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Via IBFS

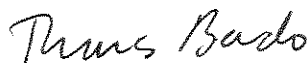
Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554
Attention: International Bureau

Re: Supplement to Petition for Declaratory Ruling ISP-PDR-20111020-00011
& Transfer of Control Application ITC-T/C-20111107-00349

Dear Ms. Dortch:

On behalf of Software Cellular Network (North America) Ltd., we are filing the enclosed responses to the International Bureau's questionnaire as a supplement to the above-referenced petition for declaratory ruling and transfer of control application. Please contact me if you have any questions regarding the enclosed document.

Respectfully submitted,



Thomas F. Bardo
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, NW, Suite 900
Washington, D.C. 20001
*Counsel for Software Cellular Network
(North America) Ltd.*

TFB:gt
Enclosure

cc: Susan O'Connell, Esq. (w/encl.) (via email).

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 Truphone Limited ("Truphone"), the parent of Software Cellular Network (North America) Ltd. ("SCN NA").

a) Please provide the following information with respect to Truphone'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;

0.15%

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

17.00%

This includes individual nominee accounts and individual pension funds.

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.

United Kingdom

Jersey

Hong Kong

Kuwait

Non-WTO:

Monaco—0.64%

Lebanon—0.04%

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

1.24%

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

79.39%

- 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

The 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

2.74% split between: 1) a media company incorporated and organized under the Laws of England & Wales (United Kingdom); 2) a company incorporated and organized under the Laws of England & Wales (United Kingdom) whose business activity is the holding of shares for and on behalf of its shareholder; 3) a holding company incorporated and organized under the Laws of the Netherlands whose business activity is the holding of shares for and on behalf of its shareholder; and 4) a trust incorporated in Hong Kong.

- 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
Hong Kong
The Netherlands
British Virgin Islands**

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

Truphone Limited:

- 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 above answers.

Officers:

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

UNITED KINGDOM

Directors:

DIRECTOR: ROBERTSON, STEPHEN MR
Appointed: 02/11/2011
Nationality: BRITISH
Address: FLAT 242 SHAKESPEARE TOWER
BARBICAN
LONDON
EC2Y 8DR
UNITED KINGDOM

DIRECTOR: DAWSON, JOHN
Appointed: 02/11/2011
Nationality: BRITISH
Address: ASHLEIGH
GRENOFEN
TAVISTOCK
DEVON
PL19 9EW
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: 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: BURKEY, NATHAN ANTHONY
Appointed: 19/04/2011
Nationality: BRITISH
Address: 27 BOURNE STREET
LONDON
SW1W 8JJ
UNITED KINGDOM

DIRECTOR: FLETCHER, JEREMY PETER
ANTHONY
Appointed: 18/04/2011
Nationality: BRITISH
Address: 62 LONSDALE ROAD
LONDON
SW13 9JS
UNITED KINGDOM

DIRECTOR: MORELAND, NICHOLAS
CHARLES

Appointed: 01/07/2009

Nationality: BRITISH

Address: CHIPLEY PARK HOUSE
WELLINGTON
SOMERSET
TA21 0QU
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

Vollin Holdings Limited:
principal place of business – Cyprus

Whiteclif Enterprises Limited:
principal place of business -- Cyprus

- 3) Please provide the information requested in Question 1 with respect to shareholders of Whiteclif Enterprises Limited.
- 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

100%
 - 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.

Non-WTO:

Russia 100%

Please note that the WTO's ministers approved Russia for WTO membership on December 16, 2011, subject to ratification by Russia.

- 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

N/A

- 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.

N/A

- 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

N/A

- 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.

N/A

- 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.

N/A

- 4) Please provide the name, address, citizenship and principal businesses of any person or entity that *directly or indirectly* holds at least ten percent of the equity and/or voting interests in Truphone, or that serves as a managing member or non-member manager of Truphone, and the percentage of equity and/or voting interests held by each such person or entity (to the nearest one percent). Note that, in calculating voting interests held indirectly in Truphone, any person(s) or entity(ies) holding a controlling interest in Whiteclif would be deemed to hold a controlling, 58.81% voting interest in Truphone and therefore would need to be identified in response to this question. *See Foreign Ownership Guidelines*, 19 FCC Rcd 22612, 22628-34 (2004).

Please see supplemental filing IB2011005107 for response.