

**Lance J.M. Steinhart, P.C.**

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April 6, 2010

**VIA OVERNIGHT DELIVERY**

Honorable Jones, Chairman  
Attn: Sharla Dillon, Dockets  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-9021  
(615) 741-3939

filed electronically in docket office on 04/08/10  
Docket No. 10-00052

Re: DSI-ITI, LLC

Dear Ms. Dillon:

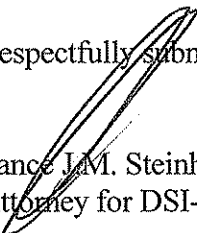
Enclosed please find for filing an original and four (4) copies of DSI-ITI, LLC's Application for Certificate to Provide Operator Services and/or Resell Telecommunication Services in Tennessee. I have also enclosed a check in the amount of \$50.00 payable to the "Tennessee Regulatory Authority" for the filing fee. This filing has also been sent via e-mail to [sharla.dillon@state.tn.us](mailto:sharla.dillon@state.tn.us) on April 6, 2010.

**APPLICANT HAS ALSO ENCLOSED ONE COPY OF FINANCIAL STATEMENTS AND COMPLAINT INFORMATION IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY" AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION AND COMPLAINT INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.**

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,

  
Lance J.M. Steinhart  
Attorney for DSI-ITI, LLC

Enclosures

cc: David Silverman

Voucher	Invoice	Gross Amount	Discount	Net Amount
B0173776	TN PSC	50.00	0.00	50.00
		50.00	0.00	50.00

**GTL**

2609 Cameron Street  
Mobile, Alabama 36607

WELLS FARGO BANK, OHIO, NA

56-382  
412

253427

CHECK NO.  
253427

DATE

CHECK AMOUNT

03/19/10 USD \*\*\*\*\*50.00

AMOUNT

Fifty Dollars And No Cents

GLOBAL TEL \* LINK

TO THE  
ORDER  
OF

Tennessee Regulatory  
Authority  
460 James Robertson Pkwy.  
Nashville, TN 37219-8709

*Leana R. Leguay*

⑈ 253427⑈ ⑆041203824⑆9600050848⑈

**APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL  
TELECOMMUNICATION SERVICES IN TENNESSEE  
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

**Part I : General Information**

A. Name of Applicant DSI-ITI, LLC (Parent Company - Global Tel\*Link Corporation "GTL")  
Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

<u>2609 Cameron Street Mobile</u>	<u>AL</u>	<u>36607</u>
Address	City	State Zip

Tenn. Secretary of State Certificate of Authority ID 626915 (GTL - 257260)

Federal Taxpayer ID Number 32-0304440 (GTL - 63-1071001)

Social Security Number for Applicants

Applying as Individuals \_\_\_\_\_

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

\_\_\_\_\_  
\_\_\_\_\_

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Please see above information for Global Tel\*Link Corporation  
Address \_\_\_\_\_ City \_\_\_\_\_

State \_\_\_\_\_ Zip Code \_\_\_\_\_ Phone No. (\_\_\_\_) \_\_\_\_-\_\_\_\_\_  
(Use additional pages if necessary)

**\*\*\*IMPORTANT INFORMATION\*\*\***

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

**THIS SECTION FOR TRA USE ONLY**

Docket Number. \_\_\_\_\_

Company ID Number \_\_\_\_\_

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None

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- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

PHONE No.

HOME ADDRESS

PHONE No.

EMPLOYMENT HISTORY

**Provide the above requested information on separate attachments.**

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?  
\_\_\_\_\_ Yes ☒ No If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?  
\_\_\_\_\_ Yes ☒ No If yes, please explain fully.

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? \_\_\_\_\_ Yes ☒ No If yes, please explain fully.

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. **(Use additional pages if necessary)**

No

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)** No

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

           YES        x            NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Dorothy Cukier (703) 955-3915 (251) 473-4588  
Name Phone No. Fax No.  
(877) 650-4249 e-mail Address dorothy.cukier@gtl.net

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Lance J.M. Steinhart (770) 232-9200 (770) 232-9208  
Name Phone No. Fax No.  
(866) 399-6032 e-mail Address lsteinhart@telecomcounsel.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

<u>(877) 650-4249</u>	<u>(703) 955-3915</u>
PHONE NUMBER	ALTERNATE PHONE NUMBER
<u>2609 Cameron Street</u>	<u>Mobile</u>
ADDRESS	CITY
	<u>AL</u>
	ST
	<u>36607</u>
	ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

Incorp Services, Inc.

