

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
VALUE-ADDED COMMUNICATIONS, INC.)	WC Docket No. _____
FRN No. 0004268686)	
)	
and)	File No. ITC-T/C- _____
)	
GLOBAL TEL*LINK CORPORATION)	
FRN No. 0003734985)	
)	
Application for Consent to Transfer Control, Assign)	
Assets and/or Transfer Control of Assets of a Company)	
Holding an International Authorization and a)	
Blanket Domestic Authorization pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended)	
_____)	

JOINT APPLICATION

Value-Added Communications, Inc. (“VAC”) and Global Tel*Link Corporation (“GTL”) (collectively, the “Applicants”), hereby request approval from the Federal Communications Commission (the “Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission’s rules, 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24(e), to transfer control of VAC to GTL, including control of VAC’s international Section 214 authorization, and thereafter to transfer certain VAC assets to GTL (the “Transaction”).¹

¹ *Amendment of Parts 1 and 63 of the Commission’s Rules*, 22 FCC Rcd 11398, ¶ 38 (2007) (indicating that asset acquisitions should be treated as assignments under the Commission’s international Section 214 rules); *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, ¶ 59 (2002) (finding that asset acquisitions should be treated as transfers of control under the Commission’s domestic Section 214 rules).

I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application, and the Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed Transaction will result in GTL having a market share in the interstate interexchange market of less than ten percent (10%); (2) GTL will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 of the Commission's rules because: (1) GTL is not affiliated with a dominant foreign carrier; (2) as a result of the transaction, GTL will not be affiliated with any foreign carrier as defined in the Commission's rules; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's rules apply.

II. APPLICANTS

A. Value-Added Communications, Inc. (FRN: 0004268686)

VAC is a Delaware corporation with headquarters located at 3801 E. Plano Parkway, Suite 100, Plano, Texas 75074. VAC has authority to provide interstate and international telecommunications services.² VAC also provides or is authorized to provide inmate telephone services to correctional facilities in all fifty (50) states (with the exception of Alaska, Maine, New Hampshire, Rhode Island, and Vermont) and Puerto Rico.³

² IB File No. ITC-214-19920915-00084 (held under the name Value-Added Comm, Inc.); FCC Filer ID No. 817348 (held under the name Value Added Communication, Inc.).

³ VAC does not provide intrastate service in the District of Columbia.

B. Global Tel*Link Corporation (FRN: 0003734985)

GTL is a Delaware corporation with headquarters located at 12021 Sunset Hills Road, Suite 100, Reston, Virginia 20190. GTL has authority to provide interstate and international telecommunications services.⁴ In addition, GTL either offers service or is certificated to offer telecommunications services in the District of Columbia and all fifty (50) states with the exception of Alaska. GTL specializes in the provision of managed inmate communications services and manufactures equipment used in correctional facilities.

III. DESCRIPTION OF THE TRANSACTION

On April 19, 2011, GTL and the owners of VAC entered into a Stock Purchase Agreement (the “Agreement”). Pursuant to the Agreement, the current shareholders of VAC will transfer all of their shares of VAC’s corporate parent, VAC Holding, Inc., to GTL. As a result, VAC Holding, Inc. and VAC will become wholly owned subsidiaries of GTL, and GTL will acquire direct control of VAC. For the Commission’s convenience, pre- and post-Transaction corporate organizational structure charts depicting the transfer of control are provided as **Exhibit B**. Consummation of the Transaction is contingent on, among other things, receipt of the necessary regulatory approvals.

The initial phase of the proposed Transaction – transfer of control of VAC from VAC’s present owners to GTL through the sale of stock – does not involve any assignment of licenses or customers. All current customers of VAC will continue to be served by VAC pursuant to its existing international Section 214 license and blanket domestic Section 214 authorization. This phase of the Transaction will be transparent to customers who will continue to receive their existing services at the same or similar rates, terms and conditions without any immediate changes.

⁴ IB File No. ITC-214-19970128-00044; FCC Filer ID No. 809240.

At some time subsequent to consummation of the transfer of control, VAC will transfer all or substantially all of its assets related to the provision of telecommunications services, including customers, customer agreements and contracts, vendor agreements and contracts, intellectual property, and promotional materials (collectively, "Assets") to GTL. Once the VAC Assets are transferred to GTL, current VAC customers will receive service from GTL pursuant to the same or similar rates, terms, and conditions without any immediate changes. GTL and VAC will provide consumers with any necessary notice as required by 47 C.F.R. § 64.1120(e) prior to completing the assignment of the VAC Assets to GTL. Once all VAC customers are transferred to GTL and VAC no longer needs its authorizations for operational or billing purposes, VAC will cancel its domestic registration and surrender its international Section 214 authority.

