

**FCC 601**  
**Schedule B**

**34) Revenue and Asset Information for the Affiliate**  
Purpose (Select One)

Add  Modify  Delete

**35) Affiliate**

|   |    |      |  |
|---|----|------|--|
|   |    |      | FCC Registration Number (FRN):<br>0016157356 |
| <input type="checkbox"/> individual Name. First | MI | Last | Suffix<br>FCC Registration Number (FRN):     |

**36a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.** (NA) Yes No

\_\_\_\_\_

\_\_\_\_\_

**37a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.** (NA) Yes No

If 'Y', provide

\_\_\_\_\_

\_\_\_\_\_

**38a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.** (NA) Yes No

**38b) Gross Revenues** \$ \_\_\_\_\_ (Format: 99,999.99)

**38c) Year End Date** \_\_\_\_\_ (Date Format: MMDDIWW)

**Average Gross Revenue**

**39) Average Gross Revenue of Reported Years** \$ NA (Format: 99,999.99)

**Asset Disclosure**

**40) Total Assets as of Application Filing Deadline.** 5 NA (Format: 99,999.99)

**Financial Statements**

**41) Audited or Unaudited (Check One)**

The Affiliate used audited financial statements.

The Affiliate used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

**FCC 601  
Schedule B**

**Closed Bidding/Designated Entity Eligibility**

**Total Gross Revenues for Most Recent Reportable Year**

42a) Gross Revenues \$ NA (Format: 99,999.99)  
42b) Year End Date \_\_\_\_\_ (Date Format: MM/DD/YYYY)

**Total Gross Revenues for One Year Prior to Most Recent Reportable Year**

43a) Gross Revenues: \$ NA (Format: 99,999.99)  
43b) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

**Total Gross Revenues for Two Years Prior to Most Recent Reportable Year**

44a) Gross Revenues: \$ NA (Format: 99,999.99)  
44b) Year End Date: \_\_\_\_\_ (Date Format: MMDDYY)

**Total Aggregate Average Gross Revenues for Designated Entity**

45) Aggregate Average Gross Revenue: \$ NA (Format: 99,999.99)

**Total Aggregate Average Gross Revenues for Closed Bidding**

46) Aggregate Average Gross Revenue: \$ NA (Format: 99,999.99)

**Total Assets Disclosure for Closed Bidding**

47) Total Assets: \$ NA (Format: 99,999.99)

**Certifications** (By signing the Main Form, the Applicant certifies that the statements listed are true, complete, correct and made in good faith)

|  |
|--|
| Corporation, as set out in the applicable FCC rules.   |
| For Applicants Claiming Eligibility using a Control Group Structure  |
| Applicant certifies that they are eligible to obtain the licenses for which they apply.  |
| Applicant certifies that the Applicant's sole control group member is a preexisting entity, if applicable.   |
| For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business   |
|  |
|  |
| Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.   |
|  |
|  |
| interests; for each of Applicant's affiliates; and for each affiliate of each of Applicant's officers, directors, and other controlling interests.   |
| Applicant provided separate gross revenue and total asset information for itself, for each of Applicant's officers and directors; for each of Applicant's other controlling interest; for each of Applicant's affiliates; and for each affiliate of each Applicant's officers, directors, and other controlling interests. |

**Filing Type**

1a)  Current Filing  Proposed Filing

1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1919 of the Commission's Rules?  Yes  No

If 'Yes' provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater

**Filer Information**

|  |     |  |         |
|--|-----|--|---------|
| 2) First Name (if individual):             | MI: | Last Name:                                   | Suffix: |
| 3) Filer Name (if entity)<br>NetfreeUS LLC |     | 4) FCC Registration Number (FRN)<br>16167439 |         |

**5) Contact Information**

|  |                  |
|--|------------------|
| Name and Address<br><br>NetfreeUS LLC<br><br>9 Desbrosses Street<br>Suite 402, NY 100131701<br>Attn: Thomas M Finn | Telephone Number |
|  | 888-773-3669     |
|  | Fax Number:      |
|  | 212-937-5230     |
| E-mail Address   |                  |
| tfinn@speedus.com  |                  |

**Related FCC Regulated Businesses of Filer**

| 6a)<br>Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary) | 6b)<br>Principal Business | 6c)<br>FCC Registration Number (FRN): | 6d)<br>Percent of Interest Held |
|--|---------------------------|---------------------------------------|---------------------------------|
|  |                           |                                       |                                 |

