



1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

7925 JONES BRANCH DRIVE
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wileyrein.com

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WC 08-198

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US BANK/FCC SEP 15 2008

September 12, 2008

Bennett Ross
202.719.7524
bross@wileyrein.com

Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

**Re: Application of GTEL Holdings, Inc. and GTEL Acquisition Corp. to
Transfer Control of the Domestic Section 214 Authorization of Global
Tel*Link Corporation**

Dear Sir/Madam:

Enclosed please find a completed Form 159 with a credit card payment in the amount of \$965.00 in satisfaction of the required filing fee associated with an application to transfer the domestic Section 214 authorization of Global Tel*Link Corporation from GTEL Holdings, Inc. to GTEL Acquisition Corp. Pursuant to Section 63.04 of the Commission's rules, on September 12, 2008, GTEL Holdings, Inc. and GTEL Acquisition Corp. filed electronically a joint domestic and international Section 214 application through the International Bureau Filing System ("IBFS"). A copy of this filing is attached.

Please stamp and return the extra copy in the enclosed, self-addressed envelope. Should you have any questions concerning this filing, please contact the undersigned.

Sincerely,

Bennett Ross
Counsel for GTEL Acquisition Corp.

Enclosures

US BANK/FCC SEP 15 2008

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB 3060-0589 Page 1 of 1

(1) LOCKBOX # 979091	SPECIAL USE ONLY
	FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Colleen King	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) 965.00
(4) STREET ADDRESS LINE NO. 1 1776 K Street, NW	
(5) STREET ADDRESS LINE NO. 2	
(6) CITY Washington	(7) STATE DC
	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-719-7307	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0014925010	(12) FCC USE ONLY
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IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME GTEL Acquisition Corp.		
(14) STREET ADDRESS LINE NO. 1 590 Madison Avenue		
(15) STREET ADDRESS LINE NO. 2 41st Floor		
(16) CITY New York	(17) STATE NY	(18) ZIP CODE 10022
(19) DAYTIME TELEPHONE NUMBER (include area code) 212-415-6700	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0018104430	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID Domestic Section 214	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) 965.00	(27A) TOTAL FEE 965.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, Colleen King, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE Colleen King DATE 9/11/2008

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER [REDACTED] EXPIRATION DATE [REDACTED]

I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.

SIGNATURE Colleen King DATE 9/11/2008

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application to Transfer Control of Global Tel*Link Corporation's International and Domestic Section 214 Authorizations

1. Legal Name of Applicant

Name:	GTEL Acquisition Corp.	Phone Number:	212-415-6701
DBA Name:		Fax Number:	212-688-9411
Street:	590 Madison Avenue 41st Floor	E-Mail:	rmckeon@veritascapital.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10022 -
Attention:	Robert McKeon		

2. Name of Contact Representative

Name:	Bennett Ross	Phone Number:	202-719-7524
Company:	Wiley Rein LLP	Fax Number:	202-719-9411
Street:	1776 K Street, NW	E-Mail:	bross@wileyrein.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:	Bennett Ross	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

6. Name of Assignor / Transferor

Name:	GTEL Holdings, Inc.	Phone Number:	310-209-3980
DBA Name:		Fax Number:	310-443-2149
Street:	10877 Wilshire Boulevard	E-Mail:	ehattler@gores.com
	18th Floor		
City:	Los Angeles	State:	CA
Country:	USA	Zipcode:	90024
Attention:	Eric R. Hattler		

7. Name of Assignee / Transferee

Name:	GTEL Acquisition Corp.	Phone Number:	212-415-6701
DBA Name:		Fax Number:	212-688-9411
Street:	590 Madison Avenue	E-Mail:	rmckeon@veritascapital.com
	41st Floor		
City:	New York	State:	NY
Country:	USA	Zipcode:	10022
			-
Attention:	Robert McKeon		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Commission consent to the transfer of control of Global Tel*Link Corporation's international and domestic Section 214 authorizations to GTEL Acquisition Corp.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No
 Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. Yes No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor GTEL Holdings, Inc.	29. Printed Name of Assignee / Transferee GTEL Acquisition Corp.
27. Title (Office Held by Person Signing) Vice President and Secretary	30. Title (Office Held by Person Signing) President
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Eric R. Hattler	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Robert McKeon

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ANSWER TO QUESTION 10

63.18(c) and (d) Information for GTEL Holdings, Inc. – Transferor

- Contact Information for GTEL Holdings, Inc.

