

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware (State)

Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Xtera Communications, Inc.

2. All other names debtor used in the last 8 years None

3. Debtor's federal Employer Identification Number (EIN) 38 - 3394611

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

5. Debtor's website (URL) www.xtera.com

6. Type of debtor [X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Debtor Xtera Communications, Inc.  
Name

Case number (if known) \_\_\_\_\_

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>

3 3 4 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See attached Schedule 1 Relationship \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY

Case number, if known \_\_\_\_\_

Debtor Xtera Communications, Inc.  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number \_\_\_\_\_ Street \_\_\_\_\_  
\_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Is the property insured?**

- No
- Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- 1-49
- 1,000-5,000
- 25,001-50,000
- 50-99
- 5,001-10,000
- 50,001-100,000
- 100-199
- 10,001-25,000
- More than 100,000
- 200-999

**15. Estimated assets**

- \$0-\$50,000
- \$1,000,001-\$10 million
- \$500,000,001-\$1 billion
- \$50,001-\$100,000
- \$10,000,001-\$50 million
- \$1,000,000,001-\$10 billion
- \$100,001-\$500,000
- \$50,000,001-\$100 million
- \$10,000,000,001-\$50 billion
- \$500,001-\$1 million
- \$100,000,001-\$500 million
- More than \$50 billion

Debtor Xtera Communications, Inc. Case number (if known) \_\_\_\_\_  
Name

16. Estimated liabilities
- |                                                |                                                                |                                                        |
|------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million              | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million             | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million           | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/15/2016  
MM / DD / YYYY

*X Joseph R. Chunn*  
 Signature of authorized representative of debtor  
 Title CFO

*Joseph R. Chunn*  
 Printed name

18. Signature of attorney

*X Stuart Brown*  
 Signature of attorney for debtor

Date 11/15/2016  
MM / DD / YYYY

Stuart Brown  
Printed name  
DLA Piper LLP  
Firm name  
1201 N. Market Street, Suite #2100  
Number Street  
Wilmington DE 19801  
City State ZIP Code  
(302) 468-5640 stuart.brown@dlapiper.com  
Contact phone Email address  
004050 DE  
Bar number State

Official Form 201A (12/15)

*[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]*

*[Caption as in Form 416B]*

**Attachment to Voluntary Petition for Non-Individuals Filing for  
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-37617.

2. The following financial data is the latest available information and refers to the debtor's condition on November 2016.

a. Total assets	\$ <u>50,470,477.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>66,456,335.00</u>	
c. Debt securities held by more than 500 holders		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
d. Number of shares of preferred stock		<u>0</u>
e. Number of shares common stock		<u>17,224,624</u>

Comments, if any: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

3. Brief description of debtor's business: Xtera sells high-capacity, cost-efficient optical transport solutions, supporting the high growth in global demand for bandwidth to telecommunications service providers.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
NEA Management Company, LLC; Arch Ventures; Sevin Rosen  
 \_\_\_\_\_  
 \_\_\_\_\_

**SCHEDULE 1**

**SCHEDULE OF DEBTORS**

On the date hereof, each of the affiliated entities listed below (the "Debtors") filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Xtera Communications, Inc.

1. Xtera Communications, Inc.
2. Xtera Communications Ltd.
3. Xtera Communications Canada, Inc.
4. Azea Networks, Inc.
5. Neovus, Inc.
6. PMX Holdings, Limited
7. Xtera Asia Holdings, LLC
8. Xtera Communications Hong Kong Limited

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

XTERA COMMUNICATIONS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 16- \_\_\_\_\_ ( )

(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT (RULE 1007(a)(1))**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, Xtera Communications, Inc. hereby certifies that: NEA Management Company LLC holds a 21.08% equity interest in Xtera Communications, Inc.; Arch Ventures holds a 10.94% equity interest in Xtera Communications, Inc.; and Sevin Rosen holds a 6.77% equity interest in Xtera Communications, Inc.

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<sup>1</sup> The Debtors in these Chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are as follows: Xtera Communications, Inc. (4611); Xtera Communications, Ltd. (9610); Xtera Communications Canada, Ltd. (2053); Xtera Comunicacoes Do Brasil LTDA (0154); Xtera Communications Hong Kong Ltd. (7411); PMX Holdings, Ltd. (4611); Azea Networks, Inc. (7821); Neovus, Inc. (2940); and Xtera Asia Holdings, LLC (4611). The mailing address for the Debtors, solely for purposes of notices and communications, is 500 W. Bethany Drive, Suite 100, Allen, TX 75013.

**Fill in this information to identify the case and this filing:**

Debtor Name Xtera Communications Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (if known): \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/15/2016  
MM / DD / YYYY

Joseph R Chiniwici  
Signature of individual signing on behalf of debtor

Joseph R Chiniwici  
Printed name

CFO  
Position or relationship to debtor



**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

XTERA COMMUNICATIONS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 16- \_\_\_\_\_ ( )

(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS**

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), attached hereto as Annex 1 is a list of equity security holders of Xtera Communications Inc., one of the above-captioned debtors and debtors in possession.

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<sup>1</sup> The Debtors in these Chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are as follows: Xtera Communications, Inc. (4611); Xtera Communications, Ltd. (9610); Xtera Communications Canada, Ltd. (2053); Xtera Comunicacoes Do Brasil LTDA (0154); Xtera Communications Hong Kong Ltd. (7411); PMX Holdings, Ltd. (4611); Azea Networks, Inc. (7821); Neovus, Inc. (2940); and Xtera Asia Holdings, LLC (4611). The mailing address for the Debtors, solely for purposes of notices and communications, is 500 W. Bethany Drive, Suite 100, Allen, TX 75013

ANNEX I

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
1185 Design	941Emerson Street Palo Alto, CA 94301	150	Common
141608 Canada, Inc.	464 Bank Street Suite 200 Ottawa ON K2P 1Z3 Canada	389	Common
Accel Europe Investors 2003, L.P.	1209 N ORANGE ST CORPORATION TRUST CTR WILMINGTON DE 19801	112,860	SERIES B-3 Outstanding
Accel Europe Investors 2003, L.P.		9,388	SERIES C-3 Outstanding
Accel Europe Investors 2003, L.P.		20,530	SERIES D-3 Outstanding
Accel Europe L.P.	428 UNIVERSITY AVE PALO ALTO CA 94301-1812	4,261,585	SERIES B-3 Outstanding
Accel Europe L.P.		354,517	SERIES C-3 Outstanding
Accel Europe L.P.		775,191	SERIES D-3 Outstanding
Adox, James		9,224	Common
Adox, James		14,325	SERIES A-3 Outstanding
Adox, James		14,449	SERIES B-3 Outstanding
Adox, James		20,491	SERIES C-3 Outstanding
Adox, James		8,272	SERIES D-3 Outstanding
Adox, James		175,359	SERIES E-3 Outstanding
Advanced Pension Programs, Inc., Trustee of the North American C	13600 MARINA POINTE DR NO 302 MARINA DEL REY CA 90292	50,000	Common
Aether Partners, L.P.	7731 CHALKSTONE DR DALLAS TX 75248-5319	3,932	Common
Aitken, Andy		24,000	1999 Stock Option Plan
Aitken, Andy		24,000	2011 Stock Plan
Ajourri, Charles		250	Common
Alalusi, Mazin		115	Common
Allen, Scott		200	Common
Alter, Aaron		1,833	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Americanbuoy & Co.		6,528	Common
Anas Family Holdings Inc.		389	Common
Andrade, Manuel		24,375	Common
Anoikin, Eugene		117	Common
ARCH Entrepreneurs Fund, L.P.	8725 W HIGGINS ROADSUITE 290 CHICAG CHICAGO IL 60631	1,053	Common
ARCH Entrepreneurs Fund, L.P.		18,154	SERIES A-3 Outstanding
ARCH Entrepreneurs Fund, L.P.		6,628	SERIES B-3 Outstanding
ARCH Entrepreneurs Fund, L.P.		2,811	SERIES C-3 Outstanding
ARCH Entrepreneurs Fund, L.P.		4,632	SERIES D-3 Outstanding
ARCH Venture Fund III, L.P.	THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER1209 ORANGE ST, WILMINGTON	283,733	Common
ARCH Venture Fund III, L.P.		663,100	SERIES A-3 Outstanding
ARCH Venture Fund III, L.P.		327,812	SERIES B-3 Outstanding
ARCH Venture Fund III, L.P.		112,409	SERIES C-3 Outstanding
ARCH Venture Fund III, L.P.		185,283	SERIES D-3 Outstanding
ARCH Venture Fund IV, L.P.	THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER1209 ORANGE ST, WILMINGTON	39,210	Common
ARCH Venture Fund IV, L.P.		960,505	SERIES A-3 Outstanding
ARCH Venture Fund IV, L.P.		344,991	SERIES B-3 Outstanding
ARCH Venture Fund IV, L.P.		148,095	SERIES C-3 Outstanding
ARCH Venture Fund IV, L.P.		244,104	SERIES D-3 Outstanding
ARCH Venture Fund IV A, L.P.	THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER1209 ORANGE ST, WILMINGTON	536,889	SERIES A-3 Outstanding
ARCH Venture Fund IV A, L.P.		185,275	SERIES B-3 Outstanding