216 Centerview Drive, Suite 217, Nashville, TN 37219

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

None

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services  
☐ Operator Services  
☒ Resell local services  
☒ Other (describe) Collect Calls for Inmates

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)  
Global Tel\*Link Corporation is authorized and is providing inmate services throughout most of the United States.

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary. None

**If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.** See Attached

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)  
None

- E. Areas in Tennessee to be served.  
Statewide

- F. What type of customers will the applicant serve?  
a. Business \_\_\_\_\_  
b. Residential \_\_\_\_\_  
c. Aggregators \_\_\_\_\_  
(e.g. Hotels, Payphones)  
d. Other (specify) Inmates

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. No

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes X No \_\_\_\_\_

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II<sup>1</sup>.

- J. What is the applicant's 10XXX or 800 access code, if applicable? Not Applicable

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No

<sup>1</sup>Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

L Whose facility-based network(s) will the applicant be reselling? Bandwidth.com & AT&T

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly<sup>2</sup>? Local Telephone company's billing system and Direct Billing

N Describe briefly how the applicant plans to market their services in Tennessee?  
To Inmates and their families

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Not Applicable, Inmate Services Only.

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes \_\_\_\_\_ No \_\_\_\_\_

N/A

R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No \_\_\_\_\_

<sup>2</sup>A copy of a bill is required if the applicant is going to bill the customer directly.

Part III: Organization Structure

A. Applicant's organizational structure

  X   Corporation

\_\_\_\_\_ Publicly Traded Corporation

\_\_\_\_\_ Subsidiary of a Publicly Traded Corporation

  X   Limited Liability Corporation    Attach a copy of the articles of organization and operating agreement along with amendments.

\_\_\_\_\_ Other Form of Corporation

List type \_\_\_\_\_ (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

\_\_\_\_\_ Association                      Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

\_\_\_\_\_ Joint Stock Association                      Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

\_\_\_\_\_ Trust                                      Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

\_\_\_\_\_ Individual                                      Attach a copy of the Letter of Authorization from Tennessee Secretary of State

**SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust**

(a) The date and state of formation/incorporation: Delaware                      March 9, 2010

(1) Parent Company, if applicable Global Tel\*Link Corporation

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

See Attached

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.

None

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B. \_\_\_\_\_ Proprietorship

\_\_\_\_\_ Partnership



- \_\_\_\_\_ General Attach a copy of the partnership agreement along with any amendments.
- \_\_\_\_\_ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
- \_\_\_\_\_ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:

**ATTACH ADDITIONAL PAGES AS NECESSARY**

C. Number of employees: None at this time

Employer Identification Number (E.I.N.) 32-0304440

Part IV: Financial Information

A. Address where business records are kept: 2609 Cameron Street

<b>Mobile</b>	<b>AL</b>	<b>36607</b>	<b>street</b>	<b>(703)</b>	<b>955-3915</b>
CITY	STATE	ZIP CODE	PHONE NUMBER		

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: Month December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant: 12/31/09. DSI-ITI, LLC is a newly formed entity and therefore submits the financial statements of its sole managing member, Global Tel\*Link Corporation. Global Tel\*Link Corporation's financial statements for the years ending December 31, 2007, December 31, 2008 and December 31, 2009

(3) If applicable, name and address of independent certified public accountant:

Deloitte & Touche, 191 Peachtree St., Suite 150, Atlanta, GA 30303

(4) Period covered by financial statement attached: 1/1/07 - 12/31/09

C. Does the applicant currently have an internal auditor and/or internal audit program? Yes

If so, Name of internal auditor Michael Browning

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.
- B. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?  
☒ Yes ☐ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

**Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.**

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations  
and Other Organizations

DSI-ITI, LLC  
\_\_\_\_\_  
(NAME OF CORPORATION)

X BY: *Teresa L. Ridgeway*  
\_\_\_\_\_  
SIGNATURE

Teresa L. Ridgeway  
\_\_\_\_\_  
PRINTED NAME

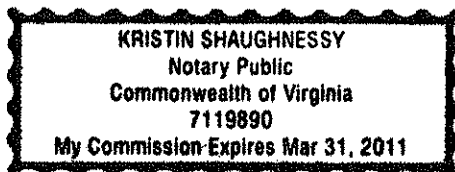
Secretary \_\_\_\_\_ Title \_\_\_\_\_

X ATTEST: *[Signature]*  
\_\_\_\_\_  
Title

X *General Counsel*  
\_\_\_\_\_  
Title

X On this the 16<sup>th</sup> day of March, 2010 before me, a Notary Public  
Teresa L. Ridgeway,

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.



