**Before the**

**FEDERAL COMMUNICATIONS COMMISSION**

**Washington, DC 20554**

| | | |
|---|---|---|
| *In the Matter of* | ) | |
| | ) | |
| TP Global Operations Limited and<br>TP US Operations, Inc. | )<br>) | ISP-PDR-2023 ___________ |
| | ) | |
| Petition for Declaratory Ruling Under<br>Section 310(b)(4) of the Communications<br>Act of 1934, as Amended | )<br>)<br>) | |
| | ) | |
| To: The International Bureau | ) | |

PETITION FOR DECLARATORY RULING

TP Global Operations Limited ("TP Global") and TP US Operations, Inc. ("TP US") (collectively, "Petitioners"), through their undersigned counsel and pursuant to 47 C.F.R. §l.5000(a)(l), hereby petition the FCC for a declaratory ruling to permit the foreign-organized entities and foreign individuals listed below in the Petitioners' ownership chain.

INTRODUCTION

On April 21, 2022, the FCC issued a Notice of Apparent Liability for Forfeiture to Truphone, Inc. ("TI") regarding certain apparent violations of the FCC foreign ownership and transfer of control regulations. *See In the Matter of Truphone, Inc., 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) ("NAL"). The NAL summarizes certain changes to Truphone Limited's ("Truphone") ownership structure reviewed by the FCC in the 2011-2012 transfer of control transaction involving Truphone and Vollin Holdings Limited. *See* NAL at ¶¶7-12. TI and the FCC subsequently entered a Consent Decree to resolve the NAL, and the FCC adopted the Consent Decree on October 20, 2022. *See In the Matter of Truphone, Inc.,* *Consent Decree*, DA 22-1072 (rel. Oct. 20, 2022) ("Consent Decree").

Truphone initiated a process in 2022 to sell all the current ownership interests in Truphone, and the Consent Decree requires Truphone to divest its current ownership interests. *See* Consent Decree at ¶¶15, 26. In connection with the sale process, the U.K.'s High Court of Justice, the Business Property Courts of England and Wales ("U.K. Court"), issued an order on January 24, 2023 (*see* Attachment A), placing Truphone into administration under the Insolvency Act of 1986. The U.K. Court appointed Geoffrey Paul Rowley and Philip Lewis Armstrong of FRP Advisory Trading Limited ("FRP") in London, U.K., to direct the operations of Truphone during the administration process.[1] During the administration process, the Administrators act on a joint and several basis. However, Mr. Rowley acts as the lead Administrator and focuses on Truphone's United States entities and assets, including FCC licensees iSmart Mobile, LLC ("iSmart") and TI. The U.K. Court also generally oversees the administration process. On February 16 and 17, 2023, the required notifications of the involuntary transfer of control of the wireless licenses held by iSmart and the international section 214 authorization held by TI to the Administrators were filed with the Wireless Telecommunications and International Bureaus, respectively. *See* File Nos. 0010408533 (iSmart wireless licenses) and IB 202300570 (TI international section 214 authorization).

Pursuant to a definitive transaction agreement executed on January 24, 2023, by Truphone and TP Global, TP Global will indirectly obtain 100 percent of the voting and equity interest in TI. Specifically, TP Global will directly own 100 percent of the voting and equity interest in TP US Operations Inc., a corporation organized under the laws of Delaware, which in

[1] On September 1, 2022, the FCC had granted TI's petition for a declaratory ruling that it would serve the public interest for Messrs. Rowley and Armstrong, who are both U.K. citizens, to serve as Administrators of Truphone during the temporary administration process. *See* ISP-PDR-20220729-00008, Report TEL-02214, DA 22-916 (rel. Sept. 1, 2022).

turn, will directly own 100 percent of the voting and equity interest in TI, and indirectly own 100 percent of the voting and equity interests in SmartCall, LLC ("SmartCall") and iSmart.[2]

Petitioners are ultimately owned and controlled by Hakan Koç and Pyrros Koussios. Mr. Koç, who holds dual citizenship in Germany and Turkey, indirectly owns 90 percent of the voting and equity interest in the Petitioners.  Mr. Koussios, who holds dual citizenship in Greece and Switzerland, indirectly owns 10 percent of the voting and equity interest in the Petitioners. Mssrs. Koç and Koussios are the only board members of the Petitioners. Both Mssrs. Koç and Koussios have substantive experience with technology companies. Mr. Koç is the founder and former co-CEO of AUTO1 Group SE, which offers solutions for consumers and professional car dealers across continental Europe to buy and sell used cars through established websites and applications. Mr. Koussios is currently on the board of directors of numerous private technology companies.

