APPLICATION FOR TRANSFER OF CONTROL OF INTERNATIONAL SECTION 214 AUTHORIZATION

Mobile X Global, Inc. ("Mobile X," "Authorization Holder," or "Transferor") and CONX Wireless Holdings, LLC ("CONX Wireless Holdings" or "Transferee") (Mobile X and CONX Wireless Holdings together, the "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act"), and Sections 63.12 and 63.24 of the Federal Communications Commission's ("Commission") rules (the "Rules"), 47 C.F.R. §§ 63.12, 63.24, request Commission approval to transfer ownership and control of Mobile X to CONX Wireless Holdings (the "Transaction").

I. Description of the Applicants.

A. Authorization Holder and Transferor – Mobile X Global, Inc.

Mobile X is a mobile virtual network operator ("MVNO") that obtained its global international resale authorization under Section 214 of the Communications Act of 1934, as amended, in September 2022.[1] Mobile X began commercial operations in 2023 and delivers its resold mobile telephony services through independent wireless dealers and downloadable iPhone or Android apps. Service is available direct-to-consumer via the company website, through independent dealers, and in Walmart stores throughout the United States. Mobile X offers services based on subscriber usage patterns, employing an innovative, proprietary algorithm incorporating artificial intelligence to create optimized, customer-specific service plans tailored to each user's needs. This results in substantially reduced costs for consumers while ensuring they receive reliable speed and service through the underlying wireless capacity provider. In the

[1] *See* ICFS File No. ITC-214-20210707-00105 (granted Sept. 14, 2022).

year following its launch, Mobile X service was awarded an Editor's Choice designation in *PCMag*.[2] The company currently has approximately 107,000 paid subscribers.

Mobile X was founded by Peter Adderton, a citizen of Australia who has been a permanent resident of the United States for 25 years. Mr. Adderton initially controlled about 61% of the equity and voting interests in Mobile X, but his stake has declined incrementally since then and would be reduced to approximately 19% as a result of the Transaction. Mobile X is officially headquartered in Orange County, California, but operates virtually with key personnel located in other parts of the United States.

B. Transferee – CONX Wireless Holdings, LLC

CONX Wireless Holdings is a Colorado limited liability company. CONX Wireless Holdings will directly hold 60.93% of the equity and voting interests in Mobile X. CONX Wireless Holdings' address is 5701 S. Santa Fe Drive, Littleton, Colorado 80120.

CONX Corp. ("CONX") is a Nevada corporation. It is a vehicle for investing in telecommunications companies. CONX will hold its interest in Mobile X through CONX Wireless Holdings, its direct wholly owned subsidiary. CONX's address is 5701 S. Santa Fe Drive, Littleton, Colorado 80120.

nXgen Opportunities, LLC ("nXgen") is a Colorado limited liability company that directly owns 99.3% of CONX. Its address is 5701 S. Santa Fe Drive, Littleton, Colorado 80120.

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[2] Iyaz Akhtar, *MobileX eSIM Review*, *PC Mag*, https://www.pcmag.com/reviews/mobilex-esim (Nov. 12, 2024).

Charles W. Ergen is a U.S. citizen, the Chairman of CONX, and a member of nXgen. His address is 5701 S. Santa Fe Drive, Littleton, Colorado 80120. Mr. Ergen owns 90% of nXgen. Mr. Ergen also controls EchoStar Corporation and is well known to the Commission.[3]

II. Description of the Transaction.

This application seeks the Commission's approval to transfer control of Mobile X, holder of an international Section 214 authorization, to CONX Wireless Holdings. Mobile X is today majority-owned and controlled by Peter Adderton, an Australian citizen. The contemplated transfer of control will be effected by merging CONX Wireless, LLC, a Colorado limited liability company and direct wholly owned subsidiary of CONX Wireless Holdings, with and into Mobile X, with Mobile X surviving as a majority-owned subsidiary of CONX Wireless Holdings. Immediately following the closing of the Transaction, CONX Wireless Holdings will hold 60.93% of the equity and voting interests in Mobile X, and Peter Adderton will hold 19.42% of the equity and voting interests in Mobile X. The remaining 19.65% of the equity and voting interests in Mobile X will be held by other shareholders, with no other shareholder holding ten percent or more of the outstanding interests. CONX Wireless Holdings is majority-

