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May 14, 2011

**VIA ELECTRONICALLY &
VIA OVERNIGHT DELIVERY**

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

11-00076

Re: Value-Added Communications, Inc. and Global Tel*Link Corporation

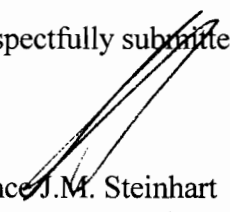
Dear Ms. Dillon:

Enclosed please find for filing an original and four (4) copies of the Joint Application to Transfer Control and to Transfer Assets of Value-Added Communications, 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 May 14, 2011.

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

cc: David Silverman, Esq.

STATE OF TENNESSEE

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Joint Application of)	
Value-Added Communications, Inc.)	
and Global Tel*Link Corporation)	
)	Docket No.
To Transfer Control of)	
Value-Added Communications, Inc.)	
To Global Tel*Link Corporation)	
)	
To Transfer Assets of)	
Value-Added Communications, Inc.)	
To Global Tel*Link Corporation)	

JOINT APPLICATION TO TRANSFER CONTROL AND TO TRANSFER ASSETS

Value-Added Communications, Inc. ("Value-Added") and Global Tel*Link Corporation ("GTL") (Value-Added 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 "Authority") issue an Order, pursuant to T.C.A. § 65-4-112, authorizing: (1) Value-Added to Transfer Control to GTL; and (2) Value-Added to Transfer Assets to GTL, as described herein (the "Proposed Transaction"). Applicants also request whatever authority may be required to pledge Value-Added's assets in connection with Global Tel*Link Corporation's existing credit facilities.

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 Authority. In support of this Application, Applicants provide the following information:

I. Description of the Applicants

A. Value-Added Communications, Inc.

Value-Added is a privately-held Delaware corporation whose principal offices are located at 3801 E. Plano Parkway, Suite 100, Plano, Texas 75074. Value-Added 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. Value-Added provides these services throughout most of the continental United States. Value-Added currently holds the following authorization in the State of Tennessee: Certificate of Convenience and Necessity to provide Operator Services and/or Resell Telecommunications Services and/or Telecommunications Operator Services; Case No. 96-00795 granted on June 26, 1996. Value-Added currently provides managed inmate services in the State of Tennessee.

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 Proposed 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. ("GTEL Holdings") 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., and GS Direct, L.L.C.'s sole manager is Goldman, Sachs & Co. 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, Esq.
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Attorney for GTL

and

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jnakahata@wiltshiregrannis.com (E-Mail)
jmirsky@wiltshiregrannis.com (E-Mail)

Attorneys for Value-Added

III. Description of the Proposed Transactions

GTL and the shareholders of Value-Added have entered into a Stock Purchase Agreement dated as of April 19, 2011 (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 Value-Added from its shareholders, which represents 100% of the equity interests in Value-Added. The expected date of closing is August 1, 2011; however, the closing is subject to obtaining all necessary state and federal approvals of the Proposed Transaction.

Upon consummation of the Proposed Transaction, Value-Added 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 AUTHORITY.

Following the stock purchase and approval of this Authority, the assets of Value-Added 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 Value-Added 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 Value-Added's current

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

IV. Public Interest Considerations

Applicants submit that the Proposed Transaction described herein will serve the public interest. Approval of the Proposed 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 Proposed 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 Proposed Transaction will be conducted in a manner that will be transparent to customers of Value-Added. Following consummation of the Proposed Transaction, GTL will continue to provide high-quality communications services to Value-Added customers without interruption and without immediate change in rates, terms or conditions.

Applicants emphasize that the Proposed Transaction will be seamless and transparent to Value-Added'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.

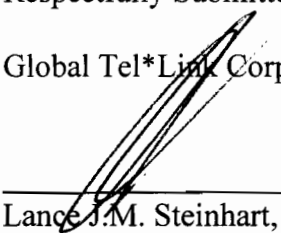
VI. Conclusion

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.

Respectfully Submitted,

Global Tel*Link Corporation

By:

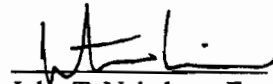


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Its Attorney

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By:



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jmirsky@wiltshiregrannis.com (E-Mail)

