



1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

7925 JONES BRANCH DRIVE
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wileyrein.com

March 5, 2015

Thomas J. Navin
202.719.7487
tnavin@wileyrein.com

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Joint Application of X5 Solutions, Inc. and X5 PDX, LLC, Transferors, and X5 OpCo LLC, Transferee, For Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules to Complete the Sale and Transfer of Assets and Customers of Transferors to Transferee, WC Docket 14-268

Dear Ms. Dortch:

X5 OpCo LLC ("X5 OpCo"), by counsel, files this letter pursuant to Section 1.65 of the Federal Communications Commission's ("FCC" or "Commission") rules¹ to provide updated information for the above-referenced pending application for transfer of domestic Section 214 authority from X5 Solutions, Inc. and X5 PDX, LLC to X5 OpCo.

X5 OpCo recently made minor changes to its ownership. Mr. Richard M. Hirsh, who previously was disclosed as a 12.27 percent indirect interest holder in X5 OpCo, will now hold a less than ten percent indirect interest. The ownership interests of Greg Forrest, X5 Partners LLC, and its members have been adjusted slightly to accommodate for this change. The changes will not result in any new individuals or entities with a direct or indirect ten percent or greater equity ownership interest in X5 OpCo.

To avoid any confusion about these minor changes, X5 OpCo provides below information on all individuals and entities that 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

¹ 47 C.F.R. § 1.65.



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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: 75.4% direct interest in X5 Holdings LLC; 75.4% indirect interest in X5 OpCo LLC

Greg Forrest
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Citizenship: U.S.
Equity Interest: 11.77% direct interest in X5 Holdings LLC; 11.77% 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: 63.4% direct interest in X5 Partners LLC; 47.9% indirect interest in X5 OpCo LLC

NewSpring Holdings Parallel LLC
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Delaware Limited Liability Company
Equity Interest: 29.5% direct interest in X5 Partners LLC; 22.3% indirect interest in X5 OpCo LLC



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Equity Ownership of NewSpring Holdings LLC:

Ohana Holdings, LLC
720 University Avenue, Suite 200
Los Gatos, CA 95032
Delaware Limited Liability Company
Equity Interest: 46.4% direct interest in NewSpring Holdings LLC; 22.2% 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; 22.2% 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: 99% 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.

As previously reported, 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.



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If you have any questions, please do not hesitate to contact the undersigned.

Respectfully Submitted,

/s/ Thomas J. Navin

Thomas J. Navin
Counsel for X5 OpCo LLC

cc: Jodie May
Dennis Johnson
Tracey Wilson