Company Contact

Eric R. Hattler
The Gores Group, LLC
10877 Wilshire Blvd., 18th Floor
Los Angeles, CA 90024
Telephone: (310) 209-3980
Facsimile: (310) 443-2149
Email: ehattler@gores.com

Legal Counsel

James H. Barker
Latham & Watkins LLP
555 Eleventh Street, N.W.
Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201
Email: James.Barker@lw.com

- GTEL Holdings, Inc. (“GTEL”) is a U.S. corporation organized under the laws of the State of Delaware.
- GTEL is the parent company of Global Tel*Link Corporation (“Global”), which holds section 214 authority to provide international and domestic telecommunications services. See File No. ITC-214-19970128-00044 and 47 C.F.R. §63.01 (2006).

63.18(c) and (d) Information for GTEL Acquisition Corp. – Transferee

- Contact Information for GTEL Acquisition Corp.

Company Contact

Robert B. McKeon
Veritas Capital Fund Management, L.L.C.
590 Madison Avenue, 41st Floor
New York, New York 10022
Telephone: (212) 415-6700

Attachment 1
Joint International and Domestic Section 214
Transfer of Control Application
Page 2 of 9

Facsimile: (212) 688-9411
Email: rmckeon@veritascapital.com

Legal Counsel
Bennett Ross
Wiley Rein LLP
1776 K Street NW
Washington, DC 20006
Telephone: (202) 719-7524
Facsimile: (202) 719-9411
Email: bross@wileyrein.com

- GTEL Acquisition Corp. is a U.S. corporation organized under the laws of the State of Delaware.
- GTEL Acquisition Corp. has not previously received Section 214 authority.

ANSWER TO QUESTION 11

The following entities will directly or indirectly own or control at least ten (10) percent of all of the equity (voting and non-voting) of GTEL Acquisition Corp. (the Transferee) at the time the proposed transaction is consummated:

- Name: GTEL Holding LLC¹
Address: 590 Madison Avenue, 41st Floor, New York, New York 10022
Principal Business: Holding ownership interests in GTEL Acquisition Corp.
Citizenship: Delaware
Ownership: 100% of all equity in GTEL Acquisition Corp.
- Name: The Veritas Capital Fund III, L.P.
Address: 590 Madison Avenue, 41st Floor, New York, New York 10022
Principal Business: Acquiring equity ownership interests in private enterprises
Citizenship: Delaware
Ownership: 49.4% of the voting equity in GTEL Holding LLC²

¹ The amount of equity in GTEL Holding LLC to be received by current management as a result of this transaction has not been finally determined and such fluctuations will affect other listed equity percentages in GTEL Holding LLC. The total received by management will be less than 10% individually and in the aggregate of the voting equity interests in GTEL Holding LLC, and such fluctuations would not cause any holder not listed to possess a 10% or more attributable interest in GTEL Holding LLC or Global.

² GTEL Holding LLC will also issue (i) non-voting equity interests totaling no more than 1.4% of its outstanding equity interests to a mezzanine lender and (ii) non-voting profits interests totaling no more than 10% of its outstanding interests as incentives to management of Global. The non-voting equity

Attachment 1
Joint International and Domestic Section 214
Transfer of Control Application
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- Name: Veritas Capital Partners III, L.L.C.
Address: 590 Madison Avenue, 41st Floor, New York, New York 10022
Principal Business: General Partner of The Veritas Capital Fund III, L.P.
Citizenship: Delaware
Ownership: Sole General Partner controlling 100% of the management rights of The Veritas Capital Fund III, L.P.

- Name: Credit Suisse Private Equity, Inc.
Address: 11 Madison Avenue, New York, NY 10010
Principal Business: Managing private equity funds
Citizenship: Delaware
Ownership: indirectly holds 15.2 % of the attributable voting equity in GTEL Holding LLC³

- Name: GS Direct, L.L.C.
Address: 85 Broad Street, New York, NY 10004
Principal Business: See Answer to Question 13, *Description of the Parties*
Citizenship: Delaware
Ownership: 40.4% of the voting equity interests in GTEL Holding LLC

- Name: The Goldman Sachs Group, Inc.
Address: 85 Broad Street, New York, NY 10004
Principal Business: See Answer to Question 13, *Description of the Parties*
Citizenship: Delaware
Ownership: indirectly holds 40.4% of the attributable voting equity interests in GTEL Holding LLC⁴

- Name: Goldman, Sachs & Co.
Address: 85 Broad Street, New York, NY 10004
Principal Business: Principal broker-dealer of The Goldman Sachs Group, Inc. and its affiliates
Citizenship: New York
Ownership: Sole manager of GS Direct, L.L.C.⁵

interests in GTEL Holding LLC would not cause any holder not listed to possess a 10% or more attributable equity interest in GTEL Holding LLC or Global.