Its Attorneys

Dated: May 11, 2011

List of Exhibits

Exhibit A - Stock Purchase Agreement

Exhibit B – Financial Information

Exhibit C - Organizational Charts

Exhibit A – Stock Purchase Agreement

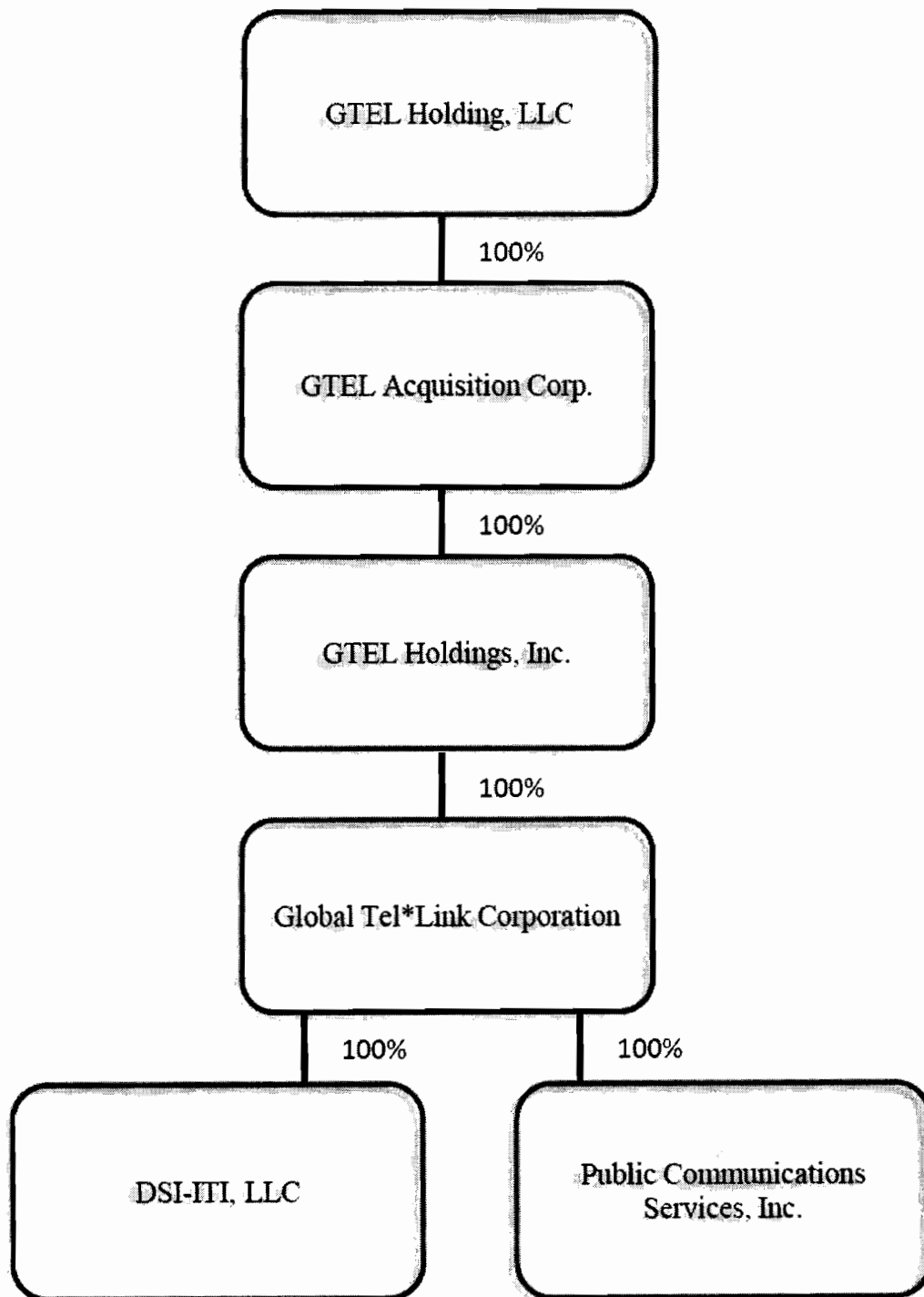
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Exhibit B – Financial Information

