

**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 _____
	)	
To Modify Declaratory Ruling	)	
ISP-PDR-20120913-00005	)	
	)	
To: The International Bureau	)	

RESTATED 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 the foreign-organized entities and foreign individuals listed below in the Petitioners’ ownership chain. This petition provides corrected and current information regarding the Petitioners’ ownership and supersedes and replaces the Petition for Declaratory Ruling filed by Petitioners on December 26, 2019. The Petitioners respectfully request that the Bureau issue a declaratory ruling in response to this petition under the rules adopted by the FCC in 2016.

BACKGROUND TO CURRENT PETITION FOR DECLARATORY RULING

The International Bureau (“Bureau”) issued a declaratory ruling regarding the Petitioners’ foreign ownership in December 2012¹ (“2012 Declaratory Ruling”). The 2012 Declaratory Ruling found that it would not serve the public interest to prohibit the indirect ownership of TI’s wholly-owned subsidiaries SmartCall and iSmart in excess of the 25 percent benchmark set forth in 47 U.S.C. §310(b)(4). The 2012 Declaratory Ruling permitted Vollin Holdings Limited

¹ See ISP-PDR-20120913-0005, 27 FCC Rcd. 16050, 16051 (Int’l Bur. 2012) (“2012 Declaratory Ruling”).

(“Vollin”) and Whiteclif Enterprises Limited (“Whiteclif”) to hold up to and including 82.66 percent of the equity and voting interests in SmartCall and iSmart.² The 2012 Declaratory Ruling also expressly authorized SmartCall and iSmart to accept an additional aggregate 25 percent indirect equity and/or voting interests from other foreign investors without prior FCC approval. *See* 2012 Declaratory Ruling, 27 FCC Rcd. at 16051. Whiteclif currently holds a 100 percent interest in Vollin, and Vollin currently holds 72.46 percent equity/voting interests in Truphone.

Following the 2012 Declaratory Ruling, Minden Worldwide Limited (“Minden”), a British Virgin Islands-registered company, acquired a 23.91 percent ownership interest in Truphone in a funding transaction that was completed on February 1, 2013. Minden currently holds 22.80 percent equity/voting interests in Truphone.

On April 21, 2022, the FCC issued a Notice of Apparent Liability for Forfeiture to TI regarding apparent violation of certain foreign ownership regulations. *See* Notice of Apparent Liability for Forfeiture, File No. EB-IHD-20-00031626; NAL/Acct. No. 202232080009; FRN: 0018261735, FCC 22-30 (rel. Apr. 21, 2022). On October 20, 2022, the Enforcement Bureau adopted a Consent Decree with Truphone, Inc. *See In the Matter of Truphone, Inc. Consent Decree*, DA 22-1072 (rel. Oct. 20, 2022) (“Consent Decree”). Pursuant to Paragraph 20 of the Consent Decree and the Schedule of Required Filings, Truphone is required to submit this Restated Petition for Declaratory Ruling. The restated petition supersedes and replaces a petition for declaratory ruling filed by Petitioners in 2019 that sought prior FCC approval for the proposed insertion of a new foreign-organized entity into the Petitioners’ ownership chain, and

² The FCC initially reviewed Vollin’s ownership interests in the Petitioners in a declaratory ruling issued in September 2012. *See* ISP-PDR-20111020-00011, 27 FCC Rcd. 10884, 10885 (Int’l Bur. 2012).

provided certain corrected ownership information for the Petitioners. *See* ISP-PDR-20191226-00010.

PUBLIC INTEREST SHOWING

The Petitioners respectfully submit that grant of this restated petition will serve the public interest by facilitating compliance with the Consent Decree and the sale of Truphone to new owners, which will remove the existing owners. Such sale process will be subject to all required regulatory approvals based upon the submission of all required applications and related filings. Issuance of the requested declaratory ruling also will serve the public interest by correcting the FCC's ownership records to conform to Petitioners' current foreign ownership structure. This petition is not related to a transfer of control or assignment of the wireless licenses or international section 214 authorization held by the Petitioners, and will not adversely affect the operations associated with such wireless licenses and authorization.

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 that the Bureau issue the requested declaratory ruling.

