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April 21, 2020

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APR 21 2020

Mr. Kent Chandler
Executive Director
Kentucky Public Service Commission
P.O. Box 615
211 Sower Boulevard, Frankfort, Kentucky 40602-0615

PUBLIC SERVICE
COMMISSION

**Re: Acquisition and Corporate Reorganization;
Registration of Best Buy Health, Inc.**

Dear Mr. Chandler:

This is to advise the Commission of a transaction involving GreatCall, Inc. ("GreatCall") (Utility ID No. 4106000) and Best Buy Health, Inc. ("Best Buy Health"), and to submit information on behalf of Best Buy Health, for purposes of registering Best Buy Health with the Commission to provide commercial mobile radio service on a resale basis in Kentucky.

Pursuant to KRS 278.54611(1), the Commission does not have any jurisdiction to regulate commercial mobile radio services. Nonetheless, this letter is being submitted to describe the transaction relating to GreatCall and Best Buy Health, to enable the Commission to update its records and to facilitate the Commission's contacting the appropriate corporate representatives if the need arises.

Stock Purchase Agreement and Corporate Reorganization

On October 1, 2018, Best Buy Co., Inc. ("Best Buy") acquired 100% of the stock of GC Buyer, Inc. ("GC Buyer"), the direct 100% parent of GreatCall, from GC Holding Company, LLC ("GC Holding") (the "Acquisition"). As a result of the Acquisition, GC Buyer and GreatCall became wholly-owned direct and indirect (respectively) subsidiaries of Best Buy. Consent to the Acquisition was granted by the Federal Communications Commission. *See International Authorizations Granted*, Public Notice, Report No. TEL-01927, DA 18-989 (Sept. 27, 2018) (GreatCall, Inc., ITC-T/C-20180823-00171).

Subsequent to the Acquisition, a corporate reorganization was undertaken, pursuant to which GreatCall was merged with and into Best Buy Health (f/k/a Critical Signal Technologies, Inc.), another wholly-owned indirect subsidiary of Best Buy and direct subsidiary of GC Buyer,

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Executive Director
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with Best Buy Health as the surviving corporation (the “Merger”). In connection with the Merger, all business, operations, assets, liabilities, rights, and obligations of GreatCall were transferred to Best Buy Health, and GreatCall was merged out of existence.

The transfer of customers from GreatCall to Best Buy Health as a result of the above-described transaction and reorganization has been seamless and transparent, and has had no material effect on the services being provided to the transferred customers. For example, Best Buy Health continues to (a) operate with a d/b/a name of “GreatCall” and (b) provide services and products utilizing names used by GreatCall, including “Jitterbug.” Thus, all services previously offered by GreatCall in Kentucky continue to be available to consumers in Kentucky. In addition, customers continue to be served via the same underlying wireless network, enabling them to continue using the same handsets and to gain access to the same coverage areas in Kentucky.

Registration of Best Buy Health, Inc.

The following information is provided for purposes of registering Best Buy Health with the Commission as a commercial mobile services provider.

Name of Telephone Utility

Best Buy Health, Inc.

Corporate Business Address

Best Buy Health, Inc.
7601 Penn Avenue South
Richfield, MN 55423

Articles of Incorporation

See Attachment A.

Certificate of Name Change

See Attachment B.

Contact Person for Complaints and Regulatory Issues

Eric Halverson

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Senior Director, Legal
Best Buy Health, Inc.
7601 Penn Avenue South
Richfield, MN 55423
Phone: 612.291.3140
Fax: 952.430.9775
Email: eric.halverson@bestbuy.com

Secretary of State Certification

See Attachment C.

* * * * *

If you should have any questions or require any additional information, please do not hesitate to contact me.

Sincerely yours,



David A. LaFuria
Todd B. Lantor
Lukas, LaFuria, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
Tysons, VA 22102
Phone: 703.584.8666
dlafuria@fcclaw.com

Counsel to Best Buy Health, Inc.

cc: Jeff D. Cline
Filings Branch
Division of General Administration

ATTACHMENT A

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONNECT MERGER SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "CRITICAL SIGNAL TECHNOLOGIES, INC." UNDER THE NAME OF "CRITICAL SIGNAL TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 2019, AT 3:23 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

4162551 8100M
SR# 20193721037

Authentication: 202795785
Date: 05-09-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF MERGER
OF
CONNECT MERGER SUB, INC.
(A Delaware corporation)
WITH AND INTO
CRITICAL SIGNAL TECHNOLOGIES, INC.
(A Delaware corporation)

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned surviving corporation hereby executes and delivers this Certificate of Merger:

FIRST: The name of the surviving corporation is Critical Signal Technologies, Inc. (the "Company"), a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Connect Merger Sub, Inc., a Delaware corporation ("Merger Sub").