*Kristin Shaughnessy*  
Notary Public

seal



## **LIST OF ATTACHMENTS**

**Reseller Carriers, if providing operating services**

**Affiliate(s) or Parent Company**

**Certificate of Formation**

**Certificate of Authority**

**Bond**

**Small & Minority Owned Telecommunications Business Participation Plan**

**IntraLATA Presubscription Implementation Plan**

**Complaint History (CONFIDENTIAL)**

**Corporate Structure**

**Financial Information (CONFIDENTIAL)**

**Reseller Carriers, if providing operating services**

**Not Applicable, Inmate Services Only**

### **Affiliate(s) or Parent Company**

Global Tel\*Link Corporation (“GTL”), a Delaware corporation whose principal business is providing telecommunications services, owns a one hundred percent (100%) interest in DSI-ITI, LLC. GTL has authority to provide interstate and international telecommunications services from the FCC Commission, and is authorized to provide inmate services throughout most of the United States. The Commission granted GTL: (1) a Certificate of Convenience and Necessity as an interexchange telecommunications reseller and/or operator service provider in Tennessee in Case No. 95-03925 issued on April 26, 1996; and (2) a Certificate to Provide Customer Owned Coin (or Coinless) Operated Telephone Service In Tennessee. GTL currently provides managed inmate services in the State of Tennessee. GTL specializes in the provision of managed inmate communications services and manufactures equipment used in correctional facilities. The address for GTL is 2609 Cameron Street, Mobile, Alabama 36607.

## **Certificate of Formation & Operating Agreement**

# Delaware

PAGE 1

*The First State*

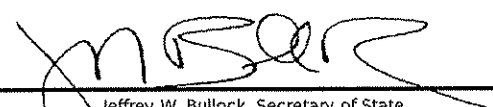
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF FORMATION OF "DSI-ITI, LLC", FILED IN  
THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 2010, AT 2:23  
O'CLOCK P.M.



4797231 8100

100260958

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7857782

DATE: 03-09-10



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:25 PM 03/09/2010  
FILED 02:23 PM 03/09/2010  
SRV 100260958 - 4797231 FILE

**CERTIFICATE OF FORMATION**

**OF**

**DSI-ITI, LLC**

The undersigned, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq., DOES HEREBY CERTIFY:

**FIRST:** The name of the limited liability company is DSI-ITI, LLC.

**SECOND:** The address of the registered office of the aforementioned limited liability company in the State of Delaware is 615 South DuPont Highway, County of Kent, City of Dover, in the State of Delaware, 19901, and the name of the registered agent located at such registered office is National Corporate Research, Ltd.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Formation as of this 9th day of March, 2010.

**AUTHORIZED PERSON:**

  
Name: Conor W. Daly

# **LIMITED LIABILITY COMPANY OPERATING AGREEMENT**

## **OF**

### **DSI-ITI, LLC**

This Limited Liability Company Operating Agreement (this "Agreement") of DSI-ITI, LLC, made as of this 9th day of March, 2010, is entered into by Global Tel\*Link Corporation, a Delaware corporation (the "Member").

The Member hereby forms a limited liability company pursuant to and in accordance with the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), as amended from time to time (the "Act"), and hereby agrees as follows:

## **ARTICLE I**

### **FORMATION AND TERM**

1.1 Name. The name of the limited liability company formed hereby is DSI-ITI, LLC (the "Company").

1.2 Purpose. The Company is formed for the object and purpose of, and the nature of the business to be conducted and promoted by the Company is, engaging in any lawful act or activity for which limited liability companies may be formed under the Act.

1.3 Registered Office. The address of the registered office of the Company in the State of Delaware is c/o National Corporate Research, Ltd., 615 South DuPont Highway, Dover, Delaware 19901.

1.4 Registered Agent. The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware is National Corporate Research, Ltd., 615 South DuPont Highway, Dover, Delaware 19901.

