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May 5, 2017

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

RECEIVED--FPSC
2017 MAY -8 AM 9:37
COMMISSION
CLERK

Re: Global Connection Inc. of America
Petition for Approval of Transfer of Control

To Whom It May Concern,

Enclosed please find for filing Global Connection Inc. of America d/b/a Stand Up Wireless, Global Connection Holdings Corporation and Odin Mobile, LLC's Joint Petition for Approval of Transfer of Control.

Please note that the financial information included in Exhibits D and E are being filed as confidential material.

I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,



Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart, P.C.
Attorneys for Global Connection Inc. of America

Enclosures

REDACTED

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

Joint Petition of Global Connection Inc. of America d/b/a Stand Up Wireless, Global Connection Holdings Corporation, and Odin Mobile, LLC)
)
)
)
) **Docket No.**
for Approval of Transfer of Control of Global Connection Inc. of America to Odin Mobile, LLC)
)
)

JOINT PETITION FOR APPROVAL OF TRANSFER OF CONTROL

Global Connection Inc. of America d/b/a Stand Up Wireless (“Global Connection” or “Company”), Global Connection Holdings Corporation (“Global Holdings”) and Odin Mobile, LLC (“Odin Mobile,” collectively with Global Connection and Global Holdings, the “Parties” or “Petitioners”), by counsel, hereby respectfully request Florida Public Service Commission (“Commission”) approval for the transfer of majority control of Global Connection to Odin Mobile (the “Transaction”). The Commission designated Global Connection as an eligible telecommunications carrier (“ETC”) in Order No. PSC-11-0389-PAA-TX on September 15, 2011 (the “ETC Order”). Global Connection files the instant Petition in accordance with the ETC Order, Attachment A (5), which requires Global Connection to file a petition in the event of a transfer of control, in order to “...make a showing of public interest to retain ETC designation.”

The Parties are in the process of obtaining all required approvals for the proposed Transaction from both the Federal Communications Commission (“FCC”)¹ and all applicable

¹ See WC Docket No. 17-54, DA 17-253; See also the Company’s proposed Amended Compliance Plan, filed February 22, 2017 and pending before the FCC:
<https://ecfsapi.fcc.gov/file/10222246315935/FCC%20Global%20Connection%20Amended%20Wireless%20%2B%20Wireline%20CP%20Filing%202.22.17.pdf>.

state regulatory authorities.² In support of this Joint Petition, the Petitioners provide the following information:

I. THE PARTIES

A. Global Connection Inc. of America d/b/a Stand Up Wireless (“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) territories³ and prepaid wireline local exchange and long distance services to residential customers in twenty (20) states.⁴ Global Connection is designated as an 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. Global Connection currently serves wireline and wireless Lifeline subscribers pursuant to its ETC designations in a combined twenty-nine (29) jurisdictions. Global Connection was designated by the Commission as an ETC to provide Lifeline services on a wireline basis on September 15, 2011 (Order No. PSC-11-0389-

² In many states, the Company will simply have to provide a pre-closing notice, courtesy notice, or post-closing notice. However, approval will be required in the following states (other than Florida): Arizona, Georgia, Kansas, Mississippi, Nebraska, Ohio, Louisiana, Pennsylvania, Texas, and West Virginia. Approval in these states is expected in 90 days or less.

³ 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.

⁴ 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.

PAA-TX). 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.

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. DESIGNATED CONTACTS

Correspondence or other materials concerning this Petition should be directed to:

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Counsel for Petitioners

III. 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.⁵ A diagram of the corporate structure of Global Connection and Odin Mobile post-close is provided as Exhibit C.

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. There is no plan to notify customers, as there will be no impact on customers; the proposed transfer of control will be completed at the holding company level, and thus the Transaction will

⁵ 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.

be entirely transparent to and have no effect on the services of current customers. All existing customers of Global Connection will continue to be served by Global Connection pursuant to its existing authorizations, and will continue to receive their existing services at the same rates, terms and conditions as at present. Nor does the proposed Transaction raise any competitive concerns.

IV. FINANCIAL AND TECHNICAL CAPABILITY

Global Connection has been offering non-Lifeline and Lifeline wireline service since 1998 and began providing non-Lifeline and Lifeline-supported wireless service in April 2011. The Company generates substantial revenues from non-Lifeline services which represent seventy-five percent (75%) of its wireline customers. Consequently, to date, Global Connection has not relied (and does not rely) exclusively on Lifeline reimbursement for the Company's operating revenues. In the event that USAC ceases disbursements for a period of time, Global Connection will still be able to provide service to its customers. In addition, Global Connection has access to capital from its investors, and as explained herein, financial support will be available to Global Connection through the new majority ownership proposed for the Company. The Parties' financial statements are confidential and will be provided under the Commission's standard Protective Agreement. Copies of financial information for Global Connection will be provided as Confidential Exhibit D, and projected financials which include post-transfer ownership contributions, will be provided as Confidential Exhibit E.

