

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

In the Matter of)
)
Limitless Mobile, LLC (formerly known as)
Keystone Wireless, LLC))
) File No. ISP-PDR-20140716-00009
Limitless Mobile Holdings, LLC)
)
Petition for Declaratory Ruling Regarding)
Attribution of Limited Liability Company)
Membership Interests Under Section)
1.992(b)(2)(iii)(A) of the Commission’s Rules)

To: Chief, International Bureau

SUPPLEMENT TO PETITION FOR DECLARATORY RULING

Pursuant to Section 1.990 *et seq.* of the Commission’s rules and the policies adopted in the Commission’s *Second Report and Order* in IB Docket No. 11-133,¹ Limitless Mobile, LLC, formerly known as Keystone Wireless, LLC (“Keystone”)² and Limitless Mobile Holdings, LLC (“LMH”) hereby file the attached supplemental information to be considered in connection with their pending request for a declaratory ruling under section 310(b) of the Communications Act in the above captioned matter.

¹ *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as amended*, Second Report and Order, 28 FCC Rcd 5741 (“Second Report and Order”).

² Effective January 10, 2014 Keystone, a facilities-based CMRS operator in several markets in the northeastern U.S. changed its name to Limitless Mobile, LLC so that it may operate under the Limitless Mobile brand in the United States. The Commission was timely notified of this name change when it occurred. In order to avoid confusion due to the similarity of name between the licensee and its affiliates, this petition will continue to refer to the licensee as Keystone, notwithstanding the name change.

On July 16, 2014 Keystone and Limitless jointly filed a petition seeking a declaratory ruling from the Commission that LMH, though organized as a limited liability company, is structured and operated in the same manner as a corporation, and that LMH can be treated as a corporation for purposes of attributing domestic and foreign ownership of Keystone as contemplated in footnote 331 of the *Second Report and Order*. The Petition contained detailed ownership information for both Keystone and LMH that was accurate as of the time the Petition was filed. Subsequent to the filing of the Petition, however, three events have occurred that require the ownership information submitted with the Petition to be updated.

First, on July 21, 2014, Keystone and Limitless consummated the final stage of a *pro forma* reorganization pursuant to which Keystone became a wholly owned subsidiary of LMH. The Commission was timely notified of this transaction (see file nos. 0006397253 (wireless licenses) and ITC-T/C-20140815-00239 (International 214 Authorization)). The Petition as originally filed noted the pendency of the reorganization but included an ownership chart for Keystone at Figure 1 that shows LMH as a 49% interest holder in Keystone which was accurate at the time of filing. Attached to this Supplement is an updated figure 1 that shows Keystone as a wholly owned subsidiary of LMH. Similarly the Petition contained 2 diagrams showing the ownership structure of Keystone and LMH. Figure 3 reflected the ownership structure of the companies prior to completion of the *pro forma* reorganization described above and Figure 4 reflected the ownership structure post reorganization. Since that reorganization has now been consummated, Figure 4 rather than Figure 3 reflects the current ownership structure of the companies.

Second, in August 2014, a capital call was made by the Board of LMH. To the extent that some LMH investors did not participate in the capital call, their equity and voting interests

were diluted which would have slightly changed the LMH ownership information found in Figure 2 contained in the Petition. An Interim Figure 2 showing the effect of the August capital call is attached to this Supplement.³ While the ownership percentages shown in this Interim Figure 2 were subsequently superseded by the event described in the next paragraph, an Interim Figure 2 showing the effect of the capital call is being provided for the sake of completeness.

Third, effective August 27, 2014, Shane Murphy, one of the three foreign investors in LMH, was terminated for cause. Pursuant to the LMH Operating Agreement, Mr. Murphy became an economic owner of his ownership units that had vested as of that date. These vested units no longer carry any voting rights or other rights to participate in the company's affairs apart from the right to receive a *pro rata* share of distributions and/or losses. Additionally, Mr. Murphy no longer serves as a director or officer of LMH.⁴ Unlike the case with Jeff Mason, termination for cause cuts off all rights to receive unvested shares and the capital value of Mr. Murphy's unvested shares has been allocated on a *pro rata* basis to the remaining unit holders, (including Mr. Mason who continues to hold his units as an economic owner). The net effect of Mr. Murphy's termination is to substantially reduce foreign voting and equity interests in LMH. An updated Figure 2 showing the equity and voting interests in LMH following Mr. Murphy's departure is attached to this Supplement and represents current voting and equity interests in LMH.

³ Per the LMH Operating Agreement, Distributions and Profits and Losses are allocated based on "Pro Rata Share" which is based on Units. On liquidation, capital is returned and excess is shared based on Units. Given the priority granted in the August capital call, Units are not in proportion to capital account balances. As such, current equity percentages, are based on each Member's Units (including in the case of Mr. Croal his unvested units) divided by the total of all Units through which allocations are made.