³ Credit Suisse Private Equity, Inc. indirectly controls investment funds, and is affiliated with one other investment fund, the limited partners of which are passive investors. These funds own passive limited partnership interests in The Veritas Capital Fund III, L.P.

⁴ The Goldman Sachs Group, Inc. owns 100% of all of the equity interests (voting and non-voting) in GS Direct, L.L.C.

⁵ Goldman, Sachs & Co. holds no equity interests in GS Direct, L.L.C. (*see footnote 4*).

- Name: The Goldman, Sachs & Co. L.L.C.
Address: 85 Broad Street, New York, NY 10004
Principal Business: Holding company
Citizenship: Delaware
Ownership: Sole General Partner of Goldman, Sachs & Co.⁶

There are no other entities that will directly or indirectly own at least ten (10) percent of all of the equity of GTEL Acquisition Corp. at the time the proposed transaction is consummated.

ANSWER TO QUESTION 12

Neither Global, GTEL, GTEL Acquisition Corp. nor GTEL Holding LLC will have interlocking directorates (or managers) with a foreign carrier.

ANSWER TO QUESTION 13

Description Of The Proposed Transaction

Through this Transfer of Control Application, GTEL seeks Federal Communications Commission ("FCC" or the "Commission") consent to the transfer of control of all of the licenses held by Global, the wholly-owned and sole subsidiary of GTEL, to GTEL Acquisition Corp. As described below, the transaction will be in the public interest, as it will enhance Global's competitiveness within its industry.

Description of the Parties

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 provided by Global in 38 states enable inmates to communicate with friends, family members, legal counsel and other approved parties outside the correctional facilities. Global is a Delaware corporation headquartered in Reston, Virginia with over 400 employees. Global holds section 214 authority to provide international and domestic telecommunications services.

Global's principal shareholders, the transferors, through holding interests in GTEL, are affiliated with and controlled by The Gores Group, LLC as well as private

⁶ Limited partnership interests in Goldman, Sachs & Co. are held directly or indirectly by The Goldman Group, Inc. (see Question 13, Description of the Parties).

equity funds affiliated with The Goldman Sachs Group, Inc. Together, these two groups own approximately 90% of the attributable interests in Global.

The transferee, GTEL Acquisition Corp., is a Delaware corporation that is wholly owned by GTEL Holding LLC, a Delaware limited liability company. As of the closing of the proposed transaction described below, GTEL Holding LLC will be 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.⁷

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., including the right to replace Goldman Sachs & Co., the sole manager of 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.

⁷ Neither The Veritas Capital Fund III, L.P. nor GS Direct, L.L.C. has the power to appoint a majority of the members of the board of managers of GTEL Holding LLC, nor does either have a majority voting interest in GTEL Holding LLC. The Veritas Capital Fund III, L.P. will hold approximately 49.4% of GTEL Holding LLC and GS Direct L.L.C. will hold approximately 40.4%, with the remainder being held by management of Global as well as mezzanine lenders.

Description of the Agreement

On September 11, 2008, an Agreement and Plan of Merger (the "Merger Agreement") was executed by GTEL Acquisition Corp.; GTEL Merger Corp., a Delaware corporation and a wholly-owned subsidiary of GTEL Acquisition Corp ("Merger Sub"); GTEL; and The Gores Group, LLC. Pursuant to the Merger Agreement, Merger Sub will be merged into GTEL, with GTEL remaining in existence as the surviving corporation. As a result of the merger, the current holders of equity interests in GTEL (other than Global's management) will receive cash compensation in exchange for such interests, and GTEL Acquisition Corp. will receive all of the remaining equity interests in GTEL. The transaction thus will result in a change of control of all of the section 214 authority granted by the FCC to Global. Control of such authorizations and licenses will be held effectively by GTEL Acquisition Corp. after closing of the transaction, and GTEL Acquisition Corp. will be controlled effectively by the board of managers of GTEL Holding LLC.

Because the proposed transfer of control will be completed at the holding company level, the Applicants expect that the transaction will be entirely transparent to Global's customers and will have no effect on the services those customers currently receive. As a stock transaction affecting only the ownership of GTEL, the proposed transaction will not result in any adverse change in the assets Global uses to provide service or Global's day-to-day operations, nor will the transaction itself have any effect on Global's rates, terms or conditions of service.

Public Interest Statement

The proposed transfer of control of GTEL to GTEL Acquisition Corp. serves the public interest and will cause no offsetting public interest harms. Therefore, the Commission should expeditiously approve the proposed transfer of control.