November 4, 2022

Respectfully submitted,

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

By: /s/Robert L. Hoegle

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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 Cabot Square, Canary Wharf
London E14 4QA
United Kingdom

Place of Organization: England and Wales
Telephone number: +44 7408-870-000
Type of organization: Private limited company
Certifying officer: Rachel Chapman, General Counsel and Co-Secretary

Truphone, Inc.

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

Place of organization: Delaware
Telephone number: (704) 817-0118
Type of organization: Corporation
Certifying officer: Lee Jones

SmartCall, LLC

FRN: 0017159138
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

Robert L. Hoegle

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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

The following entities hold indirect equity/voting interests in Truphone, Inc.: Vollin Holdings Limited (“Vollin”), Whiteclif Enterprises Limited (“Whiteclif”), Minden Worldwide Limited, (“Minden”), Greenleas Holdings Limited (“Greenleas”), Redrock Group Limited (“Redrock”), Dapore Holdings Ltd. (“Dapore”), Elpins Co. Ltd. (“Elpins”), and Imperium Trustees Limited (“Imperium”). The Dapore Trust, a discretionary irrevocable trust for the benefit of certain family members of Alexander Abramov, owns all of the shares of Dapore. The Elpins Trust, a discretionary irrevocable trust for the benefit of certain family members of Alexander Frolov, owns all of the shares of Elpins. The Grano Trust, a discretionary irrevocable trust for the benefit of certain family members of Roman Abramovich, owns all of the shares of Greenleas. Imperium is the Trustee of the Dapore Trust and the Elpins Trust.

1.5001(g)(1) - Disclosable Interest Holder Information

The Dapore Trust, a discretionary irrevocable trust for the benefit of certain family members of Alexander Abramov, holds all of the shares of Dapore:

Trustee of Dapore Trust:	Imperium Trustees Limited
Trustee Place of Organization:	Cyprus

Organization and business information for Dapore is set forth below:

Dapore Place of Organization:	Cyprus
Type of Business Organization:	Company
Principal Business:	Investment holding company

The Elpins Trust, a discretionary irrevocable trust for the benefit of certain family members of Alexander Frolov, holds all of the shares of Elpins:

Trustee of Elpins Trust:	Imperium Trustees Limited
Trustee Place of Organization:	Cyprus

Organization and business information for Elpins is set forth below:

Elpins Place of Organization:	Cyprus
Type of Business Organization:	Company
Principal Business:	Investment holding company

Imperium Trustees Limited

Organization and business information for Imperium is set forth below:

Imperium Place of Organization:	Cyprus
Type of Business Organization:	Limited company
Principal Business:	Trustee

Dapore and Elpins hold 66.70 percent and 33.30 percent equity/voting interests, respectively, in Redrock:

Redrock Place of Organization:	British Virgin Islands
Type of Business Organization:	Limited company
Principal Business:	Investment holding company

Redrock holds a 100 percent equity/voting interest in Whiteclif:

Whiteclif Place of Organization:	British Virgin Islands
Type of Business Organization:	Limited company
Principal Business:	Investment holding company

Whiteclif holds a 100 percent equity/voting interest in Vollin:

Vollin Place of Organization:	British Virgin Islands
Type of Business Organization:	Limited company
Principal Business:	Investment holding company

Vollin holds a 72.46 percent equity/voting interest in Truphone Limited:

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

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

Truphone, Inc. Place of Organization:	Delaware
Type of Business Organization:	Corporation
Principal Business:	Telecommunications and related services

The Grano Trust, a discretionary irrevocable trust for the benefit of certain family members of Roman Abramovich, holds all of the shares of Greenleas:

Trustee of Grano Trust:	Elena Eremina
Trust Place of Organization:	Abu Dhabi

Organization and business information for Greenleas is set forth below:

Greenleas Place of Organization	British Virgin Islands
Type of Business Organization	Limited company
Principal Business	Investment holding company

Greenleas holds a 100 percent of the equity/voting interest in Minden:

Minden Place of Organization:	British Virgin Islands
Type of Business Organization	Limited company
Principal Business:	Investment holding company

Minden holds a 22.80 percent equity/voting interest in Truphone Limited.

1.5001(h)(1) - Aggregate Foreign Ownership

Truphone, Inc. is 100% foreign owned, indirectly through Truphone Limited. Vollin and Minden together hold 95.26 percent of the equity/voting interests in Truphone Limited. No other shareholder holds a direct or indirect equity/voting interest of 5 percent or more in Truphone Limited, including through Minden. The remaining 4.74 percent interest in Truphone Limited is held by numerous individuals and entities, each owning a *de minimis* interest in Truphone. No single holder of this remaining interest will own a 5 percent or greater direct or indirect interest in Truphone. Based upon a review of its shareholder records, Truphone Limited believes that the majority of the holders of this remaining 4.74 percent interest are foreign.

