

## ATTACHMENT 1

### **Application to Assign an International Section 214 Authorization from Limitless Mobile, LLC, Debtor-in-Possession, to Limitless Mobile, LLC**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Section 63.24 of the Commission’s rules,<sup>1</sup> Limitless Mobile, LLC, Debtor-in-Possession (“Limitless DIP” or “Assignor”) and Limitless Mobile, LLC (“New Limitless” or “Assignee”) seek Commission consent to assign an international Section 214 authorization from Limitless DIP to New Limitless. As further explained below, the proposed assignment will occur in connection with Limitless DIP’s emergence from a Chapter 11 bankruptcy proceeding.

#### **Answers to Question 10**

##### ***Contact Information for All Parties***

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*With a copy to:*

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##### ***Place of Organization***

Limitless DIP and New Limitless are Delaware limited liability companies.

##### ***Prior International Section 214 Authorizations***

Limitless DIP holds authority pursuant to Section 63.18(e)(2) of the Commission’s rules to provide resold service to all international points, File No. ITC-214-20100525-00214. New Limitless currently does not hold any international Section 214 authorizations, although it

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. § 63.24.

previously held the international Section 214 that is the subject of this application before the company assumed debtor-in-possession status.

**Answer to Question 11**

Pursuant to Section 63.18(h) of the Commission’s rules, the following entities will hold a direct 10 percent or greater equity interest in New Limitless:

***Direct Ownership:***

Name: Tower Bridge Mobile Holdings, LLC (“Tower Bridge”)  
Address: 100 Front Street, Suite 940  
West Conshohocken, PA 19428  
Citizenship: Delaware  
Principal Business: Holding company  
Percentage Held: 100 percent of New Limitless

***Indirect Ownership:***

Name: Richard B. Worley  
Address: 100 Front Street, Suite 900  
West Conshohocken, PA 19428  
Citizenship: United States  
Percentage Held: Approximately 29.7 percent of Tower Bridge<sup>2</sup>

Name: Sara Miller Coulson  
Address: 1100 Barberry Road  
Bryn Mawr, PA 19010  
Citizenship: United States  
Percentage Held: Approximately 29.3 percent of Tower Bridge

Name: Roberto Sella  
Address: 2003 Delancey Place  
Philadelphia, PA 19103  
Citizenship: United States  
Percentage Held: Approximately 29.7 percent of Tower Bridge

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<sup>2</sup> Richard B. Worley holds an approximate 25.3 percent interest in Tower Bridge. In addition, the Irrevocable Deed of Trust of Richard B. Worley for Richard B. Worley and the Irrevocable Deed of Trust of Richard B. Worley for Elizabeth Mai Worley each holds an approximate 2.2 percent interest in Tower Bridge. Each trust was formed under Pennsylvania law, and Richard B. Worley is the trustee for both trusts. The address for each trust is 100 Front Street, Suite 900, West Conshohocken, PA 19428.

No other entity or individual will directly or indirectly hold a 10 percent or greater interest in New Limitless.

### **Answer to Question 12**

New Limitless has no interlocking directorates with foreign carriers, except for officers or directors of New Limitless that also may be officers or directors of the company's foreign carrier affiliates (listed below) and thus within the same corporate family.

### **Answer to Question 13**

#### ***Description of Transaction and Public Interest Statement***

On December 2, 2016, Limitless Mobile, LLC ("Old Limitless") filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (Case No. 16-12685). As a result of the bankruptcy filing, the legal status of Old Limitless was converted to debtor-in-possession status, although it continued to operate its respective business and manage its properties under the Bankruptcy Court's oversight. The Commission was notified on December 20, 2016 of the *pro forma* assignment of Old Limitless' international Section 214 authorization to Limitless DIP (File No. ITC-ASG-20161220-00378).