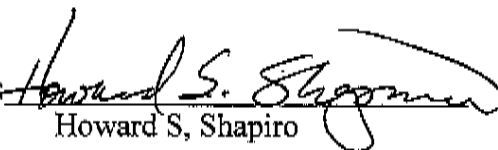
⁴Mr. Murphy's seat on the LMH Board has not been filled.

Based upon the departures of Mr. Murphy and Mr. Mason, the only remaining Limitless Investor that could be entitled to vest additional membership units under section 3.1(b) of the Operating Agreement and to receive any bonus units contemplated in section 3.1(d) of the Operating Agreement (a very unlikely event) is Mr. Jim Croal.⁵ If Mr. Croal's unvested units fully vest and if it is interpreted that he is entitled to 100% of all bonus shares, under these two provisions (assuming no other transactions), the limits of Mr. Croal's interests could increase to 4.27% equity and 4.74% voting. At the same time, these two provisions would operate to dilute the interests of Mr. Murphy (2.14% equity, 0% voting) and Mr. Mason (7.8% equity and 0% voting). Under this scenario the aggregate foreign ownership interests in LMH would be 14.21% equity and 4.74% voting. It should be noted that the foreign equity holdings would be reduced in the event that the LMH Board decides to repurchase the some or all of the economic interests of Messrs. Mason and/or Murphy.

Respectfully submitted,

LIMITLESS MOBILE, LLC
(f/k/a KEYSTONE WIRELESS, LLC)

LIMITLESS MOBILE HOLDINGS, LLC

By: 

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6124 MacArthur Blvd.
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202-371-1500

Their Attorneys

December 4, 2014

⁵ Page 9 of the Petition contains a typographical error referring to Mr. Croal as James Edward instead of James Edward Croal.

Declaration of Caressa D. Bennet

I, Caressa D. Bennet do hereby under penalty of perjury under the laws of the United States of America that:

1. I am Executive Vice President – Legal Affairs of Limitless Mobile, LLC, formerly known as Keystone Wireless, LLC and have been authorized by that company’s Board of Directors to submit this Declaration on behalf of that company;
2. I have read the foregoing Supplement to Petition for Declaratory Ruling (“Supplement”) and am generally familiar with its contents;
3. With respect to statements made in the Supplement, other than those of which official notice can be taken, the facts contained therein are true and correct to the best of my personal knowledge, information, and belief; and
4. To the best of my knowledge information and belief. the levels of foreign ownership presented in the Supplement were calculated in accordance with the requirements set forth in section 1.992 of the Commission’s rules as implemented by *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as amended*, Second Report and Order, 28 FCC Rcd 5741 (2013).

Executed this 4th day of December, 2014

By 
Caressa D. Bennet

Declaration of Caressa D. Bennet

I, Caressa D. Bennet do hereby under penalty of perjury under the laws of the United States of America that:

1. I am General Counsel of Limitless Mobile Holdings, LLC and have been authorized by that company's Board of Directors to submit this Declaration on behalf of that company;
2. I have read the foregoing Supplement to Petition for Declaratory Ruling ("Supplement") and am generally familiar with its contents;
3. With respect to statements made in the Supplement, other than those of which official notice can be taken, the facts contained therein are true and correct to the best of my personal knowledge, information, and belief; and
4. To the best of my knowledge information and belief, the levels of foreign ownership presented in the Petition were calculated in accordance with the requirements set forth in section 1.992 of the Commission's rules as implemented by *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as amended*, Second Report and Order, 28 FCC Rcd 5741 (2013).

Executed this 4th day of December, 2014

By 
Caressa D. Bennet

Figure 1 –Present Ownership of Keystone (revised)

Names and Addresses of the Members	Direct Percentage Interest
Limitless Mobile Holdings, LLC 4050 Crums Mill Road, Suite 301 Harrisburg, PA 17112	100%
TOTAL	100.0%

**Figure 2- Interim Ownership of Limitless Mobile Holdings, LLC
After August, 2014 Capital Call And Before Murphy Termination**

Member Name	Membership Units	Equity Interest	Voting Interest
Keystone Investors (all U.S. Citizens):			
Robert C. Martin	27,919.55	5.871%	6.124%
Linda C. Martin	6,727.10	1.415%	1.476%
Martin 2002 Revocable Trust ¹	15,353.35	3.229%	3.368%
Sarah Miller Coulson	25,000.00	5.257%	5.484%
Richard B. Worley	25,000.00	5.257%	5.484%
Group Subtotal	100,000.00	21.029%	21.936%

¹ The Martin 2002 Revocable Trust is organized under the laws of the State of Florida. Robert C. Martin is the sole trustee and is a U.S. citizen. All beneficiaries of the trust are also U.S. citizens.