1.5 Term. The term of the Company commenced on March 9, 2010, the date the original certificate of formation of the Company was filed in the office of the Secretary of State of the State of Delaware, and shall continue until the Company is dissolved in accordance with the provisions of this Agreement and the Act. The Member hereby ratifies the filing of the original certificate of formation of the Company with the office of the Secretary of State of the State of Delaware.

1.6 Qualification in Other Jurisdictions. The Manager (as defined below) shall execute, deliver and file any certificates (and any amendments and/or restatements thereof) necessary for the Company to qualify to do business in a jurisdiction in which the Company may wish to conduct business. The Manager shall cause the Company to be qualified, formed or registered if necessary under assumed or fictitious name statutes or similar laws in any jurisdiction in which the Company transacts business.

1.7 Title to Property. All real and personal property owned by the Company shall be owned by the Company as an entity and the Member shall not have any ownership interest in such property in its separate name or right, and the Member's interest in the Company shall be deemed personal property for all purposes. Except as otherwise provided in this Agreement, the Company shall hold all of its real and personal property in the name of the Company and not in the name of the Member.

## ARTICLE II

### MANAGEMENT

2.1 Manager. In accordance with Section 18-402 of the Act, the management of the Company shall be vested in the manager of the Company (the "Manager"). The Member shall be the Manager and shall possess all rights and powers of a manager as provided in the Act and otherwise by law.

2.2 Officers. The Manager may, from time to time, designate one or more persons to be officers of the Company. The officers so designated shall have such authority and perform such duties as the Manager may, from time to time, delegate to them. Each officer shall hold office until his or her successor shall have been duly designated and shall qualify or until his or her death, resignation or removal. Any officer may be removed at any time, either with or without cause, by the Manager. If a vacancy occurs in any office, the Manager may appoint a successor to fill such office.

## ARTICLE III

### OWNERSHIP; CAPITAL CONTRIBUTIONS; DISTRIBUTIONS

3.1 Ownership; Security Status. The Member is the sole member of the Company and holds the entire membership or limited liability company interest in the Company (the "Membership Interest"). No other person shall be admitted as a member of the Company without the prior written consent of the Manager. The Membership Interest shall be evidenced by a certificate executed by one or more authorized officers of the Company (the "Membership Certificate"). For purposes of Article 8 of the Uniform Commercial Code of any state of the United States or any other jurisdiction, the Membership Interest as evidenced by the Membership Certificate shall be deemed to be a "security" (as such term is defined in such Uniform Commercial Code) governed by Article 8 of such Uniform Commercial Code.

3.2 Capital Contributions. The initial contribution by the Member to the capital of the Company is set forth on the books and records of the Company. The Member may, in its sole discretion, make additional contributions to the capital of the Company from time to time. The Company shall record on its books and records the contributions by the Member to the capital of the Company.

3.3 Distributions. Except as provided in Article V, distributions of cash or other property shall be made to the Member at the times and in the aggregate amounts determined by the Manager.

## ARTICLE IV

### ADMINISTRATIVE PROVISIONS

4.1 Accounting Method. The accounting for purposes of the Company shall be in accordance with accounting principles determined by the Manager.

4.2 Entity Classification. For U.S. federal income tax purposes, the Company shall be disregarded as an entity separate from its owner within the meaning of Treasury Regulation §301.7701-3 and shall not make an election to be classified as a corporation.

## ARTICLE V

### DISSOLUTION AND TERMINATION

5.1 Dissolution. The Company shall dissolve, and its affairs shall be wound up only upon the first to occur of the following: (i) the written consent of the Member, (ii) the entry of a decree of judicial dissolution under Section 18-802 of the Act or (iii) at any time there is no member of the Company unless the Company is continued in accordance with the Act. The proceeds from liquidation of Company assets shall be applied as follows:

(1) to the satisfaction (whether by payment or the making of reasonable provision for payment) of debts of the Company other than to the Member;

(2) to payment of amounts owed to the Member for amounts borrowed from and not repaid to the Member; and

(3) to the Member.

5.2 Termination. The Company shall terminate when all of the assets of the Company, after payment of or due provision for all debts, liabilities and obligations of the Company shall have been distributed to the Member in the manner provided for in this Article V, and the certificate of formation of the Company in effect as of the date thereof shall have been canceled in the manner required by the Act.

