

Lance J.M. Steinhart, P.C.
Attorney At Law
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208
Email: lsteinhart@telecomcounsel.com

August 6, 2010

**VIA ELECTRONICALLY &
VIA OVERNIGHT DELIVERY**

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

RECEIVED
2010 AUG -9 PM 12:32
T.R.A. DOCKET ROOM

Re: Public Communications Services, Inc. and Global Tel*Link Corporation

Dear Ms. Dillon:

Enclosed please find for filing an original and fifteen (15) copies of the Joint Application to Transfer Control and to Transfer Assets of Public Communications Services, Inc. to Global Tel*Link Corporation. 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 on August 6, 2010.

APPLICANT HAS ALSO ENCLOSED ONE COPY OF EXHIBIT A IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY" AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED 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 preaddressed, 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.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Global Tel*Link Corporation

Enclosure

c: David Silverman, Esq.
James Smith, Esq.

RECEIVED

2010 AUG -9 PM 12:42

T.C.A. SECRET ROOM

STATE OF TENNESSEE

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Joint Application of
Public Communications Services, Inc.
and Global Tel*Link Corporation

To Transfer Control of
Public Communications Services, Inc.
To Global Tel*Link Corporation

To Transfer Assets of
Public Communications Services, Inc.
To Global Tel*Link Corporation

Docket No.

10-00164

**JOINT APPLICATION TO TRANSFER CONTROL AND TO TRANSFER ASSETS OR
DECLATORY RULING THAT THE TRANSACTION DESCRIBED HEREIN IS NOT
SUBJECT TO APPROVAL DUE TO MARKET REGULATION**

Public Communications Services, Inc. ("PCS") and Global Tel*Link Corporation ("GTL") (PCS and GTL are hereinafter collectively referred to as "Applicants", or individually as an "Applicant"), by their attorneys, hereby respectfully request that the Tennessee Regulatory Authority (the "Commission") issue an Order, pursuant to T.C.A. § 65-4-112, authorizing (1) PCS to Transfer Control to GTL; and (2) PCS to Transfer Assets to GTL as described herein (the "Transaction"). Applicants also request whatever authority may be required to pledge PCS's assets in connection with Global Tel*Link Corporation's existing credit facilities. Both GTL and PCS filed a notice of intent to operate subject to market regulation in Docket No. 09-116 and Docket No. 09-195 respectively. In the event that the Transaction is not subject to approval by the Commission, the Applicants hereby request that the Commission issue a declaratory ruling that the Transaction is not subject to Commission approval due to the Applicants' operation pursuant to Market Regulation.

Applicants are in the process of obtaining all required approvals for the proposed Transaction from both the Federal Communications Commission (“FCC”) and all applicable state regulatory authorities, including the Commission. In support of this Application, Applicants provide the following information:

I. Description of the Applicants

A. Public Communications Services, Inc.

PCS is a privately-held California corporation whose principal offices are located at 11859 Wilshire Boulevard, Suite 600, Los Angeles, California 90025. PCS is engaged in the business of providing managed telecommunications services to inmates of state and county departments of corrections and in owning and operating prison payphones and public payphones. These services enable inmates to communicate with friends, family members, legal counsel and other approved parties outside the correctional facilities. PCS provides these services throughout most of the continental United States. PCS currently holds the following authorization in the State of Tennessee: Certificate of Authority to Provide Operator Services and Resell Interexchange Long Distance Telecommunication Services (Docket No. 05-00082 granted on June 13, 2005).

B. Global Tel*Link Corporation

GTL is a privately-held Delaware corporation whose principal offices are located at 2609 Cameron Street, Mobile, Alabama 36607. GTL is a wholly-owned direct subsidiary of GTEL Holdings, Inc. GTL is engaged in the business of providing managed telecommunications services to inmates of state and county departments of corrections and in owning and operating prison payphones and public payphones. These services enable inmates to communicate with friends, family members, legal counsel and other approved parties outside the correctional facilities. GTL provides these services throughout most of the continental United States. GTL currently holds the following authorizations in the State of Tennessee: 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 Certificate to Provide Customer Owned Coin (or Coinless) Operated Telephone Service In Tennessee. The Transaction will have no effect on GTL's current rates, terms, or conditions for its managed inmate services in the State of Tennessee.

