

**STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION**

At a session of the Public  
Service Commission held at its  
office in Jefferson City on the  
6<sup>th</sup> day of October, 2010.

Joint Application of Public Communications Services, Inc. and )  
Global Tel\*Link Corporation to Transfer Assets of Public ) **File No. TO-2011-0054**  
Communications Services, Inc. to Global Tel\*Link Corporation )

**ORDER DISMISSING APPLICATION**

Issue Date: October 6, 2010

Effective Date: October 18, 2010

The Missouri Public Service Commission ("Commission") is dismissing the *Joint Application to Transfer Assets* ("application").

**Procedure**

Public Communications Services, Inc. ("PCS") and Global Tel\*Link Corporation ("GTL") filed the application, with verifications, on August 25, 2010. PCS and GTL ("applicants") seek any authorization necessary for a stock transaction ("transaction") described below. The Commission received no application for intervention by the September 1, 2010, deadline.<sup>1</sup> Staff filed a motion to dismiss ("motion") on September 16, 2010. The Commission decides the motion on a preponderance of the evidence,<sup>2</sup> which consists of the verified application and recommendation.

**Findings of Fact**

PCS is a California corporation. GTL is a Delaware corporation. Applicants are both authorized to do business in Missouri, and each holds a certificate of service authority to offer competitive interexchange telecommunications service in Missouri. Applicants offer

---

<sup>1</sup> Order issued August 27, 2010.

<sup>2</sup> *Missouri Soybean Ass'n v. Missouri Clean Water Comm'n*, 102 S.W.3d 10, 22 (Mo. banc 2003).

payphone services in correctional facilities. The transaction consists of a transfer of 100 percent of all stock in PCS from its stockholders to GTL and a later transfer of PCS's assets to GTL.

### **Conclusions of Law**

As to the stock transfer, the statutes require the Commission's consent only to transfer stock in a Missouri entity:

[N]o stock corporation, domestic or foreign, other than a telecommunications company, shall, without the consent of the commission, purchase or acquire, take or hold more than ten percent of the total capital stock issued by any **telecommunications company** organized or existing under or by virtue of the laws **of this state**.<sup>3</sup>]

No Missouri entity is involved in the transaction so that subsection does not apply.

As to the transfer of assets, the statutes require the Commission's consent only to transfer certain types of assets:

No telecommunications company shall hereafter sell, assign, lease, **transfer**, mortgage or otherwise dispose of or encumber the whole or **any part of its franchise, facilities or system**, necessary or useful in the performance of its duties to the public, **nor** by any means, direct or indirect, merge or consolidate such **line** or system, or franchises, or any part thereof, with any other corporation, person or public utility, without having first secured from the commission an order authorizing it so to do. [<sup>4</sup>]

No party alleges that any of the assets at issue are part of a franchise, facility, system or line; and Staff's motion implies that they are not; so that subsection does not apply.

---

<sup>3</sup> Section 392.300.2, RSMo 2000 (emphasis added).

<sup>4</sup> Section 392.300.1, RSMo 2000 (emphasis added).

Therefore the Commission independently finds and concludes that the Commission has no jurisdiction over the application's subject matter, will grant the motion, and dismiss the application.

**THE COMMISSION ORDERS THAT:**

1. The application is granted and the *Joint Application to Transfer Assets* is dismissed.
2. This order is effective on October 18, 2010.
3. This file shall close on October 19, 2010.

**BY THE COMMISSION**



Steven C. Reed  
Secretary

( S E A L )

Davis, Jarrett, Gunn, and Kenney, CC., concur;  
Clayton, Chm., dissents.

Jordan, Regulatory Law Judge