

ANSWER TO QUESTION 10

Information for Transferor and Section 214 Holder

- Contact Information for Transferor/Section 214 holder:

Company Contact

Caressa D. Bennet
Executive Vice President, Legal Affairs
Limitless Mobile, LLC
4050 Crums Mill Road, Suite 301
Harrisburg, PA 17112
Tel. 570-716-9918

Legal Counsel

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

- Limitless Mobile, LLC, FRN: 0007415706, is a domestic limited liability company organized under the laws of the State of Delaware.
- Limitless Mobile, 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

Caressa D. Bennet
General Counsel
Limitless Mobile Holdings, LLC
4050 Crums Mill Road, Suite 301
Harrisburg, PA 17112
Tel. 240-604-7239

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. Its principal business is as a telecommunications holding company.
- 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 (“LMH”):

Richard B. Worley
Permit Capital
100 Front Street, Suite 900
West Conshohocken, PA 19428
Citizenship: United States
Principal Business: Strategic Investments
Percentage Equity: 18.72%*
Percentage Voting: 22.64%*

Sarah Miller Coulson
1100 Barberry Road
Bryn Mawr, PA 19010
Citizenship: United States
Principal Business: Strategic Investments
Percentage Equity: 13.31%
Percentage Voting: 16.10%

Robert C. Martin
27599 Riverview Center Boulevard, Suite 201
Bonita Springs, FL 34134
Citizenship: United States
Principal Business: Management Consulting
Percentage Equity: 11.40%**
Percentage Voting: 13.79%**

Peter Morse
Morse Partners
100 Front Street, Suite 900
West Conshohocken, PA 19428
Citizenship: United States
Principal Business: Strategic Investments
Percentage Equity: 7.99%***
Percentage Voting: 9.66%***

Shane Murphy
1403
Al Reem Tower
Al Maktoum Street
Deira, Dubai 82315
United Arab Emirates
Citizenship: United Kingdom
Principal Business: Wireless Communications
Percentage Equity: 10.31%
Percentage Voting: 3.18%

Notes: * The ownership interest in LMH shown for Richard B. Worley includes fractional interests held by his wife (approximately 1% equity and voting) and by two family trusts where Mr. Worley serves as the trustee (each <1% equity and voting).

** The ownership interest in LMH shown for Robert C. Martin includes the interests held by Linda Martin, his wife (1.73% equity, 2.10% voting) and by the Martin 2002 Revocable Trust where Mr. Martin serves as the trustee (3.33% equity, 4.03% voting).

*** The ownership interest in LMH shown for Peter Morse includes the interest held by the Morse Charitable Foundation, Inc. (< 1% equity and voting) where Mr. Morse serves both as an officer and as a director.

ANSWER TO QUESTION 12

Edward James Croal, the Chief Technology Officer for LMH, also serves as a Director for the following foreign subsidiaries of LMH:

Limitless Mobile Limited - United Kingdom
Limitless Mobile AB - Sweden

ANSWER TO QUESTION 13

Limitless Mobile, LLC (“Limitless”), is the holder of an International 214 authorization granted under file number ITC-214-20100525-00214.¹ Pursuant to section 1.948 of the Commission’s rules,) Limitless hereby notifies the Commission of a *pro forma* reorganization representing a non-substantial change in its ownership that was completed effective as of July 21, 2014.

The present transaction represents the completion of a corporate reorganization of Limitless that began in November 2013. Prior to the reorganization, Limitless operated under the name Keystone Wireless, LLC² and was controlled by an investor group comprised of Richard Worley; Sara Miller Coulson; Robert Martin; Linda Martin; and The Martin 2002 Revocable Trust, Robert Martin Trustee (“Original Investor Group”). Effective November 1, 2013, the Original Investor Group transferred a minority (49%) non-controlling membership interest in Limitless to Limitless Mobile Holdings, LLC (“LMH”), a newly created Delaware company, and made additional capital contributions to LMH in return for a controlling (54.2%) interest in LMH.³ The Original Investor Group also retained a direct controlling interest in Limitless (51%) pending approval of the transaction by the U.S. Department of Agriculture’s Rural Utilities Service (“RUS”) as required by the terms of RUS administered loans and grants awarded to Limitless. The Commission was timely notified within thirty days of the completion of the first phase of the corporate reorganization of Limitless as required by Section 63.24(f)(2) of the Commission’s rules. *See* File No. ITC-T/C-INTR2013-02709.

The present application notifies the Commission of the transfer of the remaining 51% membership interests in Limitless held directly by the Original Investor Group to LMH. The Original Investor Group has at all times held, and continues to hold, a controlling interest in LMH and there has been no change to Board of Directors for either Limitless or LMH in connection with this transaction. As LMH is now the sole member of Limitless, the corporate records for the State of Delaware have been updated to reflect the conversion of Limitless from a manager-managed to a member-managed limited liability company.

¹ Limitless 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.

² Effective January 10, 2014, Keystone Wireless, LLC, a facilities-based CMRS operator in several markets in the northeastern U.S. changed its name to Limitless Mobile, LLC so that it could operate under the Limitless brand in the United States. The Commission was timely notified of this name change when it occurred.

³ As a result of a subsequent capital call and the departure of one of the LMH members, this percentage has varied slightly but has at all times remained a controlling interest (> 50%). The remaining membership interests in Limitless are held by approximately 18 individuals and entities, only two of which hold equity or voting interests of 10% or more.

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*. The need to undertake this reorganization in two stages arose from the fact that the terms of the RUS loan and grant awarded to Limitless do not provide a counterpart to the FCC’s notice procedure established for *pro forma* transactions and required the consent of the RUS before it could be completed. That consent has been obtained and the reorganization initiated last November has now been completed. Because this application is being filed in connection with the consummation of a *pro forma* transfer, application questions 14-20 have not been answered in accordance with the application instructions. However, in light of the fact that foreign subsidiaries of the transferee shortly plan to begin offering telecommunications services to the public in the countries they serve, a separate foreign carrier affiliation notification is being filed with the Commission by Limitless contemporaneously with the submission of this *pro forma* notification

As required by section 63.24(f)(2) of the Commission’s rules, notification of consummation of this *pro forma* transfer 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.