

**GREATCALL, INC.**

**INTERNATIONAL SECTION 214 APPLICATION**

**Attachment 2**

As required by questions 14 and 15 of the main form of the application, GreatCall, Inc. (“GreatCall” or “Applicant”) hereby provides responses to paragraphs (d), (e)(3), (g) and (h) of Section 63.18 of the Commission’s rules:

**Section 63.18 (d): Existing Section 214 authority (Answer to Question 15)**

Not Applicable.

**Section 63.18(e)(3): Other Authorizations (Answer to Question 15)**

Applicant seeks authority to provide Global or Limited Global Resale to all international points. It certifies that it will comply with the terms and conditions contained in Sections 63.21, and 63.22, and/or 63.22 of the Commission’s rules, as appropriate.

**Section 63.18(g): Facilities-Based Authority (Answer to Question 15)**

Not Applicable.

**Section 63.18 (h): Information regarding the ownership of the Applicant (Answer to Question 14)**

The following persons or entities directly or indirectly own at least 10% of GreatCall:

Arlene J. Harris owns an attributable 26 % indirect ownership interest in Applicant.<sup>1</sup> She owns an attributable 100% ownership interest in AH! Wireless, Inc., the Cooper-Harris Family Trust U/A/D January 4, 2004, Dyna, LLC, and SOS Trust, which collectively own a 26%

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<sup>1</sup> This percentage includes interests held collectively with her husband, Martin Cooper, and that is attributed to Ms. Harris pursuant to the Commission’s spousal affiliation rule. 47 C.F.R. § 24.720(1)(3)(ii). It is noted that Ms. Harris and Mr. Cooper collectively own 26 percent of the Applicant’s equity, rather than each owning 26 percent of the Applicant’s equity.

ownership interest in Applicant.<sup>2</sup> Her address 100 Via de la Valle, Del Mar, CA 92014. She is a United States Citizen and her principal business is telecommunications.

Martin Cooper owns an attributable 26% indirect ownership interest in Applicant.<sup>3</sup> He owns an attributable 100% ownership interest in AH! Wireless, Inc., the Cooper-Harris Family Trust U/A/D January 4, 2004, Dyna, LLC, and SOS Trust, which collectively own a 26% ownership interest in Applicant.<sup>4</sup> His address is 100 Via de la Valle, Del Mar, CA 92014. He is a United States Citizen and his principal business is telecommunications.

The Cooper-Harris Family Trust U/A/D January 4, 2004 owns an 12.97% ownership interest in Applicant. Its address is 100 Via de la Valle, Del Mar, CA 92014. It is organized in the United States and its principal business is a personal investment vehicle.

Steelpoint Capital Fund, LP owns an 18.41% ownership interest in Applicant. Its address is 420 Stevens Avenue, Suite 370, Solana Beach, CA 92075. It is organized in the United States and its principal business is investments.

Steelpoint Capital Advisors, LLC indirectly holds a 18.41% ownership interest in Applicant by virtue of being the General Partner of Steelpoint Capital Fund LP, which owns a 18.41% of ownership interest in Applicant.<sup>5</sup> Its address is 420 Stevens Avenue, Suite 370,

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<sup>2</sup> Only the Cooper-Harris Family Trust U/A/D January 4, 2004 has a 10 percent or greater equity interest in the Applicant.

<sup>3</sup> This percentage includes interests held collectively with his wife, Arlene J. Harris, and that is attributed to Mr. Cooper pursuant to the Commission's spousal affiliation rule. 47 C.F.R. § 24.720(l)(3)(ii). It is noted that Mr. Cooper and Ms. Harris collectively own 27.14 of the Applicant's equity, rather than each owning 26 percent of the Applicant's equity.

<sup>4</sup> See note 2, *supra*.

<sup>5</sup> Steelpoint Capital Advisors, LLC's interest in the Applicant is calculated in accordance with Section 1.2112(a)(6) of the Commission's rules. Because it is the general partner of Steelpoint Capital Fund LP, its interest in Steelpoint Capital Fund LP is treated as if it owns a 100%.

Solana Beach, CA 92075. It is organized in the United States and its principal business is investments.

Charles River Partnership XIII, LP owns a 14.05% ownership interest in Applicant. Its address is 1000 Winter Street, Suite 3300, Waltham, MA 02451. It is organized in the United States and its principal business is investments.

Charles River XIII GP, LP indirectly holds a 14.05% ownership interest in Applicant by virtue of being the General Partner of Charles River Partnership XIII, LP, which owns a 14.05% ownership interest in Applicant.<sup>6</sup> Its address is 1000 Winter Street, Suite 3300, Waltham, MA 02451. It is organized in the United States and its principal business is investments.

Charles River XIII GP, LLC indirectly holds a 14.05% ownership interest in Applicant by virtue of being the General Partner of Charles River XIII GP, LP, which in turn, is the General Partner of Charles River Partnership XIII, LP, which owns a 14.05% ownership interest in Applicant.<sup>7</sup> Its address is 1000 Winter Street, Suite 3300, Waltham, MA 02451. It is organized in the United States and its principal business is investments.

No other person or entity directly or indirectly holds a 10 percent or greater interest in Applicant.

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<sup>6</sup> Charles River XIII GP, LP's interest in the Applicant is calculated in accordance with Section 1.2112(a)(6) of the Commission's rules. Because it is the general partner of Charles River Partnership XIII, LP, its interest in Charles River Partnership XIII, LP is treated as if it owns a 100%.

<sup>7</sup> Charles River XIII GP, LLC's interest in the Applicant is calculated in accordance with Section 1.2112(a)(6) of the Commission's rules. Because it is the General Partner of Charles River Partnership XIII GP, LP, which in turn, is the General Partner of Charles River Partnership XIII, LP, its interest in Charles River Partnership XIII, LP is treated as if it owns a 100%.