IV. PUBLIC INTEREST STATEMENT

Approval of the Transaction is in the public interest because it will enhance economic efficiency by enabling GTL to expand its own business and achieve economies of scale. These benefits will strengthen GTL's ability to expand its offerings and services to a broader customer base. Further, the proposed Transaction will enable GTL to strengthen its competitive position to the benefit of consumers and the telecommunications marketplace. As a competitive provider of inmate telephone services, GTL will provide customers the positive benefit of access to existing and new product offerings.

The proposed Transaction will be conducted in a manner that will be transparent to current customers of VAC with respect to the transfer of control and will result only in a change in the name of their service provider once the VAC Assets are ultimately transferred to GTL. Following the Asset transfer, GTL will provide previously served VAC customers with the same

service quality they have come to expect and all billing will be handled by GTL. After the Asset transfer, GTL will provide high-quality communications services to existing VAC customers without interruption and without immediate change in rates, terms or conditions. GTL will, however, provide any necessary notice to current VAC customers pursuant to 47 C.F.R. § 64.1120(e). The Transaction will be transparent to customers and will not have a negative impact on the public interest, services to customers, or competition.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d) and (o)-(p) of Section 63.18 for both Applicants and the information requested in paragraphs (h)-(n) of Section 63.18 for GTL.

(a) Name, address, and telephone number

Transferor
Value-Added Communications, Inc.
3801 E. Plano Parkway
Suite 100
Plano, Texas 75074
972-535-3342 (telephone)
972-238-0022 (facsimile)
FRN: 0004268686

Transferee
Global Tel*Link Corporation
12021 Sunset Hills Road
Suite 100
Reston, VA 20190
703-955-3915 (telephone)
703-435-0980 (facsimile)
FRN: 0003734985

(b) Citizenship

Both VAC and GTL are Delaware corporations.

(c) **Correspondence concerning this Application should be sent to (Answer to IBFS Main Form Question 10):**

For Value-Added Communications, Inc.:	For Global Tel*Link Corporation:
John Nakahata Wiltshire & Grannis LLP 1200 18th Street, NW, Suite 1200 Washington, DC 20036 202-730-1320 (telephone) 202-730-1301 (facsimile) jnakahata@wiltshiregrannis.com	Chérie R. Kiser Cahill Gordon & Reindel LLP 1990 K Street, NW, Suite 950 Washington, D.C. 20006 202-862-8950 (telephone) 202-862-8958 (facsimile) ckiser@cgrdc.com

(d) **International Section 214 Authorizations (Answer to IBFS Main Form Question 10)**

VAC holds blanket domestic interstate Section 214 authority and global Section 214 authority to provide international services.⁵ GTL holds blanket domestic interstate Section 214 authority and global Section 214 authority to provide international facilities-based and resale services.⁶

(h) **Ten Percent Greater Interest Holders/Interlocking Directorates (Answer to IBFS Main Form Question 11 and 12).**

The following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in GTL:

GTEL Holdings, Inc. GTEL Holdings, Inc., a Delaware corporation whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTL. GTEL Holdings, Inc. is wholly owned by GTEL Acquisition Corp. The address for GTEL Holdings, Inc. is 2609 Cameron Street, Mobile, Alabama 36607.

⁵ IB File No. ITC-214-19920915-00084 (held under the name Value-Added Comm, Inc.); FCC Filer ID No. 817348 (held under the name Value Added Communication, Inc.).

⁶ IB File No. ITC-214-19970128-00044; FCC Filer ID No. 809240.

GTEL Acquisition Corp. GTEL Acquisition Corp., a Delaware corporation whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTEL Holdings, Inc. GTEL Acquisition Corp. is wholly owned by GTEL Holding, LLC. The address for GTEL Acquisition Corp. is 590 Madison Avenue, 41st Floor, New York, NY 10022.

