

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-4423
Application of Global Tel*Link)
Corporation, Mobile, Alabama;)
Value-Added Communications,)
Inc., Plano, Texas; Public)
Communications Services, Inc.,)
Mobile, Alabama; and ASP GTEL) GRANTED
Holdco, LLC, New York, New York,)
seeking approval of a transfer)
of control to ASP GTEL Holdco,)
LLC and issuance of debt and)
related financing transactions.) Entered: December 6, 2011

BY THE COMMISSION:

On October 31, 2011, a joint application was filed by Global Tel*Link Corporation ("GTL"), Mobile, Alabama; Value-Added Communications, Inc. ("VAC"), Plano, Texas; Public Communications Services, Inc. ("PCS"), Mobile, Alabama; and ASP GTEL Holdco, LLC ("ASP GTL"), New York, New York, (collectively "Applicants") seeking approval of a transfer of control of GTL, VAC and PCS (hereinafter "Service Providers") to ASP GTL and authority to issue debt and other related financing transactions. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 3, 2011. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Parties:

GTL is a privately held Delaware corporation with principal offices located in Mobile, Alabama. GTL was authorized as a local exchange telecommunications services provider in the State of Nebraska by virtue of authority granted by the Commission on May 28, 1997, under Docket C-1501. GTL provides managed inmate services in the State of Nebraska.

VAC is a privately held Delaware corporation with principal offices in Plano, Texas. VAC was authorized as an interexchange telecommunications services provider in the State of Nebraska by virtue of authority granted by the Commission on April 13, 2010, under Docket C-4252. VAC provides managed inmate services in the State of Nebraska.

PCS is a privately held California corporation with principal offices in Mobile, Alabama. PCS was authorized as an

interexchange telecommunications services provider in the State of Nebraska by virtue of authority granted by the Commission on September 24, 2002, under Docket C-2795. PCS provides managed inmate services in the State of Nebraska.

GTEL Holding LLC, a privately held Delaware corporation is the ultimate parent company of the Service Providers, holding the Service Providers through GTEL Holdings, Inc. and GTEL Acquisition Corp., the direct parent of GTEL Holdings, Inc.

ASP GTL is a privately held Delaware limited liability company with principal offices in New York, New York. ASP GTL is not currently providing telecommunications in any state.

Description of the Transaction:

According to the application, ASP GTL will purchase all of the stock of GTEL Acquisition Corp. GTEL Acquisition Corp. will become a wholly-owned subsidiary of ASP GTL, resulting in ASP GTL acquiring ultimate control of the Service Providers. The proposed transaction does not involve the assignment of the Service Providers' certificates of authority to provide telecommunications services to their customers.

Further, the management and technical teams in charge of the Service Providers will not change as a result of the proposed transaction. The Applicants anticipate that the proposed transaction will be transparent to any customers in Nebraska and the customers will continue to receive service under the same rates, terms, and conditions as they currently receive. The Applicants state there will be no changes to the names of the Service Providers.

Finally, the Applicants state that the proposed transaction is in the public interest as it will provide the Service Providers with greater operating flexibility to expand and improve its current services and explore other future strategic investment opportunities.

Debt Issuance and Related Financing Transactions

To finance the stock purchase associated with the proposed transaction discussed above, the Applicants seek approval and authority to incur aggregate debt of up to \$800 million pursuant to Neb. Rev. Stat. § 75-148, which states in pertinent part,

A common carrier may issue stock, bonds, notes, or other evidence of indebtedness, payable at periods of more than twelve months after the date thereof, when necessary for the acquisition of property, the construction, completion, extension or improvement of facilities, the improvement or maintenance of its service, or the discharge or lawful refunding of its obligations if the common carrier first secures from the Commission an order authorizing such issue and the amount thereof and stating that in the opinion of the Commission the use of the capital to be secured by the issue of such stock, bonds, notes, or other evidence of indebtedness is reasonably required for the purposes of the carrier.

The debt will include a term credit facility of up to \$605 million with a 6-year maturity and a revolving credit facility of \$50 million of debt at the time of the closing of the proposed transaction, tentatively set for December 1, 2011. Additional credit, not to exceed \$145 million may be obtained by the Applicants after the close of the proposed transaction, for a total aggregate debt of up to \$800 million. The debt will be secured by substantially all the assets and property of GTEL Holdings, Inc. including its subsidiaries the Service Providers and others. Further, the debt will be guaranteed by GTEL Holdings, Inc, and its subsidiaries including the Service Providers.

Based upon the above information, the Commission finds the application to be fair and reasonable, in the public interest, and reasonably required for the purposes of Global Tel*Link Corporation, Value-Added Communications, Inc., Public Communications Services, Inc., and ASP GTEL Holdco, LLC. Therefore, the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4423, be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 6th day of
December, 2011.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

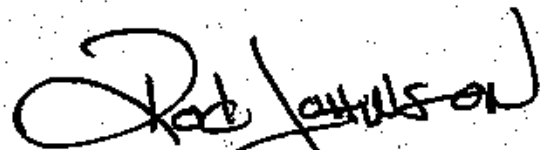
Application No. C-4423

Page 4

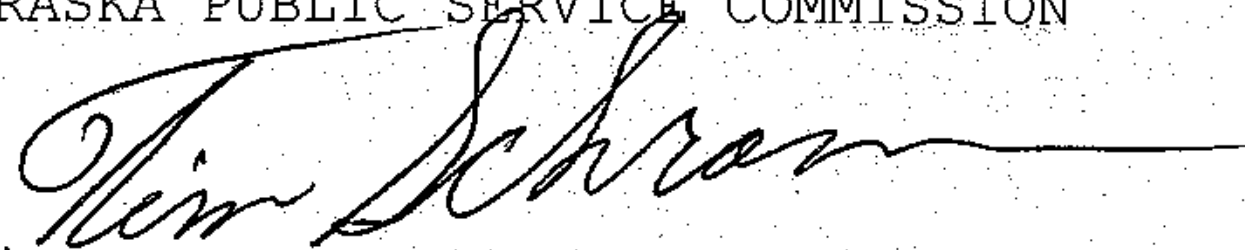
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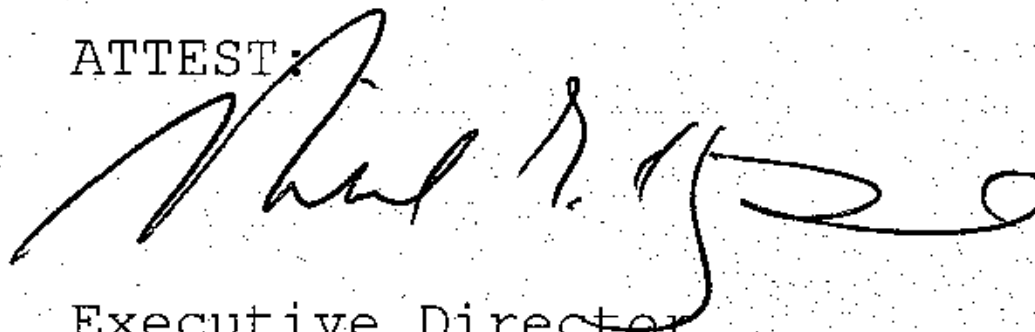


//s// Frank Landis
//s// Tim Schram



Chairman

ATTEST:



Executive Director