## ARTICLE VI

### LIABILITY, EXCULPATION AND INDEMNIFICATION

6.1 Liability. Except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and no Covered Person (as defined below) shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a Covered Person.

6.2 Exculpation. No Covered Person shall be liable to the Company or any other Covered Person for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Company and in a

manner reasonably believed to be within the scope of authority conferred on such Covered Person by this Agreement. A Covered Person shall be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any person as to matters the Covered Person reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company, including information, opinions, reports or statements as to the values and amounts of assets, liabilities, profits, losses or net cash flow or any other facts pertinent to the existence, values and amounts of assets from which distributions to Member might properly be paid.

6.3 Indemnification. To the fullest extent permitted by applicable law, a Covered Person shall be entitled to indemnification from the Company for any loss, damage or claim incurred by such Covered Person by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of authority conferred on such Covered Person by this Agreement; provided, however, that any indemnity under this Section 6.3 shall be provided out of and to the extent of Company assets only, and no Covered Person shall have any personal liability on account thereof.

6.4 Expenses. To the fullest extent permitted by applicable law, expenses (including legal fees) incurred by a Covered Person in defending any claim, demand, action, suit or proceeding shall, from time to time, be advanced by the Company prior to the final disposition of such claim, demand, action, suit or proceeding upon receipt by the Company of an undertaking by or on behalf of the Covered Person to repay such amount if it shall be determined that the Covered Person is not entitled to be indemnified as authorized in Section 6.3.

6.5 Covered Person. For purposes of this Article VI, the term "Covered Person" shall mean the Manager, the Member, any affiliate of the Manager or the Member, or any officer, director, shareholder, partner, member, employee, representative or agent of the Company, the Manager or the Member or any of their respective affiliates.

## ARTICLE VII

### MISCELLANEOUS

7.1 Governing Law. The laws of the State of Delaware (without reference to its choice of laws principles) shall govern the validity of this Agreement, the construction of its terms, and the interpretation of the rights and duties of the Member.

7.2 Entire Agreement. This document constitutes the entire Agreement and understanding by the Member with respect to the Company and supersedes all prior agreements and undertakings, if any, with respect hereto.

7.3 Amendment. This Agreement may be amended only through a written document signed by the Member.

7.4 Loans by the Member. Loans by the Member to the Company shall be made voluntarily and only upon such terms and conditions as the Member may determine.

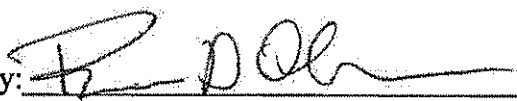
7.5 No Rights Of Creditors and Third Parties under this Agreement. This Agreement is entered into by the Member for the exclusive benefit of the Company, the Member, and their respective successors and assigns. This Agreement is expressly not intended for the benefit of any creditor of the Company or any other party. Except and only to the extent provided by applicable statute, no such creditor or third party shall have any rights under this Agreement or any agreement between this Company and the Member with respect to any contribution made, or to be made, by the Member to the capital of the Company or otherwise.

7.6 Captions. The titles and captions contained herein are for convenience only and shall not be deemed part of this Agreement.

7.7 Numbers and Gender. Where the context so indicates, the masculine shall include the feminine and neuter, the singular shall include the plural and the plural shall include the singular, and the term "person" shall include any corporation, firm or other entity.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Agreement as of the date first written above.

**GLOBAL TEL\*LINK CORPORATION**

By:   
\_\_\_\_\_  
Brian D. Oliver  
President and Chief Executive Officer

## **Certificate of Authority**





**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
312 Rosa L. Parks Avenue  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

**DSI-ITI, LLC**  
2609 Cameron Street  
Montgomery, AL 36607 USA

March 18, 2010

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

<b>Control # :</b>	<b>626915</b>	Formation Locale:	Delaware
Filing Type:	Limited Liability Company - Foreign	Date Formed:	03/09/2010
Filing Date:	03/17/2010 1:34 PM	Fiscal Year Close	12
Status:	Active	Annual Rpt Due:	04/01/2011
Duration Term:	Perpetual	Image # :	6677-1036
Managed By:	Other		

#### Document Receipt

Receipt # : 107311	Filing Fee:	\$300.00
Payment-Check/MO - GTL, Mobile, AL		\$300.00