[3] *Applications of AT&T Mobility II LLC and EchoStar Corporation for Consent to Assign Licenses*, Memorandum of Opinion and Order, DA 26-470, WT Docket No. 25-303, ¶ 18 (May 12, 2026) ("EchoStar and its subsidiaries and affiliates previously and repeatedly have been found qualified to hold Commission licenses"); *Applications of Liberty Latin America Ltd. and DISH Network Corporation for Consent to Assignment of Spectrum Licenses, Assets, and Customers of DISH Network Corporation to Liberty Latin America Ltd. in Puerto Rico and the U.S. Virgin Islands*, Memorandum of Opinion and Order and Declaratory Ruling, 39 FCC Rcd. 8772, 8776 ¶ 11 (2024) ("No party has raised an issue regarding the basic qualifications of Liberty or DISH. Accordingly, we find that there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications of these Applicants under the Act and our rules, regulations, and policies.").

owned and controlled by Charles W. Ergen, an American citizen, through intermediaries CONX Corp., a Nevada corporation, and nXgen Opportunities, LLC, a Colorado limited liability company.

After consummation of the Transaction, Mobile X will continue to operate under the same name and provide services pursuant to existing rates, terms, and conditions for the near term. Any future changes to the rates, terms and conditions of service will be undertaken pursuant to customers' contracts and applicable law. Additionally, after the consummation of the Transaction, senior members of Mobile X's management team are expected to continue with Mobile X and be involved in its day-to-day operations.

III. Public Interest Statement

Under Section 214(a) of the Act, the Commission assesses whether the proposed transfer of control of Commission licenses and authorizations is consistent with the public interest, convenience, and necessity based on: "(1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits."[4]

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[4] *Applications of SBC Communications Inc. and BellSouth Corp. for Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd. 25459, 25464 ¶ 13 (2000) (noting that the "Applicants bear the burden of demonstrating that…the predominant effect of the transaction will be to advance the public interest.").

The Transaction serves to transition control of Mobile X to U.S. citizens and U.S.-organized entities, presenting no national security, law enforcement, foreign policy, or trade policy concerns. At the same time, the Transaction retains Mobile X's current ownership as minority owners and preserves Mobile X as an independent brand and going concern. This facilitates continuity of Mobile X's service, management, workforce, and customer base. No customers will experience any disruption in service due to the Transaction.

The Transaction significantly increases the capital available to and committed investment in Mobile X. With access to Transferee's capital investment, technical resources, and engineering expertise, Mobile X will be positioned to accelerate deployment of new features and service offerings, which Mobile X would not likely be able to obtain on a stand-alone basis.

At the same time, the Transaction presents no risk of competitive harm. Transferee does not hold an international Section 214 authorization, and there is accordingly no horizontal overlap in the provision of international telecommunications services. The Transaction will not result in any increase in concentration on any U.S. international route, nor will it reduce the number of competitors serving any market. The Transaction likewise raises no vertical foreclosure concerns.

IV. Information Required by Section 63.24(e) of the Commission's Rules in Relation to Transfer of Control of International Section 214 Authority

Pursuant to Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2), Mobile X and Transferee submit the following information requested in Section 63.18(a)-(d) and (h)-(q) in support of this Application:

A. Name, Address, Telephone Number, and Jurisdiction of Formation, 47 C.F.R. § 63.18(a)-(b)

Authorization Holder/Transferor	Mobile X Global, Inc. 12 Sail Vista Newport Coast, California 92657 Tel: 833-422-1053 Mobile X Global, Inc. is a Delaware corporation FRN: 0031100126
Transferee	CONX Wireless Holdings, LLC 5701 S. Santa Fe Drive Littleton, Colorado 80120 Tel: (303) 472-1542 CONX Wireless Holdings, LLC is a Colorado limited liability company FRN: 0038777140

B. Name, title, post office address, and telephone number of official and any other contact point, 47 C.F.R. 63.18(c)

Authorization Holder/Transferor	David Keir LERMAN SENTER PLLC 2001 L Street NW Suite 400 Washington, DC 20036 Tel: 202-416-6742 dkeir@lermansenter.com
Transferee	Matthew R. Friedman STEPTOE LLP 1330 Connecticut Avenue NW Washington, DC 20036 Tel: 202-429-3000 mfriedman@steptoe.com

C. Statement as to whether applicants have previously received authority under Section 214, 47 C.F.R. § 63.18(d)

Authorization Holder/Transferor.

