

ATTACHMENT 1

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

In this application, GreatCall, Inc. (“GreatCall” or “Transferor”) and GC Buyer, Inc. (“GC Buyer” or “Transferee,” and together with Transferor, the “Parties”) seek consent from the Commission to transfer control of the Section 214 authorization for global resale, File No. ITC-214-20130307-00069, from GreatCall to GC Buyer.

On July 14, 2017, GC Buyer, Inc. acquired 100 percent of the outstanding stock of GreatCall. GC Holding Company, LLC (“GC Holding”) owns 100 percent of GC Buyer. GTCR Fund XI/A LP holds 64.25% of GC Holding. The attached chart shows the current ownership of GreatCall. Prior to July 14, 2017, the ownership of GreatCall was composed of multiple shareholders, none of which held 50 percent or more of GreatCall.

The 2017 transfer of control occurred when GreatCall accepted funding from private equity funds managed by GTCR LLC. Because day-to-day management of GreatCall did not change because of the investment, GreatCall management did not realize that prior regulatory approval was required and proceeded to consummate the transaction shortly after an agreement was in place. In connection with an internal review of corporate records with FCC counsel, GreatCall determined that the transfer of control of the Section 214 authority should have been requested. GreatCall has taken steps to strengthen its internal procedures to ensure that this does not happen again. Specifically, procedures are now in place requiring a regulatory level review and consultation with FCC counsel whenever there is any change in ownership.

The Parties respectfully submit that Commission approval of the transfer of control will serve the public interest, convenience, and necessity. The financial resources of the Transferee will enhance GreatCall’s ability to serve its customers. As noted above, the transaction that triggered the transfer of control did not affect GreatCall’s management structure or its day-to-day operations.

The Commission has determined that applications that demonstrate on their face that a transaction will yield affirmative competitive public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise, do not require extensive review or expenditure of considerable resources by the Commission. This transaction meets this standard and should thus be granted promptly.

ANSWER TO QUESTION 10

Information for Transferor, Section 214 Holder, and Transferee

GreatCall, Inc.: Transferor and Section 214 Holder

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GC Buyer, Inc.: Transferee

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ANSWER TO QUESTION 11

Direct and Indirect Ownership of Transferee

Please see the chart set forth below.

Each of the entities listed in the attached chart are organized in the United States.

The business address for GTCR Fund XI/C LP, GTCR Fund XI/A LP, GTCR Co-Invest IX LP, and GC Holding Company, LLC is: 300 N. LaSalle Street, Suite 5600, Chicago, IL 60654.

The business address for the Washington State Investment Board is P.O. Box 40916, 2100 Evergreen Park Drive SW, Olympia, WA 98504-0916.

The principal business of the Washington State Investment Board, GTCR Fund XI/C LP, GTCR Fund XI/A LP and GTCR Co-Invest IX LP is investment. The principal business of GC Holding Company, LLC is a holding company for investment purposes.

The Officers and Directors of GC Buyer, the Transferee, are as follows: David Donnini (Board Director); Constantine Mihas (Board Director); Lawrence Fey (Board Director); Thomas Ehrhart (Board Director); David Inns (Board Director, President and Chief Executive Officer); Brian Berning (Board Director, Vice President and Treasurer); and Lynn Herrick (Vice President and Secretary). All of these individuals are United States citizens. The principal business is telecommunications and the business address is c/o GC Buyer, Inc., 300 N. LaSalle Street, Suite 5600, Chicago, IL 60654.

