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May 2, 2017

RECEIVED

VIA OVERNIGHT DELIVERY
AND E-MAIL TO jeffd.cline@ky.gov

MAY 3 2017

**PUBLIC SERVICE
COMMISSION**

Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602
502-564-3940

Re: Notification of Global Connection Inc. of America Regarding a Transfer of Control

To Whom It May Concern,

Global Connection Inc. of America ("Global Connection"), together with Global Connection Holdings Corporation ("Global Holdings") and Odin Mobile, LLC ("Odin Mobile," collectively with Global Connection and Global Holdings, the "Parties"), hereby notifies the Kentucky Public Service Commission (the "Commission") of the intention to transfer control of Global Connection to Odin Mobile (the "Transaction").

The Parties are in the process of obtaining all required approvals for the proposed Transaction from both the Federal Communications Commission ("FCC") and all applicable state regulatory authorities. For the Commission's records, the Parties provide the following information:

I. THE PARTIES

A. Global Connection Inc. of America ("Global Connection")

Global Connection is a Georgia corporation with its principal office located at 5555 Oakbrook Parkway, Suite 620, Norcross, Georgia 30093. Global Connection provides prepaid wireless telecommunications services under its d/b/a, Stand Up Wireless, in twenty-four (24) territories¹ and prepaid wireline local exchange and long distance services to residential customers

¹ Those twenty-four territories are: Arkansas, Arizona, California, Colorado, Georgia, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Minnesota, Missouri, Nebraska, Ohio, Pennsylvania, Rhode Island, South Carolina, Texas, Utah, Wisconsin and West Virginia as well as Puerto Rico.

in twenty (20) states.² Global Connection is designated as an eligible telecommunications carrier (“ETC”) to provide Lifeline services to low-income consumers on a wireline basis in Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Michigan, Mississippi, North Carolina, South Carolina, Tennessee and Texas, and on a wireless basis in all twenty-four (24) of its wireless service territories.

Global Connection provides commercial mobile radio service (“CMRS”), under its d/b/a Stand Up Wireless, by using the Sprint Spectrum L.P. (“Sprint”), Verizon Wireless (“Verizon”), and T-Mobile USA (“T-Mobile”) networks on a wholesale basis. In Kentucky, Global Connection is registered with the Commission to provide prepaid intrastate telecommunications services (Utility ID 5018100). Global Connection was designated by the Commission as an ETC to provide Lifeline services on a wireless basis on August 7, 2013 (Case No. 2013-00051), and on a wireline basis on January 6, 2017 (Case No. 2016-00363). Global Connection currently serves wireline and wireless Lifeline subscribers pursuant to its ETC designations in a combined twenty-nine (29) jurisdictions. A diagram showing the current corporate structure of Global Connection is provided as Exhibit A.

B. Global Connection Holdings Corporation (“Global Holdings”)

Global Connection is currently a wholly owned subsidiary of Global Holdings, a U.S. company whose principal place of business is located at 5555 Oakbrook Parkway, Suite 620, Norcross, GA 30093. Global Holdings operates as a holding company for Global Connection and does not provide telecommunications services. The majority interest in Global Holdings is held by L6-Global LLC, a Georgia limited liability company. Through interests in L-6 Global LLC, approximately 71 percent of the equity in Global Connection is ultimately held or controlled by Milestone Partners, a private equity firm based in Radnor, Pennsylvania.

C. Odin Mobile, LLC (“Odin Mobile”)

Odin Mobile is a Maryland limited liability company with its principal offices located at 11565 Old Georgetown Road, Rockville, Maryland 20852. Odin Mobile provides wireless services to consumers through the purchase of wireless network infrastructure and wireless transmission facilities from T-Mobile on a wholesale basis. Odin Mobile has a history of providing service and phones to the blind and visually impaired; through affiliation with Odin Mobile, Global Connection will benefit from Odin Mobile’s experience serving the unique needs of these consumers. Odin Mobile is ninety-nine percent (99%) owned by Paul Greene, a United States citizen, with his principal place of business located at 11565 Old Georgetown Road, Rockville, Maryland 20852. No other entity or individual holds a 10 percent or greater ownership interest in Odin Mobile. A diagram showing the current corporate structure of Odin Mobile is provided as Exhibit B. Odin Mobile and its affiliates have established considerable financial resources that will be available, as needed, to support Global Connection in its operations and continuing growth.

