

JTC-STA-20180718-00146

Re: JTC-T/C-20180718-00145

Attachment 1  
International Section 214 Authority  
GreatCall, Inc. Request for Special Temporary Authority  
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<b>Granted</b>
date: <u>August 6, 2018</u>
authorized by: <u>Chief, Telecommunications &amp; Analysis Division</u>
signature: <u>Blaise Coca</u>

**ATTACHMENT 1**

AUG 06 2018

**APPLICATION FOR SPECIAL TEMPORARY AUTHORITY**

International Bureau

Answer to Question 10

GreatCall, Inc. ("GreatCall") hereby requests Special Temporary Authority ("STA") to continue to provide service pursuant to its Section 214 authorization for global resale, File No. ITC-214-20130307-00069, for 60 days pending grant of an application for authority to transfer control of this authorization to GreatCall's current ownership.

Contemporaneous with this application for STA, GreatCall is filing an application for transfer of control of GreatCall from multiple shareholders none of which held 50% or more of GreatCall to GC Buyer, Inc. ("GC Buyer").

As explained in GreatCall's application for transfer of control, 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, Inc. GTCR, the Transferee, holds 64.25 percent of GC Holding. The attached chart shows the current ownership 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 grant of the STA will serve the public interest, convenience, and necessity by enabling GreatCall to continue 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.

Answer to Question 12

*Section 63.18(i)-(m)*

GreatCall certifies that it is not a foreign carrier; that is not affiliated with a foreign carrier; and that no entity that owns more than 25% of GreatCall controls a foreign carrier.

Answer to Question 15

Section 63.18(h)

The ownership structure of GreatCall is set forth in the chart below.

The name, address, citizenship and principal business of GreatCall's ten percent or greater direct and indirect shareholders or other equity holders is as follows:

- (1) GTCR Fund XI/A LP – 64.25% indirect ownership interest; GTCR Fund XI/C LP – 16.19% indirect ownership interest; GC Holding Company, LLC – 100% indirect ownership interest; and GC Buyer, Inc. – 100% direct ownership interest.

The four entities listed in the previous paragraph are all organized in the United States and share the following address:

300 North LaSalle Street  
Suite 5600  
Chicago, IL 60654

- (2) The Washington State Investment Board – 11.12% indirect ownership interest. It is organized in the United States and 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.

There are no interlocking directors.

Answer to Question 16

Section 63.18(d)

GreatCall holds the international Section 214 authorization that is the subject of this application, File No. ITC-2014-20130307-00069.

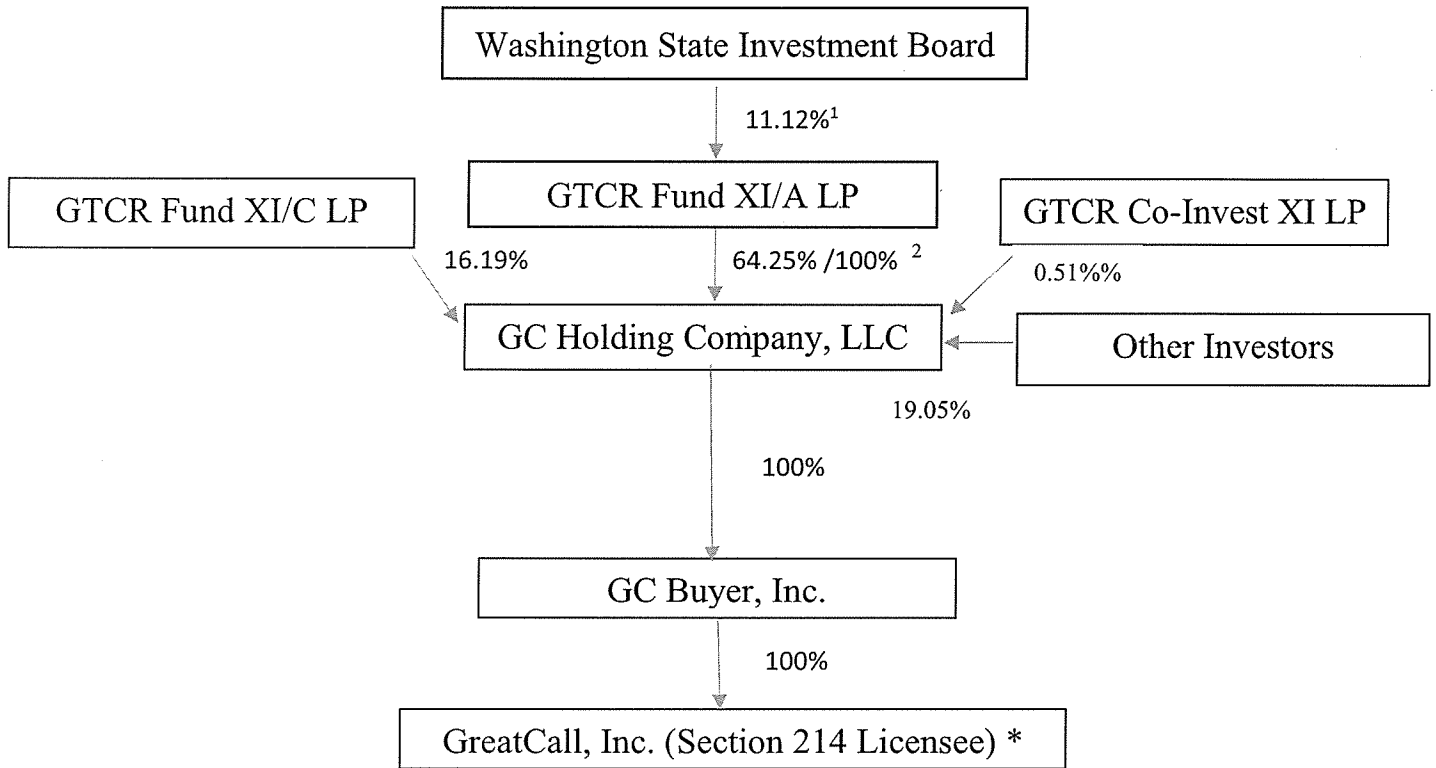
Section 63.18(e)(3)