**Signature**

**7) Typed or Printed Name of Party Authorized to Sign**

|  |          |                        |         |
|--|----------|------------------------|---------|
| First Name<br>Shant                        | MI:<br>S | Last Name<br>Hovnanian | Suffix: |
| Title: Chairman and CEO of Managing Member |          |                        |         |

|                                |                    |
|--------------------------------|--------------------|
| Signature<br>Shant S Hovnanian | Date:<br>3/01/2007 |
|--------------------------------|--------------------|

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 -- 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

|  |   |  |        |
|--|---|--|--------|
| 1) Disclosable Interest Holder's first Name (if individual)<br>Christopher   | MI  | Last Name<br>Vizas                             | Suffix |
| 2) Disclosable Interest Holder's Name (if entity)  |   | 3) FCC Registration Number(FRN):<br>0016168817 |        |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes)<br>Director  | 6) Disclosable Interest Holder IS a (n) ( )<br>(refer to instructions for list of codes)<br>Individual  | 7) Percent of Interest Held in Filer<br>0.00   |        |
| 8) Disclosable Interest Holders Type or Ownership ( )<br>(refer to instructions for a list of codes)<br>Other Director of Speedus Corp | 9) Disclosable Interest Holders Country of<br>Citizenship or Jurisdiction of Formation<br>United States |  |        |

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|--|-------------------------|---------------------------------------|-------------------------------|
|  |                         |                                       |                               |
|  |                         |                                       |                               |
|  |                         |                                       |                               |

10a) Name and address of all  
FCC-Regulated Businesses owned by  
the Disclosable Interest Holder listed in  
Item 1 or 2 (use additional sheets, if  
necessary)

10c) FCC Registration  
(FRN)

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) |  | 10c) FCC Registration<br>(FRN) |  |
|--|--|--------------------------------|--|
|  |  |                                |  |
|  |  |                                |  |
|  |  |                                |  |
|  |  |                                |  |
|  |  |                                |  |
|  |  |                                |  |

**Schedule for Disclosable Interest Holders**

|   |         |                       |        |
|---|---------|-----------------------|--------|
| 1) Disclosable Interest Holder's First Name (if individual)<br>John | MI<br>A | Last Name<br>Kallassy | Suffix |
|---|---------|-----------------------|--------|

|  |   |
|--|---|
| 2) Disclosable Interest Holders Name (if entity) | 3) FCC Registration Number(FRN)<br>0016166761 |
|--|---|

4) Disclosable Interest Holders Address  
9 Desbrosses Street Suite 402  
New York NY 100134701

|  |  |     |
|--|--|-----|
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes)<br>Officer | (refer to instructions for list of codes)<br><b>Individual</b> | 056 |
|--|--|-----|

|  |   |
|--|---|
| 8) Disclosable Interest Holders Type of Ownership ( )<br>(refer to instructions for a list of codes)<br>Other Executive Vice President of Speedus Corp | 9) Disclosable Interest Holder's Country of<br>Citizenship or Jurisdiction of Formation:<br>United States |
|--|---|

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|--|-------------------------|---------------------------------------|-------------------------------|
|  |                         |                                       |                               |
|  |                         |                                       |                               |
|  |                         |                                       |                               |

FCC-Regulated Businesses owned by  
the Disclosable Interest Holder listed in  
Item 1 or 2 (use additional sheets, if  
necessary)

10c) FCC  
(FRN)

|  | 10c) FCC<br>(FRN) |
|--|-------------------|
|  |                   |
|  |                   |
|  |                   |
|  |                   |

|  |         |   |        |
|--|---------|---|--------|
| 1) Disclosable Interest Holder's First Name (if individual)<br>Shant | MI<br>S | Last Name<br>Hovnanian                        | Suffix |
| 2) Disclosable Interest Holders Name (if entity)                     |         | 3) FCC Registration Number(FRN)<br>0016158883 |        |

4) **Disclosable** Interest Holders Address  
 c/o Speedus Carp 9 Desbrosses Street Suite 402  
 New York NY -00131701

5) Type of Interest in Filer ( )  
 (refer to instructions for a list of codes)  
 Indirect Ownership Interest in Filer  
 Officer  
 Director