C. GTEL Holdings, Inc.

GTEL Holdings, Inc. is a privately held Delaware corporation whose principal offices are located at 2609 Cameron Street, Mobile, Alabama 36607. GTEL Holdings is a holding company, whose only business activities are conducted through GTL. GTEL Holdings is a wholly owned direct subsidiary of GTEL Acquisition Corp.

D. GTEL Acquisition Corp.

GTEL Acquisition Corp. is a privately held Delaware corporation whose principal offices are located at 590 Madison Avenue, 41st Floor, New York, New York 10022. GTEL Acquisition Corp. is a holding company, whose only business activities are conducted through GTL. GTEL Acquisition Corp. is wholly owned by GTEL Holding LLC, a privately held Delaware limited liability company whose principal offices are located at 590 Madison Avenue, 41st Floor, New York, New York 10022.

E. GTEL Holding LLC

GTEL Holding LLC is controlled by a board of managers including the CEO of GTL and other managers appointed by The Veritas Capital Fund III, L.P. and GS Direct, L.L.C. The Veritas Capital Fund III, L.P. is a private equity investment partnership managed by its sole general partner, Veritas Capital Partners III, L.L.C., a Delaware limited liability company. Veritas Capital Partners III, L.L.C. is controlled by its managing member, Robert B. McKeon, 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. Founded in 1992, Veritas Capital invests in a broad range of companies through buyouts, growth capital investments, and leveraged recapitalizations. The firm's primary objective is to partner with experienced management teams to develop leading companies in their respective markets. In addition to providing long-term capital, the firm works closely with its management partners in creating and executing a well-defined strategic plan that exploits a company's core competencies as well as attractive industry dynamics. Principals at Veritas Capital bring long term investing

experience through a variety of economic conditions allowing the firm to apply its skills and capital to a broad spectrum of industries. However, Veritas Capital has developed specific expertise in the defense, aerospace, government services, media/telecommunications, consumer products, and specialty manufacturing industries.

The Goldman Sachs Group, Inc. owns all of the equity interests in GS Direct, L.L.C. All of the limited partner equity interests in Goldman, Sachs & Co. are held directly or indirectly by The Goldman Sachs Group, Inc., and The Goldman, Sachs & Co. L.L.C. controls Goldman, Sachs & Co. as its sole general partner. All of the equity interests (voting and non-voting) in The Goldman, Sachs & Co. L.L.C. are held by The Goldman Sachs Group, Inc., which is a public company listed on the New York Stock Exchange. 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. The Goldman Sachs Group, Inc., a bank holding company, provides investment banking, securities, and investment management services primarily to corporations, financial institutions, governments, and high-net-worth individuals worldwide.

II. Contact Information

Questions and correspondence concerning this Application may be addressed to:

Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
1720 Windward Concourse, Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Fax)
lsteinhart@telecomcounsel.com (E-Mail)

Attorney for GTL

and

James M. Smith
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, NW
Washington, DC 20006
(202) 973-4288 (Telephone)
(202) 973-4499 (Fax)
jamesmsmith@dwt.com (E-Mail)

with a copy to

Steven M. Siemens
Russ August & Kabat
5959 Topanga Canyon Boulevard, Suite 130
Woodland Hills, CA 91367
(818) 887-7000 (Telephone)
(818) 887-7730 (Fax)
ssiemens@raklaw.com (E-Mail)

