

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, DC 20007

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

JOHN J. HEITMANN

DIRECT LINE: (202) 342-8544

EMAIL: jheitmann@kelleydrye.com

NEW YORK, NY
LOS ANGELES, CA
HOUSTON, TX
AUSTIN, TX
CHICAGO, IL
PARSIPPANY, NJ
STAMFORD, CT
BRUSSELS, BELGIUM
AFFILIATE OFFICE
MUMBAI, INDIA

April 16, 2018

Marlene Dortch
Secretary
Federal Communications Commission
445-12th Street SW
Washington, DC 20554

Via ECFS

Re: Application for Consent to Transfer Control of a Company Holding International Section 214 Authority and Blanket Domestic Section 214 Authority Pursuant to the Communications Act of 1934, as Amended: Supplemental Filing
WC Docket No. 17-54

Dear Ms. Dortch:

Global Connection Inc. of America (Global Connection or the Company), Global Connection Holdings Corporation (Global Holdings) and Odin Mobile, LLC (Odin Mobile and, together with Global Connection and Global Holdings, the Applicants) respectfully submit this letter to update the record in the above-referenced proceeding seeking approval to transfer control of Global Connection to Odin Mobile.¹ For ease of review, the information is provided following the order of the Application.

I. Description of the Applicants

At the time the Application was filed, Global Connection provided wireless services and was designated to provide wireless Lifeline services in 23 states and Puerto Rico. Global Connection is now providing wireless services and designated to provide wireless Lifeline services in 25 states and Puerto Rico. A revised Exhibit C to the Application, listing the states

¹ On February 22, 2017, the Applicants submitted their request for approval of a transaction in which control of Global Connection would be transferred from Global Holdings to Odin Mobile (the Application). All three companies are parties to the transaction. A supplemental filing was made in the dockets on March 13, 2017. The international Section 214 transfer of control application was approved on April 7, 2017. The domestic Section 214 application remains pending with the Wireline Competition Bureau (Bureau).

April 16, 2018

Page Two

comprising Global Connection wireless service territory, is appended.

The Applicants provide the following updates regarding Odin Mobile and its affiliates. Odin Mobile (FRN: 0022135131) is a Maryland limited liability company with its principal offices located at 11565 Old Georgetown Road, Rockville, Maryland 20852. Odin Mobile provides prepaid wireless service, including to visually impaired consumers by using the T-Mobile USA (T-Mobile) and Sprint wireless networks through the Mobile Virtual Network Enabler (MVNE) Prepaid Wireless Wholesale, LLC (PPWW), which is owned by Paul Greene. Odin Mobile purchases wireless services (for voice minutes, text messages, mobile data, etc.) from PPWW, a Maryland limited liability company, on a wholesale basis, packages those services into Odin Mobile's own service plans and pricing, and bundles the wireless service with Odin Mobile's handset selection, mobile applications, marketing materials, web interface, and customer service to produce finished wireless service offerings to sell to end-user customers. Odin Mobile currently provides wireless service in 49 states and Puerto Rico.² 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. Upon approval of the transaction, Odin Mobile will own 75% of Global Connection and plans to transfer all prepaid wireless operations to Global Connection.

Paul Greene is also indirectly a majority owner (the only 10% or greater owner) of Prepaid Wireless Group, LLC (PWG), an MVNE that supplies airtime through the T-Mobile network. PWG, a Maryland limited liability corporation, holds the wholesale agreements with T-Mobile and the technology that connects the two networks. Mr. Greene is also indirectly a majority owner (the only 10% or greater owner) of PPWW, which is the exclusive sales and distribution partner for PWG services to the Mobile Virtual Network Operator (MVNO) market. PWG and PPWW have no foreign ownership and, like Global Connection, are not foreign carriers and are not affiliated with foreign carriers in any market. PWG is one of the nation's longest standing aggregators of wireless services. PWG is financially strong, carrying zero debt or outside investment.

PWG provides integrated communications solutions - including MVNO enablement, cellular carrier access aggregation, voice/text/data services, and machine-to-machine (M2M) and Internet of Things (IoT) connectivity. PWG provides services to PPWW. Through the exclusive sales and marketing relationships, PPWW helps companies deploy mobile services to their

² The only state in which Odin Mobile does not offer service is Alaska. The Application noted that Odin Mobile had a pending petition with the California Public Utilities Commission for designation as an Eligible Telecommunications Carrier (ETC). Odin Mobile has withdrawn that petition as a result of reconsideration of Odin Mobile's corporate strategy.

April 16, 2018
Page Three

customers. These MVNOs market and sell while PPWW provides backend network connectivity, billing, rating, and other enablement services necessary to execute their business objectives.

PWG owns and operates a carrier-grade voice, text, and mobile data telecommunications infrastructure. These carrier-connected network elements are the hub of PWG and PPWW's business. When voice, text, or data events are initiated, those events are passed to PWG's network for event approval, dynamic call routing, live event rating, billing, and reporting. PWG has a long-term contractual and network relationship with T-Mobile. Specifically, PWG network elements are inter-connected with T-Mobile and T-Mobile leverages PWG as an MVNO, M2M, and IoT aggregator. Specifically, PWG's network infrastructure and T-Mobile relationship enables PWG to leverage equipment, connectivity, software, and expertise from each partner to deliver a complete telecommunication solution.