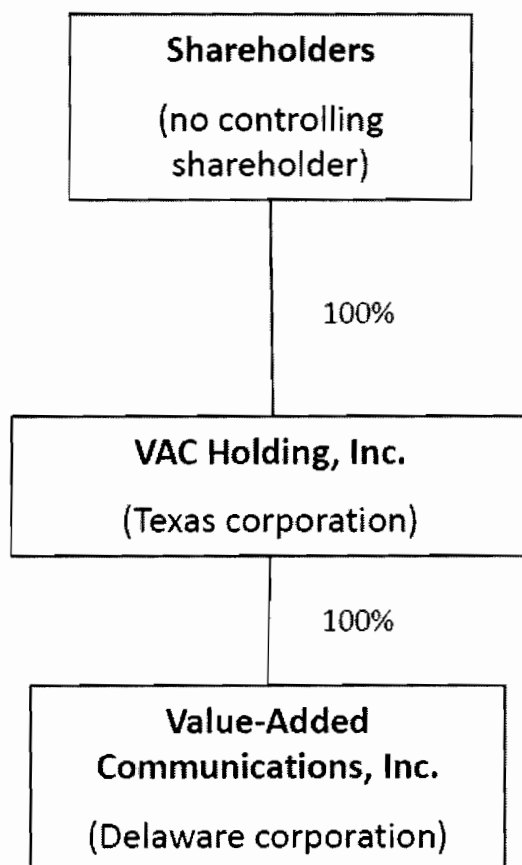
Filed In Docket No. 10-00053

Exhibit C - Organizational Charts

Global Tel*Link Corporation Pre-Transaction Organizational Chart

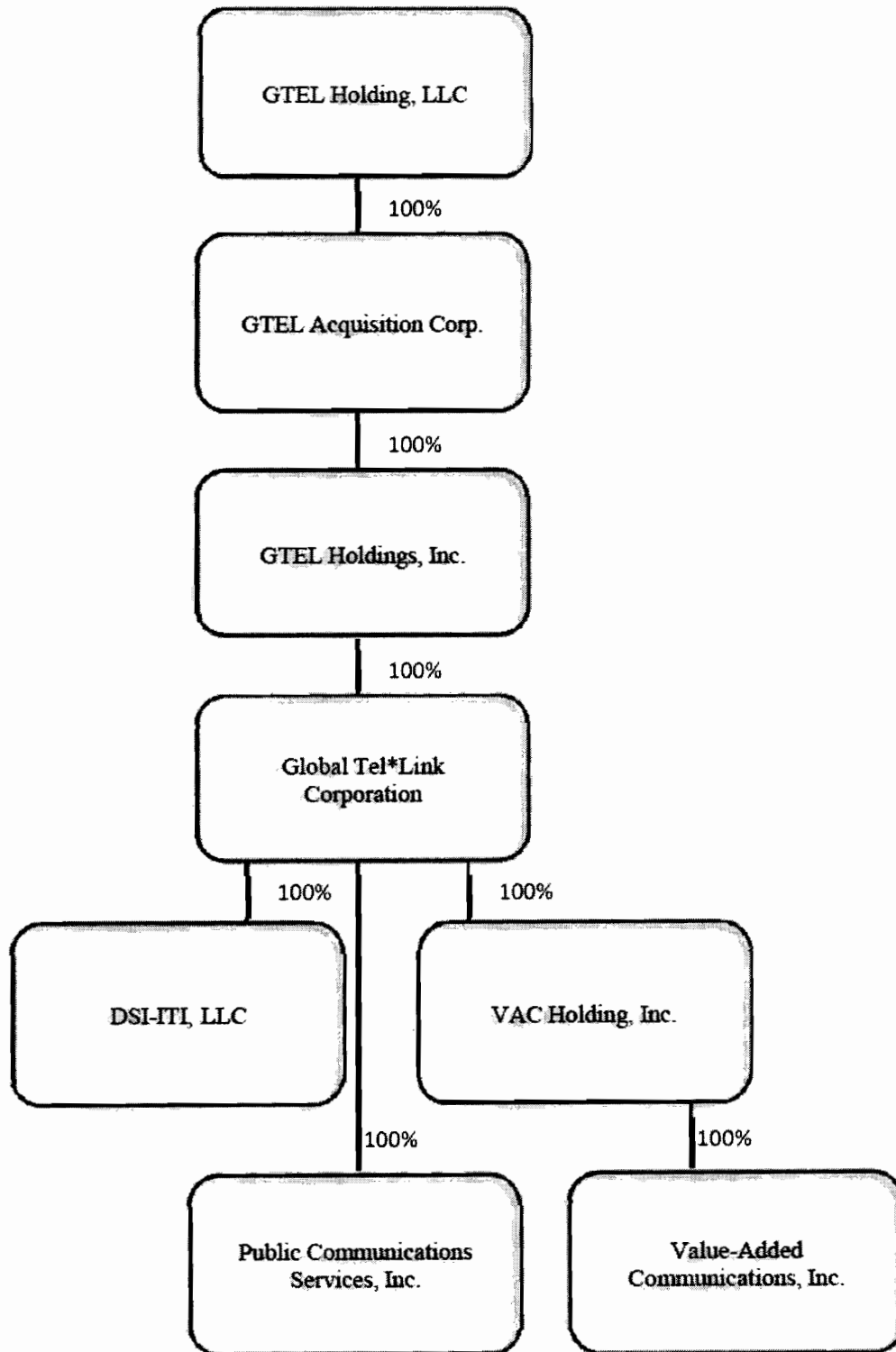


Value-Added Communications, Inc. Pre-Transaction Organizational Chart



Global Tel*Link Corporation

Post-Transaction Organizational Chart

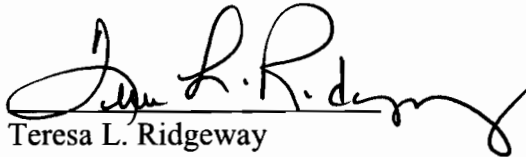


Verifications

VERIFICATION

I, Teresa L. Ridgeway, state that I am Secretary of Global Tel*Link Corporation, an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Global Tel*Link Corporation; that the foregoing Application was prepared under my direction and supervision; and that the contents pertaining to Global Tel*Link Corporation are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of May, 2011.




Teresa L. Ridgeway
Secretary
Global Tel*Link Corporation

VERIFICATION

I, Kermit D. Heaton, state that I am Executive Vice President of Value-Added Communications, Inc., an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Value-Added Communications, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents pertaining to Value-Added Communications, Inc. are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11th day of MAY, 2011.

A handwritten signature in black ink, reading "Kermit D. Heaton". The signature is fluid and cursive, with a large loop at the end of the last name.

Kermit D. Heaton, Executive Vice President
Value-Added Communications, Inc.