

## ATTACHMENT 1

### Joint International and Domestic Section 214 Application to Transfer Control of Call Catchers Inc. d/b/a FreedomVoice

This joint application seeks Federal Communications Commission (“FCC” or “Commission”) consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 64.24 of the Commission’s rules<sup>1</sup> to transfer control of Call Catchers Inc. d/b/a FreedomVoice (“FreedomVoice”) to GoDaddy Operating Company, LLC (“GoDaddy Operating”). FreedomVoice holds an international Section 214 authorization as well as blanket Section 214 domestic operating authority. As explained further below, grant of the application serves the public interest.

#### I. REPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC 214 Main Form are as follows:

##### Answers to Question 10

###### *Transferor Contact Information*

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*With a copy to:*

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###### *Transferee Contact Information*

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24.

### ***Place of Organization***

FreedomVoice is a corporation organized under the laws of the State of Delaware. GoDaddy Operating is a limited liability company organized under the laws of the State of Delaware.

### ***Prior International Section 214 Authorizations***

FreedomVoice holds an international Section 214 authorization to provide global international telecommunications services between the United States and international points on a facilities and resold basis pursuant to Sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules (File No. ITC-214-20070612-00227). GoDaddy Operating does not hold any international Section 214 authorizations.

### **Answer to Question 11**

Pursuant to Section 63.18(h) of the Commission's rules, the following entities will directly or indirectly hold a ten percent or greater ownership interest in FreedomVoice upon consummation of this transaction.

#### ***Direct Ownership Interest in FreedomVoice:***

Name: Media Temple Inc.  
Address: 14455 N. Hayden Road  
Scottsdale, Arizona 85260  
Citizenship: Delaware  
Principal Business: Holding Company  
Ownership Interest: 100% of FreedomVoice

#### ***Indirect Ownership Interest in FreedomVoice:***

Name: GoDaddy Operating Company, LLC  
Address: 14455 N. Hayden Road  
Scottsdale, Arizona 85260  
Citizenship: Delaware  
Principal Business: Technology Provider  
Ownership Interest: 100% of Media Temple Inc.

Name: Desert Newco, LLC ("Desert Newco")  
Address: 14455 N. Hayden Road  
Scottsdale, Arizona 85260  
Citizenship: Delaware  
Principal Business: Holding Company  
Ownership Interest: 100% of GoDaddy Operating Company, LLC

Name: GoDaddy Inc. ("GoDaddy")  
Address: 14455 N. Hayden Road  
Scottsdale, Arizona 85260

Citizenship: Delaware  
Principal Business: Holding Company  
Ownership Interest: Approximately 51% of Desert Newco.<sup>2</sup> GoDaddy also is the sole managing member and controls the management of Desert Newco, LLC.

Name: Yam Special Holdings, Inc.  
Address: 15475 N. 84<sup>th</sup> Street  
Scottsdale, Arizona 85260  
Citizenship: Arizona  
Principal Business: Holding Company  
Ownership Interest: Approximately 20% of Desert Newco, LLC

Name: Robert R. Parsons  
Address: 15475 N. 84<sup>th</sup> Street  
Scottsdale, Arizona 85260  
Citizenship: Arizona  
Ownership Interest: 100% of Yam Special Holdings, Inc.

