlands Road
London, N6 4AE
United Kingdom
Telephone: +44 (0) 208 347 6949

Name: Naomi Rebecca Rosenfeld
Principal Business: N/A
Address: 19 Broadlands Road
London, N6 4AE
United Kingdom
Telephone: +44 (0)208 347 6949

No other entity directly or indirectly owns 10% or more of TPO USA.

² As reflected in supplements filed on March 10, 2015, and March 11, 2015, in connection with ITC-214-20141219-00327, Mr. Rosenfeld, who owned 56.13 percent of the shares of TPO PLC, passed away unexpectedly on February 8, 2015, at which time his shares passed into his estate.

Interlocking directorates with a foreign carrier. The following officers and/or directors of TPO USA are also officers and/or directors of TPO PLC, which indirectly controls The People's Operator (UK) LLP, a non-dominant, wireless reseller in the United Kingdom.

Mark Alexander Epstein
35 Chelmsford Road
London, E18 2PW
United Kingdom
Citizenship: UK

Jimmy Donal Wales
140 Island Way #294
Clearwater Beach, Florida 33767
Citizenship: USA

Matthew Christopher Lea
116 Fawe Park Road
London, SW15 2EQ
United Kingdom
Citizenship: UK

There are no other interlocking directorates.

(6) Certification as to nature of the transaction:

The parties certify that the transfer of control described herein was *pro forma* and that, together with all previous *pro forma* transactions, it does not result in a change in the actual controlling party.

(7) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the notification is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

The parties hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of thier knowledge, information, and belief, no party to this notification is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.