

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

|                                                 |   |                             |
|-------------------------------------------------|---|-----------------------------|
| In the Matter of                                | ) |                             |
|                                                 | ) |                             |
| Truphone Limited                                | ) |                             |
|                                                 | ) |                             |
| Transferor                                      | ) | File No. ITC-T/C-2023-_____ |
|                                                 | ) |                             |
| and                                             | ) |                             |
|                                                 | ) |                             |
| Geoffrey Paul Rowley                            | ) |                             |
| Philip Lewis Armstrong                          | ) |                             |
|                                                 | ) |                             |
| Transferees                                     | ) |                             |
|                                                 | ) |                             |
| Application for Consent to Involuntary Transfer | ) |                             |
| Control of International Section 214            | ) |                             |
| <u>Authorization Holder</u>                     | ) |                             |

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

Truphone, Inc. (“TI”) holds international section 214 authorization ITC-214-20081112-00494 (“TI Section 214 Authorization”). TI’s is a wholly-owned subsidiary of Truphone Limited (“Truphone”). Truphone is organized under the laws of England and Wales. Truphone submits this application pursuant to Section 63.24(g) of the FCC’s rules for consent to the involuntary transfer of control of TI and the TI Section 214 Authorization that occurred on January 24, 2023, when Truphone entered into a temporary administration process under United Kingdom (“U.K.”) law. *See* 47 C.F.R. 63.24(g). Specifically, Truphone respectfully requests FCC consent to the involuntary transfer of control of TI and the TI Section 214 Authorization from Truphone to Mr. Geoffrey Paul Rowley and Mr. Philip Lewis Armstrong (“Messrs. Rowley and Armstrong” or “Administrators”) who serve as Administrators of Truphone during the temporary U.K. administration process described below.

## BACKGROUND TO INVOLUNTARY 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”).

Truphone initiated a process in 2022 to sell all of the current interests in Truphone, and the Consent Decree requires Truphone to divest its current ownership interests. *See* Consent Decree at ¶¶15, 26. In connection with the sale process, the U.K.’s High Court of Justice, the Business and Property Courts of England and Wales (“U.K. Court”), issued an order on January 24, 2023 (copy attached as Exhibit 1), placing Truphone into administration under the Insolvency Act of 1986. The U.K. Court appointed Messrs. Rowley and Armstrong of FRP Advisory Trading Limited (“FRP”) in London, U.K., to direct the operations of Truphone during the administration process. On September 1, 2022, the FCC granted TI’s petition for a declaratory ruling that it would serve the public interest for Messrs. Rowley and Armstrong, who are both citizens of the U.K., to serve as Administrators of Truphone during the temporary administration process. *See* ISP-PDR-20220729-00008, Report TEL--02214, DA 22-916 (rel. Sept. 1, 2022).

Under U.K. law and practice, the directors of a company entering into administration choose its Administrators. Truphone selected Messrs. Rowley and Armstrong at the recommendation of its corporate counsel. Mr. Rowley is Chief Executive Officer of FRP Advisory Group plc, the U.K. listed parent company of FRP, and Partner, Restructuring Advisory, of FRP. Mr. Armstrong is Partner, Restructuring Advisory, of FRP. Messrs. Rowley and Armstrong have served as licensed insolvency practitioners and administrators for many years. During the administration process, the Administrators act on a joint and several basis. Mr. Rowley acts as the lead Administrator and focuses on Truphone's United States entities and assets, including FCC licensee TI. The U.K. Court generally oversees the administration process.

Pursuant to a definitive transaction agreement executed on January 24, 2023, by Truphone and the TP Global Operations Limited ("TP Global"), the buyer of all of the current ownership interests in Truphone, Truphone and the buyer will file the required applications for FCC consent to the transfer of control of TI and the TI Section 214 Authorization, and the other FCC wireless licenses held by a subsidiary of TI, iSmart Mobile, LLC,<sup>1</sup> to TP Global.

Grant of this application will serve the public interest by facilitating the U.K. administration process, which in turn will enable Truphone to complete the sale of the company to new owners. The sale of Truphone to new owners and elimination of the current ownership will fulfill a principal requirement of the Consent Decree. Implementation of the Consent Decree and the resulting conservation of the FCC's administrative resources also will serve the public interest.

