

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

Attorney At Law  
1725 Windward Concourse  
Suite 150  
Alpharetta, Georgia 30005

Also Admitted in New York  
and Maryland

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

August 18, 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

filed electronically in docket office on 08/18/11  
Docket No. 11-00136

Re: Conversant Technologies, Inc. and Global Tel\*Link Corporation  
Transfer of Control and Transfer of Assets

Dear Ms. Dillon:

Please accept this original letter and four (4) copies that Conversant Technologies, Inc. ("CTI") will be: (1) transferring control to Global Tel\*Link Corporation ("GTL") (CTI and GTL are hereinafter collectively referred to as the "Parties"); and (2) transferring its assets to GTL, as described herein (the "Proposed Transaction"). This filing has also been sent via e-mail to sharla.dillon@state.tn.us on August 18, 2011.

Since CTI and GTL are subject to market regulation in accordance with amended T.C.A. § 65-5-109 enacted May 21, 2009, approval of the proposed transaction described herein is not required by the TRA. We also respectfully request that you accept this filing as notice of the proposed transaction, which will satisfy any TRA requirements regarding the same.

The Parties 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. In connection with the Proposed Transaction, the Parties provide the following information:

**I. Description of the Parties**

**A. Conversant Technologies, Inc.**

CTI is a privately-held Texas corporation whose principal offices are located at 6900 Alma Dr., Suite 180, Plano, Texas 75023. CTI 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. CTI provides or is authorized to provide these services in the States of Alabama, Arkansas, Florida, Georgia, Indiana, Kansas, Kentucky, Louisiana, Maine, Michigan, Mississippi, Missouri, New Mexico, North Carolina, Northern Mariana Islands, Ohio, Oklahoma, Tennessee, Texas and Wisconsin. CTI currently holds the following authorizations in the State of Tennessee: Certificate of Authority to Provide Operator Services and Resell Local and Interexchange Long Distance Telecommunication Services in Docket No. 07-00042 granted on May 7, 2007 and Certificate of Authority to Provide Customer Owned Coin or Coinless Operated Telephone Services in Docket No. 07-00044 granted on April 17, 2007. Also granted Market Regulations on June 23, 2009; Docket No. 09-00088.

**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. GTL currently provides managed inmate services in the State of Tennessee. The Proposed Transaction will have no effect on GTL's current rates, terms, or conditions for its managed inmate services.

**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. , and GC 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 Notice may be addressed to:

Lance J.M. Steinhart, Esq.  
Lance J.M. Steinhart, P.C.  
1725 Windward Concourse, Suite 150  
Alpharetta, Georgia 30005  
(770) 232-9200 (Telephone)  
(770) 232-9208 (Fax)  
lsteinhart@telecomcounsel.com (E-Mail)

Attorney for GTL

and

Wendy M. Creeden, Esq.  
Sullivan & Worcester LLP  
1666 K Street, NW  
Washington, D.C. 20006  
(202) 370-3929 (Telephone)  
(202) 293-2275 (Fax)  
wcreeden@sandw.com (E-Mail)

Attorney for CTI

### **III. Description of the Proposed Transactions**

On July 25, 2011, GTL and the owner of CTI and its affiliate, 3V Technologies Incorporated ("3V"), entered into a Stock Purchase Agreement (the "Agreement"). Pursuant to the Agreement, the current shareholder of CTI will transfer all of his shares of CTI and 3V to GTL. As a result, CTI will become a wholly owned subsidiary of GTL, and GTL will acquire direct control of CTI. For the Commission's convenience, pre- and post-Transaction corporate organizational structure charts depicting the transfer of control are provided as **Exhibit "A"**. Consummation of the Proposed Transaction is contingent on, among other things, receipt of the necessary regulatory approvals.

The initial phase of the Proposed Transaction – transfer of control of CTI from CTI's present owner to GTL through the sale of stock – does not involve any assignment of licenses or customers. All current customers of CTI will continue to be served by CTI. This phase of the Proposed Transaction will be transparent to customers who will continue to receive their existing services at the same or similar rates, terms and conditions without any immediate changes.

At some time subsequent to consummation of the transfer of control, CTI will transfer all or substantially all of its assets related to the provision of telecommunications services, including customers, customer agreements and contracts, vendor agreements and contracts, intellectual property, and promotional materials (collectively, "Assets") 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. Once the CTI Assets are transferred to GTL, current CTI customers will receive service from GTL pursuant to the same or similar rates, terms, and conditions without any immediate changes. GTL and CTI will provide consumers with any necessary notice as required by 47 C.F.R. § 64.1120(e) prior to completing the assignment of the CTI Assets to GTL. Once all CTI customers are transferred to GTL and CTI no longer needs its authorizations for operational or billing purposes, CTI will cancel its authorizations to provide telecommunications services.

The Proposed Transaction will provide CTI 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 CTI's current customers, since the Proposed Transaction will be transparent to said customers. In addition, it is anticipated that certain key members of the management of CTI will remain in place after the Proposed Transaction is consummated.

**IV. Public Interest Considerations**

The Parties submit that the Proposed Transaction described herein will serve the public interest. 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. The Parties expect that the Proposed Transaction will enable GTL to strengthen their competitive position to the benefit of consumers in this State and the telecommunications marketplace.

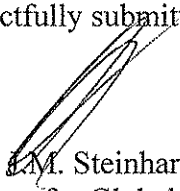
Further, as described above and because of the nature of this particular customer base, the Proposed Transaction will be conducted in a manner that will be transparent to customers of CTI. Following consummation of the asset transfer, GTL will continue to provide high-quality communications services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

The Parties emphasize that the Proposed Transaction will be seamless and transparent to CTI's customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, overnight envelope.

