

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of	)	
	)	
Truphone Limited	)	
	)	
Transferor	)	File No. ITC-T/C-2022-_____
	)	
and	)	
	)	
Vollin Holdings Limited	)	
	)	
Transferee	)	
	)	
Corrective Application for Consent to Transfer	)	
Control of International Section 214	)	
Authorization Holder	)	

**CORRECTIVE APPLICATION FOR CONSENT TO TRANSFER
CONTROL OF INTERNATIONAL SECTION 214 AUTHORIZATION HOLDER**

Truphone, Inc. (“TI”) holds international section 214 authorization ITC-214-20081112-00494 (“TI Section 214 Authorization”). On September 4, 2012, the FCC granted an application to transfer control of TI and the TI Section 214 Authorization from its parent company Truphone Limited (“Truphone”) to Vollin Holdings Limited (“Vollin”). *See* International Authorizations Granted, Rep. No. TEL-01576, 27 FCC Rcd. 10884, 10887 (IB 2012). As set forth below, this corrective application seeks FCC consent to the transfer of control of TI and the TI Section 214 Authorization from Truphone to Vollin, as held by Vollin’s current owners under its current ownership structure.

BACKGROUND TO CORRECTIVE TRANSFER OF CONTROL APPLICATION

On April 21, 2022, the FCC issued a Notice of Apparent Liability for Forfeiture to TI regarding certain apparent violations of the FCC foreign ownership regulations. *See In the Matter of Truphone, Inc., Notice of Apparent Liability for Forfeiture*, File No. EB-IHD-20-

00031626; NAL/Acct. No. 202232080009; FRN: 0018261735, FCC 22-30 (rel. Apr. 21, 2022) (“NAL”). The NAL summarizes certain changes to the TI ownership structure reviewed by the FCC in the 2011-2012 transfer of control transaction involving TI and the TI Section 214 Authorization. *See* NAL at ¶¶7-12. TI and the FCC subsequently entered into a Consent Decree to resolve the NAL, and the FCC adopted the Consent Decree on October 20, 2022. *See In the Matter of Truphone, Inc., Consent Decree*, DA 22-1072 (rel. Oct. 22, 2022) (“Consent Decree”). Pursuant to the Consent Decree, TI submits this application to: (1) provide corrected and updated ownership information for TI; and (2) request FCC consent to the transfer of control of TI, and the TI Section 214 Authorization, to Vollin as owned by the entities set forth herein.

Grant of this application will serve the public interest by correcting the FCC’s ownership records to reflect accurately TI’s current indirect ownership. In addition, this application is one of a series of applications and other filings that TI, Truphone or iSmart Mobile, LLC (an indirect wholly-owned subsidiary of Truphone and TI) will submit to the FCC pursuant to the Consent Decree. Implementation of the Consent Decree and the resulting conservation of the FCC’s administrative resources also will serve the public interest.

INFORMATION REQUIRED PURSUANT TO 47 C.F.R. §§63.18, 63.24

Sections 63.18(a) and 63.18(b)

Transferor:

Truphone Limited
25 Cabot Square, Canary Wharf
London, E14 4QA
United Kingdom
Phone: 44 07408810895

Transferee:

Vollin Holdings Limited
Vistra Corporate Services Centre,
Wickhams Cay II
Road Town, Tortola VG1110
British Virgin Islands

Answer to Question 10 - Sections 63.18(c) and (d)

For Licensee and Transferor:

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Vollin acquired control of the TI Section 214 Authorization, which permits TI to provide global facilities-based and resale service in accordance with 47 C.F.R. §63.18(e)(1)&(2). Vollin does not hold an international section 214 authorization.

Answer to Question 11 - Section 63.18(h) - Ten Percent or Greater Shareholders

Truphone Limited holds a direct 100% equity interest in TI:

Truphone Limited

Address: 25 Cabot Square, Canary Wharf, London, E14 4QA
Citizenship: England and Wales
Principal Business: Telecommunications and related services

The following entity holds a direct 22.80% equity interest in Truphone Limited, and an indirect 22.80% equity interest in TI:

Minden Worldwide Limited

Address: c/o Truphone Limited, 25 Cabot Square, Canary Wharf,
London, E14 4QA
Citizenship: British Virgin Islands
Principal Business: Investment holding company

The following entity holds a direct 100% equity interest in Minden Worldwide Limited, and an indirect 22.80% equity interest in TI:

