

## ANSWER TO QUESTION 10

### **Information for Section 214 Holder**

- Contact Information for Section 214 holder:

Company Contact

Caressa D. Bennet  
Executive Vice President, Legal Affairs  
Limitless Mobile, LLC  
2574 Interstate Drive  
Harrisburg, PA 17110  
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 Transferor and Transferee**

- Contact Information for Transferor and Transferee:

Company Contact

Caressa D. Bennet  
General Counsel  
Limitless Mobile Holdings, LLC  
2574 Interstate Drive  
Harrisburg, PA 17110  
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. Limitless Mobile Holdings, LLC owns 100% of the Section 214 holder, Limitless Mobile, LLC

#### **ANSWER TO QUESTION 11**

The following information is provided for all entities that will hold an ownership interest of 10% or more (equity or voting) in Limitless Mobile Holdings, LLC (“LMH”) following consummation of the proposed transaction:

Richard B. Worley  
Permit Capital  
100 Front Street, Suite 900  
West Conshohocken, PA 19428  
Citizenship: United States  
Principal Business: Strategic Investments  
Percentage Ownership: 26.44%\*

Sarah Miller Coulson  
1100 Barberry Road  
Bryn Mawr, PA 19010  
Citizenship: United States  
Principal Business: Strategic Investments  
Percentage Ownership: 18.98%

Peter Morse  
Morse Partners  
100 Front Street, Suite 900  
West Conshohocken, PA 19428  
Citizenship: United States  
Principal Business: Strategic Investments  
Percentage Ownership: 11.07%\*\*

Notes:           \* The ownership interest in LMH shown for Richard B. Worley includes fractional interests held by his wife (approximately 1%) and by two family trusts where Mr. Worley serves as the trustee (each <2%).

                  \*\* The ownership interest in LMH shown for Peter Morse includes the interest held by the Morse Charitable Foundation, Inc. (< 1%) 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.<sup>1</sup> Limitless is a member managed limited liability company whose sole member is Limited Mobile Holdings, LLC (“Holdings”). Holdings is owned by more than a dozen members and is controlled by an investor group comprised of Richard Worley, Sarah Miller Coulson, and Robert Martin, (“Original Investor Group”).<sup>2</sup> Apart from the Original Investor Group, only one other member, Peter Morse, holds an attributable interest of 10% or more in Holdings or, indirectly through Holdings, in Limitless.

The present application seeks Commission approval for a change in the control group. Specifically, consent is requested to replace Robert Martin with Peter Morse. Upon consummation of this transaction, the control group would consist of Richard Worley, Sarah Miller Coulson and Peter Morse. The Martins would retain their equity and voting interests. Although the Original Investor Group continues to exercise both *de jure* and *de facto* control over Holdings and Limitless, the Martins have seen their equity and voting interests diluted as a result of their decisions not to participate in recent capital calls made by the Board of Directors of Holdings. In order to ensure that the control group retains *de jure* control following future capital calls, the Board of Directors seeks to change the composition of the control group to reflect the diminishing role of the Martins and the increasing role of Peter Morse in the corporate affairs of Holdings and its subsidiary, Limitless. Upon consummation of this transaction the reorganized control group will exercise both *de facto* and *de jure* control over the licensee. Grant of this application furthers the public interest by providing an orderly and incremental succession in the management of the licensee and its parent company.

### ANSWER TO QUESTIONS 14-20

As indicated in response to question 13, the present application seeks FCC consent to replace one member of the management group that controls the Section 214 holder and its parent company with another existing member of the parent company. This transaction does not create any new foreign affiliations beyond those previously reported to the Commission by Limitless in its Foreign Carrier Affiliation Notification filed with the Commission on August 15, 2014. *See* file no. FCN-New-20140815-00012. As set forth in that Notification, Limitless has affiliations or, in the case of the Bahamas a prospective affiliation, with IP Solutions International, Ltd. in Bahamas (affiliation pending), Limited Mobile ApS in Denmark, Limited Mobile GmbH in Germany, Limitless Mobile

---

<sup>1</sup> 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). A separate application for consent to the change in the management group controlling these licenses is being contemporaneously submitted through the Commission’s ULS.

<sup>2</sup> The interest of Robert Martin includes the interests held by his wife Linda Martin and by The Martin 2002 Revocable Trust of which Robert Martin is the sole trustee (“Martin Interests”).

SP Z.O.O in Poland, Limitless Mobile AB in Sweden, and Limited Mobile Limited in the United Kingdom. As also indicated in that Foreign Carrier Notification, Limitless requested treatment as non-dominant for its affiliates and in each case demonstrated that the affiliation presumptively qualified for non-dominant treatment. Limitless, the Section 214 holder, is a provider of Commercial Mobile Radio Services.