PUBLIC INTEREST SHOWING

The Petitioners incorporate herein the public interest showing regarding the underlying transaction contained in the contemporaneously filed Form 603 transfer of control application for the iSmart wireless licenses. The Petitioners respectfully submit that grant of this Petition for Declaratory Ruling will serve the public interest by facilitating compliance with the Consent Decree and the sale of Truphone to new non-Russian owners.  The transaction will also enable TI to expand its offerings and services to a broader customer base, ultimately strengthening its competitive position to the benefit of consumers and the communications marketplace.  Such sale process is subject to all required regulatory approvals based upon the submission of all required applications

[2] Upon consummation of the transaction described herein, Truphone will become a separate and distinct entity and no longer have any connection to TI. It will continue to remain under control of the Administrators during the winding up phase of the entity.

and related filings.

## 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.

Date: February 23, 2023

Respectfully submitted,

TP Global Operations Limited and TP US Operations, Inc.

By: *\/s/Steven Chernoff*

Steven Chernoff
Todd Slamowitz
Lukas, LaFuria, Lantor & Sachs, LLP
8350 Broad Street, Suite 1450
Tysons, VA 22102
Telephone: (703) 584-8673
*Their Attorneys*

Information Required Pursuant to 47 C.F.R. §1.5001

**1.5001(a) - Petitioners' Information**

TP Global Operations Limited

| | |
|---|---|
| FRN: | 0033409160 |
| Mailing Address: | 25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Place of organization: | England and Wales |
| Telephone number: | (510) 379-9881 |
| Type of organization: | Private Limited Company |
| Certifying officer: | Hakan Koç |

TP US Operations, Inc.

| | |
|---|---|
| FRN: | 0033433400 |
| Mailing Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Place of organization: | Delaware |
| Telephone number: | (510) 379-9881 |
| Type of organization: | Private Limited Company |
| Certifying officer: | Hakan Koç |

**1.5001(b) - Legal Counsel Information**

| | |
|---|---|
| Attorneys: | Steve Chernoff<br>Todd Slamowitz |
| Mailing address: | Lukas, LaFuria, Lantor & Sachs, LLP<br>8350 Broad Street, Suite 1450<br>Tysons, VA 22102 |
| Telephone number: | (703) 584-8678 |
| Email address: | schernoff@fcclaw.com<br>tslamowitz@fcclaw.com |

**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**

Petitioners seek a declaratory ruling under §1.5000(a)(l).

**1.5001(e)(l) - Direct Disclosable Interest Holder**

TP Global Operations Limited will hold 100 percent of the direct equity/voting interests in TP US Operations, Inc., a Delaware corporation, and the controlling U.S. parent company.

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

TP Global Operations Limited will hold 100 percent of the direct equity/voting interests in TP US Operations, Inc., a Delaware corporation, and the controlling U.S. parent company.

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

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

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

The following individuals and entities will hold indirect equity/voting interests in TP US Operations, Inc.: Hakan Koç, Pyrros Koussios, HMFK Capital Limited, TP Global Limited, TP Global Holdings Limited, TP Global Finance Limited, and TP Global Operations Limited.

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

<u>TP US Operations Inc.</u>

| | |
|---|---|
| Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Organized: | Delaware |
| Business Type: | Corporation |
| Principal Business: | Investment Holding Company |
| Percent Held: | 100 percent voting/equity interest in Truphone, Inc. |

<u>TP Global Operations Limited</u>

| | |
|---|---|
| Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Organized: | England and Wales |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Percent Held: | 100 percent voting/equity in TP US Operations Inc. |

<u>TP Global Finance Limited</u>

| | |
|---|---|
| Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Organized: | Jersey |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Percent Held: | 100 percent voting/equity in TP Global Operations Limited |

TP Global Holdings Limited

| | |
|---|---|
| Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Organized: | Jersey |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Percent Held: | 100 percent voting/equity in TP Global Finance Limited |

TP Global Limited

| | |
|---|---|
| Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Organized: | Jersey |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Percent Held: | 100 percent voting/equity in TP Global Holdings Limited |