On November 17, 2017, Limitless DIP filed the Third Amended Plan of Reorganization ("Plan") with the Bankruptcy Court. The Plan contemplates that, on and after the effective date of the Plan, Limitless DIP will cease to be a debtor-in-possession and will be reorganized in accordance with applicable bankruptcy laws. The Plan also provides that, upon emergence from bankruptcy, all of the currently outstanding equity interest of Limitless DIP will be cancelled and extinguished, and New Limitless will authorize and issue new common stock to Tower Bridge Mobile Holdings, LLC ("Tower Bridge"). Tower Bridge, a newly formed Delaware limited liability company owned by former owners of Limitless DIP, will be the sole shareholder of the outstanding stock of New Limitless. The Bankruptcy Court confirmed the Plan on November 28, 2017, and a copy of the Confirmation Order is attached hereto.

Grant of this application will serve the public interest. Approval will allow Limitless DIP to emerge from chapter 11 bankruptcy protection as New Limitless, a reorganized, revitalized, and effective competitor. There will be no material change in management of the company. Grant of the application also will promote competition in the telecommunications marketplace by allowing New Limitless to continue uninterrupted service to existing customers, and to more aggressively compete for new customers. Moreover, New Limitless will hold only a *de minimis* share of the U.S.-international markets. Thus the assignment poses no risk of competitive harm to the telecommunications markets on routes between the United States and foreign points.

**Answer to Questions 14-16**

New Limitless is not a foreign telecommunications carrier. New Limitless is affiliated with the following foreign telecommunications carriers:<sup>3</sup>

<b>Country</b>	<b>Affiliate</b>
Denmark	Telenabler ApS
Poland	Telenabler S.p.z.o.o
Sweden	Telenabler AB

Pursuant to Section 63.10 of the Commission’s rules, the applicants request non-dominant status on the routes between the United States and the countries listed above in which New Limitless is affiliated with a foreign carrier. The foreign carrier affiliates listed above are authorized to provide resold mobile voice and data services in their respective countries. None of the foreign carrier affiliates are monopoly providers of communications service and do not hold a 50 percent or more market share in the international transport and local access markets in their respective countries. Accordingly, New Limitless is presumptively classified as non-dominant on these routes.

**Answer to Question 20**

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission’s rules. As noted above, New Limitless has foreign carrier affiliates in the countries listed above, all of which are World Trade Organization member countries. New Limitless’s foreign carrier affiliates do not own telecommunications facilities in their respective countries. New Limitless also qualifies for a presumption of non-dominance under Section 63.10 of the Commission’s rules on all routes between the U.S. and these countries.

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<sup>3</sup> New Limitless also is affiliated with Limitless Mobile GmbH in Germany, Telogic AB in Sweden, and Telogic Poland S.p.z.o.o, but these companies are dormant and are being liquidated.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	:	Chapter 11
	:	
Limitless Mobile, LLC	:	Case No. 16-12685 (KJC)
Debtor.	:	Related Docket Nos. 506, 507, 510, 604, 607, 626, 646, <u>648</u>
	:	

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**ORDER CONFIRMING THIRD AMENDED PLAN**

AND NOW, this \_\_\_\_ day of November 2017, upon consideration of and after a confirmation hearing on the Third Amended Plan of Reorganization of Limitless Mobile, LLC, dated November 17, 2017 [D.I. 604] (the “Plan”), it is hereby determined that:

A. Prior Approval of Disclosure Statement. A disclosure statement [D.I. 507] has been approved by the Court pursuant to § 1125 of the United States Bankruptcy Code [D.I. 510].

B. Notice. The Plan, disclosure statement, ballots, and solicitation materials approved by this Court on October 13, 2017, have been properly served as directed by this Court.

C. Acceptance by Impaired Class. The Debtor has filed the *Declaration of Paul H. Deutch Regarding Analysis of Ballots for Accepting or Rejecting the Debtor's Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 607], which indicates that all creditors casting ballots voted in favor of the Plan, and two impaired classes of claims accepted the Plan.