Mobile X holds an international Section 214 authorization to provide resale service originally granted in ICFS File No. ITC-214-20210707-00105.

Transferee.

Transferee does not hold any international Section 214 authorizations.[5]

D. Name, Address, Citizenship, and Principal Business of Disclosable Interest Holders, 47 C.F.R. § 63.18(h)(1) – Answer to Question 19[6]

CONX Wireless Holdings, LLC	5701 S. Santa Fe Drive Littleton, Colorado 80120 CONX Wireless Holdings, LLC is a Colorado limited liability company Principal Business: Communications Ownership Percentage: 60.93% equity and voting interest in Mobile X
CONX Corp.	5701 S. Santa Fe Drive Littleton, Colorado 80120 CONX Corp. is a Nevada corporation Principal Business: Communications Ownership Percentage: 60.93% equity and voting interest in Mobile X through CONX Wireless Holdings, LLC
nXgen Opportunities, LLC	5701 S. Santa Fe Drive Littleton, Colorado 80120

[5] Transferee is ultimately controlled by Charles W. Ergen, who also controls EchoStar Corporation. EchoStar Corporation and its subsidiaries hold one or more international Section 214 authorizations.

[6] Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless"), a Delaware general partnership, has a subscription agreement with Mobile X pursuant to which Verizon Wireless will receive 12.5% of the equity in Mobile X at the conclusion of the current MVNO agreement between Mobile X and Verizon Wireless, which is estimated to conclude within approximately nine months. After the issuance of such equity interests to Verizon Wireless, CONX Wireless Holdings will continue to hold a controlling interest in Mobile X.

	nXgen Opportunities, LLC is a Colorado limited liability company Principal Business: Communications Ownership Percentage: 60.5% equity interest and 60.93% voting interest in Mobile X through CONX Corp.
Charles W. Ergen	5701 S. Santa Fe Drive Littleton, Colorado 80120 U.S. Citizen Principal Business: Communications Ownership Interest: 54.45% equity interest and 60.93% voting interest in Mobile X through ownership interest in nXgen Opportunities, LLC
Peter Adderton	12 Sail Vista Newport Coast, CA 92657 Australian Citizen Principal Business: Communications Ownership Interest: 19.42% equity and voting interest in Mobile X

Exhibit 1 contains the required pre-closing and post-closing ownership diagrams.

E. Interlocking Directorates with Foreign Carriers (47 C.F.R. § 63.18(h)(3) – Answer to Questions 20 and 26

No director or officer of Authorization Holder or Transferee is also a director or officer of a foreign carrier.

F. Narrative Description of Transaction and Public Interest Statement – Answer to Question 24

Sections II and III describe the Transaction and public interest benefits of the Transaction.

G. Non-Dominant Classification – Answer to Question 27

Transferee is not affiliated with, and is itself not, a foreign carrier. It is therefore presumptively considered non-dominant for the provision of international communications services pursuant to 47 C.F.R. § 63.10(a)(1).

H. Foreign Carriers, 47 C.F.R. § 673.18(i)

Transferee is not, and is not affiliated with, a foreign carrier.

I. Destination Countries and Foreign Carrier Affiliates, 47 C.F.R. § 63.18(j)

Transferee certifies that it does not seek to provide international telecommunications to any destination country where: (i) Transferee is a foreign carrier; (ii) Transferee controls a foreign carrier; (iii) any entity that owns more than 25 percent of Transferee, or that controls Transferee, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

J. WTO Status of Destination Countries, 47 C.F.R. § 63.18(k)

Not applicable.

K. Classification of Foreign Carrier Affiliates as Dominant or Non-Dominant, 47 C.F.R. §§ 63.18(m), 63.10

Not applicable.

L. Certification of Agreement Not to Accept Special Concessions, 47 C.F.R. § 63.18(n)

Applicants certify that they have not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreement in the future.

M. Certification Pursuant to Anti-Drug Abuse Act of 1988, 47 C.F.R. § 63.18(o)

Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.

N. Standard Questions Submitted to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector, 47 C.F.R. § 63.18(p)

As discussed in Section V, the Applicants respectfully request that the Commission exercise its discretion to exempt this Application from national security review by the Committee for the Assessment of Foreign Participation in the U.S. Telecommunications Services Sector (the "Committee") pursuant to 47 C.F.R. § 1.40001(a)(2)(iii). Since the application qualifies for exemption from referral, responses to the standard questions are not being submitted.

