



# PUBLIC NOTICE

**Federal Communications Commission**  
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Washington, D.C. 20554

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**DA 15-1317**  
**November 16, 2015**

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE  
ACQUISITION OF CERTAIN ASSETS OF NOVATEL LTD., INC. BY X5 OPCO LLC**

**STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 15-249**

**Comments Due: November 30, 2015**  
**Reply Comments Due: December 7, 2015**

Novatel Ltd., Inc. (Novatel) and X5 OpCo LLC (X5 OpCo) (together, Applicants) filed an application pursuant to section 214 of the Communications Act of 1934, as amended (Act), and section 63.03 of the Commission's rules, seeking approval to transfer certain assets of Novatel to X5 OpCo.<sup>1</sup>

Novatel, a Texas corporation, provides intrastate, interstate, and international non-facilities-based switched and dedicated interexchange telecommunications services. Novatel maintains intrastate operating authority in 28 States: Alabama, Arizona, California, Florida, Illinois, Indiana, Iowa, Kansas, Kentucky, Massachusetts, Maine, Michigan, Minnesota, Missouri, North Carolina, North Dakota, New Hampshire, New Jersey, New York, Ohio, Oklahoma, Pennsylvania, South Dakota, Texas, Utah, Virginia, Washington and Wisconsin.

X5 OpCo, a Delaware limited liability company, provides local exchange and domestic interexchange telecommunications services in Washington, Oregon, and Utah. X5 OpCo is a wholly owned subsidiary of X5 Holdings LLC (X5 Holdings), a Delaware corporation, which is controlled by NewSpring Holdings Management Company LLC (NewSpring). NewSpring is a Delaware limited liability company, managed by Walter P. Maner and James Aston, both U.S. citizens. The following U.S. entities are the ultimate, indirect holders of a ten percent or greater equity interest in X5 OpCo: the Pierre M. Omidyar Trust (21.1 percent) and the Charles G. Koch 1997 Trust (16.5 percent interest).<sup>2</sup>

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<sup>1</sup> 47 U.S.C. § 214, 47 C.F.R. § 63.03. Applicants also filed applications for the transfer of authorizations associated with international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their domestic 214 application on November 4, 2015 and November 13, 2015.

<sup>2</sup> A detailed description of X5 OpCo's ownership is provided in the application and supplement. As described in their November 13, 2015 supplement, the trustees of the Pierre M. Omidyar Trust are Pierre M. Omidyar and Michael G. Mohr, both U.S. citizens. The sole beneficiary of the trust is Pierre M. Omidyar. In addition, the sole trustee and beneficiary of the Charles G. Koch 1997 Trust is Charles G. Koch, also U.S. citizen.

Pursuant to the terms of the proposed transaction, Novatel will transfer all of their operational assets, customer and supplier contracts to X5 OpCo. X5 OpCO will operate the assets and business of Novatel and will continue to provide domestic telecommunications services to Novatel's customers. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.<sup>3</sup>

Domestic Section 214 Application Filed for the Acquisition of Certain Assets of Novatel Ltd., Inc. by X5 OpCo LLC, WC Docket No. 15-249 (filed Oct. 16, 2015).

## **GENERAL INFORMATION**

The transfer of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before November 30, 2015**, and reply comments **on or before December 7, 2015**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

### **In addition, e-mail one copy of each pleading to each of the following:**

- 1) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, [myrva.freeman@fcc.gov](mailto:myrva.freeman@fcc.gov);
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, [dennis.johnson@fcc.gov](mailto:dennis.johnson@fcc.gov);
- 3) David Krech, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov),
- 4) Sumita Mukhoty, International Bureau, [Sumita.mukhoty@fcc.gov](mailto:Sumita.mukhoty@fcc.gov)
- 5) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

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The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any

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<sup>3</sup> 47 C.F.R. § 63.03(b)(2)(i).

written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral ex parte presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the ex parte presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during ex parte meetings are deemed to be written ex parte presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's ex parte rules.

For further information, please contact Myrva Freeman at (202) 418-1506 or Dennis Johnson at (202) 418-0809.

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