² Those twenty states are: Alabama, Arkansas, Colorado, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Michigan, Missouri, Mississippi, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee, Texas, and Wisconsin. Global Connection is also certified but not yet providing services in Minnesota, Nebraska, New Mexico, Oregon, Washington, and West Virginia.

Paul Greene is also indirectly a majority owner (the only 10% or greater owner) of Prepaid Wireless Wholesale, LLC (“PPWW”), a Maryland limited liability company. PPWW is one of the nation’s longest standing aggregators of wireless services. PPWW is financially strong, carrying zero debt or outside investment. PPWW participates in the Lifeline consortium to lobby for favorable rules, regulations that promote longevity and stability of the program.

PPWW provides integrated communications solutions - including Mobile Virtual Network Operator (“MVNO”) enablement, cellular carrier access aggregation, voice/text/data services, machine-to-machine (“M2M”), and Internet of Things (“IoT”) connectivity. PPWW helps companies deploy cellular services to their customers. These MVNOs market and sell while PPWW provides backend network connectivity, billing, rating, handset logistics, call center and other enablement services necessary to execute their business objectives. PPWW owns and operates a carrier grade voice, text, and mobile data telecommunications infrastructure. These carrier-connected network elements are the hub of PPWW’s business. When voice, text, or data events are initiated, those events are passed to PPWW’s network for event approval, dynamic call routing, live event rating, billing, and reporting. PPWW has completed the strategic planning, development, and deployment of all hardware, software, and programming integration necessary to deliver carrier-grade telecommunication enablement services to the US MVNO market. PPWW systems represent a bi-directional hub between the carrier and each wholesale partner. PPWW published and manages a robust API architecture enabling real-time activations, customer management functions, and billing record delivery.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Stock Purchase Agreement, dated February 16, 2017 (the “Agreement”), by and among Odin Mobile, Global Holdings and Global Connection, Odin Mobile will acquire seventy five percent (75%) of the stock in Global Connection, which will become a majority owned direct subsidiary. Ultimate (indirect) control of Global Connection will be transferred to the ninety-nine percent (99%) interest holder in Odin Mobile, Paul Greene. Global Holdings will retain minority interest in Global Connection (twenty five percent (25%)). The Transaction will not result in any change to the ownership of Global Holdings. L6-Global LLC will continue to hold the majority direct interest in Global Holdings and Milestone Partners will continue to hold ultimate control of Global Holdings.

The Transaction will be seamless and transparent to Global Connection’s customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. All existing customers of Global Connection will continue to be served by Global Connection pursuant to its existing authorizations, at existing rates, terms and conditions. A diagram of the corporate structure of Global Connection and Odin Mobile post-close is provided as Exhibit C.

III. PUBLIC INTEREST ANALYSIS

The Transaction will demonstrably serve the public interest by bringing the managerial, technical, and financial resources available through Odin Mobile and its affiliates to Global Connection. These resources will ensure that Global Connection continues to offer consumers throughout its operating territories with high-quality wireline and wireless services, including robust Lifeline offerings to eligible low-income consumers. The Transaction will advance economic efficiency by enabling Global Connection to expand its business and achieve economies of scale, strengthening Global Connection's ability to expand its offerings and services to a broader customer base. The Parties expect that the Transaction will enable Global Connection to strengthen its competitive position to the benefit of consumers in this jurisdiction and the telecommunications marketplace overall.

Of particular benefit, Global Connection's current management team will remain with the Company, continuing to direct day-to-day operations. This will ensure that their expertise in the telecommunications field and specific in-depth knowledge of Global Connection will guide the Company's decisions going forward. As a result, the Transaction will bring together the full strength of Global Connection's proven telecommunications capabilities and Odin Mobile and its affiliates' technical, managerial and financial expertise, particularly with respect to compliance and marketing in the low-income consumer sector. The resulting synergy will enable Global Connection to achieve measurable growth at the same time as it develops improved operating efficiencies—both necessary components for the Company to thrive.

