



September 21, 2021

Kim Cook, Deputy Chief  
Telecommunications and Analysis Division  
International Bureau  
Federal Communications Commission  
45 L Street, NE  
Washington, DC 20554

RE: United Wireless Holdings, Inc.  
Updated Information Regarding Compliance with  
Section 310(b)(4) of the Communications Act and  
FCC Rule Sections 1.5000 *et seq.*

Dear Ms. Cook:

This letter is submitted pursuant to Section 1.5004(f) of the Federal Communications Commission (“FCC”) rules and in connection with the filing of applications for assignment of certain Part 22 Air-Ground Radiotelephone Service (“AGRAS”) licenses from A2G Communications, LLC (“A2G”) to AURA Network Systems OpCo, LLC (“AURA”) and a Narrowband PCS (“NPCS”) license from SkyTel Spectrum, LLC (“SkyTel”) to AURA (the “AURA Transaction”). United Wireless Holdings, Inc. (“Holdings”) is the 100% owner of SkyTel (and the 50% owner of A2G, which is co-owned with Stratophone, LLC (“Stratophone”). Following recent communications with the Commission, Holdings now understands that the AGRAS licenses previously held by SkyTel and now held by A2G were not covered by the terms of the Declaratory Ruling issued pursuant to Holdings’ petition in 2008 (the “2008 Declaratory Ruling”) and that the FCC should have been notified of the 2016 insertion of Fitton & Co., Ltd. (“Fitton & Co.”), an affiliated entity under common control with Holdings, in the indirect ownership structure of Holdings. Both matters are discussed more fully below.

In 2008, SkyTel submitted an application to the Commission for the approval of the transaction whereby it would acquire AGRAS licenses as well as paging and NPCS authorizations from Bell Industries, Inc. (“Bell”) (FN 0003385370) (the “Bell Transaction”). The application was accompanied by a Petition for Declaratory Ruling (“Petition”) from Holdings, a privately held U.S. corporation in which Andrew Fitton, a citizen of the United Kingdom, held 100% equity interest. The Petition sought approval for permitting up to 100% indirect foreign ownership of Holdings’ direct and indirect subsidiaries, including SkyTel (identified in the Petition as “United Sub”). The Petition stated that “United Sub...proposes to acquire wireless radio service licenses, subject to FCC consent, from Bell Industries, Inc...[t]hus, Holdings seeks the declaratory ruling requested herein in connection with the proposed...acquisition of licenses by United Sub.” (The Petition also requested and was granted a declaratory ruling in connection with the transfer of control of an entity that is not relevant to this request.) The Petition referenced the continuation of Bell’s paging and narrowband PCS operations but did not specifically call out the air-to-ground operations.

The Petition was granted by the 2008 Declaratory Ruling on December 9, 2008, stating that SkyTel had “filed an application for assignment of licenses for the provision of paging and narrowband PCS services to the public” (DA 09-39 at 2). It further stated that the ruling “permits the indirect foreign ownership of SkyTel by Mr. Andrew Fitton (up to and including 100%).” Finally, the 2008 Declaratory Ruling specified that SkyTel “may accept up to and including an additional aggregate 25 percent indirect foreign equity and/or voting interest from other foreign investors without seeking further Commission approval under section 310(b)(4).”

The assignment application from Bell to SkyTel included 58 AGRAS licenses covering facilities across the U.S. as well as nationwide paging and NPCS authorizations. That application received consent from the FCC on December 10, 2008, the day following the grant of the 2008 Declaratory Ruling. The FCC was notified that the parties consummated the Bell Transaction on May 12, 2009, after which the AGRAS licenses and the other licenses in the application were reissued in SkyTel’s name. Over the next decade, SkyTel licensed additional AGRAS facilities, in each case pursuant to an application accompanied by the 2008 Declaratory Ruling.<sup>1</sup> Throughout that time and without indication to the contrary from the FCC, Holdings and SkyTel understood, mistakenly, that the 2008 Declaratory Ruling covered the full range of licenses and services to which FCC consent was granted in connection with the Bell Transaction referenced in the Petition.