In addition, entities affiliated with Kohlberg Kravis Roberts & Co. L.P together indirectly hold an approximate 10% interest in Desert Newco through a series of investment vehicles (approximately 20% when inclusive of ownership of the Class A Common Stock of GoDaddy Inc., as publicly disclosed). Specifically, KKR Management LLC is the general partner of KKR & Co. L.P., which is the sole shareholder of KKR Group Limited, which is the general partner of KKR Group Holdings, L.P. KKR Group Holdings, L.P. is the general partner of KKR Fund Holdings L.P. (which is the designated member of KKR 2006 GP LLC) and the sole shareholder of KKR Fund Holdings GP Limited (which is the general partner of KKR Fund Holdings L.P.) and KKR Management Holdings Corp. (which is the general partner of KKR Management Holdings L.P., which is the designated member of KKR 2006 AIV GP LLC). KKR 2006 GP LLC is the general partner of KKR Associates 2006 L.P. (which is the manager of OPERF Co-Investment LLC)..KKR Associates 2006 AIV L.P. is the general partner of KKR 2006 Fund (GDG) L.P. KKR 2006 AIV GP LLC is the general partner of KKR 2006 GDG Blocker L.P. and KKR Associates 2006 AIV L.P. and the sole member of GDG Co-Invest GP LLC (which is the general partner of GDG Co-Invest Blocker L.P.). KKR III GP LLC is the general partner of KKR Partners III, L.P.

KKR 2006 Fund (GDG) L.P., OPERF Co-Investment LLC, KKR 2006 GDG Blocker L.P., GDG Co-Invest Blocker L.P., and KKR Partners III, L.P. each hold shares directly in GoDaddy and/or Desert Newco. The address for all of the above KKR entities is c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, Suite 4200, New York, New York 10019. All of these entities are investment funds, general partners of investment funds, or holding companies.

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<sup>2</sup> GoDaddy holds an approximate 50 percent ownership interest in Desert Newco. GD Subsidiary Inc., a wholly-owned subsidiary of GoDaddy, holds an approximate 1 percent ownership interest in Desert Newco. GD Subsidiary Inc. is a Delaware corporation, and its address is 14455 N. Hayden Road, Scottsdale, Arizona 85260.

All are organized under the laws of Delaware with the exception of KKR Fund Holdings L.P., KKR Group Holdings L.P., and KKR Group Limited, which are organized under the laws of the Cayman Islands. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC and the managing members of KKR III GP LLC. Both Mr. Kravis and Mr. Roberts are United States citizens. The address for Mr. Kravis is c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, Suite 4200, New York, New York 10019. The address for Mr. Roberts is c/o Kohlberg Kravis Roberts & Co. L.P., 2800 Sand Hill Road, Suite 200, Menlo Park, California 94025.

Entities affiliated with Silver Lake Partners hold an approximate 11% interest in Desert Newco through a series of investment vehicles (approximately 20% when inclusive of ownership of the Class A Common Stock of GoDaddy Inc., as publicly disclosed). Specifically, Silver Lake Group, L.L.C. is the managing member of SLTA III (GP), L.L.C., which in turn is the general partner of Silver Lake Associates III, L.P., which in turn is the general partner of SLP III Kingdom Feeder I, L.P. and Silver Lake Partners III DE (AIV IV), L.P. Silver Lake Partners III DE (AIV IV), L.P. is the managing member of SLP GD Investors, L.L.C. An investment committee of Silver Lake Technology Associates III, L.P. is made up of Mike Bingle, Jim Davidson, Egon Durban, Ken Hao, Christian Lucas, Greg Mondre and Joe Osness and may also be deemed to have shared voting and investment power over the securities beneficially owned by the Silver Lake entities described in this paragraph.

SLP GD Investors, L.L.C. and SLP III Kingdom Feeder I, L.P. each hold shares directly in GoDaddy or Desert Newco. The address for all of the above Silver Lake entities and individuals is c/o Silver Lake, 2775 Sand Hill Road, Suite 100, Menlo Park, California, 94025. All of these entities are investment funds, general partners of investment funds, or holding companies. All entities are organized under the laws of Delaware. All member of the Silver Lake investment committee are U.S. citizens except Mr. Durban, who is a citizen of Germany, and Mr. Lucas, who is a citizen of France.

To the best of GoDaddy's knowledge, no other entity or individual will directly or indirectly hold a 10 percent or greater ownership interest in FreedomVoice post-closing.