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<sup>1</sup> iSmart Mobile, LLC holds one PCS broadband license, call sign WPSJ976, and two fixed microwave industrial business pool licenses, call signs WRDX252 and WRDX253. The Administrators separately are filing the involuntary transfer of control notification required for the licenses held by iSmart.

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

**Sections 63.18(a) and 63.18(b)**

Transferor: Truphone Limited  
c/o FRP Advisory Trading Limited  
100 Cannon Street  
London, EC4N, 6EU  
Phone: 44(0) 20 3005 4000

Transferee: Geoffrey Paul Rowley  
Philip Lewis Armstrong  
FRP Advisory Trading Limited  
110 Cannon Street  
London, EC4N 6EU  
United Kingdom  
Phone: 44(0) 20 3005 4000

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

For Licensee and Transferor: Lee Jones  
Acting General Counsel  
Truphone, Inc.  
4819 Emperor Boulevard  
Durham, N.C. 27703  
Phone: (510) 379-9881  
Lee.Jones@truphone.com

With a copy to: Thomas F. Bardo  
Nelson Mullins Riley & Scarborough LLP  
101 Constitution Avenue, NW, Ste. 900  
Washington, D.C. 20001  
Phone: (202) 689-2816  
Fax: (202)-689-2860  
Tom.Bardo@nelsonmullins.com

For Transferee: Geoffrey Paul Rowley  
Philip Lewis Armstrong  
FRP Advisory Trading Limited  
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The Administrators do 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: c/o FRP Advisory Trading Limited, 100 Cannon Street,  
London, EC4N, 6EU, U.K.  
Citizenship: England and Wales  
Principal Business: Telecommunications and related services

During the U.K. administration process, the Administrators exercise control over TI and

Truphone Limited:

Geoffrey Paul Rowley & Philip Lewis Armstrong

Address: FRP Advisory Trading Limited  
110 Cannon Street, London, EC4N 6EU, U.K.  
Citizenship: United Kingdom  
Principal Business: Restructuring advisory services

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

The Administrators do not have interlocking directors with a foreign carrier.

**Section 63.18(i)**

The Administrators are not affiliated with a foreign carrier.

**Section 63.18(j)**

The Administrators do not provide international telecommunications services. Thus, none of the certifications in 47 C.F.R. §63.18(j) applies to the Administrators.

**Sections 63.18(k) and 63.18(m)**

Not applicable; see response to Section 63.18(j).

**Section 63.18(n)**

The Administrators have 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.

**Section 63.18(o)**

No party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

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

Truphone respectfully requests streamlined processing for this involuntary transfer of control application. This application does not involve the transfer of control of TI and the TI Section 214 Authorization to an applicant affiliated with a foreign carrier in a destination market or a dominant U.S. carrier. Rather, streamlined processing of this involuntary transfer of control application will facilitate control of TI and the TI Section 214 Authorization during the temporary U.K. administration process.

## CONCLUSION

Truphone submits that grant of this application will serve the public interest for the reasons stated above. Truphone therefore respectfully requests that the FCC grant this application for involuntary approval of the transfer of control of TI and the TI Section 214 Authorization to the Administrators during the temporary U.K. administration process described above.

February 17, 2023

Respectfully submitted,

Truphone, Inc. and Truphone Limited

By: /s/ Thomas F. Bardo

Thomas F. Bardo

Robert L. Hoegle

Nelson Mullins Riley & Scarborough LLP

101 Constitution Avenue, NW, Ste. 900

Washington, D.C. 20001

Telephone: (202) 689-2816

Facsimile: (202)-689-2860

*Their Attorneys*

VERIFICATION

I, Geoffrey Paul Rowley, state that I am the Administrator 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 Application for Consent to the Involuntary 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.

/s/ Geoffrey Paul Rowley  
Geoffrey Paul Rowley

February 17, 2023  
Date

## EXHIBIT 1

(a) Amend heading as applicable.  
(Rule 3.25(1).)

(aa) This notice is prepared for a company incorporated within England and Wales under the Companies Act 2006 or a previous Companies Act. If the company is incorporated outside the UK or is an unregistered company refer to rule 1.6 for identification requirements. (Rule 1.6.)

(aaa) (Rule 1.29.)

(b) Select applicable appointer  
(rule 3.25(2)(a)).