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.

V. CONCLUSION

Based on the foregoing, the Petitioners respectfully submit that the Transaction will further the public interest. Accordingly, Petitioners respectfully request that the Commission grant approval of the Joint Petition.

Respectfully submitted,



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VERIFICATIONS

State of Georgia)
)
County of Gwinnett)

Certification

Personally appeared before the undersigned, an officer duly authorized to administer oaths, Dave Skogen, who first being duly sworn, deposes and states that he is the Chief Executive Officer of Global Connection Inc. of America dba STAND UP WIRELESS, Applicant in this application, and has read the same and knows the contents thereof, and confirms that the statements made herein are true to the best of his knowledge and belief.

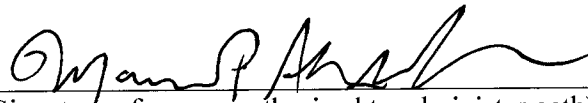
Dated: 1-31-17



Dave Skogen, Chief Executive Officer

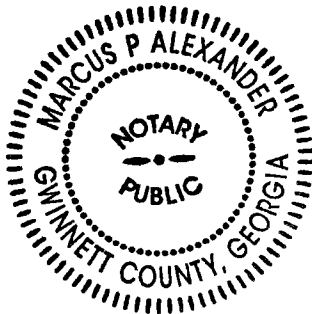
Subscribed and sworn to before me this 31 day of January, 2017.

(Notary Seal)



(Signature of person authorized to administer oath)

My Commission Expires: April 3, 2020



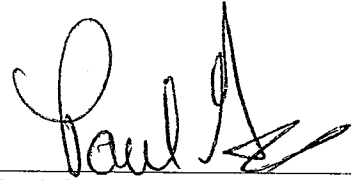
State of Maryland)

County of Montgomery)

Certification

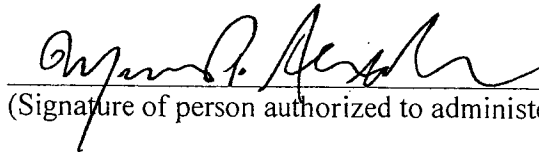
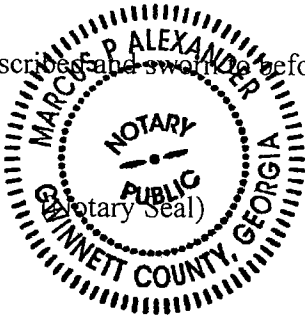
Personally appeared before the undersigned, an officer duly authorized to administer oaths, Paul Greene, who first being duly sworn, deposes and states that he is the Chief Executive Officer of Odin Mobile, LLC, Applicant in this application, and has read the same and knows the contents thereof, and confirms that the statements made herein are true to the best of his knowledge and belief.

Dated: 3/13/2017



Paul Greene, Chief Executive Officer

Subscribed and sworn to before me this 13th day of March, 2017.



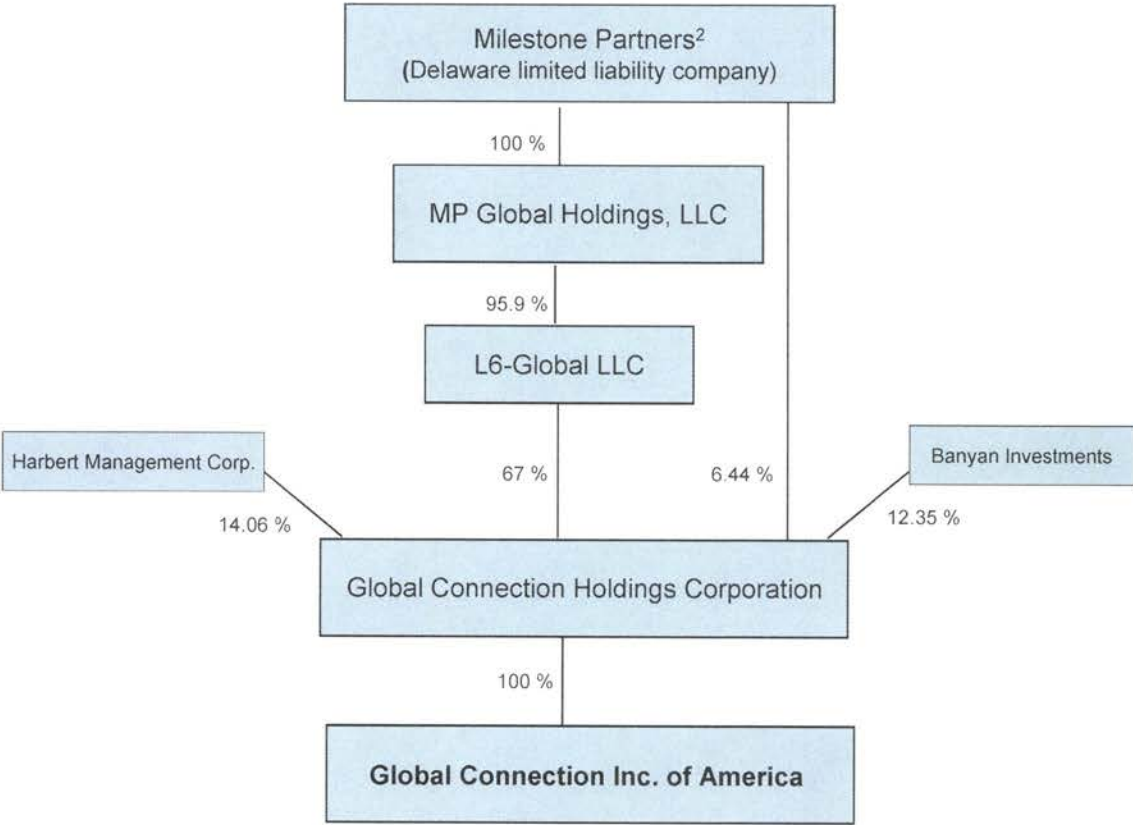
(Signature of person authorized to administer oath)