Attorneys for PCS

III. Description of the Transactions

GTL and PCS have entered into a Stock Purchase Agreement dated August 5, 2010 (the "Stock Purchase Agreement"). Pursuant to the terms of the Stock Purchase Agreement, GTL will purchase all of the issued and outstanding shares of the common stock of PCS from its shareholders, which represents 100% of the equity interests in PCS. The expected date of closing is October 31, 2010; however, the closing is subject to obtaining all necessary state and federal approvals of the Transaction. Upon consummation of the proposed Transaction, PCS will be a wholly owned subsidiary of GTL. A copy of the Stock Purchase Agreement is attached hereto as Exhibit A. **APPLICANTS HAVE ENCLOSED ONE COPY OF EXHIBIT A IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY" REQUESTING CONFIDENTIAL TREATMENT. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.**

Following the stock purchase and approval of this Commission, the assets of PCS will be transferred to GTL. GTL plans to operate the companies separately for a period of time, until such time as integration can be accomplished in a transparent manner with no negative effect on end users.

The proposed Transaction will provide PCS with greater operating flexibility to pursue operating purposes, including, without limitation, (a) expansion of its telecommunications infrastructure; and (b) improvement of customer service, billing, financial reporting and other management information systems. There will be no impact on PCS's current customers, since

the Transaction will be transparent to said customers, and services to PCS customers will continue pursuant to the terms and conditions of its tariff on file with the Commission. In addition, it is anticipated that certain key members of the management of PCS will remain in place after the Transaction is consummated.

Finally, the proposed Transaction will not adversely affect the operation of the Tennessee certificated carrier.

IV. Public Interest Considerations

Applicants submit that the Transaction described herein will serve the public interest. Approval of the Transaction is in the public interest because it will advance economic efficiency by enabling GTL to expand its own business and achieve economies of scale. These benefits are expected to strengthen GTL's ability to expand their offerings and services to a broader customer base in Tennessee. Applicants expect that the transaction will enable GTL to strengthen their competitive position to the benefit of Tennessee consumers and the telecommunications marketplace.

Further, as described above and because of the nature of this particular customer base, the Transaction will be conducted in a manner that will be transparent to customers of PCS. Following consummation of the Transaction, GTL will continue to provide high-quality communications services to PCS customers without interruption and without immediate change in rates, terms or conditions.

Applicants emphasize that the proposed Transaction will be seamless and transparent to PCS's customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

V. Additional Information

GTL's financial statements for the year ended December 31, 2009 were filed in Docket No. 10-00053 and are hereby incorporated by reference. Organizational charts, showing the current ownership structure, and the ownership structure after the transfer is completed, are attached hereto as Exhibit C.

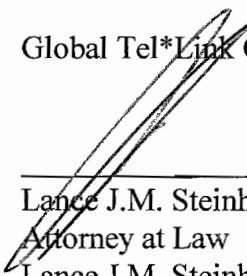
VI. Conclusion

For the reasons stated above, Applicants hereby respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application, or in the alternative, the issuance of a Declaratory Ruling that the Transaction is not subject to Commission approval.

Respectfully Submitted,

Global Tel*Link Corporation

By:

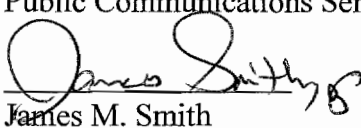


Lance J.M. Steinhart
Attorney at Law
Lance J.M. Steinhart, P.C.
1720 Windward Concourse
Suite 115
Alpharetta, GA 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Fax)
lsteinhart@telecomcounsel.com (E-Mail)

Its Attorney

Public Communications Services, Inc.