(c) Insert names and addresses of person[s] appointed as administrator[s]. (Rule 3.25(2)(c).)

(d) Amend as applicable (rule 3.25(2)(c).)

(e) (Rule 3.25(2)(d).)

(f) (Rule 3.25(2)(e).)

(ff) (Rule 3.25(2)(f).)

(g) Delete as applicable. An Article 1.2 undertaking is, broadly, one of the following: (a) an insurance undertaking; (b) a credit institution; (c) an investment undertaking providing services involving the holding of funds or securities for third parties; or (d) a collective investment undertaking. (Rules 3.25(2)(g) and 1.2.)

(h) Delete as applicable: the wording used will depend on the facts and on whether the changes to the IR 2016 made by the Insolvency (Amendment) (EU Exit) Regulations 2019 apply. (Rule 3.25(2)(i).)

# Notice of appointment of an administrator by the directors of a company (where a notice of intention to appoint has not been given)<sup>(a)</sup>



CR-2023-000388

|                                                                                                                                           |                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| Name of Company<br><br>Truphone Limited                                                                                                   | (aa) Company registered number<br><br>04187081 |
| In the High Court of Justice<br>Business and Property Courts of England & Wales<br>Insolvency and Companies List (ChD)<br>Companies Court | For court use only<br>Court case number        |

(aaa) This notice of appointment is given in accordance with the requirements of rule 3.25 of the Insolvency (England and Wales) Rules 2016) (IR 2016) and paragraph 29 of Schedule B1 to the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986.) References in this notice of appointment to rules and sections are, unless expressly provided otherwise, respectively references to rules of the IR 2016, and to sections of the IA 1986.

1. (b) the directors of the company (the appointer) do appoint the following named persons as administrators of the company: (c) Geoffrey Paul Rowley and Philip Lewis Armstrong, both of FRP Advisory Trading Limited of 110 Cannon Street, London, EC4N 6EU.

and notice that this appointment has been made is hereby given.

2. (d) A copy of the administrators' consents to act accompanies this notice.

3. (e) The appointer is entitled to make an appointment under paragraph 22 of Schedule B1.

4. (f) This appointment is in accordance with Schedule B1.

5. (ff) The company has not within the preceding 12 months been:

(i) in administration;

(ii) the subject of a moratorium under Schedule A1 IA 1986 which ended on a date when no CVA was in force; or

(iii) the subject of a CVA which was made during a moratorium under Schedule A1 IA 1986 and which ended prematurely within the meaning of section 7B.

6. (fff) In relation to the company there is no:

(i) petition for winding up which has been presented but not yet disposed of;

(ii) administration application which has not yet been disposed of; or

(iii) administrative receiver in office.

7. The company (g) is not an Article 1.2 undertaking (as defined in rule 1.2).

8. The proceedings flowing from the appointment will be (h) COMI proceedings and the reasons for so stating are as follows:

(i) the company's registered office is located in England, with its principal place of business being located within the United Kingdom. There is no evidence to rebut the presumption that the company's centre of main interest is within the United Kingdom

9. This notice is accompanied by (j) a record of the decision of the directors to appoint an administrator

10. The (k) administrator's appointment was made (kk) at the time and date endorsed by the Court in the box below

11. For the purposes of paragraph 100(2) of Schedule B1 the administrators may exercise any of the powers conferred on them by the IA 1986 jointly or individually.

12. I (m) Jeremy Fletcher, director for and on behalf of Truphone Limited,

do solemnly and sincerely declare that

(i) the company is or is likely to become unable to pay its debts

(ii) the company is not in liquidation, and

(iii) the statements in (n) paragraphs 5 and 6 are, so far as I am able to ascertain, true,

and the statements made and information given in this notice of appointment are to the best of my knowledge and belief, true,

**AND I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835**

Declared at *Farrell & Co, 66 Lincoln's Inn Fields, London,*  
*WC2A 3LM*

Signed

*20<sup>th</sup>*  
This *20<sup>th</sup>* day of January 2023

before me *Z. Dadah.*  
*Zaid Dadah*

A Commissioner for Oaths or Notary Public or Justice of the Peace or solicitor or duly authorised officer.

Endorsement to be completed by the court

This notice was filed (o) **ON 24 JANUARY 2023 AT 10:00AM**