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
ARCH Venture Fund IV A, L.P.		81,922	SERIES C-3 Outstanding
ARCH Venture Fund IV A, L.P.		135,030	SERIES D-3 Outstanding
ARCH Venture Fund VI, L.P.	THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER1209 ORANGE ST, WILMINGTON	204,918	Common
ARCH Venture Fund VI, L.P.		4,612,546	SERIES A-3 Outstanding
ARCH Venture Fund VI, L.P.		4,915,172	SERIES B-3 Outstanding
ARCH Venture Fund VI, L.P.		1,900,496	SERIES C-3 Outstanding
ARCH Venture Fund VI, L.P.		1,919,166	SERIES D-3 Outstanding
ARCH Venture Fund VI, L.P.		23,378,104	SERIES E-3 Outstanding
Art, Miguel		38,189	Common
Aschenbrenner, Tom		4,250	Common
Aston University	Aston Express Way Birmingham B4 7ET United Kingdom	37,500	Common
Atiyeh, Emad		88	Common
Autry, Parish		275	Common
Baidoo, Ernest		5,000	1999 Stock Option Plan
Baidoo, Ernest		2,500	2011 Stock Plan
Barkley, Les		1,000,000	2011 Stock Plan
Polycomp Trust Company Custodian FBO Les Barkley IRA 3009751	401 E. 8TH ST #200E SIOUX FALLS, SD 57103	660,465	SERIES E-3 Outstanding
Barnes, Anthony		150	Common
Barnes, Catherine Mary		328,783	SERIES E-3 Outstanding
Barnes, Stuart		60,520	SERIES C-3 Outstanding
Barnes, Stuart		100,095	SERIES D-3 Outstanding
Barnes, Stuart		175,359	SERIES E-3 Outstanding
Barnes, Stuart		800,000	1999 Stock Option Plan
Barnes, Stuart		320,000	2011 Stock Plan
Bartek, David		100	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Rebecca or Jeanne Ann Bayless, Trustee for Christian A.R. Bayless Trust		10,000	SERIES A-3 Outstanding
Rebecca or Jeanne Ann Bayless, Trustee for Christian A.R. Bayless Trust		2,340	SERIES E-3 Outstanding
Rebecca or Jeanne Ann Bayless, Trustee for W. Andrew Bayless Trust		10,000	SERIES A-3 Outstanding
Rebecca or Jeanne Ann Bayless, Trustee for W. Andrew Bayless Trust		2,340	SERIES E-3 Outstanding
Bayless, Jeanne Ann		10,000	SERIES A-3 Outstanding
Bayless, Jeanne Ann		4,610	SERIES E-3 Outstanding
Bayless, Rebecca L.R.		100,000	SERIES A-3 Outstanding
Bayless, Rebecca L.R.		23,405	SERIES E-3 Outstanding
Bayless, Jr., Jon		10,000	SERIES A-3 Outstanding
Bayless, Jr., Jon		4,610	SERIES E-3 Outstanding
Bayless, Jon		252,000	Common
Bayless, Jon		84,500	SERIES C-3 Outstanding
Jon W. Bayless, Separate Property		782,509	SERIES A-3 Outstanding
Jon W. Bayless, Separate Property		169,103	SERIES D-3 Outstanding
Jon W. Bayless, Separate Property		1,679,338	SERIES E-3 Outstanding
BDC Capital Inc.	500 N WASHINGTON ST ALEXANDRIA VA22314	12,960	Common
Beall, Sara		389	Common
Beasley, Harrison		50	Common
Beasley, Robert		7,500	2011 Stock Plan
Beaudette, Paul		518	Common
Becken, Jorge		5,000	1999 Stock Option Plan
Becken, Jorge		5,000	2011 Stock Plan
Bellary, Anand		382	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Biotechnology Business Consultants, L.L.C.	NKA: BBC Entrepreneurial Training & Consulting LLC 2155 Jackson Ave., Ste. 1 Ann Arbor, MI 48103	1,500	Common
Blake, Constance		25	Common
Blake, David		5,000	1999 Stock Option Plan
Blake, David		5,000	2011 Stock Plan
BMO Capital Corporation	BMO CAPITAL MARKETS CORP 3 TIMES SQUARE NEW YORK, NEW YORK, 10036	5,184	Common
Bocchetti, John		425	Common
Boyras, Ozdal		43	Common
Brackett, Charles		250	Common
Branch, Minnie		8	Common
Briggs, David		150	Common
Bristol, Craig		67,708	Common
Brooks, Donald		2,968,022	Common
Brooks, Donald		1,227,513	SERIES E-3 Outstanding
Brown, Jeff		100	Common
Burtsev, Sergey		35,500	1999 Stock Option Plan
Burtsev, Sergey		30,000	2011 Stock Plan
Busch, Klaus		11,287	Common
Butz, Steve		15	Common
Cable, Lynn		30	Common
Capper, Lance		50	Common
Capps, Thomas		30	Common
Casareno, Larry		119	Common
Catovic, Emir		15,000	Common
Catovic, Emir		30,000	2011 Stock Plan
CBC Pension Board of Trustees	CBC Pension Board of Trustees 919 – 99 Bank Street Ottawa, ON K1P 6B9	9,612	Common
Centerpoint Venture Fund III, L.P.	2 GALLERIA TOWER 13455 NOEL RD FLOOR 16TH DALLAS TX 75240	1,376	Common
Centerpoint Venture Fund III (Q), L.P.	2 GALLERIA TOWER 13455 NOEL RD FLOOR 16TH DALLAS TX 75240	89,241	Common
Chaires, Daryl		50,000	Common
Chan, Ming-Hua		57,800	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Chan, Samuel YH		15,000	Common
Chang, Chun-Yen		173,400	Common
Chang, Do-Il		24,700	Common
Chang, Do-Il		20,000	2011 Stock Plan
Chao, Chao-Sheng		46,250	Common
Chbat, Michel		1,250	Common
Chebotarev, Andrey		82	Common
Cheng, Ming-Cheng		200	Common
CIENA Corporation	7035 Ridge Road Hanover, MD 21076	24,000	Common
Cimadevilla, Marcos		250	Common
Clark, Robert		12,000	1999 Stock Option Plan
Clark, Robert		4,800	2011 Stock Plan
Clesca, Bertrand		75,000	Common
Clesca, Bertrand		15,000	2011 Stock Plan
Colan, Paul		1,527,555	Common
Colan, Paul		1,525,045	1999 Stock Option Plan
Colan, Paul		1,800,000	2011 Stock Plan
Coles, Barry		23,687	Common
ComVentures IV, L.P. (Fuse Capital)	505 HAMILTON AVENUE SUITE 305 PALO ALTO CA 94301	9,651,233	Common
ComVentures IV CEO Fund, L.P. (Fuse Capital)	505 HAMILTON AVENUE SUITE 305 PALO ALTO CA 94301	720,550	Common
ComVentures IV Entrepreneurs' Fund, L.P. (Fuse Capital)	505 HAMILTON AVENUE SUITE 305 PALO ALTO CA 94301	136,631	Common
Connors, Mike		32	Common
Coroy, Trent		10,000	Common
Cowley, Henry		7,500	2011 Stock Plan
Cronus & Co.		91,388	Common
Current Ventures II Limited (KLM Capital)	KLM Capital Group 3080 Olcott Street Suite 205C Santa Clara, CA 95054	219,947	Common
Czajkowski, Igor		15,000	1999 Stock Option Plan
Czajkowski, Igor		3,000	2011 Stock Plan
Dali, Hook Partners Entrepreneurs Fund, L.P.	Corpamerica Inc 2711 Centerville Road DE 19808	19	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Dali Hook Partners, L.P.	NKA: KeyNote Ventures 545 Middlefield Road Suite 178 Menlo Park, CA 94025	1,083	Common
Davison, Timothy Russell		11,500	SERIES C-3 Outstanding
Davison, Timothy Russell		4,956	SERIES D-3 Outstanding
DeMolay, Russ		200	Common
Demos, Mark		128	Common
Desbruslais, Steven		9,900	SERIES C-3 Outstanding
Desbruslais, Steven		1,661	SERIES D-3 Outstanding
Desbruslais, Steven		20,000	2011 Stock Plan
Desjardins Venture Capital, L.P.	2 Complexe Desjardins Bureau 1717, Case Postale 760 Montreal, QC H5B 1B8 Canada	298,460	Common
DeYong, Mark		152,755	Common
DeYong, Mark		47,245	1999 Stock Option Plan
DeYong, Mark		100,000	2011 Stock Plan
Diaz, Augie		39	Common
Dillow, Kacey		854	2011 Stock Plan
Dismukes, Andrew		69,291	Common
Dismukes, Andrew		10,709	1999 Stock Option Plan
Dismukes, Andrew		30,000	2011 Stock Plan
Dittmar, Bob		300	Common
Djambova, Tzvetanka		4,427	Common
Doelling, Phillip		2,341	Common
Donald, David		210	Common
Doss, Mary Beth		75	Common
Dow Chemical Company	2030 Dow Center Midland, MI 48674	1,998,503	Common
Drutan Investments, Ltd.	4516 SETON CENTER PKWY AUSTIN TX 78759-5370	7,917	Common
Duffey, Scott		38	Common
Dunsmore, Richard		1,250	Common
Dyck, Harold		518	Common
Edwards, Adrian		20,000	1999 Stock Option Plan
Edwards, Adrian		20,000	2011 Stock Plan



EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Ellison, John		60,520	SERIES C-3 Outstanding
Ellison, John		10,163	SERIES D-3 Outstanding
Ennis, Jeanette		4,663	Common
Ennis, Jeanette		7,174	SERIES A-3 Outstanding
Ennis, Jeanette		7,225	SERIES B-3 Outstanding
Ennis, Jeanette		8,320	SERIES C-3 Outstanding
Ennis, Jeanette		9,413	SERIES D-3 Outstanding
Ennis, Jeanette		1,025	Warrant Common
Ennis, Patrick		4,662	Common
Ennis, Patrick		7,174	SERIES A-3 Outstanding
Ennis, Patrick		7,224	SERIES B-3 Outstanding
Ennis, Patrick		8,320	SERIES C-3 Outstanding
Ennis, Patrick		9,415	SERIES D-3 Outstanding
Ennis, Patrick		1,024	Warrant Common
Enspire Capital Limited	Enspire Capital Pte Ltd 5 Temasek Boulevard #10-06 Suntec Tower 5 Singapore 038985	13,196	Common
Enunwaonye, Patrick		25,000	1999 Stock Option Plan
Enunwaonye, Patrick		75,000	2011 Stock Plan
Erdmann, Dietrich		15,738	Common
Erickson, Christopher		15,000	2011 Stock Plan
Erwin, Craig		32	Common
Fan, Hong		125	Common
Farrugia, Paul		100,000	1999 Stock Option Plan
Farrugia, Paul		300,000	2011 Stock Plan
Feng, Zhi		300	Common
Fevrier, Herve		269,317	Common
Fevrier, Herve		500,000	1999 Stock Option Plan
Fevrier, Herve		2,800,000	2011 Stock Plan

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Figueroa, Luis		375	Common
Floren, Bryan		269,053	Common
FONDS de solidarite des Travailleurs du Quebex (F.T.Q)	545, Crémazie Boulevard East Office 200 Montreal, QC H2M 2W4 Canada	12,960	Common
Foster, Michael		17,428	Common
Freeman, Michael		992	Common
Frisch, Tony		120,000	1999 Stock Option Plan
Frisch, Tony		50,000	2011 Stock Plan
Fromberg, Barry		500,000	1999 Stock Option Plan
Fromberg, Barry		200,000	2011 Stock Plan
Fullpath Nominees Limited	1/F CINDIC TOWER Wan Chai Hong Kong	13,196	Common
Gahagan, Bill		38	Common
Garcia, John		10,000	2011 Stock Plan
Garcia, Justo		300	Common
Garvey, Julie		5,000	1999 Stock Option Plan
Garvey, Julie		3,000	2011 Stock Plan
Gavrilovic, Pavle		1,750	Common
Ghanma, Wael		300	Common
Gilbert, Marc		300	Common
Giles, Amy		8	Common
Gonuguntla, Anand		14,904	Common
Goodman, Joseph		272	Common
Goudreau, Pete		313	Common
Green, Dorrit		250	Common
Gregory, Bruce		389	Common
Grieshaber, Jimmie		13	Common
Griffin, Shawn		389	Common
Grosso, Guido		17,469	Common
Gruman, Fredrick		2,288	Common
Grund, Jon		50,000	Common
GUS KAN Inc.	8548 STONEHOUSE POINT ROAD P.O. BOX 635 CORNWALL (ONTARIO) K6H5T3	648	Common
Hailey, Chris		1,499	Common
Hamilton-Smith, Michael		60,520	SERIES C-3 Outstanding

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Hamilton-Smith, Michael		10,163	SERIES D-3 Outstanding
Han, Dennis		7,500	Common
Han, Yongun		5,000	1999 Stock Option Plan
Han, Yongun		1,500	2011 Stock Plan
Hanisch, Dean		259	Common
Harrel, Charles		4,236	Common
Harres, Luiz		47	Common
Harrington, Matthew		259	Common
Harris, Hayden		82,000	SERIES C-3 Outstanding
Harris, Hayden		30,019	SERIES D-3 Outstanding
Haw, Aileen		2,592	Common
Hayden H. Harris Living Trust	13875 WATERS RD CHELSEA MI 48118-9203	113,662	Common
Hayden H. Harris Living Trust		191,540	SERIES A-3 Outstanding
Hayden H. Harris Living Trust		57,800	SERIES B-3 Outstanding
Hayden H. Harris Living Trust		59,112	SERIES C-3 Outstanding
Hayden H. Harris Living Trust		68,973	SERIES D-3 Outstanding
Hayden H. Harris Living Trust		345,471	SERIES E-3 Outstanding
Henderson, Keith		150,000	1999 Stock Option Plan
Henderson, Keith		150,000	2011 Stock Plan
Hendrix, Walter		200	Common
Henrie, Jason		130	Common
Hepden, Nick		5,000	2011 Stock Plan
Hess, James		10,000	1999 Stock Option Plan
Hess, James		21,875	2011 Stock Plan
Hews (Term), Marcel		4,921	Common
Higgerson, Clifford		81,967	Common
Higgerson, Clifford		2,524,126	SERIES A-3 Outstanding
Higgerson, Clifford		231,195	SERIES B-3 Outstanding
Higgerson, Clifford		393,146	SERIES C-3 Outstanding