GreatCall is not seeking additional Section 214 authorization. GreatCall certifies that it will comply with the terms and conditions of Sections 63.21 and 63.23.

Section 63.18(g)

Not applicable. GreatCall is not seeking facilities-based authorization.

## OWNERSHIP



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

<sup>1</sup> 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.

<sup>2</sup> In accordance with Section 63.18(h) of the Commission's rules.

**SUPPLEMENT TO APPLICATION FOR SPECIAL TEMPORARY AUTHORITY**

GreatCall, Inc. (“GreatCall”) hereby requests Special Temporary Authority (“STA”) to continue to provide service to its customers pursuant to its Section 214 authorization for global resale, File No. ITC-214-20130307-00069, for a period of 60 days pending grant of an application for authority to transfer control of this authorization to GreatCall’s current ownership. It is in the public interest to avoid a discontinuance of service to customers while the Commission considers the underlying application.

Contemporaneous with this application for STA, GreatCall is filing an application for transfer of control of GreatCall from multiple shareholders none of which held 50% or more of GreatCall to GC Buyer, Inc. See File No. ITC-T/C-20180718-00145.

As explained in GreatCall’s application for transfer of control, on July 14, 2017, GC Buyer, Inc. (the Transferee), a Delaware corporation, acquired 100 percent of the outstanding stock of GreatCall. GC Holding Company, LLC (“GC Holding”), a Delaware limited liability company, owns 100 percent of the equity of GC Buyer, Inc. GTCR Fund XI/A LP, a Delaware limited partnership, holds 64.25 percent of GC Holding, and GTCR Fund XI/C LP, a Delaware limited partnership, holds 16.19 percent of GC Holding. The Washington State Investment Board, which provides for the investment of funds of Washington state public employees, owns 11.12 percent of GTCR Fund XI/A LP. The officers and directors of GC Buyer (all of whom were disclosed in the application and all of whom are United States citizens), have day to day control of GC Buyer. There are no other 10 percent or more direct or indirect shareholders.

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 as a result 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 grant of the STA will serve the public interest, convenience, and necessity by enabling GreatCall to continue 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 Parties acknowledge that grant of this STA will not prejudice any action that the Commission may take on the underlying application. The Parties further acknowledge that this STA can be modified or revoked by the Commission upon its own motion without a hearing.

**SECOND SUPPLEMENT TO APPLICATION FOR SPECIAL TEMPORARY  
AUTHORITY**

In response to a request from FCC staff, the parties hereby provide the following additional ownership information concerning their application for Special Temporary Authority, filed July 18, 2018.

GTCR Fund XI/A LP and GTCR Fund XI/C LP each are controlled by the same general partner entity, GTCR Partners XI/A&C LP, a Delaware limited partnership. GTCR Partners XI/A&C LP's ownership interest is approximately 80.44 percent (indirectly in GC Holding Company, LLC as the general partner of (i) Fund XI/A and (ii) Fund XI/C).

GTCR Partners XI/A&C LP is controlled by its general partner, GTCR Investment XI LLC, a Delaware limited liability company. GTCR Investment XI LLC's ownership interest is approximately 80.95 percent (indirectly in GC Holding Company LLC as the general partner of (i) GTCR Partners XI/A&C LP and (ii) GTCR Co-Invest XI LP (which has an approximately 0.51% direct interest in GC Holding Company LLC)).

GTCR Investment XI LLC is managed by a board comprised of the following:

- Mark M. Anderson
- Craig A. Bondy
- Philip A. Canfield
- Aaron D. Cohen
- Sean L. Cunningham
- Benjamin J. Daverman
- David A. Donnini
- Lawrence C. Fey IV
- Constantine S. Mihas
- Collin E. Roche

There are no other 10 percent or more direct or indirect shareholders.