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April 29, 2009

**VIA OVERNIGHT DELIVERY**

Public Utilities Commission of Ohio  
 Attention: Docketing Division  
 180 East Broad Street,  
 Columbus, OH 43215-3793

Re: Global Tel\*Link Corporation  
 Sale of Equity Interests of GTEL Holding, LLC

Dear Sir/Madam:

Please be advised that there will be a sale of a portion of the equity interest of GTEL Holding LLC, the ultimate parent company of Global Tel\*Link Corporation (the "Equity Sale"). In connection therewith, we have attached original and seven (7) copies of a Telecommunications Application Form for Routine Proceedings.

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**I. The Parties**

**A. Global Tel\*Link Corporation**

Global Tel\*Link Corporation ("Global") is a privately-held Delaware corporation whose principal offices are located at 2609 Cameron Street, Mobile, Alabama 36607. Global is a wholly-owned subsidiary of GTEL Holdings, Inc. Global 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. Global provides these services throughout most of the continental United States. The Commission issued Global a Certificate of Public Convenience and Necessity to Provide Competitive Telecommunications Services in the State of Ohio (Certificate Number 90-5632 dated May 4, 1995) in Case No. 94-1983-CT-ACE.

**B. 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, Inc. is a holding company, whose only business activities are conducted through Global.

**C. 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 Global. GTEL Acquisition Corp. is wholly owned by GTEL Holding LLC, a Delaware limited liability company.

**D. GTEL Holding, LLC**

GTEL Holding LLC is controlled by a board of managers including the CEO of Global and 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 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. provides investment banking, securities, and investment management services primarily to corporations, financial institutions, governments, and high-net-worth individuals worldwide.

Public Utilities Commission of Ohio

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## **II. Designated Contact**

The designated contact for questions concerning this Notice is:

Lance J.M. Steinhart  
Attorney at Law  
Lance J.M. Steinhart, PC  
1720 Windward Concourse  
Suite 115  
Alpharetta, GA 30005  
(770) 232-9200 (Telephone)  
(770) 232-9208 (Facsimile)  
[lsteinhart@telecomcounsel.com](mailto:lsteinhart@telecomcounsel.com) (E-Mail)

Attorney for Global Tel\*Link Corporation & GTEL Holdings, Inc.

### **III. Description of the Proposed Equity Sale**

GS Direct, L.L.C. (the "Seller") and GTEL Holding LLC (the "Parent") have entered into separate Purchase Agreements dated as of April 28, 2009 (the "Purchase Agreements") with four entities (collectively, the "Investors"). Pursuant to the terms of each Purchase Agreement, the Seller will sell to such Investor, and such Investor will purchase from the Seller, upon the terms and conditions specified therein, a portion of the outstanding equity interest in the Parent held by the Seller (each, a "Transfer"). Each Purchase Agreement contemplates that the closing of the Transfer contemplated thereby shall occur on or before October 22, 2009. The Transfers may occur simultaneously or on separate dates. Also, it is possible that one or more of the Transfers may not be consummated. The aggregate amount of equity in Parent being sold is less than 20%. Each Investor is purchasing less than 10% of the equity of Parent.

#### **IV. Public Interest Analysis**

The proposed Equity Sale is in the public interest because it will enhance Global Tel\*Link Corporation's ability to compete in the market for telecommunications services. The proposed Equity Sale will strengthen Global as a competitor by providing access to financial resources necessary for Global to expand its customer base and develop new products and services to meet the evolving communications needs of authorities in Ohio that operate correctional institutions and other confinement facilities.

The proposed Equity Sale will have no adverse effect upon customers. The proposed Equity Sale will not result in any changes to Global Tel\*Link Corporation's provision of service to its current customers. Global's corporate officers and management team responsible for its day-to-day operations will remain the same after the proposed Equity Sale. In addition, the contact points for customers and Commission inquiries will remain the same after the proposed Equity Sale. Nor does the proposed Equity Sale raise any competitive concerns. The Investors hold no investments in the type of telecommunications authorizations held by or services offered by Global, and thus the proposed Equity Sale will not result in any consolidation in the market for telecommunications services to the corrections industry. The only impact of the proposed Equity Sale is financial in that Global will obtain access to resources necessary to become an even more effective competitor.

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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 additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



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

Enclosures

cc: David B. Silverman, Esq.

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS**  
(Effective: 01/18/2008)

In the Matter of the Application of Global Tel\*Link Corporation for a Change in Ownership )  
)  
)  
)

TRF Docket No. 90-\_\_\_\_\_  
Case No. 09 - 368 - TP - CTO  
NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) Global Tel\*Link Corporation  
DBA(s) of Registrant(s)  
Address of Registrant(s) 2609 Cameron Street, Mobile, Alabama 36607  
Company Web Address: www.globaltellink.com  
Regulatory Contact Person(s) Teresa Ridgeway, Senior Vice-President of Administration Phone (251) 479-4500 Fax (251) 375-8041  
Regulatory Contact Person's Email Address Teresa.Ridgeway@gtl.net  
Contact Person for Annual Report Teresa Ridgeway, Senior Vice-President of Administration Phone (251) 479-4500  
Address (if different from above)  
Consumer Contact Information Teresa Ridgeway, Senior Vice-President of Administration Phone (251) 479-4500  
Address (if different from above)  
Motion for protective order included with filing? ☐ Yes ☒ No  
Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.**

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at [www.puco.ohio.gov](http://www.puco.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
<b>Tier 1 Regulatory Treatment</b>				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
<b>Tier 2 Regulatory Treatment</b>				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	