6) **Disclosable** Interest Holder is a (n) ( )  
 (refer to instructions for list of codes)  
 Individual

7) Percent of Interest Held in Filer  
 22.40

8) Disclosable **Interest** Holders Type of Ownership ( )  
 (refer to instructions for a list of codes)  
 Common Stock Voting  
 Other Chairman and CEO of Speedus Carp

9) Disclosable Interest Holders Country of  
 Citizenship or Jurisdiction of Formation  
 United States

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the <b>Disclosable Interest</b> Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business  | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of <b>Interest</b> Held |
|---|--------------------------|---------------------------------------|--------------------------------------|
| VisionStar, Incorporated  | Satellite Communications | 0006990865                            | 10.0%                                |

|  |   |  |        |
|--|---|--|--------|
| 1) Disclosable Interest Holder's First Name (if individual)  | MI  | Last Name  | Suffix |
| 2) Disclosable Interest Holders Name (if entity)<br>Speedus Corp   |   | 3) FCC Registration Number(FRN)<br>0016157356  |        |
| 4) Disclosable Interest Holders Address<br>9 Desbrosses Street Suite 402<br>New York NY 100131701  |   |  |        |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes)<br>Direct Ownership Interest in Filer                          | 5) Disclosable Interest Holder is a (n) ( )<br>(refer to instructions for list of codes)<br>Corporation | 7) Percent of Interest Held in Filer<br>100.00   |        |
| 8) Disclosable Interest Holders Type of Ownership ( )<br>(refer to instructions for a list of Codes)<br>Other: Limited Liability Company units |   | 9) Disclosable Interest Holders Country of<br>Citizenship or Jurisdiction of Formation<br><br>United States Delaware |        |

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|--|-------------------------|---------------------------------------|-------------------------------|
|  |                         |                                       |                               |
|  |                         |                                       |                               |
|  |                         |                                       |                               |

10a) Name and address of all  
FCC Regulated Businesses Owned by  
the Disclosable Interest Holder listed in  
Item 1 or 2 (use additional sheets if  
necessary)

10b) Principle Business

10c) FCC Registration Number  
(FRN)

10d) Percent of Interest Held

| 10a) Name and address of all<br>FCC Regulated Businesses Owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|---|-------------------------|---------------------------------------|-------------------------------|
|   |                         |                                       |                               |
|   |                         |                                       |                               |
|   |                         |                                       |                               |
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|   |                         |                                       |                               |
|   |                         |                                       |                               |
|   |                         |                                       |                               |

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 – 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

|   |         |   |        |
|---|---------|---|--------|
| 1) Disclosable Interest Holder's First Name (if individual)<br>Thomas | MI<br>M | Last Name<br>Finn                             | Suffix |
| 2) Disclosable Interest Holders Name (if entity)                      |         | 3) FCC Registration Number(FRN)<br>0016166753 |        |

4) Disclosable Interest Holders Address  
c/o Speedus Corp 9 Desbrosses Street Suite 402  
New York NY 100131701

|   |  |   |
|---|--|---|
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes):<br>Officer | i) Disclosable Interest Holder is a (n) ( )<br>(refer to Instructions for list of codes)<br>Individual | ) Percent of Interest Held in Filer<br>0 00 |
|---|--|---|

|   |   |
|---|---|
| 8) Disclosable Interest Holders Type of Ownership ( )<br>(refer to instructions for a list of codes)<br>Other Secretary Treasurer and CFO of Speedus Corp | 9) Disclosable Interest Holders Country of<br>Citizenship or Jurisdiction of Formation<br>United States |
|---|---|

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|--|-------------------------|---------------------------------------|-------------------------------|
|  |                         |                                       |                               |
|  |                         |                                       |                               |

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|--|-------------------------|---------------------------------------|-------------------------------|
|  |                         |                                       |                               |
|  |                         |                                       |                               |
|  |                         |                                       |                               |
|  |                         |                                       |                               |
|  |                         |                                       |                               |

|  |   |   |   |
|--|---|---|---|
| 1) Disclosable Interest Holder's First Name (if individual)<br>Vahak   | MI<br>S   | Last Name<br>Hovnanian                        | Suffix  |
| 2) Disclosable Interest Holders Name (if entity)   |   | 3) FCC Registration Number(FRN)<br>0016158925 |   |
| 4) Disclosable Interest Holder's Address<br>9 Desbrosses Street Suite 402<br>New York NY 100131701                           |   |   |   |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes)<br>Indirect Ownership Interest in Filer      | 6) Disclosable Interest Holder is a (n) ( )<br>(refer to instructions for list of codes)<br>Individual  |   | 7) Percent of Interest Held in Filer<br>17.50 |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes)<br>Common Stack Voting | 9) Disclosable Interest Holders Country of<br>Citizenship or Jurisdiction of Formation<br>United States |   |   |