D. Plan Modifications – Acceptances. The Debtor, the Committee<sup>1</sup>, RUS, and PADOR consented to modifications to the Second Amended Plan of Reorganization of Limitless Mobile, LLC [D.I. 506] (the “Second Amended Plan”) as the result of recent negotiations in resolution of certain claims as well as objections to the Second Amended Plan. The revisions contained in sections 3.06 and 3.07 of the Plan incorporate settlements with RUS and PADOR

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning provided in the Plan.

that were approved by the Court prior to or simultaneously with the entry of this Order [D.I. 626, 646]. No creditors objected to the underlying settlements. The remainder of the modifications contained in the Plan are non-material modifications of the Second Amended Plan such that, pursuant to 11 U.S.C. § 1127, all creditors and other parties in interest who voted to accept the Second Amended Plan or are conclusively presumed to have accepted the Second Amended Plan are unaffected thereby and therefore are deemed to have accepted the Plan, as filed at Docket No. 604.

E. Plan Compliance. The Plan complies with the requirements of 11 U.S.C. §§ 1122 and 1123, and the requirements for confirmation set forth in 11 U.S.C. § 1129(a) and (b) have been satisfied.

F. Retention of Jurisdiction. The Court may properly retain jurisdiction as provided for under this Order.

It is hereby **ORDERED** that:

1. Confirmation. The Plan at Docket No. 604 is **CONFIRMED** under Bankruptcy Code § 1129 and any objections to confirmation of the Plan have either been withdrawn or are overruled.

2. Good Faith of Debtor and Its Professionals. The Debtor and its professionals have acted in “good faith” within the meaning of 11 U.S.C. § 1125(e) in connection with all of their respective activities relating to the solicitation of acceptances of the Plan and their participation in activities described in Section 1125 of the Bankruptcy Code; therefore, the Debtor and its professionals are entitled to the protections afforded by 11 U.S.C. § 1125(e).

3. Vesting of Assets. Pursuant to 11 U.S.C. § 1141(b) and (c), if the Reorganization Effective Date occurs, then on the Reorganization Effective Date, all interests and property other than the Reorganization Proceeds, including Causes of Action, of the Debtor’s estate shall vest in

the Reorganized Debtor free and clear of all claims, Liens, charges and other interests of Creditors or Interest holders arising prior to the Petition Date, except as expressly provided for in the Plan, and all of the Liquidating Trust Assets shall vest in the Liquidating Trust free and clear of all claims, Liens, charges and other interests of Creditors or Interest holders arising prior to the Petition Date. If the Liquidation Effective Date occurs, then on the Liquidation Effective Date, all Liquidating Trust Assets shall vest in the Liquidating Trust free and clear of all claims, Liens, charges and other interests of Creditors or Interest holders arising prior to the Petition Date, except as expressly provided for in the Plan.

4. Discharge. Except as otherwise provided in this Order or in the Plan, upon the occurrence of the Reorganization Effective Date, this Order shall constitute a discharge of all Claims, debts and other obligations of the Debtor to the fullest extent permitted by 11 U.S.C. § 1141(d). This discharge shall be of no effect if the Liquidation Effective Date occurs.

5. Sale of Property Not Subject to Transfer Taxes. To the extent that the Debtor transfers or mortgages property, or makes delivery of an instrument of transfer or mortgage, pursuant to the Plan and as necessary to implement the Plan, such transfer or delivery shall not be taxed under any law imposing any stamp tax, recording tax, personal property tax, real estate transfer tax, sales tax, use tax, transaction privilege tax, privilege taxes or other similar taxes to the extent provided under 11 U.S.C. § 1146. The appropriate state or local government officials or agents, to the extent they received notice as set forth in paragraph B hereof, shall, and are hereby directed to, forgo the collection of any such tax, recordation fee or government assessment and to accept for filing and recordation any of the foregoing instruments or other documents without the payment of any such tax, recordation fee or government assessment in accordance with 11 U.S.C. § 1146.

6. Conditions. The conditions to confirmation as set forth in the Plan have been satisfied or waived or will be satisfied by the entry of this Order.

