

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In re Petition of	)	
	)	
Truphone, Inc., SmartCall, LLC,	)	
iSmart Mobile, LLC and	)	
Truphone Limited	)	ISP-PDR-2022 _____
	)	
For Declaratory Ruling	)	
	)	
	)	
To: The International Bureau	)	

PETITION FOR DECLARATORY RULING

Truphone, Inc. (“TI”), SmartCall, LLC (“SmartCall”), iSmart Mobile, LLC (“iSmart”) and Truphone Limited (“Truphone”) (collectively, “Petitioners”), through their undersigned counsel and pursuant to 47 C.F.R. §1.5000(a)(1), hereby petition the FCC for a declaratory ruling to permit Mr. Geoffrey Rowley and Mr. Philip Armstrong (“Messrs. Rowley and Armstrong” or “Administrators”) to serve as administrators of Truphone during an administration process under U.K. law. Messrs. Rowley and Armstrong are citizens of the United Kingdom. Petitioners accordingly seek a declaratory ruling pursuant to the FCC’s foreign ownership regulations that it will serve the public interest for Messrs. Rowley and Armstrong to serve as administrators of Truphone during the temporary administration process described below.

**BACKGROUND REGARDING U.K.
ADMINISTRATION PROCESS AND ADMINISTRATORS**

Truphone expects to enter into a temporary administration process under U.K. law in the near future in connection with the sale of all of the current ownership interests in Truphone. Truphone anticipates that the United Kingdom’s High Court of Justice, the Business Property

Courts of England and Wales (“U.K. Court”), will issue an order placing Truphone into administration under the Insolvency Act of 1986 (“Act”). The U.K. Court will generally oversee the administration process and will appoint Messrs. Rowley and Armstrong of FRP Advisory Trading Limited (“FRP”) in London, U.K., to direct the operations of Truphone during that process.

After Truphone enters administration in the U.K., Messrs. Rowley and Armstrong will control Truphone during the administration process. Under the Act, the Administrators can remove any of the directors from office and appoint new directors, and the directors cannot exercise any powers that might interfere with the Administrators’ conduct of the administration without their prior consent. *See* Act at ¶¶61 & 64, Schedule B1. Because certain shareholders with interests in Truphone are potentially subject to sanctions in the United Kingdom, the administration process will effectively insulate Truphone from any influence by such persons and enable the contemplated transaction to proceed under U.K. law. For example, sanctions may be extended to family members of sanctioned persons. Truphone and the Administrators will file the applications for involuntary transfer of control required by FCC rules regarding the licenses and authorizations held by iSmart and TI.¹ *See* 47 C.F.R. §§ 1.948(c)(2); 63.24(g).

As presently contemplated, pursuant to definitive transaction agreements to be executed by Truphone and the buyer, the transaction involves the immediate transfer of Truphone’s non-U.S. assets to the buyer. Truphone and the buyer will then file the required applications for transfer of control or assignment of the licenses and authorization held by iSmart and TI to the buyer. The

¹ iSmart holds PCS broadband license, call sign WPSJ976, and two fixed microwave industrial business pool licenses (call signs WRDX252 and WRDX253). WPSJ976 is subject to a pending license renewal application. *See* Application File No. 0009568198. TI holds international section 214 authorization ITC-214-20081112-00494.

transfer of control of iSmart and TI to the buyer will not occur until the FCC approves such applications.

Under U.K. law and practice, the directors of a company entering administration may choose its administrators. Truphone selected Messrs. Rowley and Armstrong at the recommendation of its corporate counsel. Mr. Rowley is Chief Executive Officer of FRP Advisory Group plc, the U.K. listed parent company of FRP, and Partner, Restructuring Advisory, of FRP. Mr. Armstrong is Partner, Restructuring Advisory, of FRP. Messrs. Rowley and Armstrong have served as licensed insolvency practitioners and administrators for many years. Attached as Exhibit 1 is a summary of the Administrators' relevant experience. During the administration process, the Administrators will act on a joint and several basis. Mr. Rowley will act as the lead Administrator and will focus on Truphone's United States entities and assets, including FCC licensees iSmart and TI.