### **Answer to Question 13**

#### ***Description of Transaction and Public Interest Statement***

FreedomVoice, founded in 1996, is a Delaware corporation and headquartered in Encinitas, California. FreedomVoice is an industry-leading provider of cloud-based communications systems for small to mid-sized businesses nationwide. Its solutions include toll free numbers, vanity numbers, and local number virtual phone systems, as well as interconnected Voice over Internet Protocol, resold interexchange services, and cloud-based conference bridging.

GoDaddy, through its affiliates, is an Internet domain registrar and web hosting company. It is the world's largest technology provider dedicated to small businesses. GoDaddy's mission is to radically shift the global economy toward small businesses by empowering people to easily start, confidently grow and successfully run their own ventures. With more than 14 million

customers worldwide and more than 62 million domain names under management, GoDaddy gives small business owners the tools to name their idea, build a beautiful online presence, attract customers and manage their business.

GoDaddy Operating, its direct wholly-owned subsidiary San Fernando Merger Sub Inc. (“Merger Sub”), FreedomVoice, and certain FreedomVoice shareholders entered into an Agreement and Plan of Merger dated as of May 17, 2016 (the “Agreement”). Pursuant to the Agreement, Merger Sub will be merged with and into FreedomVoice, with FreedomVoice being the surviving entity. All equity securities of FreedomVoice will be canceled and its shareholders will be entitled to receive consideration for those securities. FreedomVoice will thus become a direct, wholly-owned subsidiary of GoDaddy Operating.

The proposed transaction will serve the public interest by further facilitating the provision of cloud-based communications and other services to small businesses. The success of local, national and global economies are dependent on small businesses, which foster entrepreneurship, innovation, growth, and employment. The transaction also will not impact FreedomVoice’s customers, and will be virtually transparent to customers in terms of the service they now receive. Moreover, FreedomVoice holds only a *de minimis* share of each of the domestic and U.S.-international markets. The proposed transaction thus poses no risk of competitive harm to the domestic or U.S.-international telecommunications markets.

### **Answer to Question 20**

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission’s rules. Neither GoDaddy Operating nor FreedomVoice has any foreign carrier affiliates, and will have no such affiliates post-closing. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission’s rules on all U.S.-international routes.

## **II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC’S RULES IN RELATION TO TRANSFER OF BLANKET DOMESTIC SECTION 214 AUTHORITY**

In support of the applicants’ request for consent to transfer control of FreedomVoice to GoDaddy Operating, the following information is submitted pursuant to Section 63.04 of the Commission’s rules.<sup>3</sup> Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

### **(a)(6) Description of the transaction:**

A description of the transaction is set forth in Section I above.

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<sup>3</sup> 47 C.F.R. § 63.04.

**(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:**

FreedomVoice is an industry-leading provider of cloud-based communications systems for small to mid-sized businesses nationwide. Its solutions include toll free numbers, vanity numbers, and local number virtual phone systems, as well as interconnected Voice over Internet Protocol, resold interexchange services, and cloud-based conference bridging. It offers service in all fifty states, the District of Columbia, and Puerto Rico. Neither GoDaddy Operating nor its affiliates provide telecommunications services in the United States.

**(a)(8) Statement as to how the application qualifies for streamlined treatment:**

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because: (1) the transferee is not a telecommunications provider; (2) FreedomVoice's market share of the interstate, interexchange market is significantly less than 10 percent; and (3) FreedomVoice provides competitive telecommunications services exclusively in geographic markets served by a dominant local exchange carrier that is not a party to this transaction. Neither applicant is dominant with respect to any telecommunications service offered in the United States.

**(a)(9) Identification of all other Commission applications related to this transaction:**

This joint application is the only application filed with the Commission that relates to the proposed transfer of control of FreedomVoice.

**(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:**

The applicants request no special consideration of this application for reasons relating to imminent business failure.

**(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:**

The applicants seek no separately filed waiver requests in conjunction with this transaction.

**(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:**

A demonstration of how the grant of the proposed transaction serves the interest, convenience and necessity is set forth in Section I above.