Member Name (citizenship)	Membership Units²	Equity Interest³	Voting Interest
Limitless Investors:			
Shane Murphy (U.K.) Hamilton House, Thedwastre Road Thurston, Suffolk IP313QY United Kingdom	11,875.00	9.989%	2.605%
Jeff Mason jeff.mason@limitlessmobile.com 26 Maurovista Ct. Stouffville, Ontario L4A OE4 Canada	[40,250] ⁴	8.464%	0%
Edward James Croal (U.K.) 27 Aldingbourne Close Ifield, Crawley, Sussex RH110QJ United Kingdom	1,250.00	1.051%	0.274%
Group Subtotal	13,125.00	19.504%	2.879%

² Includes only vested units.

³ Calculated on the basis of all units (both vested and unvested).

⁴ Note Mason Units held as an Economic owner and are not included for purposes of determining voting percentages. Units are still owned for purposes of making distributions and allocating Profits and Losses etc. and are included in calculating equity interests.

Member Name	Members hip Units	Equity Interest	Voting Interest
New Investors (all U.S. citizens):			
Richard B. Worley ⁵	70,359.95	11.730%	15.434%
Peter Morse	42,011.41	7.476%	9.215%
Peter C. Morse Descendants Trust UAD 5/27/11 ⁶	8,402.28	1.495%	1.843%
Morse Charitable Foundation, Inc. ⁷	3,528.97	0.628%	0.774%
Sarah Miller Coulson ⁸	50,902.69	8.249%	11.166%
Roy Neff	35,255.74	6.278%	7.733%
The Saint Davids Trust ⁹	35,289.54	6.280%	7.741%
Schuylkill Partners, L. P. Paul Miller, Manager	16,804.56	2.990%	3.686%
Thomas L. Bennett	7,537.45	1.341%	1.653%
Continued			

⁵ Also a Keystone Investor.

⁶ Jeremiah Milbank, III is the sole trustee and is a U.S. citizen. All beneficiaries of the trust are also U.S. citizens.

⁷ The Foundation is incorporated under the laws of the State of Florida. Interest held by Foundation is attributable to Peter Morse who serves both as an officer and director of the Foundation.

⁸ Also a Keystone Investor.

⁹ Charles E. Ryan, a U.S. citizen is the sole trustee and sole beneficiary of the trust.

Member Name	Membership Units	Equity Interest	Voting Interest
Steve Chulik	8,402.28	1.495%	1.843%
Arden Armstrong	8,402.28	1.495%	1.843%
Robert C. Martin ¹⁰	1,250.00	0.263%	0.274%
Linda C. Martin ¹¹	1,250.00	0.263%	0.274%
John C. Broderick	5,041.35	0.897%	1.110%
Leslie Ann Miller ¹²	4,622.20	0.809%	1.014%
Irrevocable Deed of Trust of Richard B. Worley For Richard G. Worley ¹³	3,360.93	0.598%	0.737%
Irrevocable Deed of Trust of Richard B. Worley For Elizabeth Mai Worley ¹⁴	3,360.93	0.598%	0.737%
Thomas and Mimi Drake, as joint tenants with right of survivorship	1,689.35	0.301%	0.371%
Thomas Miller	1,680.47	0.299%	0.369%
Roberto Sella	33,609.13	5.981%	7.372%
Group Subtotal	342,761.51	59.467%	75.186%
Total	455,886.51	100%	100%

¹⁰ Also a Keystone Investor.

¹¹ Also a Keystone Investor.

¹² Interest attributed to Richard B. Worley under spousal attribution rule.

¹³ Richard B. Worley, Richard G. Worley and Roberto Sella, co-trustees, are all U.S. citizens. All beneficiaries are U.S. citizens. Interest attributed to Richard B. Worley.

¹⁴ Richard B. Worley, Elizabeth Mai Worley and Roberto Sella, co-trustees, are all U.S. citizens. All beneficiaries are U.S. citizens. Interest attributed to Richard B. Worley.

Figure 2-Ownership of Limitless Mobile Holdings, LLC
After Murphy Termination (Present Ownership)

Member Name	Membership Units	Equity Interest	Voting Interest
Keystone Investors (all U.S. Citizens):			
Robert C. Martin	29,973.47	5.597%	6.288%
Linda C. Martin	7,221.98	1.349%	1.515%
Martin 2002 Revocable Trust ¹	16,482.83	3.078%	3.458%
Sarah Miller Coulson	26,839.14	5.012%	5.630%
Richard B. Worley	26,839.14	5.012%	5.630%
Group Subtotal	107,356.56	20.049%	22.522%

¹ The Martin 2002 Revocable Trust is organized under the laws of the State of Florida. Robert C. Martin is the sole trustee and is a U.S. citizen. All beneficiaries of the trust are also U.S. citizens.