O. Section 63.18(q) Certifications, 47 C.F.R. § 63.18(q)

Applicants certify that:

1. They will comply with all applicable Communications Assistance for Law Enforcement Act (CALEA) requirements and related rules and regulations, including any and all FCC orders and opinions governing the application of CALEA, pursuant

to the Communications Assistance for Law Enforcement Act and the Commission's Rules.

2. They will make communications to, from, or within the United States, as well as records thereof, available in a form and location that permits them to be subject to a valid and lawful request or legal process in accordance with U.S. law, including but not limited to:

   (A) The Wiretap Act, 18 U.S.C. 2510 et seq.;

   (B) The Stored Communications Act, 18 U.S.C. 2701 et seq.;

   (C) The Pen Register and Trap and Trace Statute, 18 U.S.C. 3121 et seq.; and

   (D) Other court orders, subpoenas or other legal process;

3. The Applicants designate the following individual, who is a U.S. citizen, as the point of contact in the United States for the execution of lawful requests and as the agent for legal service of process:

   Justin O'Neill
   Mobile X Global, Inc.
   12 Sail Vista
   Newport Coast, CA 92657
   Tel: (833) 422-1053
   Email: justin@mymobileX.com

4. They are responsible for the continuing accuracy and completeness of all information submitted, whether at the time of submission of the application or subsequently in response to either the Commission or the Committee's request, as required in § 1.65(a) of the Commission's Rules, and that the applicant agrees to inform the

Commission and the Committee of any substantial and significant changes while an application is pending;

5. They certify that after the application is no longer pending for purposes of Section 1.65 of the Commission's Rules, they will notify the Commission and the Committee of any changes in the authorization holder or licensee information and/or contact information promptly, and in any event within thirty days;
6. They understand that if the applicant or authorization holder fails to fulfill any of the conditions and obligations set forth in the certifications set out in 47 C.F.R. § 63.18(q) or in the grant of an application or authorization and/or that if the information provided to the United States Government is materially false, fictitious, or fraudulent, applicant and authorization holder may be subject to all remedies available to the United States Government, including but not limited to revocation and/or termination of the Commission's authorization or license, and criminal and civil penalties, including penalties under 18 U.S.C. 1001.

P. Request for Streamlined Processing, 47 C.F.R. § 63.18(r)

Applicants respectfully request streamlined treatment for this Application pursuant to Section 63.12 of the Commission's rules, under which it should be considered presumptively eligible for such processing. Section 63.12(a) of the Commission's Rules provides that international Section 214 applications generally "shall be granted by the Commission 14 days after the date of public notice listing the application as accepted for filing,"[7] subject to the

[7] 47 C.F.R. § 63.12(a).

enumerated exclusions contained in Section 63.12(c) of the Commission's Rules: where (1) the applicant is affiliated with a foreign carrier in a destination market (unless specific conditions are met); (2) the applicant has an affiliation with a dominant U.S. carrier whose international switched or private line services the applicant seeks authority to resell (again subject to specific exceptions); or (3) "[a]n individual or entity that is not a U.S. citizen holds a ten percent or greater direct or indirect equity or voting interest, or a controlling interest, in any applicant."[8]

With respect to the first element, as detailed in this application, neither Mobile X nor the transferee has any affiliation with a foreign carrier. With respect to the second element, the Applicants do not seek to resell any international switched or private line services provided by an affiliated dominant U.S. carrier. While the subscription agreement between Verizon Wireless and Mobile X will provide Verizon Wireless with 12.5% of the equity in Mobile X at the conclusion of the current MVNO agreement, the Applicants do not seek to resell any international switched or private line services provided by Verizon Wireless or its affiliates. In addition, while Mr. Charles W. Ergen indirectly controls EchoStar, which offers mobile wireless services as a "hybrid mobile network operator" through its Boost Mobile and other brands, EchoStar is not a dominant U.S. carrier.[9] With respect to the third element, no new non-U.S.

[8] 47 C.F.R. § 63.12(c). This section of the rules also permits the Commission to remove an application from streamlined processing within 14 days after the date of public notice listing the application as accepted for filing by informing the applicant in writing that the application has been determined to be ineligible for streamlined processing. *Id.* at § 63.12(c)(4).