PUBLIC INTEREST SHOWING

Grant of this petition for declaratory ruling will facilitate the U.K. administration process and the related filings for the resulting involuntary transfer of control of the wireless licenses and international section 214 authorization held by iSmart and TI, respectively. Grant of this petition is in the public interest because it will enable Truphone to enter administration for the purpose of completing a sale to new owners, removing all existing owners, including certain owners who are potentially subject to sanctions in the United Kingdom. It also will ensure the continued provision of services to customers in the United States.

This petition is the first FCC regulatory filing in a sale process that Truphone expects will result in a new owner acquiring all of the ownership interests in Truphone and the other Petitioners. Such sale transaction will be subject to all required regulatory approvals. The U.K. administration

and related involuntary transfer of control processes will not adversely affect the provision of broadband PCS services in the United States by iSmart or the international telecommunications services facilitated by TI's international section 214 authorization. The Petitioners therefore respectfully submit that this petition serves the public interest.

THIS PETITION IS ELIGIBLE FOR STREAMLINED PROCESSING

The FCC should apply streamlined processing procedures to this request to permit Messrs. Rowley and Armstrong to serve as Administrators of Truphone during the temporary administration process under U.K. law. Streamlined processing and grant of this request for declaratory ruling will facilitate the U.K. administration process and allow for the filing of the required involuntary transfer of control applications without the need for a waiver of the FCC foreign ownership requirements for the Administrators, who are U.K. citizens. The Petitioners respectfully submit that the Petition need not be referred to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector because the Administrators will not have an ownership interest in the Petitioners, the administration process will occur within a limited time period, and the U.K. Court will oversee that process.

The FCC has determined that streamlined processing procedures will continue to apply to certain petitions under Section 310(b)(4) of the Communications Act that do not involve assignments or transfers of control. *See 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*, 28 FCC Rcd. 5741 (2013), at ¶132. Here, streamlined processing of this petition is appropriate because the underlying transaction involves an involuntary transfer of control of the wireless licenses and international section 214 authorization held by iSmart and TI,

respectively, to the Administrators for a limited period, rather than a substantial transfer of control of the licenses and authorization to a new owner.

CONCLUSION

The Petitioners have provided the information required by 47 C.F.R §1.5001 in the attachment. For the foregoing reasons, the Petitioners respectfully request approval of this petition for declaratory ruling to permit Messrs. Rowley and Armstrong to serve as Administrators of Truphone during the U.K. administration process.

July 29, 2022

Respectfully submitted,

Truphone, Inc., SmartCall, LLC,
iSmart Mobile, LLC, and Truphone Limited

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Their Attorneys

Information Required Pursuant to 47 C.F.R. §1.5001**1.5001(a) -- Petitioners' Information**Truphone Limited

FRN: 0021247044
Mailing Address: 25 Canada Square
London E14 5LQ
United Kingdom

Place of Organization: England and Wales
Telephone number: +44 7408-870-000
Type of organization: Private limited company
Certifying officer: Ralph Steffens, CEO and Director

Truphone, Inc.

FRN: 0018261735
Mailing Address: 4819 Emperor Blvd., Suite 400
Durham, North Carolina 27703

Place of organization: Delaware
Telephone number: (816) 399-4400
Type of organization: Corporation
Certifying officer: Lee Jones

SmartCall, LLC

FRN: N/A
Mailing address: 6801 Engle Road, Suite L
Middleburg Heights, Ohio 44130

Place of organization: Delaware
Telephone number: (216) 298-1990
Type of organization: Limited liability company
Certifying officer: Richard Stupansky

iSmart Mobile, LLC

FRN: 0019107051
Mailing address: 6801 Engle Road, Suites L & M
Middleburg Heights, Ohio 44130

Place of organization: Delaware
Telephone number: (216) 298-1990
Type of organization: Limited liability company
Certifying officer: Richard Stupansky

1.5001(b) -- Legal Counsel Information

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1.5001(c) -- Radio Service and Call Sign

iSmart Mobile, LLC -- Broadband PCS service. iSmart holds broadband PCS license call sign WPSJ976.

1.5001(d) -- Basis for Declaratory Ruling

Applicants seek a declaratory ruling under §1.5000(a)(1).