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Higgerson, Clifford		699,190	SERIES D-3 Outstanding
Higgerson, Clifford		7,695,718	SERIES E-3 Outstanding
Higginbotham, Dylan		2,500	Common
Higginbotham, Dylan		7,500	2011 Stock Plan
Higgins, Liz		781	Common
Hill, Alistair		5,000	1999 Stock Option Plan
Hill, Alistair		7,000	2011 Stock Plan
Hillsten, John		250	Common
Hirani, Billy		4,886	Common
Ho, Po-Yi		2,000	1999 Stock Option Plan
Hoang, Amy		12,500	1999 Stock Option Plan
Hoang, Amy		5,000	2011 Stock Plan
Hoekwater, Jon		300	Common
Hook Communications Partners, LP	One Lincoln Centre, Suite 1550 5400 LBJ Freeway Dallas, TX 75240	44,661	Common
Hook Partners III, LP	13760 NOEL RD STE 805 DALLAS TX 75240-7336	1,549	Common
Hook Partners V, LP	One Lincoln Centre, Suite 1550 5400 LBJ Freeway Dallas, TX 75240	31,377	Common
Hopper, Jon		2,263,376	Common
Hopper, Jon		10,334,117	SERIES E-3 Outstanding
Hopper, Jon		2,551,824	1999 Stock Option Plan
Hopper, Jon		3,600,000	2011 Stock Plan
Horizon Technology Finance Corporation	312 Farmington Avenue Farmington, CT 06032	983,607	Warrant SERIES C-3 Outstanding
Hsiao, Shun-Jung		5,780	Common
Independent Wealth Management Consultants Limited	14 Exchange St, Retford DN22 6BL, United Kingdom	3,750	SERIES C-3 Outstanding
Independent Wealth Management Consultants Limited		629	SERIES D-3 Outstanding
International Capital Group (ICG) (Canada) Inc.	80 Corporate Dr, Scarborough, Ontario M1H 3G5, Canada	389	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
InterWest Investors Q VIII, LP	2710 SAND HILL RD SECOND FLOOR MENLO PARK CA 94025	13,572	Common
InterWest Investors VII, LP	2710 SAND HILL RD SECOND FLOOR MENLO PARK CA 94025	21,536	Common
InterWest Investors VIII, LP	2710 SAND HILL RD SECOND FLOOR MENLO PARK CA 94025	3,786	Common
InterWest Partners VII, LP	2710 SAND HILL RD SECOND FLOOR MENLO PARK CA 94025	449,702	Common
InterWest Partners VIII, LP	2710 SAND HILL RD SECOND FLOOR MENLO PARK CA 94025	474,369	Common
Islam, Mohammed		27,825	Common
Ives, Carrie		63	Common
James, Jeanne		2,000	2011 Stock Plan
Jeffries, Anthony		425	SERIES A-3 Outstanding
Jeffries, Anthony		35	SERIES C-3 Outstanding
Jeffries, Anthony		76	SERIES D-3 Outstanding
Jerusalem Venture Partners Entrepreneurs Fund IV, L.P.	THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER1209 ORANGE ST, WILMINGTON	1,528	Common
Jerusalem Venture Partners IV, L.P.		170,711	Common
Jerusalem Venture Partners IV (Israel), L.P.	C/O JERUSALEM VENTURE PARTNERS HEBRON ROAD 24 JERUSALEM L3 93542	4,107	Common
Jerusalem Venture Partners IV- A, L.P.	C/O JERUSALEM VENTURE PARTNERS HEBRON ROAD 24 JERUSALEM L3 93542	1,439	Common
John F. Kutzer, Trustee Of The John Foss 2000 Irrevocable Trust		1,000	Common
John F. Kutzer, Trustee Of The Kimberly Foss 2000 Irrevocable Tr		1,000	Common
John F. Kutzer, Trustee Of The Neil Foss 2000 Irrevocable Trust		1,000	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Johnson, Russell		25,000	SERIES C-3 Outstanding
Johnson, Russell		61,890	SERIES D-3 Outstanding
Johnson, Russell		175,359	SERIES E-3 Outstanding
Jones, Mark		50,000	Common
Judith A. Thompson Living Trust		8,797	Common
Kaminski, Andrzej		5,847	Common
Kawar, Dana		7,500	2011 Stock Plan
Kawar, Samith		661,464	SERIES E-3 Outstanding
Kibby, Craig		350	Common
Kilkenny, Matthew		55	Common
Kim, Hyunchin		250	Common
Kimbrell, Harry		250	Common
King, Sally		5	Common
Kings Arms Yard VCT 2 plc	2 Wellington Place, Leeds, West Yorkshire, LS1 4AP	2,073,544	Common
Kocurek, Tom		5,000	1999 Stock Option Plan
Kocurek, Tom		1,000	2011 Stock Plan
Kramlich Living Trust u/a/d 6/1/94	3265 SACRAMENTO ST SAN FRANCISCO CA 94115-2047	1,698,254	SERIES E-3 Outstanding
Krishnappa, Datta		125	Common
Krishnappa, Datta		44,750	1999 Stock Option Plan
Krishnappa, Datta		30,000	2011 Stock Plan
Kummell Investments Limited	STE 922C EUROPORT VIA LONDON GIBRALTAR, J1, GIBRALTAR	17,595	Common
Kuo, ChinMing		1,208,020	Common
Lago Ventures Fund One Limited	Lyford Manor West Building, Lyford Cay PO Box N-7776 (slot 193) Nassau, Bahamas	1,021,782	SERIES B-3 Outstanding
Lago Ventures Fund One Limited		85,001	SERIES C-3 Outstanding
Lago Ventures Fund One Limited		185,864	SERIES D-3 Outstanding
Lam, Vinh		250	Common
Laskey, Beau Daniel		6,819	Common
Laskey, Beau Daniel		11,535	SERIES A-3 Outstanding

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Laskey, Beau Daniel		14,449	SERIES B-3 Outstanding
Laskey, Beau Daniel		20,513	SERIES C-3 Outstanding
Laskey, Beau Daniel		7,807	SERIES D-3 Outstanding
Laurienti, Anthony		500	Common
Lee, Chien-Hua		57,800	Common
Lee, Shing Kwong		389	Common
Leffingwell, Lowieta		125	Common
Lei, Chin-Laung		277,440	Common
Leo, Massimo		10,000	2011 Stock Plan
Les Productions Feeling, Inc.	2540 Boulevard Daniel Johnson Suite 755 Laval, QC H7T 2S3 Canada	1,296	Common
Lexington Private Equity VI, L.P.	THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER1209 ORANGE ST, WILMINGTON	2,321,965	Common
Limon, Rogelio		100	Common
Limon, Rogelio		10,000	2011 Stock Plan
Lin, Sharlene		1,500	Common
Lin, Xinsi		100	Common
Ling, Feng		44	Common
London Pacific Life & Annuity Company	3109 Poplarwood Ct Raleigh, NC 27604	19,686	Common
Longendyke, Gregory		350	Common
Love, William		389	Common
Lu, CM		250,000	1999 Stock Option Plan
Luecke, Stephen		38	Common
Lui, Wilfred		950	Common
Lui, Wilfred		20,000	2011 Stock Plan
Lundy, Robert		3,625	Common
Macquarie Capital Markets Canada Ltd	Brookfield Place 181 Bay Street Suite 3100 Toronto, ON M5J 2T3 Canada	2,592	Common
Mahoney, Michael		9,743	Common
Malone, Sharla Ann		85,000	Common
Manning, France		1,000	2011 Stock Plan
Manning, Malcom		15,000	1999 Stock Option Plan
Manning, Malcom		4,500	2011 Stock Plan

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Marcus, Hayden		389	Common
Martin, Kevin		250,000	1999 Stock Option Plan
Martin, Kevin		450,000	2011 Stock Plan
Martin, Mark		389	Common
Martinez, Jacqueline		31	Common
Mary L. Campbell Trust	2520 Allred Street Lakewood, CA 90712	24,829	Common
Mathai, James		250	Common
Mathers, Gordon		5,000	1999 Stock Option Plan
Mathers, Gordon		1,500	2011 Stock Plan
Matrona, Piergiovanni		50,000	1999 Stock Option Plan
Matrona, Piergiovanni		5,000	2011 Stock Plan
Mayfield, Charles		125	Common
Mayfield, Karen		25	Common
Mayfield III, Charles		25	Common
McCutcheon, William		702,675	Common
McKechnie, Gillian		4,000	1999 Stock Option Plan
McKechnie, Gillian		1,200	2011 Stock Plan
McLaren, John		500,000	Common
McLaren, John		200,000	1999 Stock Option Plan
McLaughlin, John		10,000	Common
McLaughlin, John		25,000	2011 Stock Plan
Melton, Twila		60	Common
Mills, Bruce		200	Common
Mohammed N. Islam And Nasreen R. Islam Dynasty Trust		675	Common
Mohr Seed Capital II, L.P.	5400 LBJ FREEWAY, #1325 Dallas TX 75240	165	Common
Mohr Seed Capital II, L.P.		1,240	SERIES A-3 Outstanding
Mohr Seed Capital II, L.P.		103	SERIES C-3 Outstanding
Mohr Seed Capital II, L.P.		224	SERIES D-3 Outstanding
Moore, Ryan		25,000	1999 Stock Option Plan
Moore, Ryan		75,000	2011 Stock Plan
Morlock, Eric		8,854	Common
Morris, Marvin		200	Common



EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Moubarak, Roland		150	Common
MSTAR Capital Corp.	1005-555 Legget Drive, Tower A Ottawa, ON K2K 2X3 Canada	389	Common
Na, Eric		7,500	2011 Stock Plan
Nadeau, Peter		454	Common
Newbury Ventures Cayman III, LP	1200 Trinity Drive Menlo Park, California, 94025 United States	106,722	SERIES B-3 Outstanding
Newbury Ventures Cayman III, LP		8,878	SERIES C-3 Outstanding
Newbury Ventures Cayman III, LP		19,412	SERIES D-3 Outstanding
Newbury Ventures Cayman III, LP		31,600	SERIES E-3 Outstanding
Newbury Ventures Executives III, LP	1200 Trinity Drive Menlo Park, California, 94025 United States	24,629	SERIES B-3 Outstanding
Newbury Ventures Executives III, LP		2,048	SERIES C-3 Outstanding
Newbury Ventures Executives III, LP		4,478	SERIES D-3 Outstanding
Newbury Ventures Executives III, LP		7,291	SERIES E-3 Outstanding
Newbury Ventures III, LP	1200 Trinity Drive Menlo Park, California, 94025 United States	382,553	SERIES B-3 Outstanding
Newbury Ventures III, LP		31,824	SERIES C-3 Outstanding
Newbury Ventures III, LP		69,586	SERIES D-3 Outstanding
Newbury Ventures III, LP		113,273	SERIES E-3 Outstanding
Newbury Ventures III GmbH & Co. KG	Möhlstr. 12 Munich 81675 Germany	134,633	SERIES B-3 Outstanding
Newbury Ventures III GmbH & Co. KG		11,200	SERIES C-3 Outstanding
Newbury Ventures III GmbH & Co. KG		24,489	SERIES D-3 Outstanding
Newbury Ventures III GmbH & Co. KG		39,864	SERIES E-3 Outstanding
Newby IV, James		10,807	Common
NEA Ventures 2000, L.P.	THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER1209 ORANGE ST, WILMINGTON	25	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
New Enterprise Associates 10, L.P.	1954 GREENSPRING DR STE 600 LUTHERVILLE TIMONIUM MD 21093-4135	32,809	Common
New Enterprise Associates 10, L.P.		5,285,557	SERIES A-3 Outstanding
New Enterprise Associates 10, L.P.		5,779,879	SERIES B-3 Outstanding
New Enterprise Associates 10, L.P.		1,248,028	SERIES C-3 Outstanding
New Enterprise Associates 10, L.P.		7,353,023	SERIES E-3 Outstanding
New Enterprise Associates 9, L.P.	1954 GREENSPRING DR STE 600 LUTHERVILLE TIMONIUM MD 21093-4135	859,448	Common
New Enterprise Associates 9, L.P.		2,552,387	SERIES A-3 Outstanding
New Enterprise Associates 9, L.P.		2,889,939	SERIES B-3 Outstanding
New Enterprise Associates 9, L.P.		4,722,375	SERIES C-3 Outstanding
New Enterprise Associates 9, L.P.		26,678,422	SERIES D-3 Outstanding
New Enterprise Associates 9, L.P.		16,217,943	SERIES E-3 Outstanding
Nguyen, Derek		2,500	1999 Stock Option Plan
Nguyen, Derek		750	2011 Stock Plan
Nguyen, Tung		13	Common
Nguyen, Tung		2,117	1999 Stock Option Plan
Nguyen, Tung		1,839	2011 Stock Plan
Ni, An-Chi		3,464	Common
Nicholls, Keith		5,000	1999 Stock Option Plan
Nicholls, Keith		5,000	2011 Stock Plan
Nietubyc, Mark		500	Common
Northgate Partners LLC, a Delaware Multiple Series LLC	CORPORATION SERVICE COMPANY 2711 CENTERVILLE RDSUITE 400, WILMINGTON	1,545	SERIES A-3 Outstanding
Northgate Partners LLC, a Delaware Multiple Series LLC		57,798	SERIES B-3 Outstanding
Northgate Partners LLC, a Delaware Multiple Series LLC		20,491	SERIES C-3 Outstanding
Northgate Partners LLC, a Delaware Multiple Series LLC		13,406	SERIES D-3 Outstanding