Greenleas Holdings Limited

Address: c/o Truphone Limited, 25 Cabot Square, Canary Wharf,
London, E14 4QA
Citizenship: British Virgin Islands
Principal Business: Investment holding company

The following entity holds a direct 100% equity interest in Greenleas Holdings Limited, and an indirect 22.80% equity interest in TI:

The Grano Trust

Address: c/o Truphone Limited, 25 Cabot Square, Canary Wharf,
London, E14 4QA
Citizenship: Abu Dhabi

Principal Business: Trust for the benefit of certain family members of Roman Abramovich

The following entity holds a direct 72.46% equity interest in Truphone Limited, and an indirect 72.46% equity interest in TI:

Vollin Holdings Limited

Address: Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding company

The following entity holds a direct 100% equity interest in Vollin Holdings Limited, and an indirect 72.46% equity interest in TI:

Whiteclif Enterprises Limited

Address: Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding company

The following entity holds a direct 100% equity interest in Whiteclif Enterprises Limited, and an indirect 72.46% equity interest in TI:

Redrock Group Limited

Address: Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding company

The following entity holds a direct 66.70% equity interest in Redrock Group Limited, and an indirect 66.70% equity interest in TI:

Dapore Holdings Ltd.

Address: 64 Omiou Street, Imperium Tower, 3096, Limassol, Cyprus
Citizenship: Cyprus
Principal Business: Investment holding company

The following entity holds a direct 100% equity interest in Dapore Holdings Ltd., and an indirect 66.70% equity interest in TI:

The Dapore Trust

Address: 64 Omiou Street, Imperium Tower, 3096, Limassol, Cyprus
Citizenship: Cyprus
Principal Business: Trust for the benefit of certain family members of Alexander Abramov

The following entity holds a direct 33.30% equity interest in Redrock Group Limited, and an indirect 33.30% interest in TI:

Elpins Co. Ltd.

Address: 64 Omiou Street, Imperium Tower, 3096, Limassol, Cyprus
Citizenship: Cyprus
Principal Business: Investment holding company

The following entity holds a direct 100% equity interest in Elpins Co. Ltd., and an indirect 33.30% equity interest in TI:

The Elpins Trust

Address: 64 Omiou Street, Imperium Tower, 3096, Limassol, Cyprus
Citizenship: Cyprus
Principal Business: Trust for the benefit of certain family members of Alexander Frolov

The following entity is the trustee of The Dapore Trust and the Elpins Trust:

Imperium Trustees Limited

Address: 64 Omiou Street, Imperium Tower, 3096, Limassol, Cyprus
Citizenship: Cyprus
Principal Business: Trustee

Answer to Question 12 - Section 63.18(h) - Interlocking Directorates

Vollin does not have interlocking directors with foreign carriers.

Section 63.18(i)

Vollin is not affiliated with a foreign carrier.

Section 63.18(j)

Vollin does not provide international telecommunications services. Accordingly, for purposes of Section 63.18(j), Vollin does not seek to provide international telecommunications services to any destination country where Vollin: (a) is a foreign carrier in that country; (b) controls a foreign carrier in that country; (c) an entity that owns more than 25 percent of Vollin, or controls Vollin, controls a foreign carrier in that country; or (d) two or more foreign carriers (or parties that control foreign carriers), own, in the aggregate, more than 25 percent of Vollin

and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

Sections 63.18(k) and 63.18(m)

Not applicable.

Section 63.18(n)

Vollin has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Answer to Question 20 - Section 63.18(p) - Streamlined Processing

Truphone does not request streamlined processing for this application.

CONCLUSION

TI submits that grant of this application will serve the public interest for the reasons stated above. TI therefore respectfully requests that the FCC grant this application for approval of the transfer of control of TI and the TI Section 214 Authorization to Vollin under its current ownership structure as set forth herein.

November 4, 2022

Respectfully submitted,

Truphone, Inc. and Truphone Limited

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Their Attorneys

VERIFICATION

I, Rachel Chapman, state that I am General Counsel and Co-Secretary of Truphone Limited, and that I am authorized to make this verification on behalf of Truphone Limited, the parent company of Truphone, Inc.; that the statements and certifications contained in the foregoing Corrective Application for Consent to Transfer Control of International Section 214 Authorization Holder, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under the penalty of perjury that the foregoing is true and correct.

Rachel Chapman

Rachel Chapman

November 4, 2022

Date