The proposed transfer of control will promote competition among telecommunications providers by strengthening Global and increasing its ability to compete effectively in the market for telecommunications services to the U.S. corrections industry. The proposed transaction will provide Global access to financial resources necessary to expand its customer base and develop new products and services to meet the evolving communications needs of government authorities that operate correctional institutions and other confinement facilities.

At the same time, the proposed transfer of control does not raise any competitive concerns. GTEL Acquisition Corp. holds no investments in the type of telecommunications authorizations held by or services offered by Global, and thus the proposed transaction will not result in any consolidation in the market for telecommunications services to the U.S. corrections industry. The only impact of the proposed transaction is financial in that Global will obtain access to increased resources necessary to become an even more effective competitor.

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For the reasons stated above, the transfer of control of GTEL to GTEL Acquisition Corp. will benefit the public interest. Thus, the parties to this application respectfully request the Commission to approve the transfer of control as expeditiously as possible.

ANSWER TO QUESTION 14

GTEL Acquisition Corp. is not a foreign carrier. Upon consummation of this transaction, GTEL Acquisition Corp., through its ownership by Goldman Sachs, will be affiliated with the foreign carrier listed below:

Name of the affiliated foreign carrier	Countries in which company is authorized telecommunications services to the public	Description of company's activities
Diveo Broadband Networks, Inc.	Brazil, Colombia, Mexico	Provider of local broadband and Internet services infrastructure to corporate customers.

In addition, Goldman Sachs is disclosing its affiliation with the following companies, which are non-U.S. entities engaged in the provision of communications services. Goldman Sachs has not been able to confirm whether these companies are authorized to engage in the provision of international telecommunication services or have the ability to originate or terminate telecommunications services to or from points outside their country, but is disclosing its ownership interest in these entities out of an abundance of caution.

Name of the affiliated foreign company	Countries in which company is providing telecommunications services to the public	Description of company's activities
eMOBILE Ltd.	Japan	Mobile broadband service provider.
GET A/S	Norway	Provider of cable television, broadband and telephony services.
Shared Access, LLC	United Kingdom	Operator of wireless infrastructure.
Tikona Digital Networks	India	Wireless broadband provider.

GTEL Acquisition Corp. has no other foreign carrier affiliations.

ANSWER TO QUESTION 16

Pursuant to Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10, GTEL Acquisition Corp. qualifies for non-dominant classification on the routes between the United States and all the above-listed countries because the affiliated entities in these countries have no market power on the foreign end of any of these routes. *See id.* § 63.10(a)(3). All of the above-listed affiliates lack 50 percent market share in the international transport and the local access markets in their respective foreign markets, and none is listed on the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets. As such, GTEL Acquisition Corp. is presumptively classified as non-dominant on these routes.

ANSWER TO QUESTION 20

This application for transfer of control of international Section 214 authorization qualifies for streamlined processing pursuant to Section 63.12(c). 47 C.F.R. § 63.12 (2006). While the Transferee will be affiliated with at least one foreign carrier in destination markets, the Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules as set forth in the Answer to Question 16. The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.

**INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S
RULES IN RELATION TO GLOBAL'S DOMESTIC 214 AUTHORIZATION**

In support of the Applicants' request for consent to transfer control of Global's domestic blanket Section 214 authority to GTEL Acquisition Corp., the following information is submitted pursuant to Section 63.04 of the Commission's rules. 47 C.F.R. § 63.04. Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 transfer of control application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04.

RESPONSES TO SECTION 63.04(a)(6)-(12)

(a)(6): See Answer to Question 13.

(a)(7): See Answer to Question 13.

(a)(8): This application for transfer of control of domestic Section 214 authorization presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(1)(ii) because GTEL Acquisition Corp., the transferee, is not a telecommunications provider. 47 C.F.R. §63.03(b)(1)(ii). This application also qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction: (1) Applicants and their affiliates (as defined in 47 U.S.C. § 153(1) – "Affiliates") combined will hold less than a ten (10) percent share of the interstate, interexchange market; (2) to the extent that Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. domestic service. 47 C.F.R. §63.03(b)(2)(i).

(a)(9): See Answer to Question 13.

(a)(10): The Applicants are not requesting special consideration because neither party to the transaction is facing imminent business failure.

(a)(11): The Applicants are not separately filing any waiver requests in conjunction with the transaction.

(a)(12): See Answer to Question 13.

Global Tel*Link Corporation
Post Closing Holding Structure
(*all percentage interests are such entity's direct or indirect attributable
voting interests in Global Tel*Link Corporation)

