

ANSWER TO QUESTION 10

Information for Transferor and Section 214 Holder

- Contact Information for Transferor/Section 214 holder:

Company Contact

Robert C. Martin
Keystone Wireless, LLC
27599 Riverview Center Blvd., Suite 201
Bonita Springs, FL 34134
Tel. 239-335-1325

Legal Counsel

Howard Shapiro
Bennet & Bennet, PLLC
6124 MacArthur Blvd.
Bethesda, MD 20816
Tel. 202-371-1500

- Keystone Wireless, LLC, FRN: 0007415706, is a domestic limited liability company organized under the laws of the State of Delaware.
- Keystone Wireless, LLC has not previously received any International Section 214 authority other than the International Section 214 authority that is the subject of this application.

Information for Transferee

- Contact Information for Transferee:

Company Contact

Robert C. Martin
Limitless Mobile Holdings, LLC
27599 Riverview Center Blvd., Suite 201
Bonita Springs, FL 34134
Tel. 239-335-1325

Legal Counsel
Howard Shapiro
Bennet & Bennet, PLLC
6124 MacArthur Blvd.
Bethesda, MD 20816
Tel. 202-371-1500

- Limitless Mobile Holdings, LLC, FRN: 0023151376, is a domestic limited liability company organized under the laws of the State of Delaware.
- Limitless Mobile Holdings, LLC has not previously received any International Section 214 authority.

ANSWER TO QUESTION 11

The following information is provided for all entities that hold an ownership interest of 10% or more in Limitless Mobile Holdings, LLC:

Robert C. Martin
27599 Riverview Center Boulevard
Suite 201
Bonita Springs, FL 34134
Citizenship: United States
Percentage Equity: 16%

Richard B. Worley
Permit Capital
100 Front Street
Suite 900
West Conshohocken, PA 19428
Citizenship: United States
Percentage Equity: 22%

Sarah Miller Coulson
1100 Barberry Road
Bryn Mawr, PA 19010
Citizenship: United States
Percentage Equity: 16%

ANSWER TO QUESTION 13

Keystone Wireless, LLC (“Keystone”) is the holder of an International 214 authorization granted under file number ITC-214-20100525-00214., PA.¹ Pursuant to section 1.948 of the Commission’s rules,) Keystone hereby notifies the Commission of a *pro forma* reorganization representing a non-substantial change in Keystone’s ownership that became effective as of November 1, 2013.

At all times, Keystone has been and continues to be owned and controlled by the following members: Robert Martin; Linda Martin; The Martin 2002 Revocable Trust, Robert Martin Trustee; Richard Worley and Sara Miller Coulson (“Keystone Investors”). Prior to this reorganization, the Keystone Investors held their interests in Keystone indirectly through Keystone Investco, LLC (“Investco”) which held a direct controlling 96 percent membership interest in Keystone. The Keystone Investors held a controlling interest in Investco (78%) with the remaining 22% held by NTT Docomo USA, Inc. As a result of this transaction, Investco has been removed from Keystone’s organizational structure and has been replaced with Limitless Mobile Holdings, LLC, (“Limitless”) a new Delaware limited liability company. The Keystone Investors continue to hold a controlling interest in Keystone (51%) directly. The Keystone Investors also hold a controlling interest (54%) in Limitless which holds the remaining 49% of Keystone. Apart from the Keystone Investors, approximately 16 individuals and entities hold the remaining 46% of Limitless. NTT Docomo USA no longer holds any interest in Keystone. Apart from the Keystone Investors, none of the individuals or entities holding an interest in Limitless holds an attributable interest of 10% or more in Keystone.

The present transaction involves a “corporate reorganization that involves no substantial change in the beneficial ownership of the corporation” as set forth in Note 2 accompanying section 63.24(d) of the Commission’s rules and thus falls squarely within the classification of a *pro forma* non-substantial change in ownership. Transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*.

As required by section 63.24(f)(2) of the Commission’s rules, notification of consummation of this *pro forma* assignment is being filed with the Commission within 30 days from consummation. By submission of this application the parties certify that the transfer of control was *pro forma* in nature and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling parties of the Section 214 holder.

¹ Keystone holds this International 214 authorization in connection with the provision of CMRS service under PCS licenses issued by the Commission, call signs KNLF905 (BTA360), KNLG701 (BTA370), KNLG703 (BTA475), KNLG945 (BTA437), WPOJ725 (BTA360), WPOJ726 (BTA370), WPOJ727 (BTA429), WPOJ728 (BTA437), and WPOJ729 (BTA475). The Commission’s Wireless Telecommunications Bureau is being notified separately of this non-substantial change in ownership via a simultaneous filing submitted through the Commission’s ULS.