**Registered Agent Address**  
INCORP SERVICES, INC.  
404 JAMES ROBERTSON  
PKWY STE 2100  
NASHVILLE, TN 37219 USA

Congratulations on the successful filing of your **Certificate of Authority** for **DSI-ITI, LLC** in the State of Tennessee which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett, Secretary of State  
Business Services Division

RECEIVED  
STATE OF TENNESSEE

State of Tennessee



Department of State  
Corporate Filings  
312 Rosa L. Parks Avenue  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

FILED

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
(Limited Liability Company)

2010 MAR 17 PM 1:34  
For Office Use Only

TRE HARGETT  
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: DSI-ITI, LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware  
and its date of its formation is: March 9, 2010 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:  
2609 Cameron Street, Montgomery, AL 36607  
Street City/State Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:  
404 James Robertson Pkwy., Ste. 2100, Nashville, TN 37219  
Street City/State County Zip Code  
The name of its registered agent at that office is: Incorp Services, Inc.

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): \_\_\_\_\_

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) \_\_\_\_\_. NOTE: Additional filing fees may apply. See section 48-249-913(d).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

X Mar 9 2010  
Signature Date  
Manager

Signer's Capacity

DSI-ITI, LLC  
Name of Limited Liability Company

Teresa L. Ridgeway  
Signature

Teresa L. Ridgeway  
Name (typed or printed)

6677-1036

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DSI-ITI, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MARCH, A.D. 2010.

6677.1037


RECEIVED  
STATE OF TENNESSEE  
2010 MAR 17 PM 1:34  
TRE HARGETT  
SECRETARY OF STATE

4797231 8300

100265103



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7860852

DATE: 03-10-10

## **Bond**

# TENNESSEE REGULATORY AUTHORITY

## TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 08982008

**WHEREAS,** DSI-ITI, LLC (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

**WHEREAS,** under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

**WHEREAS,** Fidelity and Deposit Company of Maryland (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

**NOW THEREFORE, BE IT KNOWN,** that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 2nd day of April, 2010 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

### PRINCIPAL

DSI-ITI, LLC

Name of Company authorized by the TRA

32-0304440

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name: Steve Yow  
Title: CFO

### SURETY

Fidelity and Deposit Company of Maryland

Name of Surety

1400 American Lane  
Schaumburg, IL 60196

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Wayne G. McVaugh  
Title: Attorney-in-Fact

Address of Surety Agent:

Aon Risk Services Central, Inc.  
1650 Market Street, Suite 1000  
Philadelphia, PA 19103

**THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)**

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ALABAMA  
COUNTY OF MOBILE

Before me, a Notary Public of the State and County aforesaid, personally appeared Steve Yow  
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing  
bond on behalf of DSI-ITT, LLC, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 5th day of April, 2010.

My Commission Expires:

October 19, 2013

Beverly J. Shumate  
Notary Public  
NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Oct 19, 2013  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

ACKNOWLEDGMENT OF SURETY

STATE OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA

Before me, a Notary Public of the State and County aforesaid, personally appeared Wayne G. McVaugh  
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the  
foregoing bond on behalf of Fidelity and Deposit Company of Maryland, the within named Surety, a corporation licensed to do business in the  
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state  
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,  
executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 2nd day of April, 2010.

My Commission Expires:

August 4th, 2013  
**COMMONWEALTH OF PENNSYLVANIA**  
**NOTARIAL SEAL**  
**ROSEMARIE CAPONI, Notary Public**  
**City of Philadelphia; Phila. County**  
**My Commission Expires August 4, 2013**

Rosemarie Caponi  
Notary Public Rosemarie Caponi

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the  
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory  
Authority, State of Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Name:

Title:

**Power of Attorney**  
**FIDELITY AND DEPOSIT COMPANY OF MARYLAND**

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by M. P. HAMMOND, Vice President, and GREGORY E. MURRAY, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint **Richard G. DICCIANI, Darella E. WHITE, Douglas R. WHEELER, Richard A. JACOBUS, Mary C. O'LEARY, Sandra E. BRONSON, Maureen MCNEILL, Wayne G. MCVAUGH and Nancy K. WALLACE, all of Philadelphia, Pennsylvania, EACH** its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: **any and all bonds and undertakings**, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own proper persons. This power of attorney revokes that issued on behalf of Richard G. DICCIANI, Darella E. WHITE, Douglas R. WHEELER, Richard A. JACOBUS, Mary C. O'LEARY, Sandra E. BRONSON, Maureen E. MCNEILL, Wayne G. MCVAUGH, Nancy K. WALLACE, dated June 13, 2006.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 20th day of June, A.D. 2006.