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Northgate Partners LLC, a Delaware Multiple Series LLC		1,313,841	SERIES E-3 Outstanding
Odom, Rod		20	Common
Ohuiginn, Dara		518	Common
Olson, Craig		300	Common
Olway, Alan		10,000	1999 Stock Option Plan
Olway, Alan		10,000	2011 Stock Plan
Oravetz, Joe		297	Common
Otake, Gary		763,777	Common
Otake, Gary		1,126,967	SERIES E-3 Outstanding
Otake, Gary		240,000	2011 Stock Plan
Owen, Jack		37,500	1999 Stock Option Plan
Owen, Jack		425,000	2011 Stock Plan
Paduch, Rainer		389	Common
Panyarath, Tecno		1,000	Common
Panyarath, Tecno		1,000	1999 Stock Option Plan
Panyarath, Tecno		500	2011 Stock Plan
Parslow, Margaret		8	Common
Pascoe, Michael		1,992	Common
Patki, Pallavi		3,020	Common
Patterson, Randall		125	Common
Pelouch, Wayne		64,600	Common
Pelouch, Wayne		40,000	2011 Stock Plan
Perkins, Jon		250	Common
Perrier, Philippe		90,115	Common
Perrier, Philippe		250,000	1999 Stock Option Plan
Perrier, Philippe		250,000	2011 Stock Plan
Pham, Tom		57	Common
Pham, Tony		500	Common
Pharus Select Growth Venture, LLC	601 MONTGOMERY ST STE 1150 SAN FRANCISCO CA 94111	5,088,395	SERIES E-3 Outstanding
Phillips, Cynthia		30	Common
Phillips, Mark		250	Common
Pillai, Manikandan		94	Common
Pombo, Alvaro		389	Common
Powell, David		25,000	1999 Stock Option Plan
Powell, David		25,000	2011 Stock Plan
Pratt III, Charles		1,250	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Proudfoot, Alan		1,000	2011 Stock Plan
Puc, Andrej		51,000	Common
Quester Venture Partnership	62 Dean Street, London, W1D 4QF	2,554,901	Common
Rahn Group	RAHN AG Doerflistrasse 120 CH-8050 Zueric	141,142	SERIES A-3 Outstanding
Rahn Group		11,741	SERIES C-3 Outstanding
Rahn Group		89,734	SERIES D-3 Outstanding
Ramkar, Bitu		15	Common
Rao, Ram		425	Common
Reddy, Sena		858	Common
Regents Of The University Of Michigan	3003 S STATE ST STE 9000 ANN ARBOR, MI 48109-1276	279,505	Common
Rell Family Partners Limited	3212 Baker Street, San Francisco, CA 94123	6,158	SERIES A-3 Outstanding
Rell Family Partners Limited		512	SERIES C-3 Outstanding
Rell Family Partners Limited		1,120	SERIES D-3 Outstanding
Rell Family Partners Limited		175,359	SERIES E-3 Outstanding
Rho Ventures IV, L.P.	124 DUNE ROAD QUOGUE, NEW YORK, 11959	1,830	Common
Rho Ventures IV, L.P.		13,864	SERIES A-3 Outstanding
Rho Ventures IV, L.P.		1,153	SERIES C-3 Outstanding
Rho Ventures IV, L.P.		2,521	SERIES D-3 Outstanding
Rho Ventures IV (QP), L.P.	124 DUNE ROAD QUOGUE, NEW YORK, 11959	9,672	Common
Rho Ventures IV (QP), L.P.		73,273	SERIES A-3 Outstanding
Rho Ventures IV (QP), L.P.		6,095	SERIES C-3 Outstanding
Rho Ventures IV (QP), L.P.		13,327	SERIES D-3 Outstanding
Rho Ventures IV-A, L.P.	152 WEST 57TH STREET NEW YORK NY 10019	2,278	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Rho Ventures IV-A, L.P.		17,259	SERIES A-3 Outstanding
Rho Ventures IV-A, L.P.		1,436	SERIES C-3 Outstanding
Rho Ventures IV-A, L.P.		3,139	SERIES D-3 Outstanding
Rho Ventures IV GmbH & Co. Beteiligungs KG	152 WEST 57TH STREET NEW YORK NY 10019	10,079	Common
Rho Ventures IV GmbH & Co. Beteiligungs KG		76,361	SERIES A-3 Outstanding
Rho Ventures IV GmbH & Co. Beteiligungs KG		6,352	SERIES C-3 Outstanding
Rho Ventures IV GmbH & Co. Beteiligungs KG		13,889	SERIES D-3 Outstanding
Rho Ventures IV Holdings (RE:Management Trust I)	152 WEST 57TH STREET NEW YORK NY 10019	8,951	Common
Rho Ventures IV Holdings (RE:Management Trust I)		67,813	SERIES A-3 Outstanding
Rho Ventures IV Holdings (RE:Management Trust I)		5,641	SERIES C-3 Outstanding
Rho Ventures IV Holdings (RE:Management Trust I)		12,333	SERIES D-3 Outstanding
Riccione, Nick		80	Common
Richardson, Robert		35,000	1999 Stock Option Plan
Richardson, Robert		30,000	2011 Stock Plan
Rienderhoff, Hans		300	Common
Riley, John		60,000	Common
Rinehardt, William (Bill)		10,000	Common
Roark, Melanie		50	Common
Roberts, James		61,200	Common
Roberts, James		20,000	2011 Stock Plan
Robinson, Andrew		15,000	1999 Stock Option Plan
Robinson, Andrew		85,000	2011 Stock Plan
Rocha, Jennifer		5	Common
Rostami, Payam		5,000	2011 Stock Plan
Roy, Daniel		389	Common
Royal, Brian		4,490	Common
Rudravajjala, Vijay		750	Common
Rudravajjala, Vijay		69,150	1999 Stock Option Plan
Rudravajjala, Vijay		350,000	2011 Stock Plan
Ryan, Robert Christopher		8,320	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Saints Capital Hanover, L.P.	475 SANSOME ST STE 1850 SAN FRANCISCO CA 94111	121,894	Common
Saints Capital Hanover, L.P.		6,691,408	SERIES A-3 Outstanding
Saints Capital Hanover, L.P.		558,963	SERIES C-3 Outstanding
Saints Capital Hanover, L.P.		1,217,739	SERIES D-3 Outstanding
Saints Capital Hanover, L.P.		3,454,344	SERIES E-3 Outstanding
Saiyed, Faizal		100	Common
Schmucker, Charles		375	Common
Schwartz, Joerg		100,000	1999 Stock Option Plan
Schwartz, Joerg		300,000	2011 Stock Plan
SCTI, L.P.	CORPORATION SERVICE COMPANY 2711 CENTERVILLE RDSUITE 400, WILMINGTON	3,281	Common
Segre, Dave		622	SERIES A-3 Outstanding
Segre, Dave		51	SERIES C-3 Outstanding
Segre, Dave		112	SERIES D-3 Outstanding
Sevin Rosen Bayless Management Company	13455 NOEL RD STE 4002 DALLAS TX 75240-6620	80	Common
Sevin Rosen Bayless Management Company		4,996	SERIES C-3 Outstanding
Sevin Rosen Fund VII, L.P.	13455 NOEL RD STE 4002 DALLAS TX 75240-6620	2,626,701	Common
Sevin Rosen Fund VII, L.P.		13,663,664	SERIES A-3 Outstanding
Sevin Rosen Fund VII, L.P.		27,830	SERIES B-3 Outstanding
Sevin Rosen Fund VII, L.P.		2,336,128	SERIES C-3 Outstanding
Sevin Rosen Fund VII, L.P.		3,367,346	SERIES D-3 Outstanding
Sevin Rosen Fund VII, L.P.		3,286,236	SERIES E-3 Outstanding
Sevin Rosen VII Affiliates Fund L.P.	13455 NOEL RD STE 4002 DALLAS TX 75240-6620	100,919	Common
Sevin Rosen VII Affiliates Fund L.P.		524,977	SERIES A-3 Outstanding

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Sevin Rosen VII Affiliates Fund L.P.		1,068	SERIES B-3 Outstanding
Sevin Rosen VII Affiliates Fund L.P.		89,756	SERIES C-3 Outstanding
Sevin Rosen VII Affiliates Fund L.P.		129,378	SERIES D-3 Outstanding
Sevin Rosen VII Affiliates Fund L.P.		126,261	SERIES E-3 Outstanding
Shaikh, Sajid		5,989	Common
Sharma, Neeraj		2,500	Common
Siamro, Robert		611,022	Common
Sikora, John		12,045	Common
Simmons, James		61,000	Common
Sinclair, William		38,879	Common
Slawson, Michael		75	Common
Smith, Jill		250	Common
Sokolich, Steve		27,958	Common
Square 1 Bank	406 Blackwell Street Suite 240 Durham, NC 27701	769,231	Warrant SERIES D-3 Outstanding
Srinivasan, Sam		858	Common
STARTech Business Development, LLC	1302 E COLLINS BLVD RICHARDSON TX 75081-2403	25	Common
Stenerson, Peter		518	Common
Stephens, Ann		2,526	Common
Stone, Jeff		64,850	Common
Stone, Jeff		75,000	2011 Stock Plan
Sturdy, Andy		7,500	2011 Stock Plan
Sullivan, Ed		375	Common
Sunny Century LLP		92,250	Common
Szeto, William		50,000	2011 Stock Plan
Taylor, Nigel		10,000	1999 Stock Option Plan
Taylor, Nigel		10,000	2011 Stock Plan
Teegen, John		1,062	SERIES A-3 Outstanding
Teegen, John		88	SERIES C-3 Outstanding
Teegen, John		192	SERIES D-3 Outstanding
Teitelbaum, Sarita		2,000	2011 Stock Plan
The Tingye Family Trust, Edith Wu, Deborah Li Cohen and Kathryn		200,250	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Thomas A. Kelley & Associates Profit Sharing Plan	5 Franciscan Ridge Portola Valley, CA 94028	534	Common
Thomas A. Kelley & Associates Profit Sharing Plan		49,873	SERIES A-3 Outstanding
Thomas A. Kelley & Associates Profit Sharing Plan		4,148	SERIES C-3 Outstanding
Thomas A. Kelley & Associates Profit Sharing Plan		9,070	SERIES D-3 Outstanding
Thomas M. & Carrie M. Brooks		8,507	Common
Thomas S. Porter Restated Trust		11,366	Common
Thomas S. Porter Restated Trust dated 11-14-05		20,229	SERIES B-3 Outstanding
Thomas S. Porter Restated Trust dated 11-14-05		3,396	SERIES D-3 Outstanding
Thomas S. Porter Restated Trust dated 11-14-05		175,359	SERIES E-3 Outstanding
Thomas S. Porter Restated Trust dated 7-31-98		17,651	SERIES A-3 Outstanding
Thomas S. Porter Restated Trust dated 7-31-98		3,573	SERIES C-3 Outstanding
Thomas S. Porter Restated Trust dated 7-31-98		3,563	SERIES D-3 Outstanding
Thompson, Kelly		2,500	1999 Stock Option Plan
Thompson, Kelly		7,500	2011 Stock Plan
Timothy Russell Davison as Trustee under a Declaration of Trust		102,250	SERIES C-3 Outstanding
Timothy Russell Davison as Trustee under a Declaration of Trust		17,170	SERIES D-3 Outstanding
Tinsley, Brian		100	Common
Tinsley, Brian		15,000	1999 Stock Option Plan
Tinsley, Brian		30,000	2011 Stock Plan
Tose Holdings Limited		13,196	Common
Trellis Partners II, L.P.	138 TRINITY ST CEDAR CREEK TX 78612-3563	546,835	Common
Trinler, David		75,000	Common
Trueger, Arthur		577,988	SERIES B-3 Outstanding
Trueger, Arthur		153,508	SERIES C-3 Outstanding
Trueger, Arthur		122,841	SERIES D-3 Outstanding



EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
Trueger, Arthur		240,000	1999 Stock Option Plan
Trustee of the Jayma E. Smith Trust		1,150,000	Common
TVM V Information Technology GmbH & Co. KG	Ottostrasse 4 Munich, 80333 Germany	5,008,562	Common
UNC Investment Fund, LLC	1400 Environ Way Chapel Hill, NC 27517	14,044	Common
University of California, Berkeley Foundation	University of California, Berkeley 2080 Addison Street #4200 Berkeley, CA 94720-4200	18,966	Common
University of Illinois Foundation	1305 West Green Street Urbana, IL 61801-2962	250	Common
University of Illinois Foundation		2,843	SERIES A-3 Outstanding
University of Illinois Foundation		236	SERIES C-3 Outstanding
University of Illinois Foundation		516	SERIES D-3 Outstanding
University Technology Investors, LP	THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER1209 ORANGE ST, WILMINGTON	2,917	Common
van Lochem, Gerhard		24,000	1999 Stock Option Plan
van Lochem, Gerhard		9,600	2011 Stock Plan
VantagePoint Venture Partners IV, LP	1001 BAYHILL DR STE 300 SAN BRUNO CA 94066	238,350	SERIES B-3 Outstanding
VantagePoint Venture Partners IV, LP		20,871	SERIES C-3 Outstanding
VantagePoint Venture Partners IV, LP		43,531	SERIES D-3 Outstanding
VantagePoint Venture Partners IV, LP		1,473,819	SERIES E-3 Outstanding
VantagePoint Venture Partners IV (Q), LP	1001 BAYHILL DR STE 300 SAN BRUNO CA 94066	2,380,870	SERIES B-3 Outstanding
VantagePoint Venture Partners IV (Q), LP		208,487	SERIES C-3 Outstanding
VantagePoint Venture Partners IV (Q), LP		434,833	SERIES D-3 Outstanding
VantagePoint Venture Partners IV (Q), LP		14,721,959	SERIES E-3 Outstanding
VantagePoint Venture Partners IV Principals Fund, LP	1001 BAYHILL DR STE 300 SAN BRUNO CA 94066	8,671	SERIES B-3 Outstanding

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
VantagePoint Venture Partners IV Principals Fund, LP		759	SERIES C-3 Outstanding
VantagePoint Venture Partners IV Principals Fund, LP		1,584	SERIES D-3 Outstanding
VantagePoint Venture Partners IV Principals Fund, LP		53,620	SERIES E-3 Outstanding
Varghese, Vinn		53,545	Common
Vaughn, Issac		172	Common
VenGrowth III Investment Fund, Inc.	87 Front Street East Suite 400, Toronto, ON M5E 1B8	47,496	Common
VenGrowth II Investment Fund, Inc.		600,514	Common
VenGrowth Investment Fund, Inc.	145 Wellington St W Toronto, ON M5J 1H8	254,392	Common
Villalobos, Monica		50	Common
Wabnitz, Stefan		300	Common
Walters, Mark		75	Common
Wang, Chih-Kan		416,160	Common
Wang, FangHua		10,000	Common
Wardak, Waleed		500	Common
Watson, Stephen		6,393	Common
W Capital Partners, L.P.	400 Park Avenue New York, NY 10022	62,669	Common
Weaver, Ned		300	Common
Webb, Stephen		60,520	SERIES C-3 Outstanding
Webb, Stephen		27,470	SERIES D-3 Outstanding
Welch, Scott		150	Common
Wellcome Trust Investments 2 Unlimited	Gibbs Building 215 Euston Road London, NW1 2BE	14,449,697	SERIES B-3 Outstanding
Wellcome Trust Investments 2 Unlimited		5,788,364	SERIES C-3 Outstanding
Wellcome Trust Investments 2 Unlimited		15,508,757	SERIES D-3 Outstanding
Wellcome Trust Investments 2 Unlimited		10,478,326	SERIES E-3 Outstanding
Wellcome Trust Investments 2 Unlimited		1,598,360	Warrant Common
Wellcome Trust Limited, as Trustee for The Wellcome Trust	Gibbs Building 215 Euston Road London, NW1 2BE	869,550	SERIES E-3 Outstanding
White, Scott		25,000	Common

EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NO. OF SHARES	TYPE OF SHARES
White, Scott		7,500	SERIES C-3 Outstanding
White, Scott		1,258	SERIES D-3 Outstanding
Wichansky, Carole		10	Common
Wigglesworth, Kenneth		518	Common
Williams, Michael		2,500	2011 Stock Plan
Willner, Alan		250	Common
Willoughby, Kevin		5,000	1999 Stock Option Plan
Willoughby, Kevin		7,000	2011 Stock Plan
Windus, Luke		2,500	2011 Stock Plan
Winterburn, David		60,520	SERIES C-3 Outstanding
Winterburn, David		11,882	SERIES D-3 Outstanding
Winterburn, David		203,000	1999 Stock Option Plan
Wong, Wai		1,000	1999 Stock Option Plan
Wong, Wai		11,000	2011 Stock Plan
Wood, Ian		5,000	1999 Stock Option Plan
Wood, Ian		2,000	2011 Stock Plan
Wood River Capital, Inc.	435 CELTIC RIDGE CRESCENT KANATA ON K2W 0B1 CANADA	389	Common
Woods, Renee		2,500	1999 Stock Option Plan
Woods, Renee		1,000	2011 Stock Plan
Wooley, Paul		94	Common
Wortman, Donald		49,800	Common
WS Investment 99B	650 Page Mill Road Palo Alto, CA 94304-1050	200	Common
WS Investment 99B		4,781	SERIES A-3 Outstanding
WS Investment 99B		397	SERIES C-3 Outstanding
WS Investment 99B		869	SERIES D-3 Outstanding
Wynne, Stephen		200	Common
Xie, Boping		82	Common
Yangco, Perfecto		500	Common
Young, Alfred		1,000	Common

<b>EQUITY HOLDER</b>	<b>ADDRESS OF EQUITY HOLDER</b>	<b>NO. OF SHARES</b>	<b>TYPE OF SHARES</b>
Young, Judy		12	Common
Yung, Yih		69,360	Common
Zak, Edwin		15,000	Common
Zhu, Zhimin		125	Common

**Fill in this information to identify the case and this filing:**

Debtor Name Xtera Communications Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (if known): \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/15/2016  
MM / DD / YYYY

Joseph R Chiriaci  
Signature of individual signing on behalf of debtor

Joseph R Chiriaci  
Printed name

CFO  
Position or relationship to debtor

**XTERA COMMUNICATIONS, INC.**

**CERTIFICATE OF CORPORATE RESOLUTION**

I, Jon r. Hopper, the duly elected, qualified and acting CEO of **XTERA COMMUNICATIONS, INC.**, a Delaware corporation (the "Corporation"), do hereby certify that at a meeting of the Board of Directors (the "Board") held on the 13th day of November, 2016, at which a quorum voted, the following resolution was presented and adopted, to wit:

WHEREAS, the Board has considered the current and prospective financial and operational aspects of the Corporation's business and has reviewed the historical performance of the Corporation and the current and long-term liabilities of the Corporation;

WHEREAS, the Board has been evaluating and considering the reorganization of the Corporation's business in consultation with the officers of the Corporation;

WHEREAS, the Board has determined that it is desirable, fair, reasonable, and in the best interest of the Corporation and the Corporation's creditors and other interested parties for the Corporation to file a voluntary petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware;

WHEREAS, the Board has reviewed, considered, and received the recommendations of professionals and advisors to the Corporation as to the terms of potential restructurings that could be implemented during the course of the bankruptcy case;

**NOW, THEREFORE, IT IS HEREBY:**

RESOLVED, that, in the judgment of the Board, it is advisable and in the best interests of the Corporation, its creditors, and other interested parties that a voluntary petition be filed by the Corporation in the United States Bankruptcy Court for the District of Delaware under chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that Joseph R. Chinnici and such other officer(s) that the Corporation shall from time to time designate (the "Authorized Officers" and, each, an "Authorized Officer"), are hereby authorized and instructed to cause preparation of a voluntary petition for reorganization under chapter 11 of the Bankruptcy Code on behalf of the Corporation; and it is further

RESOLVED, that, upon preparation, such Authorized Officers are hereby authorized, on behalf of and in the name of the Corporation, to cause such a voluntary petition to be executed, and verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that, upon such execution, such Authorized Officers, with advice of counsel, are hereby authorized to cause such a petition to be filed with the United States Bankruptcy Court for the District of Delaware to commence a case

under chapter 11 of the Bankruptcy Code (the "Bankruptcy Case"); and it is further