By:



James M. Smith
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, NW
Washington, DC 20006
(202) 973-4288 (Telephone)
(202) 973-4499 (Fax)
jamesmsmith@dwt.com (E-Mail)

Its Attorneys

Dated: August 6, 2010

List of Exhibits

Exhibit A - Stock Purchase Agreement

Exhibit B – Financial Information

Exhibit C - Organizational Charts

Exhibit A – Stock Purchase Agreement

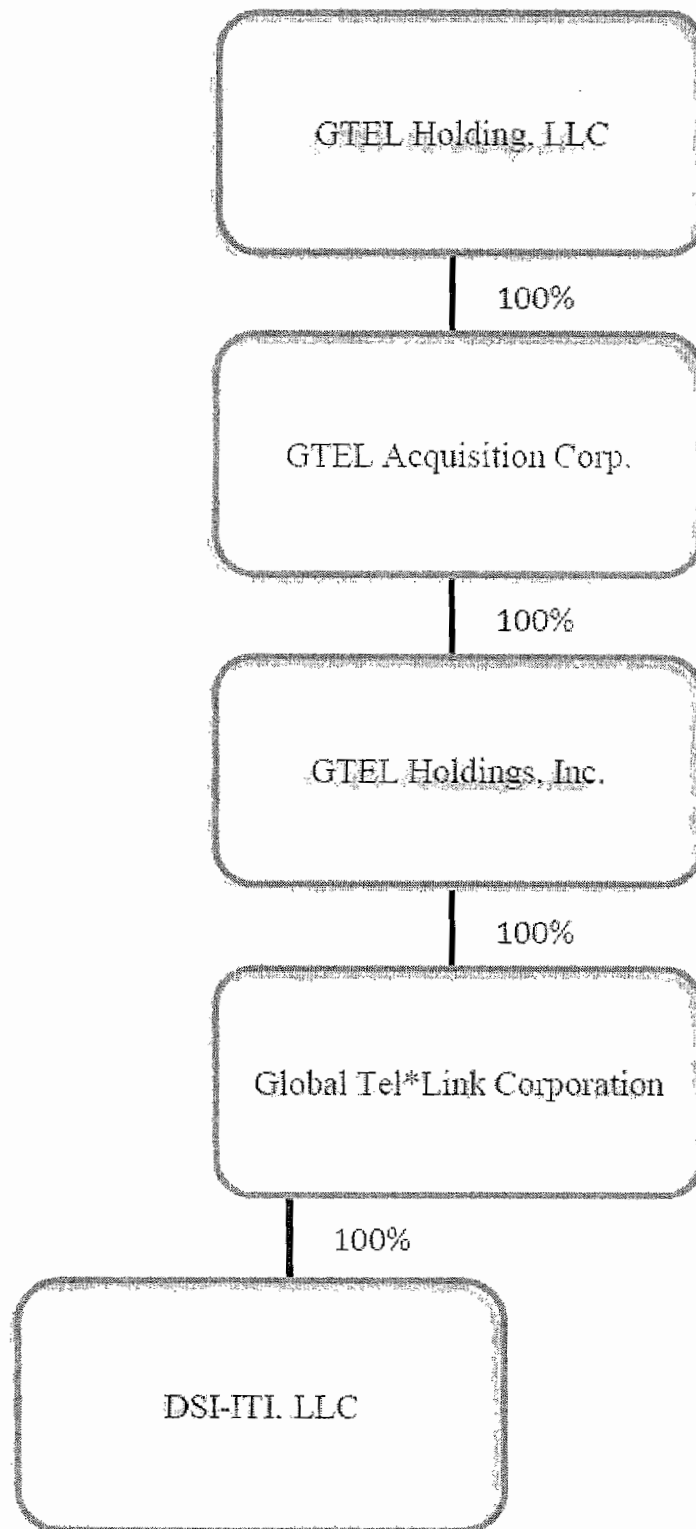
APPLICANTS HAVE ENCLOSED ONE COPY OF EXHIBIT A IN A SEPARATE ENVELOPE MARKED “CONFIDENTIAL AND PROPRIETARY” REQUESTING CONFIDENTIAL TREATMENT. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