ATTEST:

**FIDELITY AND DEPOSIT COMPANY OF MARYLAND**



*Gregory E. Murray*

By:

*M. P. Hammond*

*Gregory E. Murray Assistant Secretary*

*M. P. Hammond*

*Vice President*

State of Maryland }  
City of Baltimore } ss:

On this 20th day of June, A.D. 2006, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came M. P. HAMMOND, Vice President, and GREGORY E. MURRAY, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



*Maria D. Adamski*

*Maria D. Adamski*

*Notary Public*

My Commission Expires: July 8, 2011

## EXTRACT FROM BY-LAWS OF FIDELITY AND DEPOSIT COMPANY OF MARYLAND

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertakings, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgements, decrees, mortgages and instruments in the nature of mortgages,...and to affix the seal of the Company thereto."

### CERTIFICATE

I, the undersigned, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing Power of Attorney is still in full force and effect on the date of this certificate; and I do further certify that the Vice-President who executed the said Power of Attorney was one of the additional Vice-Presidents specially authorized by the Board of Directors to appoint any Attorney-in-Fact as provided in Article VI, Section 2, of the By-Laws of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed."

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said Company,

this 2<sup>nd</sup> day of April, 2010.

*Gerald F. Haley*

Assistant Secretary



## **Small & Minority Owned Telecommunications Business Participation Plan**

DSI-ITL, LLC

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS  
PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-212, as amended, DSI-ITI, LLC ("DSI-ITI") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate to Provide Operator Services and/or Resell Telecommunication services in Tennessee.

#### I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. DSI-ITI is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. DSI-ITI will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, DSI-ITI will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to DSI-ITI of such opportunities. DSI-ITI's representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, DSI-ITI will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

## II. DEFINITIONS

As defined in §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

## III. ADMINISTRATION

DSI-ITI's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting DSI-ITI's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Teresa Ridgeway  
DSI-ITI, LLC  
2609 Cameron Street  
Mobile, Alabama 36607  
Telephone: (251) 479-4500  
Facsimile: (251) 473-4588

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.

- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperates in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within CLECI and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

- Chambers of Commerce
- The Tennessee Department of Economic and Community Development
- The United States Department of Commerce
  - Small Business Administration
  - Office of Minority Business
- The National Minority Supplier Development Counsel
- The National Association of Women Business Owners
- The National Association of Minority Contractors
- Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

#### IV. RECORDS AND COMPLIANCE REPORTS

DSI-ITI will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, DSI-ITI will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

DSI-ITI will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, DSI-ITI will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

DSI-ITI, LLC

By:

  
Teresa L. Ridgeway  
Secretary

Dated: March 16, 2010

## **IntraLATA Presubscription Implementation Plan**

**Not Applicable – Inmate Services Only**

**The company will provide such a plan if it becomes applicable, but at the present time, the company will be providing institutional inmate services only**

## **Complaint History**



## **Corporate Structure**

**See Attached**

*Global Tel\*Link Corporation.* Global Tel\*Link Corporation (“GTL”), a Delaware corporation whose principal business is providing telecommunications services, owns a one hundred percent (100%) interest in DSI-ITI, LLC. GTL has authority to provide interstate and international telecommunications services from the Commission.<sup>1</sup> GTL specializes in the provision of managed inmate communications services and manufactures equipment used in correctional facilities. GTL is wholly owned by GTEL Holdings, Inc. The address for GTL is 2609 Cameron Street, Mobile, Alabama 36607.

*GTEL Holdings, Inc.* GTEL Holdings, Inc., a Delaware corporation whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTL. GTEL Holdings, Inc. is wholly owned by GTEL Acquisition Corp. The address for GTEL Holdings, Inc. is 2609 Cameron Street, Mobile, Alabama 36607.

*GTEL Acquisition Corp.* GTEL Acquisition Corp., a Delaware corporation whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTEL Holdings, Inc. GTEL Acquisition Corp. is wholly owned by GTEL Holding, LLC. The address for GTEL Acquisition Corp. is 590 Madison Avenue, 41<sup>st</sup> Floor, New York, NY 10022.