When SkyTel and Stratophone, submitted a joint request for waiver of certain FCC rules to combine their networks into a new nationwide AGRAS system, they disclosed their intent to transfer the SkyTel and Stratophone licenses into a jointly owned entity following Commission approval of the requested waivers. After many years of working with the FCC to address issues related to the implementation of the new nationwide AGRAS network, in 2019 SkyTel and Stratophone filed to assign their AGRAS licenses to A2G, in which Holdings, SkyTel’s parent, and Stratophone each holds a 50% membership interest (FN 0008710727/0008710635). At that time, SkyTel held 45 AGRAS licenses.<sup>2</sup>

Since issuance of the 2008 Declaratory Ruling, the foreign ownership of SkyTel has been diluted. By 2014, 30% of the ownership of Holdings had been transferred to Michael Carper, a U.S. citizen, thereby reducing Mr. Fitton’s indirect ownership of the subject licensee entities to 70%. In 2016 as part of a tax and estate planning exercise, Mr. Fitton transferred his stake in Holdings to Fitton & Co. in which he retains 70.6% interest while his wife, Rosalind Fitton, together with his children, Nina Fitton, Kit Fitton, William Fitton and Ellen Fitton, hold a combined 28.4% interest and his longtime executive assistant, Clair Crabtree, holds a 1% interest.<sup>3</sup> All of these persons are United Kingdom citizens. The aggregate 20.58% indirect equity interests in Holdings transferred to these other United Kingdom citizens were within the total limit set forth in the 2008 Declaratory Ruling as not requiring further FCC approval; however, Holdings now understands that the insertion of Fitton & Co should have been reported to the FCC. Through Fitton & Co., Mr. Fitton retains the controlling interest in Holdings, and thereby in SkyTel. This was true at the time when SkyTel assigned its AGRAS licenses to A2G in which Holdings holds a 50% interest. Stratophone, which holds the other 50% interest in A2G, has 100% ownership by U.S. citizens. As a result, at the time of the assignment of the AGRAS licenses to A2G (and currently), the total indirect foreign ownership level at A2G was (and is) 35% (via Fitton & Co.’s ownership in Holdings) with 24.71% of that total ownership attributable to Mr. Fitton.

---

<sup>1</sup> SkyTel also canceled certain AGRAS licenses during that period.

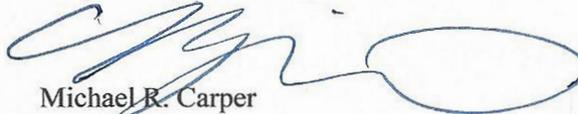
<sup>2</sup> SkyTel, Stratophone, Holdings, and A2G now recognize that these assignment applications failed to disclose SkyTel’s continued foreign ownership and the resulting foreign ownership of the A2G joint venture entity.

<sup>3</sup> None of the United Kingdom citizens other than Mr. Fitton holds a 10% or greater interest in Fitton & Co.

Because the 2008 Declaratory Ruling did not specifically reference the AGRAS licenses, and because Fitton & Co has been inserted in Holdings' ownership chain, Holdings has submitted a New Petition for Declaratory Ruling reflecting its current foreign ownership and that of SkyTel and A2G (ISP-PDR-20210920-00007).

Given the reduction in foreign ownership of SkyTel over time, the revised FCC framework for regulating foreign ownership of licensees, and the proposed immediate transfer of the subject AGRAS and NPCS licenses to AURA, which has no disclosable foreign ownership, expedited consideration of the New Petition for Declaratory Ruling and the applications relating to the AURA Transaction filed in connection therewith is requested.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "M. Carper", with a large, stylized flourish extending to the right.

Michael R. Carper

United Wireless Holdings, Inc.