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|--|-------------------------|---------------------------------------|-------------------------------|
|  |                         |                                       |                               |
|  |                         |                                       |                               |
|  |                         |                                       |                               |

| 10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary) | 10b) Principle Business | 10c) FCC Registration Number (FRN) | 10d) Percent of Interest Held |
|--|-------------------------|------------------------------------|-------------------------------|
|  |                         |                                    |                               |
|  |                         |                                    |                               |
|  |                         |                                    |                               |
|  |                         |                                    |                               |
|  |                         |                                    |                               |

Schedule for Disclosable Interest **Holders**

|  |   |   |  |
|--|---|---|--|
| 1) Disclosable Interest Holders First Name (if individual)<br>William  | MI<br>F   | Last Name<br>Leimkuhler                       | Suffix                                       |
| 2) Disclorable Interest Holders Name (if entity)   |   | 3) FCC Registration Number(FRN)<br>0016168809 |  |
| 4) Disclosable Interest Holders Address<br>9 Desbrosses Street Suite 402<br>New York NY 100131701                                      |   |   |  |
| 5) Type of Interest in Filer ( )<br>(refer to instructions for a list of codes)<br>Director  | (refer to instructions for list of codes)<br>Individual   |   | 7) Percent of Interest Held in Filer<br>0.00 |
| 8) Disclosable Interest Holders Type of Ownership ( )<br>(refer to instructions for a list of codes)<br>Other Director of Speedus Carp | 9) Disclosable Interest Holders Country of<br>Citizenship or Jurisdiction of Formation<br>United States |   |  |

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional Sheets, if necessary) | 10b) Principle Business | 10c) FCC Registration Number (FRN) | 10d) Percent of Interest Held |
|--|-------------------------|------------------------------------|-------------------------------|
|  |                         |                                    |                               |
|  |                         |                                    |                               |
|  |                         |                                    |                               |

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable **Interest Holder** listed in item 1 or 2 (use additional sheets if necessary)

| 10b) Principle Business | 10c) FCC Registration Number (FRN) | 10d) Percent of Interest Held |
|-------------------------|------------------------------------|-------------------------------|
|                         |                                    |                               |
|                         |                                    |                               |
|                         |                                    |                               |
|                         |                                    |                               |
|                         |                                    |                               |
|                         |                                    |                               |
|                         |                                    |                               |

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 – 0799  
See instructions for  
Public burden estimate

Schedule for Disclosable Interest Holders

|   |   |  |         |
|---|---|--|---------|
| 1) Disclosable Interest Holder's First Name (if individual)   | MI  | Last Name  | Suffix: |
| 2) Disclosable Interest Holders Name (if entity)<br>XO Holdings Inc   |   | 3) FCC Registration Number(FRN)<br>0014910871  |         |
| 4) Disclosable Interest Holder's Address<br>11111 Sunset Hills Road<br>Reston, VA 20190                                       |   |  |         |
| 5) Type of Interest in Filer ( )<br>(refer to instructions for a list of codes)<br>Indirect Ownership Interest in Filer       | 6) Disclosable Interest Holder is a (n) ( )<br>(refer to instructions for list of codes)<br>Corporation | 7) Percent of interest Held in Filer<br>12.50  |         |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes):<br>Common Stock Voting |   | 9) Disclosable Interest Holders Country of<br>Citizenship or Jurisdiction of Formation<br><br>United States Delaware |         |