7. Modification to Section 8.11(c) of the Plan. Section 8.11(c) of the Plan shall be deemed deleted and replaced in its entirety with the following:

(c) Exculpation. Neither the Debtor, the Reorganized Debtor, the directors and officers of the Debtor who served during any portion of this case, the Debtor's professionals retained in these cases, the Committee, the members of the Committee in their capacity as such, the individuals who sat on the Committee, in their capacity as such, and the Committee's professionals retained in this case, nor any other estate fiduciaries shall have or incur any liability to, or be subject to any right of action by, the Debtor, any holder of a Claim or Interest or any other party-in-interest for any act or omission taken after the Petition Date and before the Effective Date in connection with, related to, or be subject to any right of action by the Debtor arising out of the Chapter 11 Case, negotiations regarding or concerning the Plan or the pursuit of confirmation of the Plan, the consummation of the Plan or the administration of the Plan or the property to be distributed under the Plan, except for willful misconduct or gross negligence, and, in all respects, the parties exculpated by this provision shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan. Employees or agents of the Debtor who materially assisted the Debtor with its duties as a debtor-in-possession or in negotiating, formulating and seeking confirmation of the Plan shall be deemed to be estate fiduciaries. And, to the extent that Tower Bridge or its officers, directors, advisors, professionals, or members are found to be estate fiduciaries by a court, then this section shall also apply to such entity or person.

8. Adequacy of Consideration for Discharge, Injunction, Exculpation, and Release Provisions. The discharge, injunction, exculpation, and release provisions set forth in Sections 8.02, 8.11, and 8.12 of the Plan are made in exchange for consideration, are in the best interests of the Debtor, the estate and holders of Claims and Interests and are fair, equitable and integrally necessary elements of the restructuring and resolution of this Chapter 11 case in accordance with the Plan.

9. Inapplicability of Rule 3020(e) Stay. The stay provided by Bankruptcy Rule 3020(e) shall not apply to this Order. Immediately upon the Effective Date, this Order and the terms of the Plan shall bind the Debtor; all holders of Claims and Interests; any other party-in-



interest in this Chapter 11 case; anyone who made an appearance in this Chapter 11 case; and each of the foregoing's respective heirs, successors, assigns, agents, attorneys, affiliates and beneficiaries.

10. Authorization of Actions by Debtor, Reorganized Debtor, and Liquidating Trustee. The entry of this Order authorizes the Debtor, the Reorganized Debtor, or the Liquidating Trustee to take or cause to be taken all actions necessary or appropriate to consummate and implement the provisions of the Plan prior to, on and after the Effective Date, and all such actions taken or caused to be taken shall be deemed to have been authorized and approved by this Court, including but not limited to execution of the Liquidating Trust Agreement. From and after the Effective Date, the Reorganized Debtor or the Liquidating Trustee, as appropriate, are hereby authorized to compromise and settle all Claims in accordance with Section 8.05 of the Plan.

11. Post-Reorganization Effective Date Operation of Business. If the Reorganization Effective Date occurs, then as of such date, the Reorganized Debtor may operate its business and may use, acquire and dispose of property without supervision or approval by the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or the Bankruptcy Rules, consistent with the terms of the Plan, except as otherwise expressly set forth in the Plan.

12. Reserve for Professional Fees and Disputed Claims. On or before the Effective Date, the Liquidating Trustee shall place in a reserve account Cash sufficient to make payments on account of Professional Fee Claims, Post-Effective Date Professional Fees, and Disputed Claims pursuant to the Plan and the Liquidating Trust Agreement.

13. Bar Date for Administrative Claims. Any Claimant asserting an Administrative Claim against the Debtor's bankruptcy estate, other than any professionals asserting Professional Fee Claims, shall file a request for the allowance of such claim no later than sixty (60) days after

the Effective Date or such Claim shall be forever barred, and neither the Debtor, the Liquidating Trustee, nor the Debtor's estate shall have any obligation to make distribution on any such Claim pursuant to the Plan.