RESOLVED, that the Authorized Officers, on terms consistent with those presented to the Board, are hereby authorized and instructed to make such arrangements as they deem necessary or proper for the Corporation to use existing cash collateral or to borrow additional funds, either as a debtor in possession under chapter 11 of the Bankruptcy Code or otherwise, and that such officers are hereby authorized and instructed, on behalf of and in the name of the Corporation, to negotiate and agree with potential lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Corporation, and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of the Corporation pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer, in their sole discretion, may deem necessary or proper in connection with such further borrowings; and it is further

RESOLVED, that the Authorized Officers, on terms consistent with those presented to the Board, are authorized to execute and file (or direct others to do so on behalf of the Corporation as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, financial advisors, investment bankers, accountants or other professionals and to take any and all action that they deem necessary and proper in connection with the Bankruptcy Case; and it is further

RESOLVED, that the law firm of DLA Piper LLP (US) ("DLA Piper") shall be retained as general bankruptcy counsel for the Corporation in the Bankruptcy Case, and the Authorized Officers are hereby authorized and directed to (a) execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, (b) continue to periodically replenish, as required, the retainer previously paid by the Corporation to DLA Piper, on account of the services rendered or to be rendered by it and (c) cause to be filed an application for authority to retain the services of DLA Piper during the Bankruptcy Case; and it is further

RESOLVED, that the Epiq Systems, Inc. ("Epiq") shall be retained as claims agent for the Corporation in the Bankruptcy Case, and the Authorized Officers are hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an application for authority to retain the services of Epiq during the Bankruptcy Case; and it is further

RESOLVED, that Cowen & Company shall be retained to provide financial advisory and investment banking services to the Corporation in the Bankruptcy Case in accordance with the terms of the engagement letter, and the Authorized Officers are hereby authorized and directed, to execute retention agreements, pay retainers prior to

and immediately upon the filing of the Bankruptcy Case and cause to be filed an application for authority to retain the services of Cowen & Company during the Bankruptcy Case; and it is further

RESOLVED, that the Authorized Officers are authorized and directed to employ any other firms as professionals or consultants to the Corporation as are deemed necessary to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the case and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that the Authorized Officers are authorized and directed, in the name of and on behalf of the Corporation, under the Corporation's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Corporation, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further


RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that this consent may be executed by facsimile, telecopy, or other electronic means or reproduction, and such execution shall be considered valid, binding and effective for all purposes.



I do further certify that the foregoing is a full, true and correct copy of the Resolution as it appears in the records of the Corporation; that such Resolution has not been altered, amended or repealed and is now in full force and effect; and that I am duly authorized to make this Certificate.

**XTERA COMMUNICATIONS, INC.**

By:   
Name: Jon R. Hopper  
Title: CEO

Fill in this information to identify the case:

Debtor Name: Xtera Communications, Inc.

United States Bankruptcy Court for the: District of Delaware

Case Number (If known):

 Check if this is an amended filing

## Official Form 204

**Chapter 11 or Chapter 9 Cases: Consolidated list of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A consolidated list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	NEXANS NORWAY POSTBOKS 6450 ETTERSTAD N-0605 NORWAY		TRADE DEBT				\$7,796,272.82
2	M C ASSEMBLY ATTN: CHERYL BRIGHAM 5971 PAYSHERE CIRCLE CHICAGO, IL 60674	PHONE: (321) 837-8076 cherbrig@mcatl.com	TRADE DEBT				\$3,493,980.81
3	NSG TECHNOLOGIES 1705 JUNCTION COURT STE 200 SAN JOSE, CA 95112		TRADE DEBT				\$3,148,406.59
4	SURFACE TECHNOLOGY INTERNATIONAL, LTD OSBORN WAY HOOK HAMPSHIRE RG279 UNITED KINGDOM	enquire@sti-limited.com	TRADE DEBT				\$2,733,832.51
5	E-MARINE PO BOX 282727 DUBAI UAE	PHONE: +971 4 881 4433 emarine@emarine.ae	TRADE DEBT				\$1,513,912.50

Debtor: Xtera Communications, Inc.

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 LUMENTUM OPERATIONS LLC ATTN: MICKEY ADRAANSEN 400 N MCCARTHY BLVD MILPITAS, CA 95035	PHONE: (844) 810-5483 mickey.adriaansen@lumentum.com	TRADE DEBT				\$932,251.00
7 ACACIA COMMUNICATIONS, INC. 3 CLOCK TOWER PLAZA SUITE 130 MAYNARD, MA 01754	orders@acacia-inc.com	TRADE DEBT				\$754,500.00
8 ZAJEL COMMUNICATIONS LLC PO BOX 1036 P.C. 133 AL KHUWAIR SULTANATE OF OMAN		TRADE DEBT				\$629,931.90
9 JANSVET CONSULTING LIMITED ATTN: INNA MAKAREVICH FUJAIRAH TOWER PO BOX 4422 FUJAIRAH RAS AL KHA UAE	PHONE: +971 4 319 7685 main@jansvet.com	TRADE DEBT				\$487,615.32
10 SPELLMAN HIGH VOLTAGE ELECTRONICS LTD ATTN: CLIVE MCNAMARA UNIT 14 BROOMERS PARK BROOMERS HILL LANE WEST SUSSEX RH202R UNITED KINGDOM	PHONE: +44 1 798 8770 clivem@spellmanhv.com.uk	TRADE DEBT				\$313,086.00
11 GLOBAL MARINE SYSTEMS LTD. NEW SAXON HOUSE 1 WINSFORD WAY BOREHAM INTERCHANGE ESSEX CM25PD UNITED KINGDOM	info@globalmarinesystems.com	TRADE DEBT				\$310,000.00
12 ACCELINK TECHNOLOGIES CO., LTD ATTN: ZHAO ZOU (JASON) 1 TANHU ROAD CANGLONGDAO DEVELOPMENT ZONE JIANGXIA DISTRICT WUHAN 430205 CHINA	zhao.zou@accelink.com	TRADE DEBT				\$288,000.00
13 EMPOWER TN OY ATTN: JARI VARINEN VALIMOTIE 9-11 HELSINKI 00380 FINLAND	Tiina.Lehtinen@empower.fi	TRADE DEBT				\$219,204.40 GBP

Debtor: Xtera Communications, Inc.

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14 OPLINK COMMUNICATIONS, INC. 46335 LANDING PARKWAY FREMONT, CA 94538	FAX: (510) 933-7300 info@oplink.com	TRADE DEBT				\$270,945.50
15 MORGAN FRANKLIN CONSULTING, LLC. TYSONS TOWER 7900 TYSONS ONE PLACE SUITE 300 MCLEAN, VA 22102		TRADE DEBT				\$262,745.69
16 SENTRY PRECISION SHEET METAL LTD ATTN: DAVE ROBBS 20-L ENTERPRISE AVENUE NEPEAN, ON K2G 0A6 CANADA	PHONE: (613) 224-4341 dave.r@sentryprecision.com	TRADE DEBT				\$212,293.35
17 HORIZON TECHNOLOGY FINANCE ATTN: JERRY MICHAUD 312 FARMINGTON AVENUE FARMINGTON, CT 06032	FAX: (860) 676-8655	TRADE DEBT				\$166,295.61
18 SEAWORKS AS POSTBOKS 3196 KANEBOGEN HARSTAD 9498 NORWAY	post@seaworks.no	TRADE DEBT				\$156,047.50
19 OAKLAND INDUSTRIES, LTD DBA E-T-A CIRCUIT BREAKERS 39943 TREASURY CENTER CHICAGO, IL 60694-9900	FAX: (847) 827-7655	TRADE DEBT				\$142,181.00
20 A-2-SEA SOLUTIONS LTD ATTN: STEVE WELLS UNIT 15 ROMSEY INDUSTRIAL ESTATE ROMSEY HAMPSHIRE SO51 0HR UNITED KINGDOM	steve@a2sea.co.uk	TRADE DEBT				\$87,020.40 GBP

**Fill in this information to identify the case and this filing:**

Debtor Name Xtera Communications Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (if known): \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/15/2016  
MM / DD / YYYY

**x** Joseph R Chinnici  
Signature of individual signing on behalf of debtor

Joseph R Chinnici  
Printed name

CFO  
Position or relationship to debtor