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business                                    | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|--|--|---------------------------------------|-------------------------------|
| Nextlink Wireless, Inc   | Provides regulated wireless<br>telecommunications services | 0014286934                            | 100.00                        |
| Telecommunications of Nevada LLC   | Provides regulated wireline<br>telecom services            | 0014910871                            | 100.00                        |
| XO Communications Services   | Provides regulated wireline<br>telecom services            | 0014910871                            | 100.00                        |

| 10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable <b>Interest</b> Holder listed in Item 1 or 2 (use additional sheets, if necessary) | 10b) Principle <b>Business</b>                          | 10c) FCC Registration Number (FRN) | 10d) Percent of Interest Held |
|---|---|------------------------------------|-------------------------------|
| XO Communications, LLC  | Provides regulated wireless telecommunications services | 0014917959                         | 100 00                        |
| XO Nevada Merger Sub., Inc.   | Provides regulated wireline telecom services            | 0013565460                         | 100 00                        |

## Attachment(s):

| Type | Description  | Date Entered |
|------|--|--------------|
| O    | <u>Additional Info Re: Telecommunications of Nevada, LLC</u> | 200703       |
| II   | <u>Shant Hovnanian Indirect Ownership Exhibit</u>            | 200703       |
|      | <u>Vahak Hovnanian Indirect Ownership Exhibit</u>            | 200703       |
| I    | <u>XO Holdings, Inc. Indirect Ownership Exhibit</u>          | 200703       |

**EXPLANATION OF INTEREST HELD IN  
TELECOMMUNICATIONS OF NEVADA LLC**

S O Holdings, Inc. ("XO") directly owns 100% of the outstanding equity interests of XO Communications, LLC ("XOLLC") and 100% of the outstanding equity interests of XO Nevada Merger Sub. Inc ("XOSub"). XOLLC owns 50% of the outstanding equity interests of Telecommunications of Nevada LLC ("TON"). XO Nevada Merger Sub, Inc., directly owns 50% of the outstanding equity interests of TON. Therefore, XO indirectly owns 100% of TON

NetfreeUS, LLC  
Ownership Disclosure Information  
Indirect Ownership Exhibit

EXPLANATION OF INDIRECT OWNERSHIP INTEREST  
IN NETFREEUS, LLC HELD BY  
SHANT S. HOVNANIAN

Shant S. Hovnanian has a 22.4% ownership interest in Speedus Corp., which is the sole member of the filer, NetfreeUS, LLC. Therefore, Shant S. Hovnanian holds a 22.4 % indirect ownership interest in NetfreeUS, LLC.

NetfreeUS, LLC.  
Ownership Disclosure Information  
Indirect Ownership Exhibit

EXPLANATION OF INDIRECT OWNERSHIP INTEREST  
IN NETFREEUS, LLC. HELD BY  
VAHAK S. HOVNANIAN

Vahak S. Hovnanian has a 17.5% ownership interest in Speedus Corp. which is the sole member of the filer, NetfreeUS, LLC. Therefore, Vahak S. Hovnanian holds a 17.5 % indirect ownership interest in NetfreeUS, LLC.

NetfreeUS, LLC.  
Ownership Disclosure Information  
Indirect Ownership Exhibit

EXPLANATION OF INDIRECT OWNERSHIP INTEREST  
IN NETFREEUS, LLC HELD BY  
XO HOLDINGS, INC.

XO Holdings, Inc. has a 12.5 % ownership interest in Speedus Corp. which is the sole member of the filer, NetfreeUS, LLC. Therefore, XO Holdings, Inc. holds a 12.5 % indirect ownership interest in NetfreeUS, LLC.

## **Exhibit 2**

### **License and Operating Conditions**

The NetfreeUS, LLC (“NetfreeUS”) license and NetfreeUS’s operations in the 2155-2175 MHz band shall be conditioned on the following requirements:

#### **1. Service Name and Definition**

NetfreeUS shall provide Wireless Public Broadband (“WPB”) service. WPB is a radio service provided under a single nationwide license on 20 MHz of spectrum in the 2155-2175 MHz band for the provision of fixed, portable and mobile broadband services, without charge to end users, on a network engineered to provide data rates of at least **384** kbps downstream and 128 khps upstream.

#### **2. Frequencies**

NetfreeUS shall provide WPB service in the 2155-2175 MHz band on a primary basis.

#### **3. Service Areas; Secondary Market Requirements**

The Service Area for WPB service in the 2155-2175 MHz band shall be nationwide. The nationwide service area consists of the fifty states, the District of Columbia, American Samoa, Guam, Northern Mariana Islands, Puerto Rico and the United States Virgin Islands.