14. Deadline for Professional Fee Claims. Applications for compensation for services rendered and reimbursement of expenses incurred by Professionals from the Petition Date through the Effective Date shall be filed and served no later than sixty (60) days after the Effective Date. Objections to any Professional Fee Claims must be filed and served on the Debtor, counsel for the Debtor, counsel for the Committee, counsel for the Liquidating Trustee and the requesting party twenty (20) days after the filing and service of such request.

15. Payment of Post-Confirmation Date Professional Fees. Any Professional Fees that are payable as of the Confirmation Date and then unpaid or that become payable between the Confirmation Date and the Reorganization Effective Date, should it occur, are hereby authorized to be paid by the Debtor from the Spectrum Proceeds. Notwithstanding the foregoing, the Professional Fee Claims incurred by the Debtor during the Interim Operations Period shall not be paid by Spectrum Proceeds and are subject to 5.01(d) of the Plan, unless otherwise agreed by the Reorganized Debtor and the Liquidating Trustee.

16. Dissolution of Committee. On the Effective Date, the Official Committee of Unsecured Creditors shall be automatically dissolved and all of its members, professionals and agents shall be deemed released of their duties, responsibilities and obligations in connection with the Debtor, the Chapter 11 case, the Plan or its implementation, except for purposes of filing and prosecuting applications for final allowances of compensation for professional services rendered and reimbursement of expenses incurred in connection therewith, or any appeal of the Confirmation Order.

17. Notice of Confirmation Order. Pursuant to Bankruptcy Rules 2002(f)(7), 2002(k) and 3020(c), the Debtor shall serve a copy of this Order on all known creditors and parties-in-interest by causing service by first-class mail, postage prepaid, within five (5) business days after entry of this Order. Further, the Debtor shall file and similarly serve notice of the Effective Date of the Plan within five (5) business days following the occurrence of the Effective Date. Such notice is adequate under the particular circumstances and no other or further notice is necessary.

18. Confirmation Order Recordable. This Confirmation Order shall be, and hereby is, declared to be in recordable form and shall be accepted by any filing or recording officer or authority of any applicable governmental unit for filing and recording purposes without further or additional orders, certifications, or other supporting documents. Further, the Court authorizes the Debtor, the Reorganized Debtor, and the Liquidating Trustee to file a memorandum of this Confirmation Order in any such filing or recording office as evidence of the matters contained in this Confirmation Order.

19. Retention of Jurisdiction. This Court shall retain subject matter jurisdiction of post-confirmation disputes to the extent allowed by federal bankruptcy law including all matters provided for under the Plan.

20. Confirmation Order Controlling. In the event and to the extent that any provision of this Confirmation Order conflicts with any provision of the Plan, the provisions of this Order shall control.

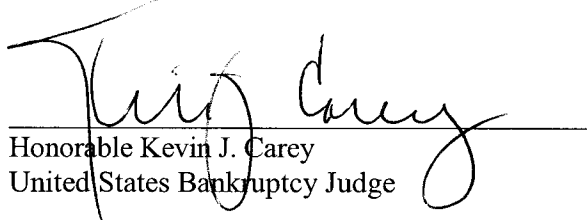
21. References to Plan Provisions. The failure specifically to include or reference any particular provision of the Plan in this Confirmation Order shall not diminish or impair the effectiveness of such provision, it being the intent of the Court that the Plan be confirmed in its entirety.

22. Binding Effect. Pursuant to Code § 1141, the Plan and this Confirmation Order shall be binding, without limitation, upon: (a) the Debtor, (b) all Interest Holders, (c) all Claimants, whether or not impaired under the Plan and whether or not, if impaired, such holders accepted the Plan, (d) each person acquiring property under the Plan, (e) any other party in interest, (f) any Person making an appearance in the Case, and (g) each of the foregoing's respective heirs, successors, assigns, trustees, executors, administrators, affiliates, officers, directors, agents, representatives, attorneys, beneficiaries, or guardians.

23. Final Order. This Order is a final order and the period in which an appeal must be filed shall commence upon the entry hereof.

November 28, 2017

BY THE COURT:

  
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Honorable Kevin J. Carey  
United States Bankruptcy Judge