

AGREEMENT FOR TRANSFER / EXPLANATION OF REORGANIZATION

This application is being filed for two reasons; first, to effectuate a company reorganization from a General Partnership to a Limited Liability Corporation; and secondly, to retire one of the General Partners of the Assignor.

1. Geos Communications (a Pennsylvania General Partnership) will convert to Geos Communications, LLC (a Pennsylvania Limited Liability Corporation).
2. Geos Communications (a Pennsylvania General Partnership) General Partner Betty S, Curtin will retire from the Partnership. There is no written agreement and no compensation for this retirement with regard to the facilities associated with this application.

The pro forma application (Form 316) is appropriate for this application because there will be no change in control of the organization. Kevin M. Fitzgerald and Benjamin P. Smith are each General Partners of Geos Communications (a Pennsylvania General Partnership) and represent 66.6 percent of control of the organization (33.3 percent each). After approval of this application Kevin M. Fitzgerald and Benjamin P. Smith will be the two Managing Members of Geos Communications, LLC and will control 100 percent of control of the new organization (50 percent each).