Within 60 days of receiving its license for the nationwide service area, NetfreeUS shall offer to unaffiliated members of the public the opportunity to lease the spectrum. Using the secondary market rules and procedures of Section 1.9001 *et seq.*, NetfreeUS and third-party lessees will apply to the Commission (if a *de facto* spectrum lease) or will notify the Commission (if a spectrum manager lease). NetfreeUS and any single lessee shall be limited to a maximum of fifty (50) wireless access points (“WAPs”). Lease fees payable by the lessees to NetfreeUS shall be limited to NetfreeUS’s transaction costs in negotiating the lease and in obtaining any required Commission approval.

Access to the WPB shall be available to end users on a “private commons” basis pursuant to Section 1.9080 of the Commission’s Rules.

#### **4. License Period**

Initial authorizations and renewal terms for WPB service shall be ten (10) years from the date of initial issuance or renewal.

#### **5. Construction and service requirements; Criteria for comparative renewal proceedings.**

Service on the WPB shall commence within six (6) months from the date that the Commission grants the license to NetfreeUS. The license shall be subject to “substantial service” obligations as follows:

- (a) coverage to at least 50 percent of the nation's 734 Cellular Market Areas ("CMAs") within four years of initial license grant;
- (b) coverage to 75 percent of the nation's CMAs within six years of license grant; and
- (c) coverage to at least 95 percent of the nation's CMAs within 10 years of license grant.

"Substantial service" may be demonstrated by these deadlines through certain "safe harbors," including:

- (a) coverage *to* at least 30 percent of the population of the CMA; or
- (b) coverage *to* "rural areas" (a county (or equivalent) with a population density of 100 persons per square mile or less, based upon the most recently available Census data) and areas with limited access to telecommunications services, where coverage is provided *to* at least 75% of the geographic area of at least 30% of the rural areas within its service area; or
- (c) providing specialized or technologically sophisticated service that does not require a high level of coverage to benefit consumers; or
- (d) providing service to niche markets or *to* areas outside the areas covered by other licenses.

The WPB licensee shall maintain a database of WAPs to identify areas where service is available. The WPB licensee shall update the database weekly.

## 6. Power limits

The following power limits shall apply to the 2155-2175 MHz band:

(a) *Main, booster and base stations.*

(i) The maximum EIRP of a main, booster or base station shall not exceed  $33 \text{ dBW} + 10\log(X/Y) \text{ dBW}$ , where X is the actual channel width in MHz and Y is 6 MHz.

(ii) If a main or booster station sectorizes or otherwise uses **one** or more transmitting antennas with a non-omnidirectional horizontal plane radiation pattern, the maximum EIRP in dBW in a given direction shall be determined by the following formula:  $\text{EIRP} = 33 \text{ dBW} + 10\log(X/Y) \text{ dBW} + 10\log(360/\text{beamwidth}) \text{ dBW}$ , where X is the actual channel width in MHz, Y is 6 MHz, and beamwidth is the total horizontal plane beamwidth of the individual transmitting antenna for the station or any sector measured at the half-power points.

(b) *User stations.* All user stations are limited to 2.0 watts transmitter output power.

## 7. Emission limits

For operations in the 2155–2175 MHz band, the power of any emissions outside the WPB licensee's frequency bands of operation shall be attenuated below the transmitter power (P) measured in watts.

(a) *For fixed and temporary fixed digital stations.* The attenuation for fixed and temporary fixed digital stations shall be not less than  $43 + 10 \log (P)$  dB, unless a documented harmful interference complaint is received from an adjacent channel licensee. Provided that the complaint cannot be mutually resolved between the parties, both licensees of existing and new systems shall reduce their out-of-band emissions by at least  $67 + 10 \log (P)$  dB measured at 3 MHz from their channel's edges.

(b) *For user stations.* The attenuation factor for user stations shall be not less than  $43 + 10 \log (P)$  dB at the channel edge and  $55 + 10 \log (P)$  dB at 3 MHz from the channel edges.

## **8. Relocation of Incumbents**

(a) *Relocation of fixed microwave service licensees.* Incumbent fixed microwave service licensees in the 2160-2175 MHz band shall be relocated pursuant to the procedures established by the Commission in the Ninth Report and Order on Advanced Wireless Services. *See Amendment of Part 2 of the Commission's Rules to Allocate Spectrum Below 3 GHz for Mobile and Fixed Services to Support the Introduction of New Advanced Wireless Services, including Third Generation Wireless Systems*, Ninth Report and Order, FCC 06-45, ¶¶ 55-63 (rel. Apr. 21, 2006) (“AWS 9th R&O”).