My Commission Expires: April 3, 2020

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**

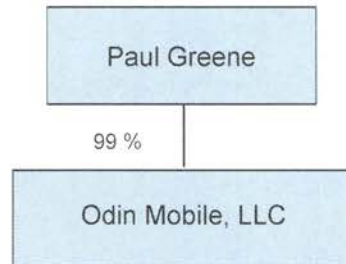
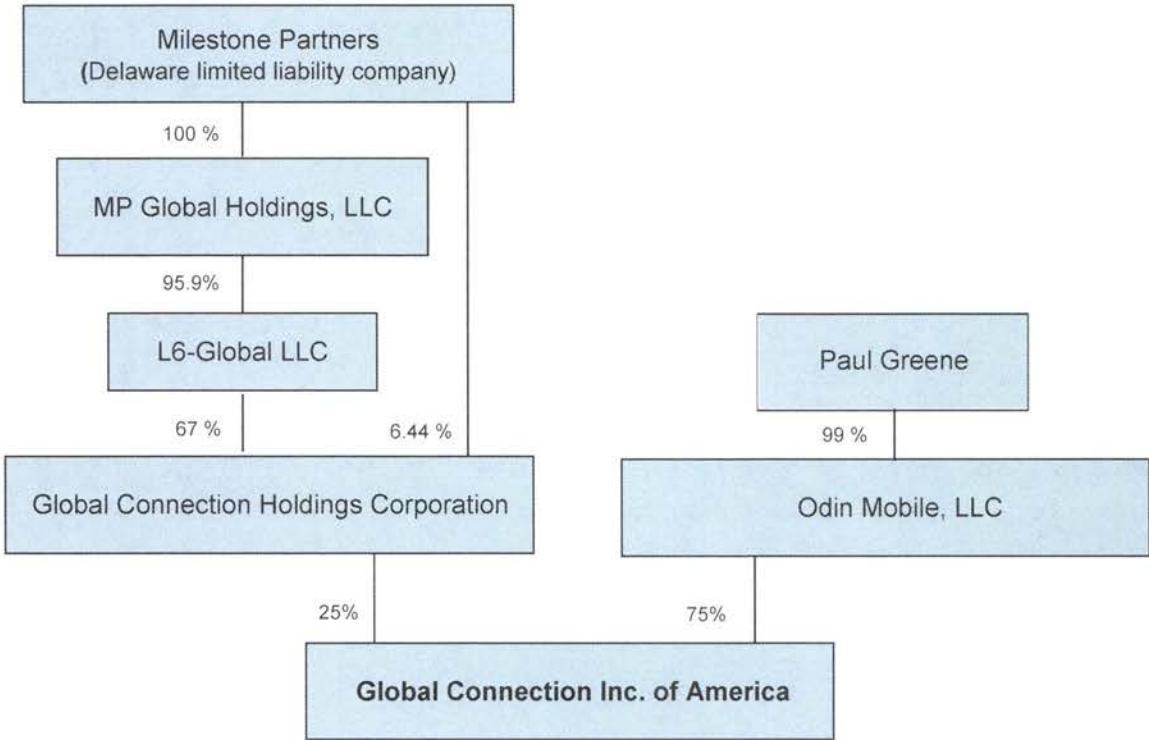


EXHIBIT C

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.

CONFIDENTIAL EXHIBIT D

Financial Information for Global Connection

FILED CONFIDENTIALLY

CONFIDENTIAL EXHIBIT E

Projected Financial Information for Global Connection with post-transfer ownership contributions.

FILED CONFIDENTIALLY