[9] Moreover, as Mobile X currently has just over 100,000 paid subscribers, common control of Boost and Mobile X would have no competitive impact even within the fraction of the mobile telephony market served by MVNO carriers, as Mobile X is not within the Top 20 such operators.

ownership interests are being introduced as a result of the Transaction, as the Transferee is 100% owned by U.S. citizens. This is significant because the language regarding ten percent or greater non-U.S. equity or voting interests was adopted in 2020 in the Commission's *Executive Branch Process Reform Order*[10] as a means of ensuring that applicants with new material non-U.S. interest holders would be excluded from streamlined consideration in order to permit executive branch review. On the other hand, the Commission indicated that, if an application is presumptively excluded from referral to the executive branch, then it may be eligible for streamlined processing.[11]

In the same order, the Commission adopted a rule providing that it "will generally exclude from referral to the executive branch certain applications set out in paragraph (a)(1) of this section when the applicant makes a specific showing in its application that it meets one or more of the following categories," including "(iii) Applications filed pursuant to §§ 63.18 and 63.24 of this chapter where the applicant has an existing international section 214 authorization that is conditioned on compliance with an agreement with an executive branch agency concerning national security and/or law enforcement, there are ***no new reportable foreign owners of the applicant*** since the effective date of the agreement, and the applicant agrees to continue to comply with the terms of that agreement."[12] The Commission found that such

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[10] *See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership,* Report and Order, 35 FCC Rcd. 10927, 10938 ¶ 30 (2020).

[11] *Id.* at 10957 ¶ 81 n.205 ("If the application falls within one of the categories of applications excluded from referral, it may be eligible for streamlined processing.").

[12] 47 C.F.R. § 1.40001(a)(2)(iii) (emphasis added).

transactions presented a "low or minimal risk to national security, law enforcement, foreign policy, and trade policy concerns."[13]

Each of the criteria set out in Section 1.40001(a)(2)(ii) applies in this case. Both the Commission and the Committee have previously reviewed Mobile X's existing non-U.S. interest holders within the past four years, and no new non-U.S. interest holders are being introduced as part of the Transaction. The only non-U.S. interest holder with a ten percent or greater interest in Mobile X following the Transaction would be Mr. Adderton at approximately nineteen percent, substantially less than his original controlling interest. The company is also already party to a Letter of Agreement with the Department of Justice,[14] with which compliance was a stated condition of the international resale section 214 authorization granted in September 2022.[15] Pursuant to the *MobileX 2022 LOA*, the Committee has detailed information concerning the company's existing non-U.S. ownership, operations, data storage management, and security policies. As a result of the *Mobile X 2022 LOA*, Mobile X has an established relationship with staff in the Department of Justice's National Security Division Foreign Investment Section and provides appropriate notices under the terms of that agreement. None of these obligations would

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[13] *Id.*

[14] *See* Letter of Agreement from Justin J. O'Neill, General Counsel, Mobile X Global, Inc., to the Chief, Foreign Investment Review Section, Deputy Chief, Compliance and Enforcement, on behalf of the Assistant Attorney General for National Security, United States Department of Justice, National Security Division (Feb. 28, 2022) ("*Mobile X 2022 LOA*").

[15] *See* Public Notice, International Authorizations Granted, 37 FCC Rcd. 10619, 10619 (Sept. 15, 2022) ("[W]e condition grant of the Application for an international section 214 authorization on Mobile X's compliance with the commitments and undertakings set forth in the [*Mobile X 2022 LOA*.]").

be expected to change as a result of the Transaction unless the Committee determines that any provisions of that agreement are no longer necessary.

Because Mobile X will have substantially reduced non-U.S. ownership by individuals previously vetted by the Committee, is in compliance with the terms of the existing *Mobile X 2022 LOA*, is committed to continued compliance with that agreement's terms, and has so certified in this application, the Transaction fall squarely within the provision of the Commission's Rules governing non-referral to the Committee. Accordingly, streamlined treatment is appropriate under the Commission's Rules.