(b) *Relocation of fixed BRS licensees.* Incumbent BRS licensees in the 2150-2162 MHz band shall be relocated pursuant to the procedures established in the Ninth Report and Order on Advanced Wireless Services. *See AWS 9th R&O* at ¶¶ 11-63.

## **9. Protection of Incumbents**

(a) *Protection of Part 101 operations.* Prior to initiating operations from any base or fixed station, the WPB licensee must coordinate its frequency usage with co-channel and adjacent-channel incumbent Part 101 fixed-point-to-point microwave licensees operating in the 2110-2155 MHz band. Coordination shall be conducted in accordance with the provisions of Section 24.237 of this chapter.

(b) *Protection of Part 27 operations.* Prior to initiating operations from any base or fixed station, the WPB licensee must coordinate its frequency usage with co-channel and adjacent channel incumbent Part 27 BRS licensees operating in the 2150-2162 MHz band. In the event that the WPB licensee and BRS licensees cannot reach agreement in coordinating their facilities, either licensee may seek the assistance of the Commission, and the Commission may then, at its discretion, impose requirements on either or both parties.

## 10. Public Interest and Other Obligations

(a) *Basic service.* The WPB licensee shall make available WPB service at engineered data rates of at least 384 kbps download and 128 kbps upload speeds free of airtime or service charges.

(b) *Service to Public Safety Entities.* The WPB licensee shall serve any public safety organization in the U.S. willing to utilize WPB, without limit to the number of devices, and without airtime or service charges, provided that the WPB licensee has constructed its network and makes service generally available in the public safety agencies' service area. The WPB licensee shall provide any public safety entity that registers with service at engineered data rates of at least 384 kbps download and 128 kbps upload speeds.

(c) *Fees on Gross Revenue.* The WPB licensee and the lessees shall pay to the U.S. Treasury, on an annual basis, a voluntary usage fee of 5% of the gross revenues from the WPB service.

(d) *Interference Protection.* The WPB licensee shall protect incumbent licensees from harmful interference from its operations until the incumbents' operations are relocated in accordance with applicable Commission rules.

(e) *Commercial Mobile Radio Service.* NetfreeUS is subject to regulation as Commercial Mobile Service under Section 332 of the Communications Act of 1934, 47 U.S.C. § 332, and as a Commercial Mobile Radio Service as defined in Section 20.9 of the Commission's Rules. See 47 C.F.R. § 20.9.

**Exhibit 3**  
**Overview of NetfreeUS Internet Advertising Service Proposal**

Advertising on the Internet is a well-established business. Currently, the advertising may take the form of banner advertising, pop-up advertising or search-based advertising. Netfreeus's business model uses easily accessible software to put control of Internet advertising in the hands of the consumer. This "User Designated Advertising Service" will capitalize on user or group preferences which can be based on, for instance, their religious faith, their concern for a cause such as, but not limited to, the environment, their choice of lifestyle, their commitment to a specific technology or their desire to only see advertising related to certain geographic locations or product lines. The advertising on the NetfreeUS network will easily allow such users to view, primarily, advertising based on their own preferences.

Unlike business models that rely on proprietary equipment, the NetfreeUS model is predicated on a software-defined, open-network architecture. Revenues are derived from advertisers who see the value in targeting advertising to consumers that proactively demonstrate a preference for the advertisement. NetfreeUS believes that targeted advertising will benefit the public's interest in controlling Internet content and will **tap** a resource with tremendous potential for increasing revenue streams. This, in turn, will lead to increased contributions to the U.S. Treasury under NetfreeUS's proposal.

## Certificate of Service

I, Kenneth B. Wolin, a paralegal with the law office of Rini Coran, PC, hereby certify that on this 2nd day of March, 2007, I caused a copy of the foregoing Application of NetfreeUS, LLC to be delivered by First-class United States mail to the following:

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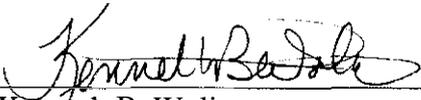
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