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 1-3.

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

See attached Exhibit 1 depicting the current ownership and control structure of the Petitioners.

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

Truphone, Inc. and Truphone Limited request specific approval for the following entities and individuals to hold direct or indirect ownership interests in controlling U.S. parent Truphone, Inc.:

Name:	Truphone Limited
Place of Organization:	England and Wales
Type of Business Organization:	Private limited company
Principal Business:	Telecommunications and related services
Interest:	100% direct equity/voting interest in Truphone, Inc.

Name:	Minden Worldwide Limited
Place of Organization:	British Virgin Islands
Type of Business Organization:	Limited Company
Principal Business:	Investment holding company
Interest:	22.80% indirect equity/voting interest in Truphone, Inc.

Name:	Greenleas Holdings Limited
Place of Organization:	British Virgin Islands
Type of Business Organization:	Limited Company
Principal Business:	Investment holding company
Interest:	22.80% indirect equity/voting interest in Truphone, Inc.

Name:	Vollin Holdings Limited
Place of Organization:	British Virgin Islands
Type of Business Organization:	Limited Company

Principal Business: Investment holding company
Interest: 72.46% indirect equity/100 %voting interest in Truphone, Inc.

Name: Whiteclif Enterprises Limited
Place of Organization: British Virgin Islands
Type of Business Organization: Limited Company
Principal Business: Investment holding company
Interest: 72.46% indirect equity/100% voting interest in Truphone, Inc.

Name: Redrock Group Ltd.
Place of Organization: British Virgin Islands
Type of Business Organization: Limited company
Principal Business: Investment holding company
Interest: 72.46% indirect equity/100% voting interest in Truphone, Inc.

Name: Dapore Holdings Ltd.
Place of Organization: Cyprus
Type of Business Organization: Company
Principal Business: Investment holding company
Interest: 48.33% indirect equity/100% voting interest in Truphone, Inc.

Name: Elpins Co. Ltd.
Place of Organization: Cyprus
Type of Business Organization: Company
Principal Business: Investment holding company
Interest: 24.13% indirect equity/33.30% voting interest in Truphone, Inc.

Name: The Dapore Trust
Trustee/Place of Organization: Imperium Trustees Limited³/Cyprus
Beneficiaries⁴: Svetlana Zaporozhskaya (citizen of Russia and Cyprus), children and remoter issue of Alexander Abramov (whenever born, except for Natalia Abramova) and any charity (which includes any organization or institution, whether corporate or otherwise, situated, registered, incorporated or established in a member state of the

³ Imperium Information: The director and sole shareholder of Imperium is Imperium Nominees Limited, which is organized in Cyprus. The shareholders of Imperium Nominees Limited are Stathis Lemis, Theophanis Philippou, Elsa Anastasiadi and Theano Anastasiadou (collectively, “Imperium Nominees Shareholders”). The Imperium Nominees Shareholders are citizens of Cyprus.