Member Name (citizenship)	Membership Units²	Equity Interest³	Voting Interest
Limitless Investors:			
Shane Murphy (U.K.) Hamilton House, Thedwastre Road Thurston, Suffolk IP313QY United Kingdom	[11,875] ⁴	2.218%	0%
Jeff Mason jeff.mason@limitlessmobile.com 26 Maurovista Ct. Stouffville, Ontario L4A OE4 Canada	[43,211.02] ⁵	8.069%	0%
Edward James Croal (U.K.) 27 Aldingbourne Close Ifield, Crawley, Sussex RH110QJ United Kingdom	1,341.96 ⁶	0.951%	0.282%
Group Subtotal	1,341.96	11.237%	0.282%

² Includes only vested units.

³ Calculated on the basis of all units (both vested and unvested).

⁴ Note Murphy Units held as an Economic Owner and are not included for purposes of determining voting percentages, but his Units are still owned for purposes of making distributions and allocating Profits and Losses etc.

⁵ Note Mason Units held as an Economic owner and are not included for purposes of determining voting percentages. Units are still owned for purposes of making distributions and allocating Profits and Losses etc. and are included in calculating equity interests and were also used for purposes of allocating Murphy forfeited capital account.

⁶ For purposes of calculating equity interest, Mr. Croal's total Units, including those unvested, are 5,091.96

Member Name	Membership Units	Equity Interest	Voting Interest
New Investors (all U.S. citizens):			
Richard B. Worley ⁷	75,536.02	14.105%	15.846%
Peter Morse	45,102.01	8.422%	9.462%
Peter C. Morse Descendants Trust UAD 5/27/11 ⁸	9,020.40	1.684%	1.892%
Morse Charitable Foundation, Inc. ⁹	3,788.58	0.707%	0.795%
Sarah Miller Coulson ¹⁰	54,647.38	10.205%	11.464%
Roy Neff	37,849.35	7.068%	7.940%
The Saint Davids Trust ¹¹	37,885.64	7.075%	7.948%
Schuylkill Partners, L. P. Paul Miller, Manager	18,040.80	3.369%	3.785%
Thomas L. Bennett	8,091.95	1.511%	1.698%

⁷ Also a Keystone Investor.

⁸ Jeremiah Milbank, III is the sole trustee and is a U.S. citizen. All beneficiaries of the trust are also U.S. citizens.

⁹ The Foundation is incorporated under the laws of the State of Florida. Interest held by Foundation is attributable to Peter Morse who serves both as an officer and director of the Foundation.

¹⁰ Also a Keystone Investor.

¹¹ Charles E. Ryan, a U.S. citizen is the sole trustee and sole beneficiary of the trust.

Member Name	Membership Units	Equity Interest	Voting Interest
Steve Chulik	9,020.40	1.684%	1.892%
Arden Armstrong	9,020.40	1.684%	1.892%
Robert C. Martin ¹²	1,341.96	0.251%	0.282%
Linda C. Martin ¹³	1,341.96	0.251%	0.282%
John C. Broderick	5,412.22	1.011%	1.135%
Leslie Ann Miller ¹⁴	4,962.24	0.927%	1.041%
Irrevocable Deed of Trust of Richard B. Worley For Richard G. Worley ¹⁵	3,608.18	0.674%	0.757%
Irrevocable Deed of Trust of Richard B. Worley For Elizabeth Mai Worley ¹⁶	3,608.18	0.674%	0.757%
Thomas and Mimi Drake, as joint tenants with right of survivorship	1,813.63	0.339%	0.380%
Thomas Miller	1,804.09	0.337%	0.378%
Roberto Sella	36,081.61	6.738%	7.569%
Group Subtotal	367,977.00	68.716%	77.195%
Total	476,675.52	100%	100%

¹² Also a Keystone Investor.

¹³ Also a Keystone Investor.

¹⁴ Interest attributed to Richard B. Worley under spousal attribution rule.

¹⁵ Richard B. Worley, Richard G. Worley and Roberto Sella, co-trustees, are all U.S. citizens. All beneficiaries are U.S. citizens. Interest attributed to Richard B. Worley.

¹⁶ Richard B. Worley, Elizabeth Mai Worley and Roberto Sella, co-trustees, are all U.S. citizens. All beneficiaries are U.S. citizens. Interest attributed to Richard B. Worley.