GTEL Holding, LLC. GTEL Holding, LLC, a Delaware limited liability company whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTEL Acquisition Corp. GTEL Holding, LLC is controlled by a board of managers, including GTL's chief executive officer, managers appointed by The Veritas Capital Fund III, L.P., and managers appointed by GS Direct, L.L.C. GTEL Holding, LLC is majority owned by The Veritas Capital Fund III, L.P. and GS Direct, L.L.C. The remainder of the owners of GTEL Holding, LLC are investment funds, management companies, insurance companies, one or more members of the board of managers of GTEL Holding, LLC, employees of GTL and its subsidiaries, and others, but none hold a ten percent (10%) or greater direct or indirect ownership interest in GTEL Holding, LLC. The address for GTEL Holding, LLC is 590 Madison Avenue, 41st Floor, New York, NY 10022.

The Veritas Capital Fund III, L.P. The Veritas Capital Fund III, L.P., a private equity investment partnership organized in Delaware, owns an approximately forty-four percent (44%) interest in GTEL Holding, LLC. The Veritas Capital Fund III, L.P.'s sole general partner is Veritas Capital Partners III, L.L.C, a Delaware limited liability company. In addition, investment funds controlled by or affiliated with Credit Suisse Private Equity, Inc. own passive limited partnership interests in The Veritas Capital Fund III, L.P. Robert B. McKeon ("McKeon"), a U.S. citizen, is Veritas Capital Partners III, L.L.C.'s managing member. McKeon

also serves as 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. The address for The Veritas Capital Fund III, L.P. and Veritas Capital Partners III, L.L.C. is 590 Madison Avenue, 41st Floor, New York, NY 10022.

RDV Corporation. RDV Corporation, a Michigan corporation whose principal offices are located at 126 Ottawa Avenue NW, Suite 500, Grand Rapids, Michigan 49503, is owned by and serves as the family office of the DeVos family. All of the members of the DeVos Family that own RDV Corporation are U.S. citizens. RDV Corporation is the general partner of RDV Capital Management L.P., a Delaware limited partnership (“RDVCM”), and the manager of Ver-Cap III Investors, LLC, a Michigan limited liability company (“Ver-Cap”). RDVCM and Ver-Cap indirectly own in the aggregate a 2.95% interest in GTEL Holding, LLC via their interests in The Veritas Capital Fund III, L.P. Also, RDV Corporation manages 804 Investors LLC, a Michigan limited liability company (“804 Investors”), and GT Group Investors, LLC, a Michigan limited liability company (“GT Investors”). 804 Investors and GT Investors own 6.42% and 3.14% interests, respectively, in GTEL Holding LLC. The owners of 804 Investors are four trusts established by members of the DeVos family. The owners of GT Investors are 804 Investors and certain senior officers of RDV Corporation.

Credit Suisse Private Equity, Inc. Credit Suisse Private Equity, Inc., a Delaware corporation whose principal business is managing private equity funds, indirectly owns an approximately fourteen percent (14%) interest in GTEL Holding, LLC via its interest in The Veritas Capital Fund III, L.P. The address for Credit Suisse Private Equity is 11 Madison Avenue, New York, NY 10010.

GS Direct, L.L.C. GS Direct, L.L.C., a Delaware limited liability company, indirectly owns an approximately sixteen percent (16%) interest in GTEL Holding, LLC. 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. GS Direct, L.L.C. is wholly owned by The Goldman Sachs Group, Inc. G.S. Direct, L.L.C.'s sole manager is Goldman, Sachs & Co. The address for GS Direct, L.L.C., The Goldman Sachs Group, Inc., and Goldman, Sachs & Co. is 200 West Street, New York, NY 10282.

The Goldman Sachs Group, Inc. The Goldman Sachs Group, Inc., a Delaware corporation, provides investment banking, securities, and investment management services primarily to corporations, financial institutions, governments, and high net worth individuals worldwide. The Goldman Sachs Group, Inc. owns one hundred percent (100%) interest in GS Direct, L.L.C and has the right to replace Goldman, Sachs & Co. as the sole manager of GS Direct, L.L.C. The Goldman Sachs Group, Inc. indirectly holds an approximately sixteen percent (16%) interest in GTEL Holding, LLC. Goldman, Sachs & Co. is a New York limited partnership which serves as the principal U.S. broker-dealer for The Goldman Sachs Group, Inc. All limited partner equity interests in Goldman, Sachs & Co. are held by The Goldman Sachs Group, Inc., a bank holding company.

Other than as stated in this Application, no other person or entity owns a ten percent (10%) or greater direct or indirect ownership interest in GTL.