The Transaction will have no adverse impact on Global Connection's current customers, who will continue to receive their existing services at the same rates, terms and conditions as at present.

IV. CONCLUSION

The Parties respectfully request that the Commission note the Transaction for its records.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope. Please contact the undersigned if there are any questions regarding this filing.

Respectfully submitted,

**Global Connection Inc. of America, and
Odin Mobile, LLC**



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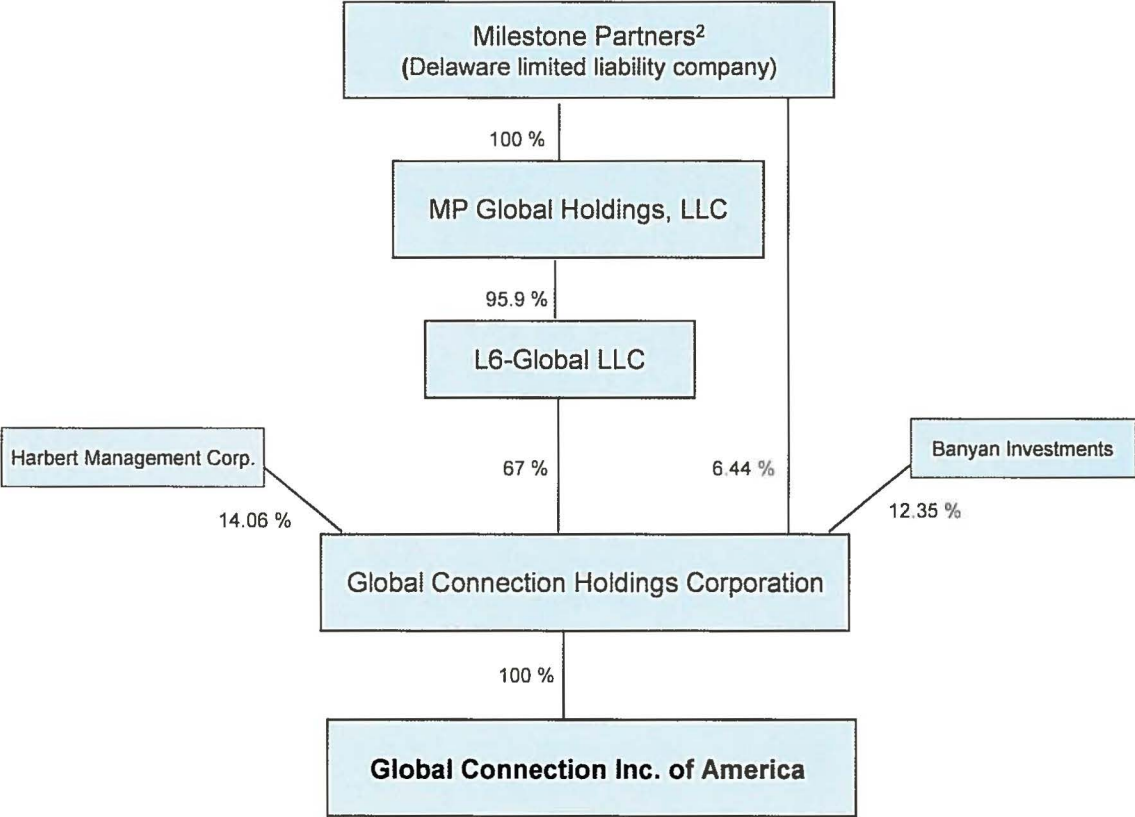
Their Counsel

Enclosures

EXHIBIT A

Current Corporate Structure of Global Connection

**Global Connection Inc. of America
Pre-Close Corporate Structure
(Interests $\geq 10\%$)¹**



¹ Percentages shown above the level of Global Connection Holdings Corporation reflect actual interests (not adjusted for application of attribution rule) in immediate subsidiary and not indirect ownership interest in GCIOA.