V. National Security Review

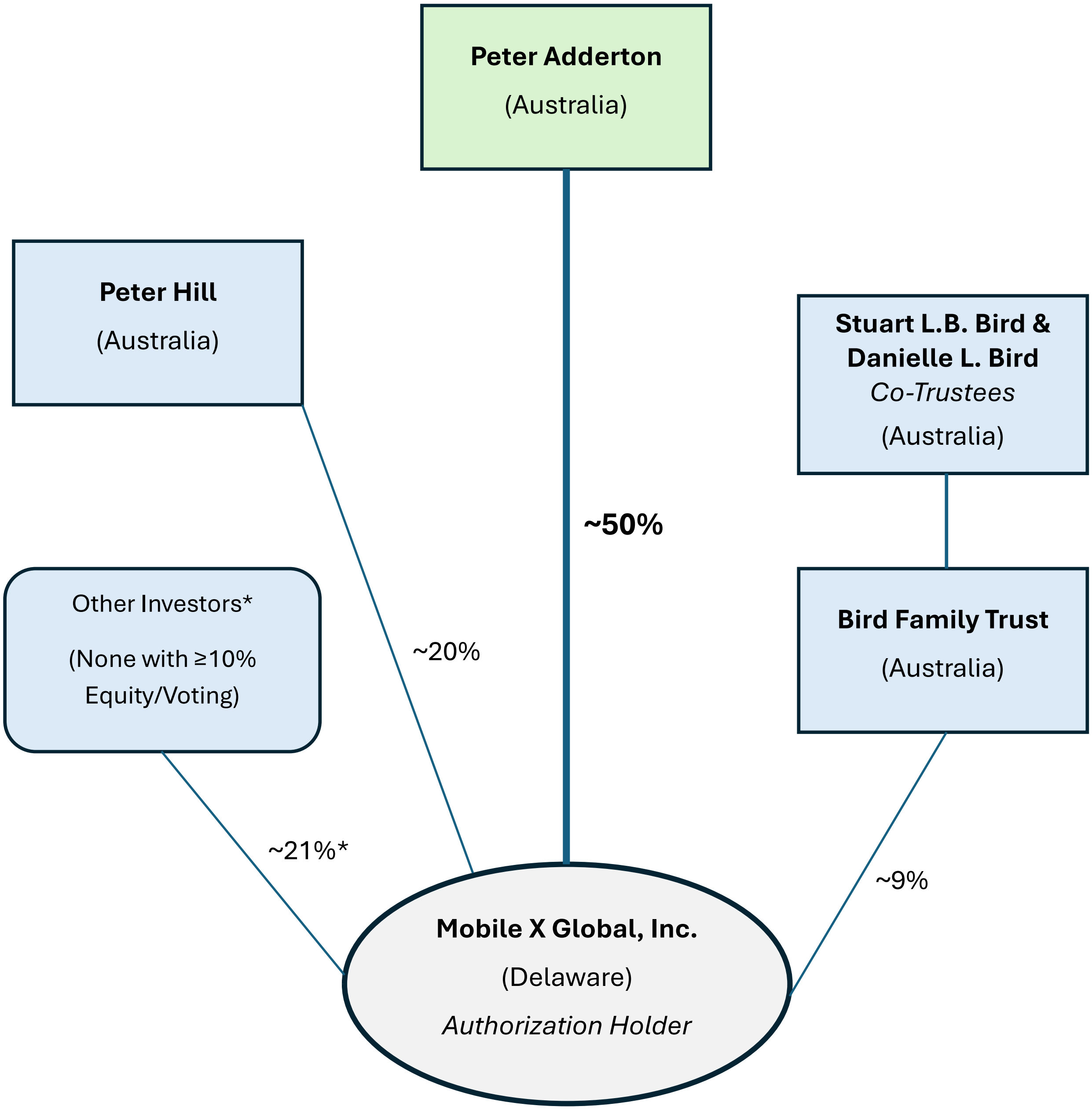
As detailed fully in the foregoing [Section IV.P.], this application presents no national security, law enforcement, foreign policy, or trade policy issues that would require executive branch review. As set out above, it falls squarely within the general exclusion from such review for applications where: (1) the applicant has an existing international section 214 authorization that is conditioned on compliance with a Letter of Agreement with the executive branch; (2) there are no new reportable foreign owners of the applicant since the effective date of that agreement; and (3) the applicants agree to continue to comply with the terms of that agreement. Moreover, the Transaction will substantially ***reduce*** the total non-U.S. ownership in Mobile X and transition control of the company to U.S. citizens and U.S.-organized entities. Accordingly, there is no reason for referral to the Committee.