1.5001(e)(1) -- Direct Disclosable Interest Holder

Truphone Limited holds 100 percent of the direct equity/voting interests in Truphone, Inc.

1.5001(e)(4)(i) -- Disclosable Interest Holder in U.S. Parent

Truphone Limited holds 100 percent of the equity/voting interests in Truphone, Inc.

1.5001(e)(4)(iv) -- Uninsulated Membership Interests

Truphone, Inc. holds all of the uninsured membership interests in SmartCall, LLC. SmartCall, LLC holds all of the uninsured membership interests in iSmart Mobile, LLC.

1.5001(f)(1) -- Indirect Disclosable Interest Holders

For purposes of this petition for a declaratory ruling allowing Messrs. Rowley and Armstrong to serve as Administrators of Truphone Limited during the U.K. administration process, the Administrators are indirect disclosable interest holders.

1.5001(g)(1) – Citizenship of Disclosable Interest Holders

Truphone Limited holds a 100 percent equity/voting interest in controlling U.S. parent Truphone, Inc.:

Truphone Limited Place of Organization:	England and Wales
Type of Business Organization:	Private limited company
Principal Business:	Telecommunications and related services

Geoffrey Rowley and Philip Armstrong, both citizens of the United Kingdom, will serve as Administrators of Truphone Limited during the U.K. administration process.

1.5001(h)(1) -- Aggregate Foreign Ownership

Truphone Limited holds 100 percent of the direct equity/voting interest in Truphone, Inc. The indirect ownership interests in Truphone, Inc. are not included in this petition for declaratory ruling. The methods used for determining ownership interests for purposes of this petition are consistent with those set forth in 47 C.F.R. §1.5002. The circumstances prompting the filing of this petition and a public interest statement are set forth above at pages 1-4.

1.5001(h)(2) -- Ownership and Control Structure

See attached Exhibit 2 depicting ownership and control structure of the Petitioners during the U.K. administration process.

1.5001(i) and 1.5001(j) -- Requests for Specific Approval

Truphone Limited and Truphone, Inc. request specific approval for the following entity to hold a direct or indirect ownership interest in Truphone, Inc. and an indirect ownership interest in iSmart:

Name:	Truphone Limited
Place of Organization:	England and Wales
Type of Business Organization:	Private limited company
Principal Business:	Telecommunications and related services
Interest:	100 percent indirect equity and voting ownership interest in iSmart

Truphone Limited and Truphone, Inc. request specific approval for the following individuals to act as Administrators of Truphone Limited during the U.K. administration process:

Name:	Geoffrey Rowley
Organization:	FRP Advisory Trading Limited
Address:	110 Cannon Street, London U.K. EC4N 6EU
Principal Business:	Restructuring advisory services
Citizenship:	United Kingdom

Name: Philip Armstrong
Organization: FRP Advisory Trading Limited
Address: 110 Cannon Street, London U.K. EC4N 6EU
Principal Business: Restructuring advisory services
Citizenship: United Kingdom

Request for PDR Ruling Under FCC Rules Adopted in 2016

Petitioners respectfully request that the Bureau issue a declaratory ruling in response to this petition under the rules adopted by the FCC in 2016. *See Review of Foreign Ownership Policies for Broadcast, Common Carrier and Aeronautical Radio Licensees Under Section 310(b)(4) of the Communications Act, as Amended*, 31 FCC Rcd 11272 (2016). In particular, Petitioners respectfully request that any declaratory ruling incorporate the routine terms and conditions set forth in 47.C.F.R. §1.5004.

GEOFFREY ROWLEY

Mr. Rowley is the Group Chief Executive Officer of FRP Advisory Group plc. He is a Chartered Certified Accountant and Licensed Insolvency Practitioner with 30 years' experience, including at firms RSM Robson Rhodes and PKF International. Over his three decades of experience, he has served as an administrator in numerous administrations.

Mr. Rowley is a Partner in the London Restructuring Advisory team of FRP and was joint founder of the business in 2010. He focuses on dealing with corporate restructuring assignments acting for a range of stakeholders including boards, lenders and investors.