² Milestone Partners holds a total indirect interest in GCIOA of 70.64% by direct calculation and 100% applying the attribution rule. These interests are held through several funds. Direct interests in MP Global Holdings, LLC are held by Milestone Partners III, L.P. (72.5%) and Milestone Partners III, L.P 2 (27.5%). The general partner of both funds is Milestone Partners III G.P., L.P. The general partner of Milestone Partners III G.P., L.P is Milestone Partners III, LLC. Voting or investment control over securities that the Milestone Partners Funds own are acted upon by vote of Milestone Partners III, LLC whose current members (all U.S. citizens) are W. Scott Warren, John P. Shoemaker, Brooke B. Hayes, and Robert G. Levine.

EXHIBIT B

Current Corporate Structure of Odin Mobile

**Odin Mobile, LLC
Pre-Close Corporate Structure
(Interests \geq 10%)¹**

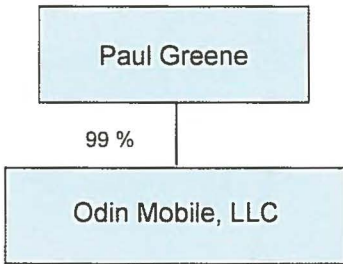
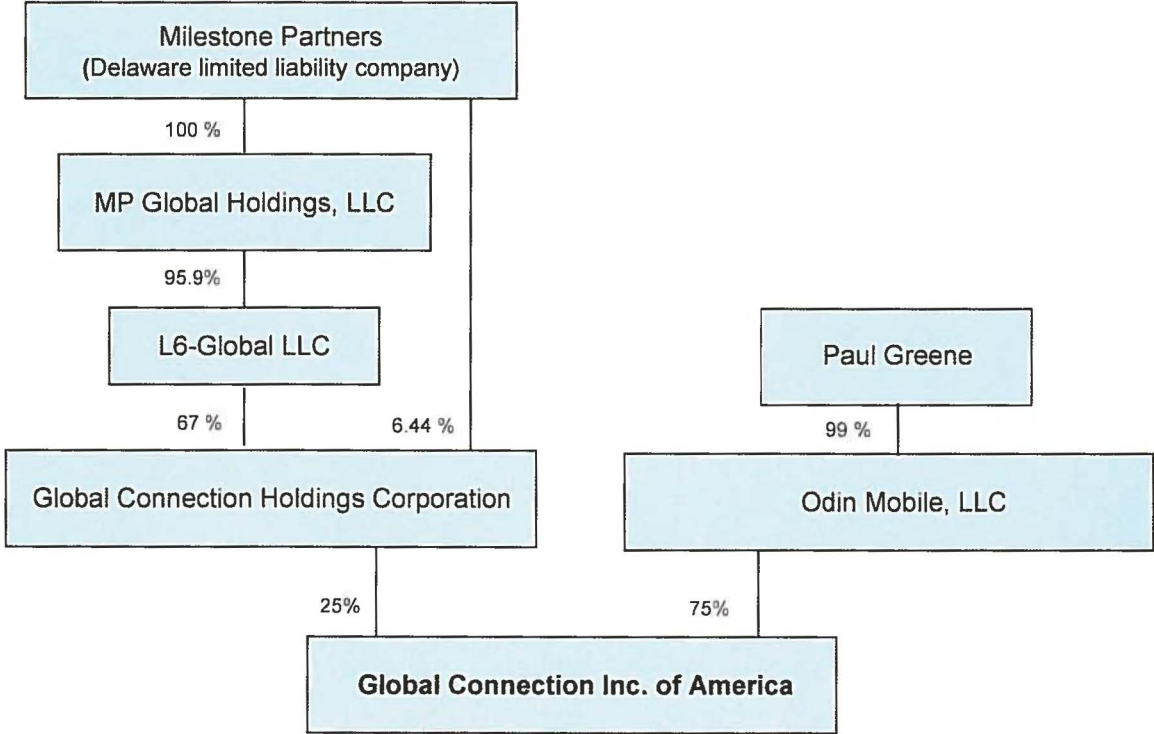


EXHIBIT C

Post-close Corporate Structure of Global Connection & Odin Mobile

**Global Connection Inc. of America
Post-Close Corporate Structure
(Interests $\geq 10\%$)¹**



¹ Percentages shown above the level of GCIOA reflect actual interests (not adjusted for application of attribution rule) in immediate subsidiary and not indirect ownership interest in GCIOA.