HMFK Capital Limited

| | |
|---|---|
| Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Organized: | Jersey |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Percent Held: | 90 percent voting/equity in TP Global Limited |

Hakan Koç

| | |
|---|---|
| Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Citizenship: | Germany and Turkey |
| Principal Business: | Technology Investment |
| Percent Held: | 90 percent voting/equity in HMFK Capital Limited |

Pyrros Koussios

| | |
|---|---|
| Address: | c/o TP Global Operations Limited<br>25 Cabot Square<br>Canary Wharf, London, E14 4QZ, UK |
| Citizenship: | Greece and Switzerland |
| Principal Business: | Technology Investment |
| Percent Held: | 10 percent voting/equity in TP Global Limited |

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

TP US Operations, Inc., a Delaware corporation, will be 100% foreign owned, as follows:

TP Global Operations Limited will directly own 100 percent of the equity/voting interests of TP US Operations, Inc.

The following foreign entities will indirectly own 100 percent of the equity/voting interests in TP US Operations Inc.: TP Global Finance Limited, TP Global Holdings Limited, and TP Global Limited.

HMFK Capital limited, a foreign entity, will indirectly own 90 percent of the equity/voting interests in TP US Operations Inc.

Pyrros Koussios, a citizen of Greece and Switzerland, will indirectly own 10 percent of the equity/voting interests in TP US Operations Inc..

Hakan Koç, a citizen of Germany and Turkey, will indirectly own 90 percent of the equity/voting interests in TP US Operations Inc.

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 proposed ownership and control structure of the Petitioners.

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

The Petitioners request specific approval for the following entities and individuals to hold direct or indirect ownership interests in controlling U.S. parent TP US Operations, Inc.:

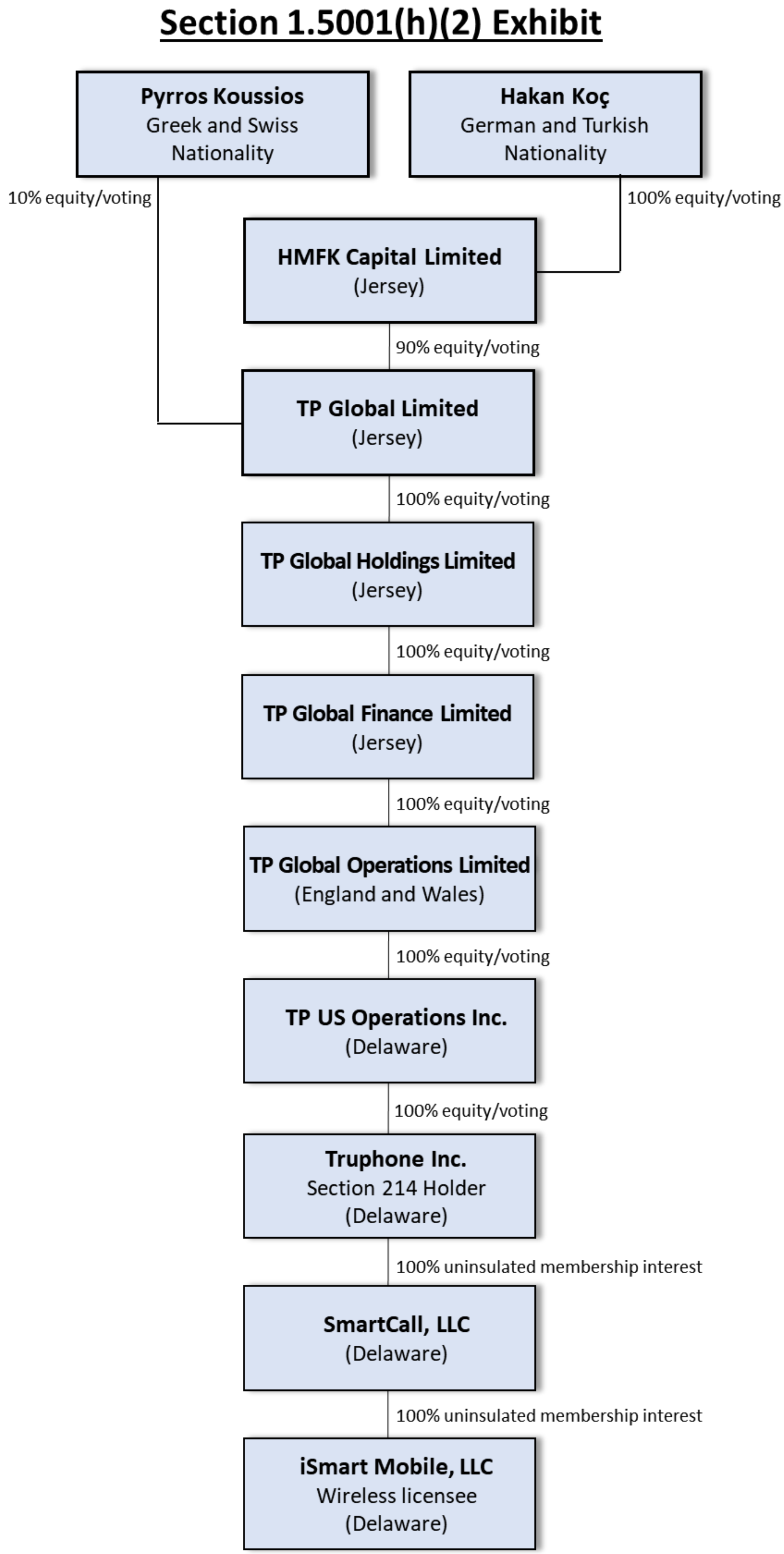
| | |
|---|---|
| Name: | TP Global Operations Limited |
| Organized: | England and Wales |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Interest: | 100 percent voting/equity in TP US Operations Inc. |

