

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

June 25, 2008

IN RE:

**JOINT APPLICATION OF GLOBAL CONNECTION, INC. OF
TENNESSEE AND L6-GLOBAL, LLC FOR APPROVAL OF A
TRANSFER OF CONTROL OF GLOBAL CONNECTION, INC.
OF TENNESSEE TO L6-GLOBAL, LLC**

**DOCKET NO.
08-00053**

ORDER APPROVING TRANSFER OF CONTROL

This matter came before Chairman Eddie Roberson, Director Tre Hargett and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on May 19, 2008 for consideration of the *Joint Application* filed by Global Connection, Inc. of Tennessee ("Global") and L6-Global, LLC ("Acquisition Co") (together, "Applicants") on April 10, 2008.

Global is a wholly-owned subsidiary of Global Connection of America and is currently certified in thirty-one states. Global is primarily engaged in the resell of residential prepaid telecommunications services and the majority of its customers have either been previously disconnected or denied service by an Incumbent Local Exchange Carrier ("ILEC"). Global is authorized to provide facilities-based and resold telecommunications services in Tennessee¹ and presently serves approximately 4,806 subscribers in the state.

Acquisition Co is a Georgia company, established by L6 Holdings Corporation ("L6") for the sole purpose of making a controlling investment in Global Connection Holdings Corporation

¹ See *In re: Application of Global Connection Inc. of Tennessee for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Telecommunications Services throughout the State of Tennessee*, Docket No. 02-00567, *Initial Order Granting Certificate of Public Convenience and Necessity* (September 4, 2002).

("Holdings Co"). L6 is, in turn, a privately held Georgia corporation formed by its Managing Partner, Dan Lonergan to invest in lower middle market companies with enterprise values between \$10,000,000 and \$100,000,000. L6 is not authorized to provide telecommunications services in any jurisdiction.

The Joint Application

The Applicants are requesting approval to consummate certain transactions whereby Acquisition Co will acquire control of Global. After the transactions, Holdings Co will own 100% of Global Connection Inc. of America and Holdings Co will be 80% owned by Acquisition Co and 20% by an individual, Sam Abdallah. A well regarded \$20 billion institutional fund based in the Southeast has granted L6 a commitment to provide all of the debt and a portion of the equity financing.

Immediately following the proposed transactions, Global will continue to offer services led by an experienced management team, under the same name, with no change in the rates, terms or conditions of service thereby making the transition seamless and transparent to customers. The Applicants anticipate that this transaction will provide Global with increased access to additional capital, thereby putting Global in a better position to expand its service offerings, to the benefit of its customers.

Findings and Conclusions

Tenn. Code Ann. § 65-4-113 (2004) requires a public utility to obtain TRA approval to transfer its authority to provide utility services. Tenn. Code Ann. § 65-4-113(a) (2004) provides:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) (2004) provides the standards by which the TRA shall consider an application for transfer of authority, in pertinent part, as follows:

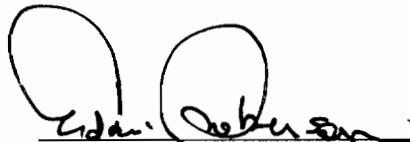
Upon application for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. The authority shall approve the transfer after consideration of all relevant factors and upon finding that such transfer furthers the public interest.

At the regularly scheduled Authority Conference held on May 19, 2008, the panel voted unanimously to approve the *Joint Application* based on the following findings:

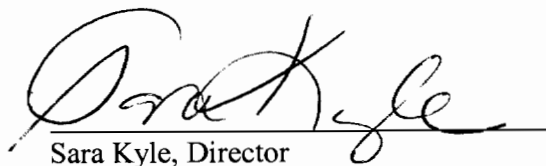
1. Global will continue to provide services under the same rates, terms and conditions, making the transfer transparent to customers.
2. The Applicants assert that the proposed transaction is in the public interest because it will afford Global access to additional capital, thereby enabling it to compete and expand its service offerings for the benefit of its customers.

IT IS THEREFORE ORDERED THAT:

1. The transfer of authority of Global Connection, Inc. of Tennessee to L6-Global, LLC as described in the *Joint Application* and discussed herein is approved pursuant to Tenn. Code Ann. § 65-4-113 (2004) contingent upon approval by the Federal Communications Commission.
2. The Applicants are directed to file with the Authority, any subsequent documentation from the Federal Communications Commission regarding the transfer.


Eddie Roberson, Chairman


Tre Hargett, Director


Sara Kyle, Director