VI. Conclusion

For the foregoing reasons, Applicants request that the Commission act expeditiously to find this application to be acceptable for filing and subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's Rules.

Exhibit 1

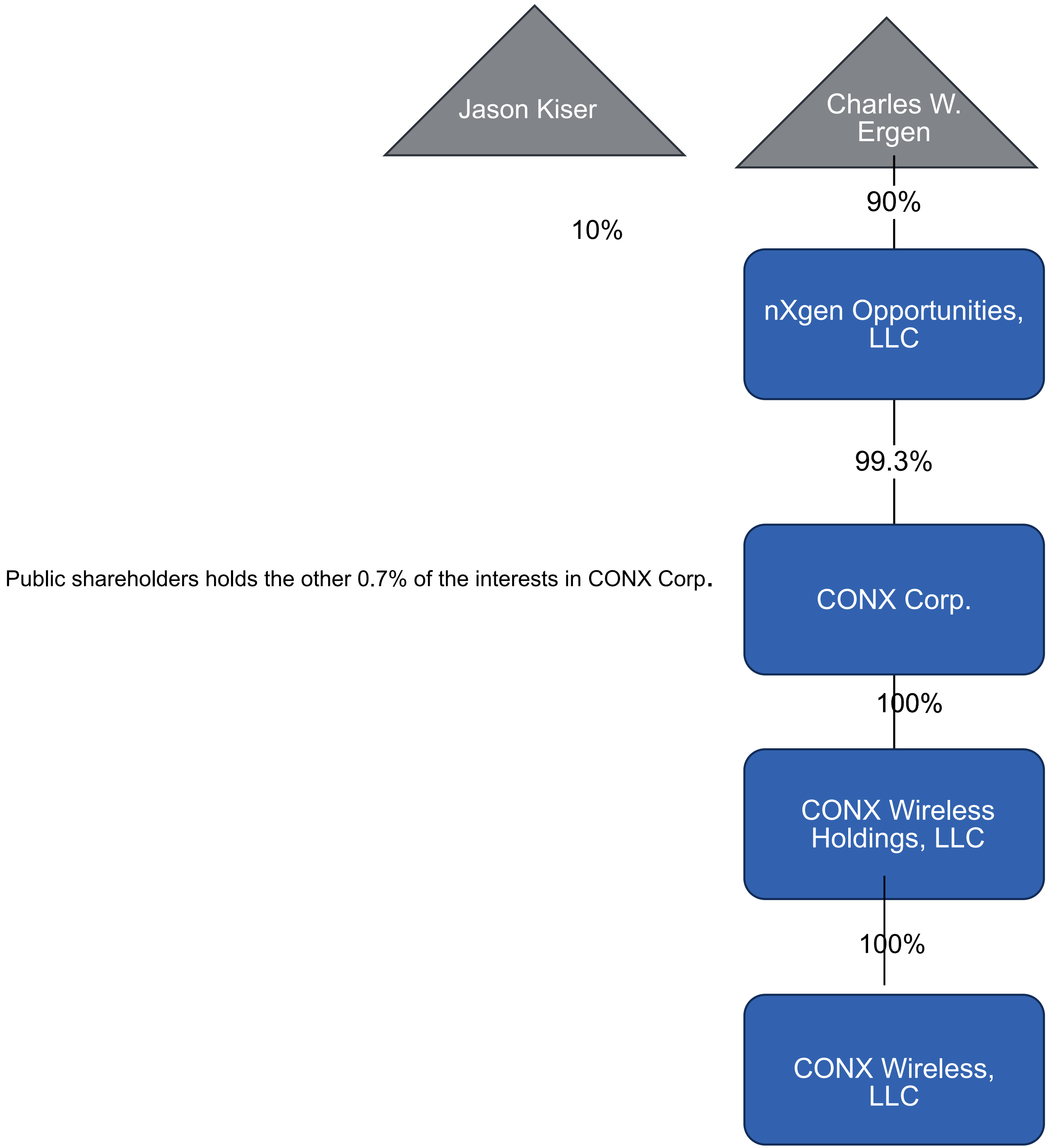
Pre-Transaction Ownership of Mobile X Global, Inc.



All percentages identified above represent both equity and voting interests.

* = More than three-quarters of these other investors (representing < 16% of the total investment in Mobile X) are U.S. citizens or entities.

Pre-Closing Organizational Chart



Post-Closing Organizational Chart