| | |
|---|---|
| Name: | TP Global Finance Limited |
| Organized: | Jersey |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Interest: | 100 percent voting/equity in TP Global Operations Limited |

| | |
|---|---|
| Name: | TP Global Holdings Limited |
| Organized: | Jersey |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |

| | |
|---|---|
| Interest: | 100 percent voting/equity in TP Global Finance Limited |
| | |
| Name: | TP Global Limited |
| Organized: | Jersey |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Interest: | 100 percent voting/equity in TP Global Holdings Limited |
| | |
| Name: | HMFK Capital Limited |
| Organized: | Jersey |
| Business Type: | Private Limited Company |
| Principal Business: | Investment Holding Company |
| Interest: | 90 percent voting/equity in TP Global Limited |
| | |
| Name: | Hakan Koç |
| Citizenship: | Germany and Turkey |
| Principal Business: | Technology Investment |
| Interest: | 100 percent voting/equity in HMFK Capital Limited |
| | |
| Name: | Pyrros Koussios |
| Citizenship: | Greece and Switzerland |
| Principal Business: | Technology Investment |
| Interest: | 10 percent voting/equity in TP Global Limited |

# EXHIBIT 1



Section 1.5001(h)(2) Exhibit
Pyrros Koussios
Greek and Swiss Nationality
Hakan Koç
German and Turkish Nationality
10% equity/voting
100% equity/voting
HMFK Capital Limited
(Jersey)
90% equity/voting
TP Global Limited
(Jersey)
100% equity/voting
TP Global Holdings Limited
(Jersey)
100% equity/voting
TP Global Finance Limited
(Jersey)
100% equity/voting
TP Global Operations Limited
(England and Wales)
100% equity/voting
TP US Operations Inc.
(Delaware)
100% equity/voting
Truphone Inc.
Section 214 Holder
(Delaware)
100% uninsulated membership interest
SmartCall, LLC
(Delaware)
100% uninsulated membership interest
iSmart Mobile, LLC
Wireless licensee
(Delaware)

DECLARATION

I, Hakan Koç, Director of TP Global Operations Limited, on behalf of the Petitioners set forth in the foregoing 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/Hakan Ko*ç
Hakan Koç

Date: February 23, 2023

# ATTACHMENT A

Rule 3.25, IR 2016
Paragraph 29, Schedule B1

(a) Amend heading as applicable. (Rule 3.25(1).)