PWG and PPWW have completed the strategic planning, development, and deployment of all hardware, software, and programming integration necessary to deliver carrier-grade telecommunication enablement services to the U.S. MVNO market. The systems represent a bidirectional hub between the carrier and each wholesale partner. PWG published and manages a robust API architecture enabling real-time activations, customer management functions, and billing record delivery. This architecture allows PPWW to fully integrate into the carrier's ordering API platform. All wholesale partners integrate directly with PPWW.

PWG's network is fully-redundant. This includes power, circuits, hardware, and network connections, and the network delivers 99.999% uptime and reliability. PWG has deployed disaster recovery mechanisms that ensure talk, text, and data services remain available. PPWW systems are built for rapid deployment and support of wholesale clients. Operational support includes API integration, customer activations, rate plan management, customer life-cycle messaging, equipment warehouse and fulfillment, 24/7 call center services and Tier 2 technical support. In addition, PPWW maintains subject matter, development, and innovation experts to engage and retain wholesale partners and subscribers.

In addition to PWG and PPWW, Mr. Greene also owns X Wireless, which manufactures and distributes wireless devices, and Consumer Network Services, a commercial property holding company.³ Mr. Greene holds 90% or more ownership interest in these companies. Both companies are based in Maryland.

³ Mr. Greene also owns interest in several other non-communications-related businesses.

April 16, 2018
Page Four

III. Public Interest Statement

The Applicants note that Global Connection has changed its management team, bringing in two individuals, each of whom has extensive experience both with telecommunications operations and specifically with the Lifeline program. The Company has hired Eric Schimpf as its Chief Operating Officer. Mr. Schimpf was the Vice President and General Manager of Lifeline operations for FreedomPop. He was instrumental in the Lifeline growth for i-wireless working to secure 34 state ETC designations. In addition, Mr. Schimpf spent 20 years at Cincinnati Bell working in the Wireline and Wireless operations. He served the company as the General Manager of Cincinnati Bell Wireless, where he managed prepaid and postpaid wireless services for the regional carrier. Global Connection has also hired Jennifer Carter as its Compliance Officer. Ms. Carter has held compliance roles for two wireless Lifeline ETCs and most recently was the Director of Compliance at FreedomPop. Ms. Carter performed the function of Chief Compliance Officer, Security Officer and Data Protection Officer for the company. Together they will ensure that the Company operates in a pro-active, compliant manner. As a result, the transaction will bring together the full strength of Global Connection's history and its seasoned management team with the business expertise and resources of Paul Greene and the members of his team. 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.

Following the transaction, Global Connection customers will continue to receive their existing services at the same or better rates, terms and conditions currently in effect.

Revised Contact Information

Going forward, all correspondence and other communications regarding the Application should be directed to counsel for the Applicants:

John J. Heitmann
Joshua T. Guyan
Kelley Drye & Warren LLP
3050 K Street, NW, Suite 400
Washington, DC 20007
Tel: (202) 342-8566
Fax: (202) 342-8451
jheitmann@kelleydrye.com
jguyan@kelleydrye.com

KELLEY DRYE & WARREN LLP

April 16, 2018
Page Five

with a copy to:

Eric Schimpf, COO Global Connection Inc. of America 5555 Oakbrook Pkwy, Suite 620 Norcross, GA 30093 Tel: (678) 741-6245 eschimpf@gcioa.com	Andrew Hong, Esq. 11565 Old Georgetown Rd. Rockville, MD 20852 Tel: (301) 363-4306 andrew@pwgns.com
--	---

Compliance with the Global Connection Consent Decree

Odin Mobile agrees to comply with all requirements set forth in Global Connection's consent decree with the Commission adopted on December 22, 2017.⁴

Please contact us with any questions regarding this update filing or the Application.

Sincerely,



John J. Heitmann
Joshua T. Guyan
Kelley Drye & Warren LLP
3050 K Street, NW, Suite 400
Washington, DC 20007
(202) 342-8400

Counsel for Applicants

Attachment

⁴ See Global Connection Inc. of America d/b/a Stand Up Wireless, File No. EB-IHD-13-00010970, Order, FCC 17-175 (rel. Dec. 29, 2017).

Attachment

Revised Application Exhibit C (Global Connection Intrastate Wireless Territory)

Revised Application EXHIBIT C

Global Connection Intrastate Wireless Territory

Arkansas
Arizona
California
Colorado
Georgia
Iowa
Kansas
Kentucky
Louisiana
Massachusetts
Maryland
Michigan
Minnesota
Missouri
Nebraska
Nevada
Ohio
Oklahoma
Pennsylvania
Rhode Island
South Carolina
Texas
Utah
Wisconsin
West Virginia
Puerto Rico