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July 30, 2015

Susan O'Connell
David Krech
International Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Limitless Mobile, LLC
Limitless Mobile Holdings, LLC
Petition for Attribution Ruling
File No. ISP-PDR-20140716-00009

Dear Ms. O'Connell and Mr. Krech:

On July 16, 2014 Limitless Mobile, LLC, formerly known as Keystone Wireless, LLC ("LM") and its parent company, Limitless Mobile Holdings, LLC ("LMH") jointly filed a petition seeking seek 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 LM as contemplated in footnote 331 of the Second Report and Order.¹ The Petition contained detailed ownership information for both LM and LMH that was accurate as of the time the Petition was filed including information as to equity and voting interests held by three foreign individuals: Jeff Mason, Shane Murphy and Jim Croal that were employed by the newly formed LMH. Messrs. Murphy and Mason were also initially named as 2 of seven directors on the LMH Board of Directors.

On December 4, 2014, the parties submitted a Supplement to provide updated information to the Commission reflecting, inter alia, the fact that Messrs. Murphy and Mason were no longer employed by LMH and had been removed as directors.² Pursuant to the terms of the LMH Operating Agreement, membership interests of Messrs. Murphy and Mason were converted to purely economic interests that have no voting rights. As economic owners, Messrs. Murphy and Mason are entitled only to a pro rata share of profits and to a return of their capital upon dissolution of LMH and are prohibited from any involvement in the operations or affairs of

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 (2013) ("Second Report and Order").

² As a result, under the terms of the LMH Operating Agreement the number of LMH directors was permanently reduced from 7 to 5.

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LMH. Accordingly, the economic interests held by Messrs. Murphy and Mason would qualify as insulated membership interests under the Commission's attribution rules.

Since the filing of the December 4, 2014 Supplement, LMH has changed the composition of its control group by substituting Peter Morse in place of Bob Martin. Prior FCC approval for this change in the composition of the control group was sought and granted in connection with both the wireless licenses and International 214 authorization held by LM.³ The change in control group became effective as of May 1, 2015 and the Commission was notified of the consummation of this reorganization in a timely fashion.

Additionally, at the end of 2014, LMH undertook an additional capital call and hired a citizen of Finland, Atte Miettinen, as its new CEO.⁴ Mr. Miettinen participated in the capital call and received membership units amounting to less than one-half of 1 percent of both equity ownership (0.430%) and voting rights (0.452%) in LMH. In connection with his employment, Mr. Miettinen and the LMH Board have discussed the possibility of future performance based incentives in the form of additional membership units to be issued to Mr. Miettinen but a final agreement on the conditions, timing or amounts of such distributions has not been reached.

Understanding that the attribution relief requested by LM and LMH represents in many ways a case of first impression that would require additional time and scarce Commission resources to resolve, the petitioners would propose instead to request that the Commission grant specific approval for the foreign ownership interests held by Jim Croal and Atte Miettinen who remain employees of LMH.⁵ Specifically, to account for fluctuations in ownership percentages as a result of future capital calls and to account for any additional membership units that may be issued to Mr. Miettinen in the future, the parties would request that Messrs. Croal and Miettinen be permitted to hold individually and in the aggregate up to ten percent of the equity and/or voting interests in LMH. Petitioners would note that even accounting for the economic interests held by Messrs. Murphy and Mason, the total foreign ownership of LMH would remain well below the 25 percent benchmark established by section 310(b)(4) of the Communications Act.⁶

³ See file nos. 0006600177, ITC-T/C-20150302-0061.

⁴ An updated schedule showing the current ownership of LMH is attached hereto.

⁵ In making this request, the Petitioners are not conceding that LMH is not properly treated as a corporation for ownership attribution purposes as contemplated by footnote 331 of the Second Report and Order. Rather, requesting specific approval for the interests held by Messrs. Croal and Miettinen will remove any uncertainty with respect to fluctuations in ownership percentages resulting from future capital calls and the issuance of incentive compensation to Mr. Miettinen in the form of additional membership units. At the same time, seeking specific approval will free up Commission resources that would otherwise be engaged in processing a petition raising a case of first impression.

⁶ The aggregate foreign ownership of LMH is presently 2.603% equity and 0.593% voting.

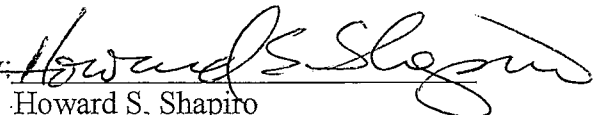
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Petitioners are hopeful that this request for specific approval of certain foreign owners will expedite consideration of the issues raised in the petition and provide certainty required by the petitioners in connection with their business operations and capital structure.

Should you have any questions concerning the foregoing, please do not hesitate to contact me.