*GTEL Holding, LLC.* GTEL Holding, LLC, a Delaware limited liability company whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTEL Acquisition Corp. GTEL Holding, LLC is owned by The Veritas Capital Fund III, L.P. and GS Direct, L.L.C. GTEL Holding, LLC is controlled by a board of managers, including GTL’s chief executive officer, managers appointed by The Veritas Capital Fund III, L.P., and managers appointed by GS Direct, L.L.C. The address for GTEL Holding, LLC is 590 Madison Avenue, 41<sup>st</sup> Floor, New York, NY 10022.

*The Veritas Capital Fund III, L.P.* The Veritas Capital Fund III, L.P., a private equity investment partnership organized in Delaware, owns a forty-four percent (44%) interest in GTEL Holding, LLC. The Veritas Capital Fund III, L.P.’s sole general partner is Veritas Capital Partners III, L.L.C, a Delaware limited liability company. In addition, investment funds controlled by or affiliated with Credit Suisse Private Equity, Inc. own passive limited partnership interests in The Veritas Capital Fund III, L.P. Robert B. McKeon (“McKeon”), is Veritas Capital Partners III, L.L.C.’s managing member. McKeon also serves as the managing member of Veritas Capital Fund Management, L.L.C. d/b/a Veritas Capital. Veritas Capital is a private equity investment firm headquartered in New York. The address for The Veritas Capital Fund III, L.P. and Veritas Capital Partners III, L.L.C. is 590 Madison Avenue, 41<sup>st</sup> Floor, New York, NY 10022.

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<sup>1</sup>

*RDV Corporation.* RDV Corporation, a Michigan corporation whose principal offices are located at 126 Ottawa Ave. NW, Suite 500, Grand Rapids, Michigan 49503, is owned by and serves as the family office of the DeVos family. RDV Corporation indirectly owns a 2.95% interest in GTEL Holding LLC via its interest in The Veritas Capital Fund III, L.P. RDV Corporation manages 804 Investors LLC, a Michigan limited liability company ("804 Investors"), and GT Group Investors, LLC, a Michigan limited liability company ("GT Investors"). 804 Investors and GT Investors own 6.42% and 3.14% interests, respectively, in GTEL Holding LLC. The owners of 804 Investors are four trusts established by members of the DeVos family. The owners of GT Investors are 804 Investors and certain senior officers of RDV Corporation.

*Credit Suisse Private Equity, Inc.* Credit Suisse Private Equity, Inc., a Delaware corporation whose principal business is managing private equity funds, indirectly owns a fourteen percent (14%) interest in GTEL Holding, LLC via its interest in The Veritas Capital Fund III, L.P. The address for Credit Suisse Private Equity is 11 Madison Avenue, New York, NY 10010.

*GS Direct, L.L.C.* GS Direct, L.L.C., a Delaware limited liability company, indirectly owns a sixteen percent (16%) interest in GTEL Holding, LLC. GS Direct, L.L.C. invests capital primarily alongside corporate and sponsor clients in situations in which access to its or its affiliates' capital, relationships, or advisory services can enhance the value of the investment. GS Direct L.L.C. is wholly owned by The Goldman Sachs Group, Inc. G.S. Direct, L.L.C.'s sole manager is Goldman, Sachs & Co. The address for GS Direct L.L.C., The Goldman Sachs Group, Inc., and Goldman, Sachs & Co. is 200 West Street, New York, NY 10282.

*The Goldman Sachs Group, Inc.* The Goldman Sachs Group, Inc., a Delaware corporation, provides investment banking, securities, and investment management services primarily to corporations, financial institutions, governments, and high net worth individuals worldwide. The Goldman Sachs Group, Inc. owns one hundred percent (100%) interest in GS Direct, L.L.C and has the right to the replace Goldman, Sachs & Co. as the sole manager of GS Direct, L.L.C. The Goldman Sachs Group, Inc. indirectly holds a sixteen percent (16%) interest in GTEL Holding, LLC. Goldman, Sachs & Co. is a New York limited partnership which serves as the principal U.S. broker-dealer for The Goldman Sachs Group, Inc. All limited partner equity interests in Goldman, Sachs & Co. are held by The Goldman Sachs Group, Inc., a bank holding company.

Other than as stated in this Application, no other person or entity owns a ten percent (10%) or greater direct or indirect ownership interest in DSI-ITI, LLC.

## **Financial Information**