

Limitless Mobile, LLC
ITC-STA-20171129-00212

NOV 30 2017
Policy Division
International Bureau

Granted

date: Nov. 30, 2017

authorized by: Chief,
Telecommunications & Analysis Division

signature: Henry Coca

Re: ITC-ASG-20171129-0211 ATTACHMENT 1

**Request for Special Temporary Authority to Assign International Section 214 Authority
From Limitless Mobile, LLC, Debtor-in-Possession, to Limitless Mobile, LLC**

expired:
Feb. 28, 2018

Pursuant to Section 63.25 of the Commission's rules,¹ Limitless Mobile, LLC ("New Limitless") requests special temporary authority ("STA") for the assignment of an international Section 214 authorization (File No. ITC-214-20100525-00214) from Limitless Mobile, LLC, Debtor-in-Possession ("Limitless DIP") to New Limitless. The proposed assignment will occur in connection with Limitless DIP's emergence from a Chapter 11 bankruptcy proceeding. Limitless DIP and New Limitless have filed an application seeking authority to assign the Section 214 authorization (the "Assignment Application"). But in order to ensure New Limitless has the funds necessary to continue operations, the company must emerge from bankruptcy no later than November 30, 2017. New Limitless requests that the STA be granted for a period up to 90 days (or until the Assignment Application is acted upon).

Answer to Question 10 (Justification of Need for STA)

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.

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. Further information regarding the proposed assignment, including a copy of the Bankruptcy Court's Confirmation Order, is set forth in the Assignment Application.

It is essential that the Limitless DIP be able to emerge from bankruptcy protection by November 30, 2017. Limitless DIP has exhausted its current financing and will not have funds available to continue operating after that date. Among other things, it would be unable to timely pay its employees or vendors, including other service providers from which it obtains vital services, after November 30. The inability to meet these financial commitments directly impacts the company's operations and its ability to continue to provide service to tens of thousands of existing customers, particularly if those vendors cut service off and the company does not have

¹ 47 C.F.R. § 63.25.

employees available to assist customers. Grant of this STA request is in the public interest as it would help ensure that New Limitless can continue operations and avoid unnecessary confusion, frustration, or service disruptions to customers.

Limitless DIP and New Limitless acknowledge that the grant of this STA request will not prejudice any action the Commission may take on the underlying Assignment Application. They further acknowledge that this STA can be revoked by the Commission upon its own motion without a hearing.

Answer to Question 16 (Responses to 47 C.F.R. §§ 63.18(d), (e)(3) and (g))

(d) 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, which would be assigned to New Limitless. New Limitless currently does not hold any international Section 214 authorizations, although it previously held the international Section 214 that is the subject of this application before the company assumed debtor-in-possession status.

(e)(3) Because New Limitless does not seek authority to acquire facilities or to provide services that are not covered by Sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules, subsection (e)(3) is not applicable.

(g) Because New Limitless does not seek facilities-based authority under Section 63.18(e)(3) of the Commission's rules, subsection (g) is not applicable.