Exhibit B – Financial Information

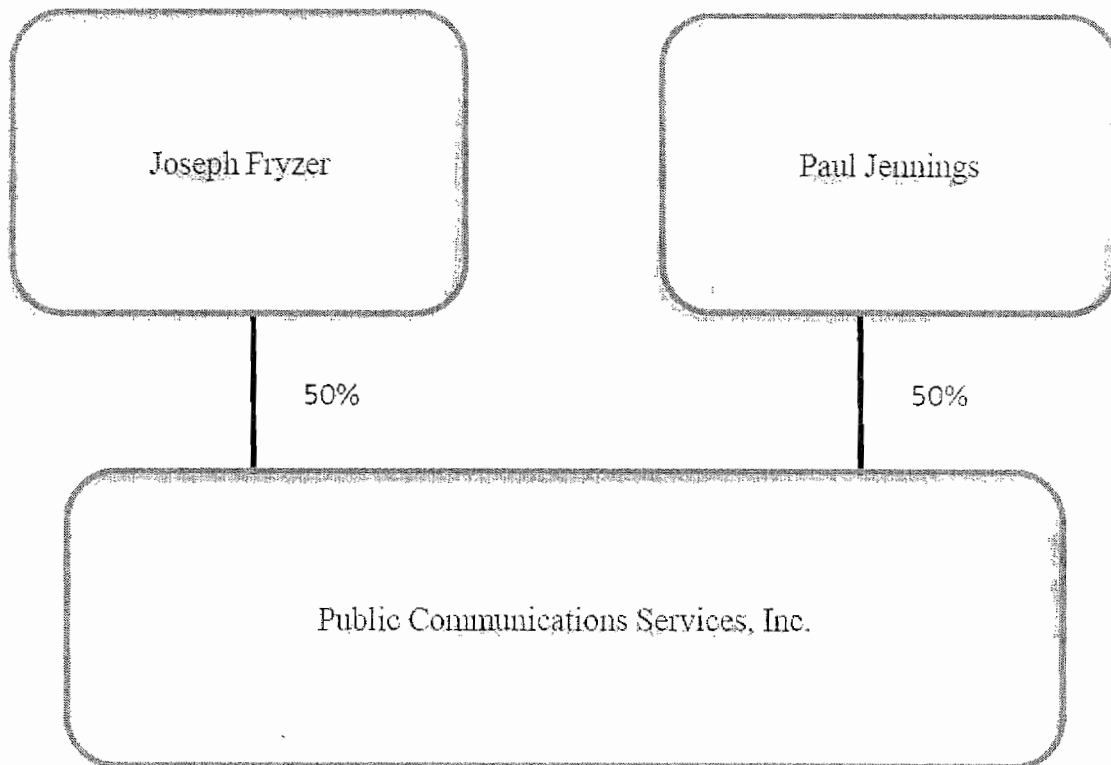
Filed In Docket No. 10-00053

Exhibit C - Organizational Charts

Global Tel*Link Corporation Pre-Transaction Organizational Chart

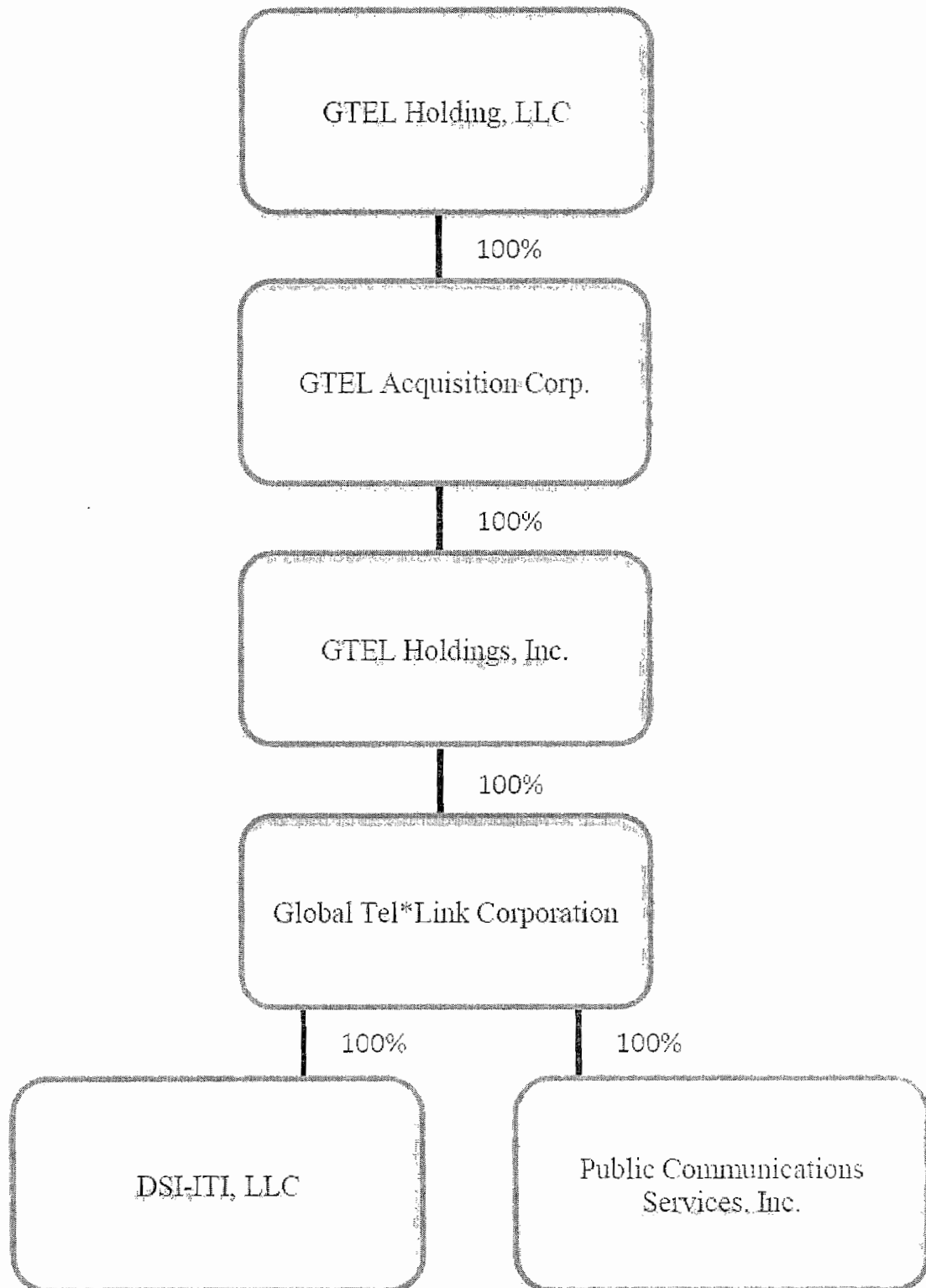


Public Communications Services, Inc. Pre-Transaction Organizational Chart



Global Tel*Link Corporation

Post-Transaction Organizational Chart



Verifications

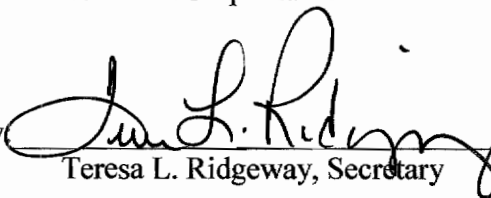
State of Alabama)
)
County of Mobile)

VERIFICATION

I am authorized to represent Global Tel*Link Corporation and to make this verification on its behalf.

The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

Global Tel*Link Corporation

By 
Teresa L. Ridgeway, Secretary

The foregoing instrument was acknowledged before me this 6th day of August, 2010.


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

State of California)
)
County of Los Angeles)

VERIFICATION

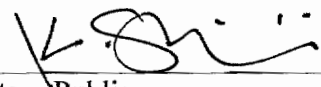
I am authorized to represent Public Communications Services, Inc. and to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

Public Communications Services, Inc.



Paul Jennings, Chief Executive Officer

The foregoing instrument was acknowledged before me this 5 day August, 2010



Notary Public

TN

