

1) We request further information with respect to the citizenship and principal places of business of individuals and entities that hold equity and/or voting interests in Software Cellular Network Ltd. (“SCN”), the parent of Software Cellular Network (North America) Ltd. (“SCN NA”).

a) Please provide the following information with respect to SCN’s shareholders:

i) The aggregate percentage of total equity and voting stock held by or on behalf of individuals that are citizens of the United States;

**N/A**

ii) The aggregate percentage of total equity and voting stock held by or on behalf of individuals that are citizens of foreign countries; and

**38.68%**

**This includes 0.5% which is held by Eden Ventures acting in their capacity of Nominee for certain individuals (all citizens of the United Kingdom).**

iii) A list of the countries of citizenship for the beneficial owners of the stock, including for any individual that holds the right to vote the stock. If any of these countries are non-WTO countries, please note the aggregate percentage of total equity and voting stock attributable to the non-WTO investment for each non-WTO country.

**WTO:  
United Kingdom;  
Thailand  
Hong Kong**

**Non-WTO:  
Monaco – 1.94%**

**11.74% is associated with Jersey.**

iv) The aggregate percentage of total equity and voting stock held by banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens;

**N/A**

v) The aggregate percentage of total equity and voting stock held by banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries; and

**1.74%**

vi) A list of the countries included in category (v) above. If any of these countries are non-WTO countries, please note the aggregate percentage of equity and voting stock attributable to the non-WTO investment for each non-WTO country.

**United Kingdom**

- vii) The aggregate percentage of total equity and voting stock held by private equity funds and management investment companies (*i.e.*, closed end funds and mutual funds) that are organized in the United States and that have their principal places of business in the United States. In making a principal place of business determination, the applicants should include in its determination for each investing entity the country of its world headquarters; tax jurisdiction; the citizenship or principal place of business of its controlling principals, directors and/or investment managers; and country(ies) from which the funds being managed were contributed.

**N/A**

- viii) The aggregate percentage of total equity and voting stock held by private equity funds and management investment companies (*i.e.*, closed end funds and mutual funds) that are organized in a foreign country or that have their principal places of business in a foreign country; and

**58.52%**

**This excludes the 0.5% held by Eden Ventures as nominee for individuals.**

**This includes the investments held by those investors listed in Exhibit C to the Request for a Declaratory Ruling, amounting to 39.33%.**

- ix) For the investors in Category (viii) above, a list of the countries where the investors are organized and where they have their principal places of business. If any of these countries are non-WTO countries, please note the aggregate percentage of total equity and voting stock attributable to the non-WTO investment for each non-WTO country. In making a principal place of business determination, the applicant should include in its determination for each investor the country of its world headquarters; tax jurisdiction; the citizenship or principal place of business of its controlling principals, directors and/or investment managers; and country(ies) from which the funds being managed were contributed.

**WTO:**

**United Kingdom**

**Germany**

**Netherlands**

**Jersey**

**British Virgin Islands**

- x) In making the principal place of business determination for the private equity funds and management investment companies, please confirm that the applicant relied upon the factors listed above in making its determination (*i.e.*, world headquarters; tax jurisdiction; the citizenship or principal place of business of its controlling principals, directors and/or investment managers; and country(ies) from which the funds being managed were contributed). If the applicant used different criteria, please list the factors it considered in making its principal place of business determinations.

**Confirmed**

- b) For shareholders other than those covered by the questions above (*i.e.*, individuals, banks, insurance companies, pension plans, foundations/endowments, private equity funds and management investment companies), please explain the nature of these investing entities and provide:
- i) The aggregate percentage of total equity and voting stock for such investors that are organized in the United States and that have their principal places of business in the United States. For

purposes of determining the investors' principal places of business, please use the five factor test specified in the *Foreign Carrier Entry Order*, 11 FCC Rcd 3873, 3951, ¶ 207 (1995). See also *Foreign Ownership Guidelines*, 19 FCC Rcd 22612, 22623 (2004).

N/A

- ii) The aggregate percentage of total equity and voting stock for such investors that are organized in a foreign country or that have their principal places of business in a foreign country; and

**1.06%** - held by a holding company incorporated and organized under the Laws of England & Wales (United Kingdom) whose sole business activity is the holding of shares for and on behalf of its shareholders. It currently has no other business activity.

- iii) For the investors in Category (ii) above, a list of the countries where the investors are organized and where they have their principal places of business. If any of these countries are non-WTO countries, please note the aggregate percentage commitment attributable to the non-WTO investment for each non-WTO country.

**United Kingdom** – Fairway House, Weymouth Walk, Stanmore, Middlesex HA7 3QP is the registered office of the Holding Company holding the 1.51% shareholding on behalf of its shareholders (who include citizens of United Kingdom (majority) and also the Isle of Man, Guernsey, Jersey, Republic of Ireland, Denmark, Finland, Sweden and Norway).

- 2) Please provide principal place of business showings for SCN and SCN NA using the five factors specified in the *Foreign Carrier Entry Order*, 11 FCC Rcd at 3951, ¶ 207.

**SCN:**

- 1. **The country of its incorporation, organization or charter;**

England, United Kingdom

- 2. **the nationality of all investment principals, officers, and directors;**

**Investors:**

Please see Exhibit C to the Request for a Declaratory Ruling, for a list of principal shareholders.