## Notice of appointment of an administrator by the directors of a company (where a notice of intention to appoint has not been given) (a)

HIGH COURT OF JUSTICE
THE BUSINESS & PROPERTY COURTS OF ENGLAND & WALES
24 Jan 2023

CR-2023-000388

(aa) This notice is prepared for a company incorporated within England and Wales under the Companies Act 2006 or a previous Companies Act. If the company is incorporated outside the UK or is an unregistered company refer to rule 1.6 for identification requirements. (Rule 1.6.)

| Name of Company | (aa) Company registered number |
|---|---|
| Truphone Limited | 04187081 |

| | |
|---|---|
| In the High Court of Justice<br>Business and Property Courts of England & Wales<br>Insolvency and Companies List (ChD)<br>Companies Court | *For court use only*<br>Court case number |

(aaa) (Rule 1.29.)

(aaa) **This notice of appointment is given in accordance with the requirements of rule 3.25 of the Insolvency (England and Wales) Rules 2016) (IR 2016) and paragraph 29 of Schedule B1 to the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986.) References in this notice of appointment to rules and sections are, unless expressly provided otherwise, respectively references to rules of the IR 2016, and to sections of the IA 1986.**

(b) Select applicable appointer (rule 3.25(2)(a)).

(c) Insert names and addresses of person[s] appointed as administrator[s]. (Rule 3.25(2)(c).)

**1.** (b) the directors of the company (the appointer) do appoint the following named persons as administrators of the company:(c) Geoffrey Paul Rowley and Philip Lewis Armstrong, both of FRP Advisory Trading Limited of 110 Cannon Street, London, EC4N 6EU.

and notice that this appointment has been made is hereby given.

(d) Amend as applicable (rule 3.25(2)(c).)

**2.** (d) A copy of the administrators' consents to act accompanies this notice.

**3.** (e) The appointer is entitled to make an appointment under paragraph 22 of Schedule B1.

(e) (Rule 3.25(2)(d).)

**4.** (f) This appointment is in accordance with Schedule B1.

(f) (Rule 3.25(2)(e).)

**5.** (ff) The company has not within the preceding 12 months been:

(ff) (Rule 3.25(2)(f).)

(i) in administration;

(ii) the subject of a moratorium under Schedule A1 IA 1986 which ended on a date when no CVA was in force; or

(iii) the subject of a CVA which was made during a moratorium under Schedule A1 IA 1986 and which ended prematurely within the meaning of section 7B.

(g) Delete as applicable. An Article 1.2 undertaking is, broadly, one of the following: (a) an insurance undertaking; (b) a credit institution; (c) an investment undertaking providing services involving the holding of funds or securities for third parties; or (d) a collective investment undertaking. (Rules 3.25(2)(g) and 1.2.)

**6.** (fff) In relation to the company there is no:

(i) petition for winding up which has been presented but not yet disposed of;

(ii) administration application which has not yet been disposed of; or

(iii) administrative receiver in office.

**7.** The company (g) is not an Article 1.2 undertaking (as defined in rule 1.2).

(h) Delete as applicable: the wording used will depend on the facts and on whether the changes to the IR 2016 made by the Insolvency (Amendment) (EU Exit) Regulations 2019 apply. (Rule 3.25(2)(i).)

**8.** The proceedings flowing from the appointment will be (h) COMI proceedings and the reasons for so stating are as follows:

(i) the company's registered office is located in England, with its principal place of business being located within the United Kingdom. There is no evidence to rebut the presumption that the company's centre of main interest is within the United Kingdom

**9.** This notice is accompanied by (j) a record of the decision of the directors to appoint an administrator

**10.** The (k) administrator's appointment was made (kk) at the time and date endorsed by the Court in the box below

**11.** For the purposes of paragraph 100(2) of Schedule B1 the administrators may exercise any of the powers conferred on them by the IA 1986 jointly or individually.

**12.** I (m) Jeremy Fletcher, director for and on behalf of Truphone Limited,

do solemnly and sincerely declare that

(i) the company is or is likely to become unable to pay its debts

(ii) the company is not in liquidation, and

(iii) the statements in (n) paragraphs 5 and 6 are, so far as I am able to ascertain, true,

and the statements made and information given in this notice of appointment are to the best of my knowledge and belief, true,

**AND I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835**

Declared at Farrer & Co, 66 Lincoln's Inn Fields, London, WC2A 3LH

Signed

This 20th day of January 2023

before me
Zaid Dadah

A Commissioner for Oaths or Notary Public or Justice of the Peace or solicitor or duly authorised officer.

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| **Endorsement to be completed by the court** |
| This notice was filed (o) ON 24 JANUARY 2023 AT 10:00AM |