ANSWER TO QUESTION 13

Narrative Statement Regarding the Transaction

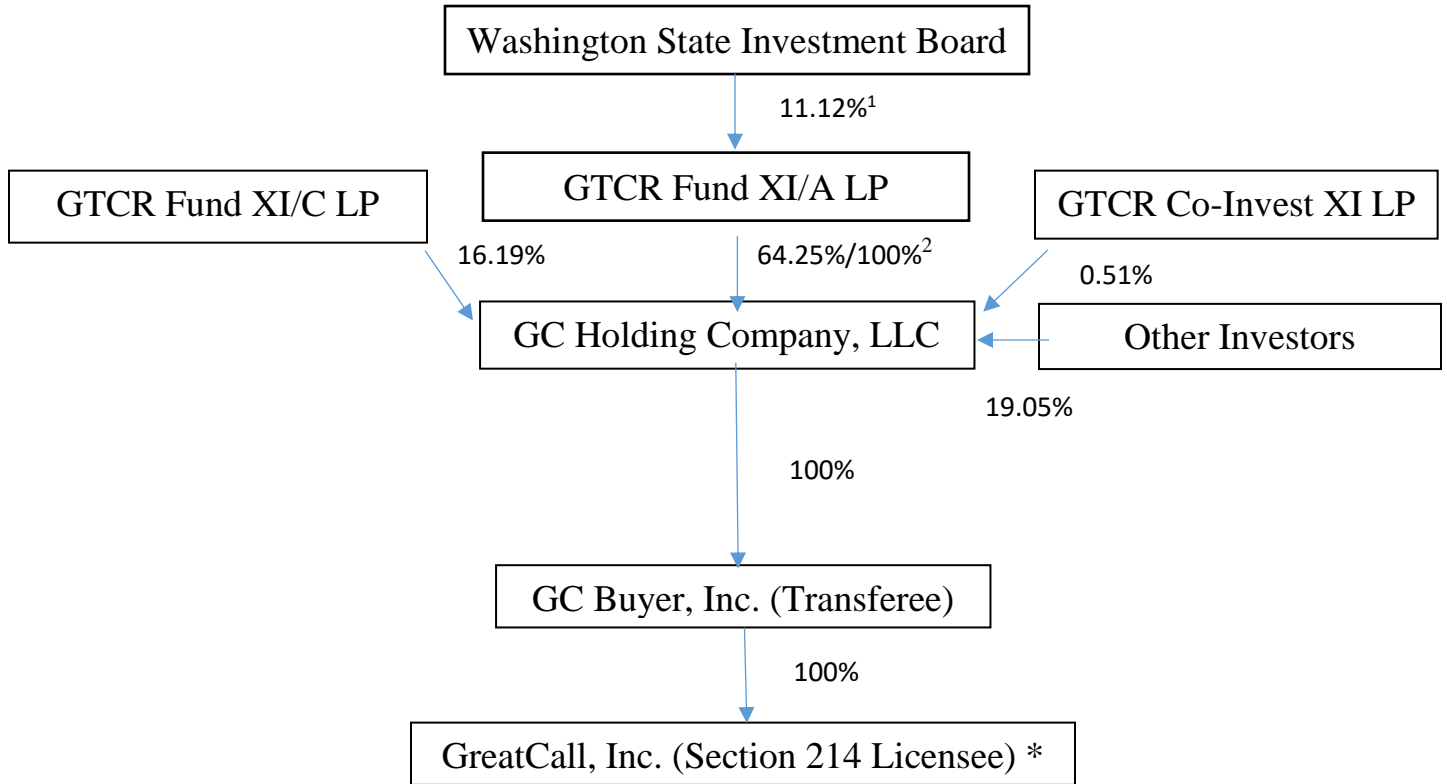
Please see "Description of Application and Public Interest Statement" above.

ANSWER TO QUESTION 20

Streamlined Processing

The application qualifies for streamlined processing because none of the parties hereto is affiliated with any foreign carrier nor is any party affiliated with any dominant U.S. carrier whose international switched or private line service is being resold. Further, the Transferee has no identifiable foreign ownership.

OWNERSHIP



*No other individual or entity holds a 10 percent or greater direct or indirect interest in GreatCall, Inc.

¹ The Washington State Investment Board holds an 11.12% interest in the GTCR Fund XI/A LP. In accordance with Section 63.18(h) of the Commission’s Rules, because the GTCR Fund XI/A, LP indirectly holds more than 50 percent of GreatCall, Inc. it is deemed to hold 100 percent of GreatCall, Inc. Therefore, the Washington State Investment Board is deemed to hold an 11.12 percent interest in GreatCall, Inc.

² In accordance with Section 63.18(h) of the Commission’s rules.