**Officers:**

<b>SECRETARY:</b>	TAYLOR WESSING SECRETARIES LIMITED
<b>Appointed:</b>	16/01/2006
<b>Nationality:</b>	BRITISH
<b>Address:</b>	5 NEW STREET SQUARE LONDON EC4A 3TW

UNITED KINGDOM

**Directors:**

**DIRECTOR:** FALLON, IVAN GREGORY MR  
**Appointed:** 22/12/2006  
**Nationality:** IRISH  
**Address:** 17 KENSINGTON MANSIONS  
TREBOVIR ROAD  
LONDON  
SW5 9TF  
UNITED KINGDOM

**DIRECTOR:** FARMER, MARK  
**Appointed:** 16/02/2006  
**Nationality:** BRITISH  
**Address:** THE MALT HOUSE  
TURLEIGH  
BRADFORD ON AVON  
WILTSHIRE  
BA15 2HF  
UNITED KINGDOM

**DIRECTOR:** MCMONIGALL, JOHN PHILLIPS  
**Appointed:** 16/01/2006  
**Nationality:** BRITISH  
**Address:** DIPLEY MILL  
DIPLEY ROAD  
HARTLEY WITNEY  
HAMPSHIRE  
RG27 8JP  
UNITED KINGDOM

**DIRECTOR:** PLATTFAUT, EBERHARD WALTER  
**Appointed:** 24/10/2008  
**Nationality:** GERMAN  
**Address:** HABSBURGERSTRASSE 3

MUNCHEN  
BAVARIA 80801  
GERMANY

**DIRECTOR:** ROBINSON, GEORGE EDWARD  
SILVANUS MR

**Appointed:** 02/04/2008

**Nationality:** BRITISH

**Address:** WHITEBARN BOARS HILL  
OXFORD  
OX1 5HH  
UNITED KINGDOM

**DIRECTOR:** SIGMUND, JOERG

**Appointed:** 22/12/2006

**Nationality:** GERMAN

**Address:** WESTENRIEDERSTRASSE 31  
MUNICH  
80331  
GERMANY

**DIRECTOR:** STRAUB, ALEXANDER

**Appointed:** 13/01/2006

**Nationality:** GERMAN

**Address:** 5 STANLEY GARDENS  
LONDON  
W11 2ND  
UNITED KINGDOM

**DIRECTOR:** TAGG, JAMES PETER

**Appointed:** 23/05/2002

**Nationality:** BRITISH

**Address:** HURST FARM DAIRY LANE  
CROCKHAM HILL  
EDENBRIDGE  
KENT  
TN8 6RA  
UNITED KINGDOM

**DIRECTOR:** VAN BREDA, ADRIANUS GERRIT  
JAN COENRAAD

**Appointed:** 29/09/2009

**Nationality:** DUTCH

**Address:** 51 KETTLEWELL CLOSE  
WOKING  
SURREY  
GU21 4HY  
UNITED KINGDOM

**DIRECTOR:** WILSON, GERALDINE WILSON

**Appointed:** 13/10/2008

**Nationality:** IRISH

**Address:** 1 THE OLD POSTING HOUSE  
62 OLD BATH ROAD  
NEWBURY  
BERKSHIRE  
RG14 1QL  
UNITED KINGDOM

**DIRECTOR:** MORELAND, NICHOLAS CHARLES

**Appointed:** 01/07/2009

**Nationality:** BRITISH

**Address:** CHIPLEY PARK HOUSE  
WELLINGTON  
SOMERSET  
TA21 0QU  
UNITED KINGDOM

**DIRECTOR:** GORMAN, CHRISTOPHER SIMON

**Appointed:** 01/08/2008

**Nationality:** BRITISH

**Address:** RAVENSWOOD

PRIESTON ROAD  
BRIDGE OF WEIR  
RENFREWSHIRE  
PA11 3AN  
UNITED KINGDOM

**3. the country in which its world headquarters is located;**

England, United Kingdom

**4. the country in which the majority of its tangible property, including production, transmission, billing, information, and control facilities, is located;**

England, United Kingdom

**5. the country from which it derives the greatest sales and revenues from its operations**

United Kingdom

**SCN NA:**

**1. The country of its incorporation, organization or charter;**

Delaware, USA

**2. the nationality of all investment principals, officers, and directors;**

**Investor / Shareholder:**

SOFTWARE CELLULAR NETWORK LIMITED

**Nationality:** UNITED KINGDOM

**Officer:**

**SECRETARY:** EDWARD T GUY III  
**Appointed:** 22/05.2008  
**Nationality:** USA  
**Address:** 12 WILLIAMS ROAD  
CHATHAM  
NEW JERSEY 07928

USA

**Directors:**

**DIRECTOR & TREASURER:** VAN BREDA, ADRIANUS GERRIT  
JAN COENRAAD

**Appointed:** 22/05/2008

**Nationality:** DUTCH

**Address:** 51 KETTLEWELL CLOSE  
WOKING  
SURREY  
GU21 4HY  
UNITED KINGDOM

**DIRECTOR & PRESIDENT:** TAGG, JAMES PETER

**Appointed:** 22/05/2008

**Nationality:** BRITISH

**Address:** HURST FARM DAIRY LANE  
CROCKHAM HILL  
EDENBRIDGE  
KENT  
TN8 6RA  
UNITED KINGDOM

**3. the country in which its world headquarters is located;**

England, United Kingdom

**4. the country in which the majority of its tangible property, including production, transmission, billing, information, and control facilities, is located;**

New Jersey, USA

**5. the country from which it derives the greatest sales and revenues from its operations**

United States of America