Respectfully submitted,
LIMITLESS MOBILE, LLC
LIMITLESS MOBILE HOLDINGS, LLC

By: 
Howard S. Shapiro
Counsel for Limitless Mobile, LLC and
Limitless Mobile Holdings, LLC

OWNERSHIP OF LIMITLESS MOBILE HOLDINGS, LLC

Member	Common Units	Limitless Economic Units	Class A Preferred Units	Class B Preferred Units	TOTAL EQUITY (Based on Pro Rata Share)¹	TOTAL VOTING²
Keystone Investors:						
Robert C. Martin	27,919.55	2,038.00	0	0	1.610%	1.580%
Linda C. Martin	6,727.10	491.05	0	0	0.388%	0.380%
Martin 2002 Revocable Trust	15,353.35	1,120.72	0	0	0.885%	0.867%
Sarah Miller Coulson	25,000.00	1,824.89	0	0	1.442%	1.412%
Richard B. Worley	25,000.00	1,824.89	0	0	1.442%	1.412%
Group Subtotal	100,000.00	7,299.55	0	0	5.767%	5.651%

¹ Equity percentage is based on 1,860,546.91 total units which includes vested common and preferred units, unvested common units and non-voting economic interests. Unvested common units and non-voting economic interests are entitled to distributions.

² Voting percentage is based on 1,770,296.91 vested common and preferred units and does not include unvested common units and non-voting economic interests that do not vote.

Member Name and Address	Common Units	Limitless Economic Units	Class A Preferred Units	Class B Preferred Units	TOTAL EQUITY (Based on Pro Rata Share)	TOTAL VOTING
Limitless Investors:						
Shane Murphy (U.K.) Hamilton House, Thedwastre Road Thurston, Suffolk IP313QY United Kingdom	0	11,875.00	0	0	0.638%	0%
Jeff Mason (Canada) jeff.mason@limitlessmobile.com 26 Maurovista Ct. Stouffville, Ontario L4A OE4 Canada	0	23,188.07	0	0	1.246%	0%
Edward James Croal (U.K.) 27 Aldingbourne Close Ifield, Crawley, Sussex RH110QJ United Kingdom	2,500.00 ³	364.97	0	0	0.289%	0.141%
Group Subtotal	2,500.00	35,428.04	0	0	2.173%	0.141%

³ Mr. Croal is expected to receive an additional 2,500 unvested units over the next two years (bringing the number of common units to 5,000). These unvested units have been included in calculating the equity percentages of all members.

Member Name and Address	Common Units	Limitless Economic Units	Class A Preferred Units	Class B Preferred Units	TOTAL EQUITY (Based on Pro Rata Share)	TOTAL VOTING
New Investors:						
Atte Miettinen (Finland) 29 Turner House 26 Clevedon Road Twickenham TW1 2TE United Kingdom	0	0	8,000.00	0	0.430%	0.452%
Richard B. Worley	51,715.80	15,105.36	286,926.48	18,225.00	19.993%	20.159%
Peter Morse	33,935.41	3,066.64	144,869.68	8,076.00	10.209%	10.556%
Peter C. Morse Descendants Trust UAD 5/27/11	6,787.08	613.33	28,973.92	1,615.20	2.042%	2.111%
Morse Charitable Foundation, Inc.	2,850.57	257.60	12,169.04	678.40	0.858%	0.887%
Sarah Miller Coulson	36,310.89	13,715.59	261,735.12	14,590.80	17.541%	17.660%
Roy Neff	28,505.74	2,575.97	121,690.56	6,750.00	8.574%	8.866%
The Saint Davids Trust	28,505.74	2,575.97	121,690.56	6,783.80	8.576%	8.867%

Member Name	Common Units	Limitless Economic Units	Class A Preferred Units	Class B Preferred Units	TOTAL EQUITY (Based on Pro Rata Share)	TOTAL VOTING
Schuylkill Partners, L.P., Paul Miller, Manager	13,574.16	1,226.66	57,979.04	3,230.40	4.085%	4.224%
Thomas L. Bennett	6,088.50	550.20	0	1,448.95	0.435%	0.426%
Steve Chulik	6,787.08	613.33	28,973.92	1,615.20	2.042%	2.111%
Arden Armstrong	6,787.08	613.33	28,973.92	1,615.20	2.042%	2.111%
Robert C. Martin	1,250.00	91.24	0	0	0.072%	0.071%
Linda C. Martin	1,250.00	91.24	0	0	0.072%	0.071%
John C. Broderick	4,072.25	368	16,800.00	969.10	1.194%	1.234%
Leslie Ann Miller	4,072.25	368	17,384.40	969.10	1.225%	1.267%

Member Name	Common Units	Limitless Economic Units	Class A Preferred Units	Class B Preferred Units	TOTAL EQUITY (Based on Pro Rata Share)	TOTAL VOTING
Irrevocable Deed of Trust of Richard B. Worley For Richard G. Worley	2,714.83	245.33	31,589.60	646.10	1.892%	1.974%
Irrevocable Deed of Trust of Richard B. Worley For Elizabeth Mai Worley	2,714.83	245.33	31,589.60	646.10	1.892%	1.974%
Thomas and Mimi Drake, JTWROS	1,366.30	123.31	4,000.00	323.05	0.312%	0.321%
Thomas Miller	1,357.42	122.67	5,794.80	323.05	0.408%	0.422%
Roberto Sella	27,148.33	2,453.31	115,895.76	6,460.80	8.167%	8.445%
Group Subtotal	267,794.26	45,022.41	1,325,036.40	74,966.25	92.060%	94.208%
TOTAL	370,294.26	87,750.00	1,325,036.40	74,966.25	100%	100%