## Section I – Part II – Certificate Status and Procedural

<b>Certificate Status</b>	<b>ILEC</b>	<b>CLEC</b>	<b>CTS</b>	<b>AOS/IOS</b>
<b>Certification (See Supplemental ACE form)</b>		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
<b>Add Exchanges to Certificate</b>	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
<b>Abandon all Services - With Customers</b>	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
<b>Abandon all Services - Without Customers</b>		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
<b>Change of Official Name (See below)</b>	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
<b>Change in Ownership (See below)</b>	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
<b>Merger (See below)</b>	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
<b>Transfer a Certificate (See below)</b>	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
<b>Transaction for transfer or lease of property, plant or business (See below)</b>	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
<b>Procedural</b>				
<b>Designation of Process Agent(s)</b>	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

## Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

<b>Carrier to Carrier</b>	<b>ILEC</b>	<b>CLEC</b>		
<b>Interconnection agreement, or amendment to an approved agreement</b>	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
<b>Request for Arbitration</b>	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
<b>Introduce or change c-t-c service tariffs,</b>	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
<b>Introduce or change access service pursuant to 07-464-TP-COI</b>	<input type="checkbox"/> ATA (Auto 30 day)			
<b>Request rural carrier exemption, rural carrier suspension or modification</b>	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05		
<b>Pole attachment changes in terms and conditions and price changes.</b>	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
<b>CMRS Providers See 4901:1-6-15</b>	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
<b>Other*</b> (explain) _____				

\*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

**All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

### Section III. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

#### AFFIDAVIT

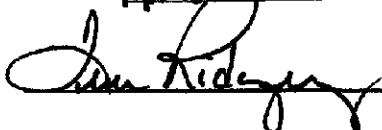
##### *Compliance with Commission Rules and Service Standards*

I am an officer/agent of the applicant corporation, Global Tel\*Link Corporation, and am authorized to make this statement on its behalf.

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on Apr 23, 2009 at Mobile, Alabama



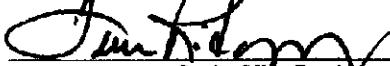
Teresa Ridgeway, Senior Vice-President of Administration

Apr 23, 2009

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

#### VERIFICATION

I, Teresa Ridgeway, verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.



\*Teresa Ridgeway, Senior Vice-President of Administration

\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Apr 23, 2009

**Send your completed Application Form, including all required attachments as well as the required number of copies, to:**

**Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793**

**Or**

**Make such filing electronically as directed in Case No 06-900-AU-WVR**



*Exhibits*

**Exhibit A – Description of Transaction and Rationale, including public interest considerations**

**Exhibit B – Customer Notice**

**Exhibit C – Certificate of Good Standing**

**Exhibit D – List of Names, Addresses and Phone Numbers of Officers and Directors**

**Exhibit A**  
**Description of Transaction and Rationale, including public interest considerations**

**See Cover Letter**

## Exhibit B Customer Notice

There is no plan to notify customers. There will be no impact on customers because the proposed Equity Sale will be completed at the holding company level, and thus the transaction will be entirely transparent to Global Tel\*Link Corporation's customers and will have no effect on the services those customers currently receive. There will be no change in the name of Global Tel\*Link Corporation, and the company will continue to provide services pursuant to the terms and conditions of its tariff on file with the Commission.

**Exhibit C**  
**Certificate of Good Standing**

**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show GLOBAL TEL\*LINK CORPORATION, a Delaware corporation, having qualified to do business within the State of Ohio on September 03, 1992 under License No. 826963 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 31st day of July, A.D. 2008*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner", followed by a horizontal line.

**Ohio Secretary of State**

**Validation Number: V2008212J65983**

Exhibit D  
List of Names, Addresses and Phone Numbers of Officers and Directors

**Global Tel\*Link  
Board of Directors**

***Chairman*  
*Robert B. McKeon***

Veritas Capital  
590 Madison Avenue, 41st Floor  
New York, NY 10022  
Ph: 212-415-6701

***Ramzi M. Musallam***

Partner  
Veritas Capital  
590 Madison Avenue, 41st Floor  
New York, NY 10022  
Ph: 212-415-6700

***Gerry Cardinale***

Managing Director  
Goldman, Sachs & Co  
85 Broad Street  
New York, NY 10004  
Ph: 212-902-6182

***Hugh Evans***

Partner  
Veritas Capital  
590 Madison Ave, 41<sup>st</sup> Floor  
New York, NY 10022  
Ph: 212- 415-6705

***Ryan Limaye***

Managing Director  
Goldman, Sachs & Co  
555 California St  
San Francisco, CA 94104  
Ph: 415-249-7178

***Jeff Weber***

Principle  
Veritas Capital  
590 Madison Avenue, 41st Floor  
New York, NY 10022  
Ph: 212-415-6700

***Brian Oliver***

CEO  
Global Tel\*Link  
12021 Sunset Hills Road  
Suite 100  
Reston, VA 20190  
Ph: 703-955-3885

***Thomas J. Carella***

Vice President, Principal Investment  
Area  
Goldman, Sachs & Co.  
85 Broad Street  
New York, NY 10004  
Ph: 212- 902-3068





**OFFICERS – Global Tel\*Link Corporation**

Robert B. McKeon, Chairman  
Brian Oliver, Chief Executive Officer  
Charles Stephen Yow, Chief Financial Officer and Treasurer  
Teresa L. Ridgeway, Secretary  
Jeff Haidinger, President of Services  
David Silverman, Vice President and Assistant Secretary  
Harold L. Howard, Vice President  
Hugh D. Evans, Assistant Secretary