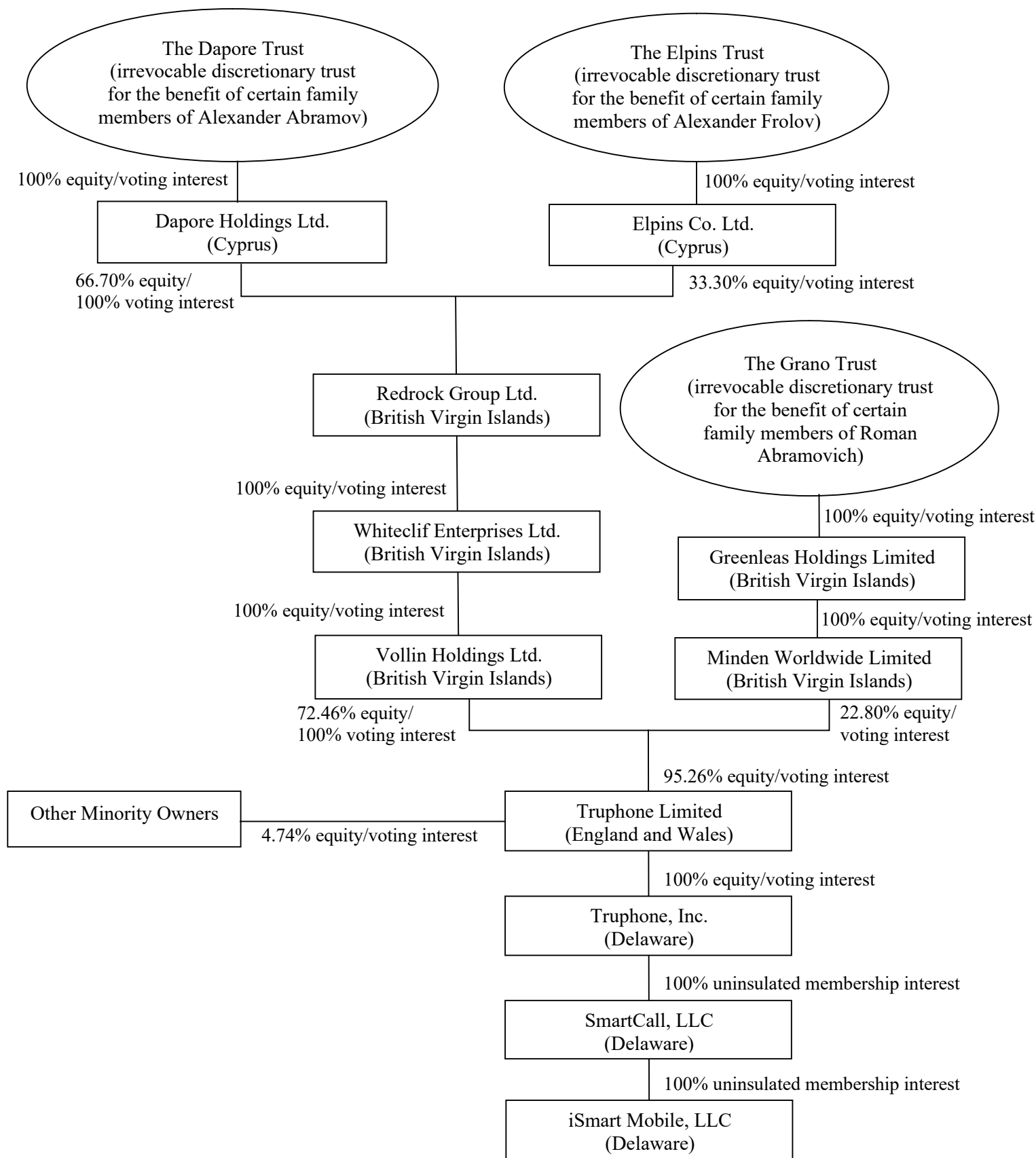
⁴ Both the Dapore and Elpins Trusts are discretionary trusts. The beneficiary of a discretionary trust only has a “right to be considered” for a distribution of income or capital from the trust pursuant to a resolution of the trustee.

Interest:	European Union, Switzerland, the United States or Canada, which is charitable in the place where it is situated, registered, incorporated or established). 48.30% indirect equity/100% voting interest in Truphone, Inc.
Name:	The Elpins Trust
Trustee/Place of Organization:	Imperium Trustees Limited ³ /Cyprus
Beneficiaries ⁴ :	Marina Valentina Frolova (citizen of Russia and Cyprus), children and remoter issue of Alexander Frolov (whenever born) and any charity (which includes any organization or institution, whether corporate or otherwise, situated, registered, incorporated or established in a member state of the European Union, Switzerland, the United States or Canada, which is charitable in the place where it is situated, registered, incorporated or established).
Interest:	24.13% indirect equity/33.30% voting interest in Truphone, Inc.
Name:	The Grano Trust
Trustee/Trust Place of Organization:	Ms. Elena Eremina/Abu Dhabi
Beneficiaries:	Anna Abramovich, Arkadiy Abramovich, Sofia Abramovich, Arina Abramovich, and Ilya Abramovich (collectively are the discretionary beneficiaries).
Interest:	22.80% indirect equity/voting interest in Truphone, Inc.

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.

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 Restated Petition for Declaratory Ruling, state under penalty of perjury that, to the best of my knowledge and information: (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

November 4, 2022
Date