Recent UK and international assignments have included Debenhams Retail Limited, Carluccio's, BHS Ltd, Force India Formula One Team, Patisserie Valerie, Marussia F1 Team, Manor F1 Team, London Capital & Finance and Koovs plc, Ecnalva 8 Ltd, Formaplex Limited, Corbin & King Limited, Jessops Europe Limited and Spire Payments Limited.

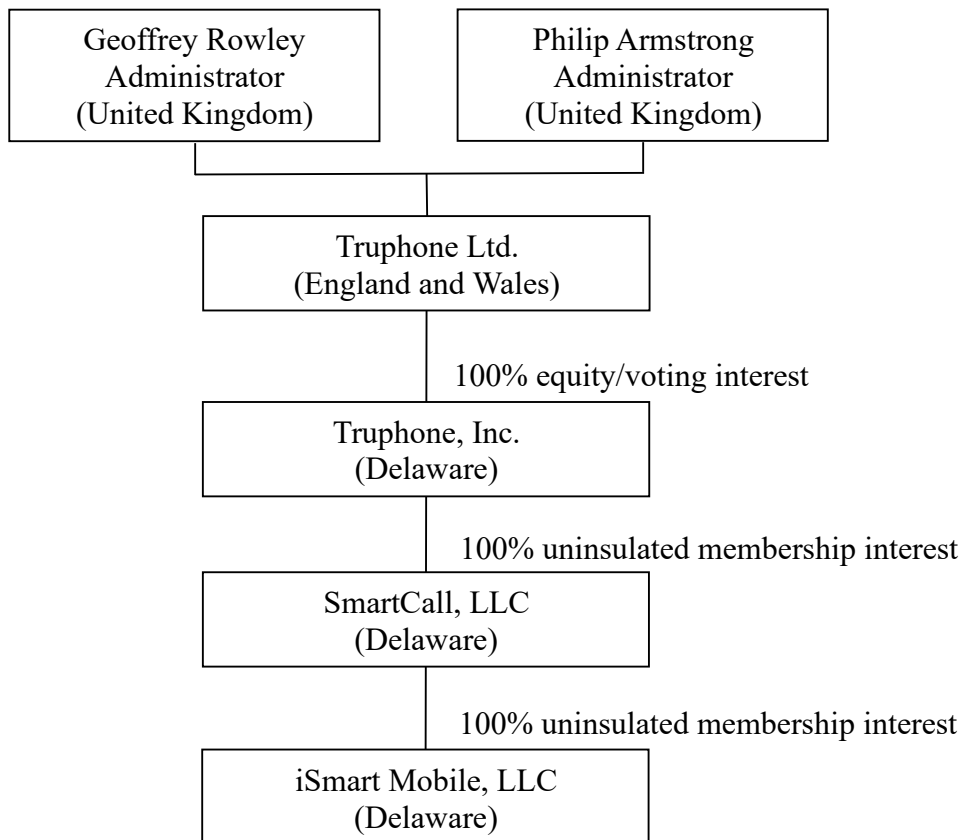
PHILIP ARMSTRONG

Mr. Armstrong joined FRP in 2010 as a Partner in the Restructuring Advisory team and is based in its London office. He has served as an administrator during his tenure at FRP on multiple occasions. Mr. Armstrong is Chartered Accountant and Licensed Insolvency Practitioner.

He has more than 20 years' experience providing advisory services to businesses at all stages of the corporate life cycle, specializing in business reviews, financial due diligence, corporate restructuring and business turnaround.

Mr. Armstrong provides specialist advice to both lenders and their customers and has experience on secondment to two of the UK's largest lender teams, where he remains involved in delivering training.

Section 1.5001(h)(2) Exhibit



DECLARATION

I, Rachel Chapman, General Counsel and Co-Secretary of Truphone Limited, on behalf of the Petitioners included in the foregoing Petition for Declaratory Ruling, state under penalty of perjury that: (1) the information contained in the foregoing Petition is accurate; and (2) all ownership interests disclosed in the Petition have been calculated based upon 47 C.F.R. §1.5002 and that the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

/s/ Rachel Chapman
Rachel Chapman

July 29, 2022
Date