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

Respectfully submitted,



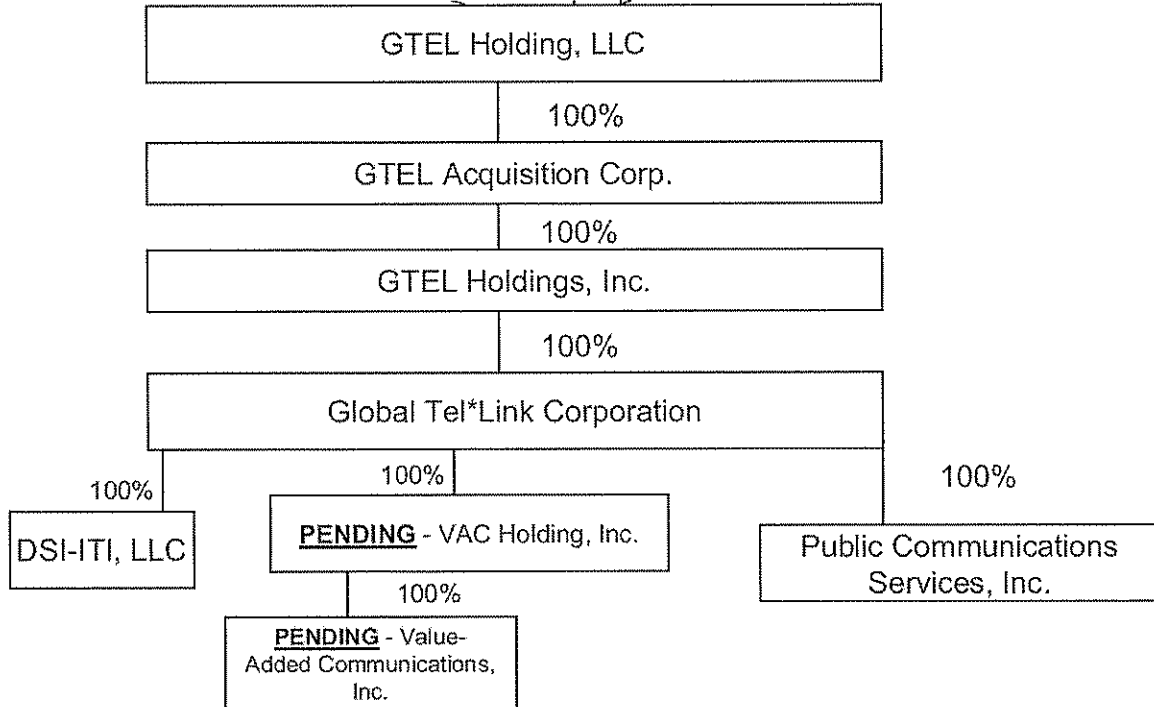
Lance M. Steinhart  
Attorney for Global Tel\*Link Corporation

cc: David Silverman, Esq.  
Wendy M. Creeden, Esq.

## **Exhibit A**

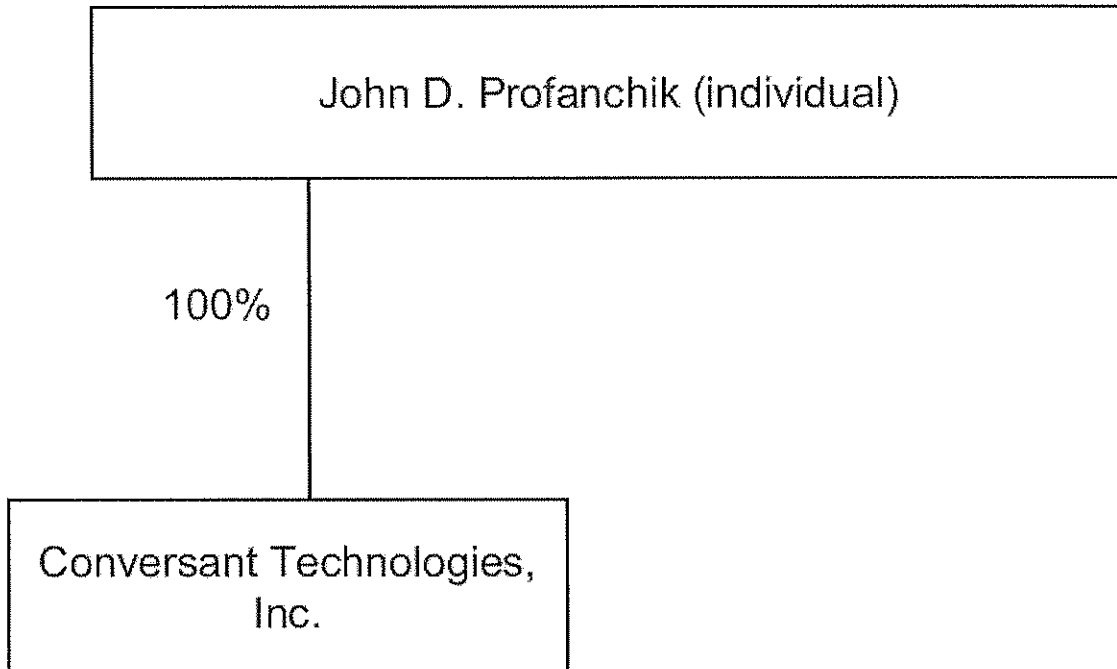
### **Organizational Charts**

**Global Tel\*Link Corporation  
Pre-Transaction Organizational Chart**





**Conversant Technologies, Inc.  
Pre-Transaction Organizational Chart**



**Global Tel\*Link Corporation**  
**Post-Transaction Organizational Chart**