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The Company is the surviving corporation of the merger, and the name of the surviving corporation is *Critical Signal Technologies, Inc.*, a Delaware corporation (the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Surviving Corporation shall be as set forth on the attached Exhibit A.

FIFTH: The merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The agreement of merger is on file at 7601 Penn Avenue South, Richfield, MN 55423, the place of business of the Surviving Corporation.

SEVENTH: A copy of the agreement of merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

[Signature Appears on the Following Page]

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer, this 9th day of May, 2019.

SURVIVING CORPORATION

Critical Signal Technologies, Inc.,
a Delaware corporation

By: 

Name: Jeffery Prough

Title: President & Chief Executive Officer

CERTIFICATE OF MERGER

EXHIBIT A

CERTIFICATE OF INCORPORATION OF SURVIVING CORPORATION

CERTIFICATE OF MERGER

CERTIFICATE OF INCORPORATION
of
CRITICAL SIGNAL TECHNOLOGIES, INC.

ARTICLE I
NAME

The name of the corporation is Critical Signal Technologies, Inc. (the "**Corporation**").

ARTICLE II
REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is: The Corporation Trust Company.

ARTICLE III
PURPOSE AND POWERS

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "**Delaware General Corporation Law**"). The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

ARTICLE IV
CAPITAL STOCK

The total number of shares of stock that the Corporation shall have authority to issue is one thousand (1,000) shares, all of which shall be common stock having a par value of \$0.01 per share.

ARTICLE V
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of a board of directors. The directors of the Corporation shall serve until the annual meeting of the stockholders of the Corporation or until their successor is elected and qualified. The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the bylaws of the Corporation. Unless and except to the extent that the bylaws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot. Except as otherwise provided in this Certificate of Incorporation, each director of the Corporation shall be entitled to one vote per director on all matters voted or acted upon by the board of directors.

CERTIFICATE OF MERGER

**ARTICLE VI
LIMITATION OF LIABILITY; INDEMNIFICATION**

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived an improper personal benefit. The Corporation shall indemnify its directors and officers to the fullest extent permitted by law. The Corporation, by approval of its board of directors, may, in its discretion, indemnify the Corporation's employees and agents. Any repeal or modification of this Article VI shall be prospective only and shall not adversely affect any right or protection of, or any limitation of the liability of, a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

**ARTICLE VII
BYLAWS**

In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the board of directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation.

**ARTICLE VIII
RESERVATION OF RIGHT TO AMEND CERTIFICATE OF INCORPORATION**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware in force at the time may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of any nature conferred upon stockholders, directors, or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article VIII.

CERTIFICATE OF MERGER

ATTACHMENT B

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CRITICAL SIGNAL TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "CRITICAL SIGNAL TECHNOLOGIES, INC." TO "BEST BUY HEALTH, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2019, AT 4:57 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

4162551 8100
SR# 20196669769

Authentication: 203463221
Date: 08-23-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
Critical Signal Technologies, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

ARTICLE 1
NAME

The name of the corporation is Best Buy Health, Inc.
(the "Corporation").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 22nd day of August, 2019.

By: Jodie Crist
Authorized Officer

Title: Secretary

Name: Jodie Crist
Print or Type

ATTACHMENT C

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

Michael G. Adams
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Authorization

Authentication number: 230710
Visit <https://web.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

I, Michael G. Adams, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

BEST BUY HEALTH, INC.

, a corporation organized under the laws of the state of Delaware, is authorized to transact business in the Commonwealth of Kentucky, and received the authority to transact business in Kentucky on April 27, 2007.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that an application for certificate of withdrawal has not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 21st day of April, 2020, in the 228th year of the Commonwealth.



Michael G. Adams

Michael G. Adams
Secretary of State
Commonwealth of Kentucky
230710/0663238