

**BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION**

Joint Application of)	
Public Communications Services, Inc.)	
and Global Tel*Link Corporation)	Case No. _____
To Transfer Assets of)	
Public Communications Services, Inc.)	
To Global Tel*Link Corporation)	

JOINT APPLICATION TO TRANSFER ASSETS

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 Missouri Public Service Commission ("Commission") issue an Order authorizing PCS to Transfer Assets to GTL as described herein (the "Transaction").

Please note that the Applicants filed a notice of the transfer of control of PCS to GTL on August 11, 2010. See BMGR-2011-0065. 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 authorizations in the State of Missouri: Certificate of Authority to Provide Competitive Intrastate Telecommunication Services (Case No. TA-2000-787 granted on July 12, 2000); and Certificate of Service Authority to Provide Private Pay Telephone Service (Case No. TA-2000-788 granted on July 11, 2000). PCS currently provides managed inmate services in the State of Missouri. A copy of PCS's Certificate of Good Standing in Missouri is attached hereto as **Exhibit A**.

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 authorization in the State of Missouri: Certificate of Authority to Provide Competitive Intrastate Telecommunications Service (Case No. TA-96-152 granted on December 26, 1995). GTL currently provides managed inmate services in the State of Missouri. A copy of GTL's Certificate of Good Standing in Missouri is attached hereto as **Exhibit B**. The Transaction will have no effect on GTL's current rates, terms, or conditions for its managed inmate services in the State of Missouri.

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.

F. No Pending Action or Judgments

Applicants do not have any pending action or final unsatisfied judgments or decisions against them from any state or federal agency or court which involve customer service or rates, which action, judgment, or decision has occurred within 3 years of the date of the application.

G. No Overdue Reports or Fees

The Applicants have no overdue annual report or assessment fees.

II. Contact Information

Please send correspondence, communications, orders, and decisions of the Commission concerning this Application to:

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III. Description of the Transaction

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 C**. Applicants assert that the information contained in Exhibit C is confidential, proprietary, and a trade secret and is being submitted under separate cover.

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.

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 its offerings and services to a broader customer base in Missouri. Applicants expect that the transaction will enable GTL to strengthen its competitive position to the benefit of Missouri 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.

IV. Additional Information

A copy of GTL's financial statements for the year ended December 31, 2009 is attached hereto as **Exhibit D**. Applicants assert that the information contained in Exhibit D is confidential, proprietary and a trade secret and is being submitted under separate cover. Organizational charts, showing the current ownership structure, and the ownership structure after the transfer is completed, are attached hereto as **Exhibit E**.

V. 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

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Its Attorneys

Dated: August 25, 2010

List of Exhibits

Exhibit A – PCS’s Missouri Secretary of State Certificate of Good Standing

Exhibit B – GTL’s Missouri Secretary of State Certificate of Good Standing

Exhibit C – Stock Purchase Agreement

Exhibit D – Financial Information

Exhibit E – Organizational Charts