Other than ownership of GTL's subsidiaries, DSI-ITI, LLC⁷ and Public Communications

⁷ IB File No. ITC-214-20100407-00149; FCC Filer ID No. 828195. DSI-ITI, LLC is certificated or is in the process of obtaining certification to offer inmate calling services in Alabama, Arizona, Arkansas, Delaware, Florida, Georgia, Illinois, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New

Services, Inc.,⁸ the following ten percent (10%) or greater direct or indirect owners of GTL do not hold any interests in any other telecommunications-related entities: GTEL Holdings, Inc., GTEL Acquisition Corp., The Veritas Capital Fund III, L.P., Veritas Capital Partners III, L.L.C., RDV Corporation, and Credit Suisse Private Equity.

In addition to its ownership of GTL, DSI-ITI, LLC, and Public Communications Services, Inc., GTEL Holding, LLC is affiliated⁹ with the following domestic communications companies in which The Goldman Sachs Group, Inc. has the following approximate interests:

- twenty-nine percent (29%) interest in Arcadian Networks, Inc., a wireless broadband services provider throughout a majority of the United States;
- thirty-one percent (31%) interest in Cequel Communications, LLC, and its operating subsidiary, Suddenlink Communications, a communications, video, and broadband services provider in Arkansas, California, Idaho, Kentucky, Louisiana, Maryland, Mississippi, Missouri, New Mexico, North Carolina, Ohio, Oklahoma, Texas, Virginia, and West Virginia;
- twenty-nine percent (29%) interest in Conterra Ultra Broadband Holdings, Inc. (“Conterra”), a provider of transport services and broadband Wide Area Networks, Voice over Internet Protocol (“VoIP”) services, distance learning and Internet services to mobile wireless carriers, school districts and enterprises in sixteen states,

Mexico, North Carolina, Northern Mariana Islands, Ohio, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Virginia, and Wisconsin.

⁸ IB File No. ITC-214-19980903-00628; FCC Filer ID 823820. Public Communications Services, Inc. and its subsidiaries Public Communications Services-Michigan, LLC and Public Communications Services-Indiana, LLC provide telecommunications service in the following thirty (30) states: Arizona, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Louisiana, Maine, Michigan, Minnesota, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Texas, Vermont, Virginia, Washington, and Wisconsin.

⁹ As defined in Section 3 of the Communications Act of 1934, 47 U.S.C. § 153(2).

and through Conterra, a twelve percent (12%) indirect interest in Detel Wireless LLC, which is a provider of transport services and broadband Wide Area Networks, VoIP services, distance learning and Internet services to mobile wireless carriers, school districts and enterprises in Louisiana and Mississippi;

- thirteen percent (13%) interest in CURRENT Group, LLC, a broadband over power line provider that provides VoIP services in the northeastern United States;
- thirty-six percent (36%) interest in Integra Telecom Inc., a provider, through its subsidiaries, of voice and data services in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington; and
- thirteen percent (13%) in DISH Network Corporation which, through subsidiaries, holds a controlling interest in Liberty-Bell Telecom LLC, a competitive local exchange carrier and interexchange carrier that provides service primarily in Colorado, as well as to some customers in New Mexico and Utah. Liberty-Bell Telecom is in the process of obtaining the necessary regulatory operating authority to provide intrastate telecommunications services in each of the remaining eleven states served by Qwest as the incumbent local exchange carrier.

Applicants do not have any interlocking directorates with a foreign carrier,¹⁰ nor will GTL have any such directorates or managers after consummation of the Transaction.

(i) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17)

GTL certifies that it is not a foreign carrier, that it is not affiliated with a foreign carrier as defined under the Commission's rules, and that it will not become affiliated with a foreign carrier as a result of this Transaction.

¹⁰ As defined by 47 C.F.R. § 63.09(d).

(j) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17).

As evidenced by the signatures to this Application, GTL certifies that upon consummation of the Transaction it will not provide international telecommunications services to any destination country in which: (1) GTL is a foreign carrier in the destination market; (2) GTL controls a foreign carrier in the destination market; (3) any entity that owns more than twenty-five (25%) of GTL, or that controls GTL, controls a foreign carrier in the destination market; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than twenty-five percent (25%) of GTL and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(k) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17).

Not applicable.

(l) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17).

GTL will not resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(m) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17).

Not applicable.

(n) Special Concessions Certification (Answer to IBFS Main Form Question 21).

As evidenced by the signatures to this Application, GTL has not agreed to accept special concessions directly or indirectly from any 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 adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

(o) **Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25).**

As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 862.

(p) **Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20).**

Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, for the reasons set forth above.

VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the additional information required by Section 63.04(b) of the Commission's rules for transfer of control of assets is provided in **Exhibit A**.

VII. CONCLUSION

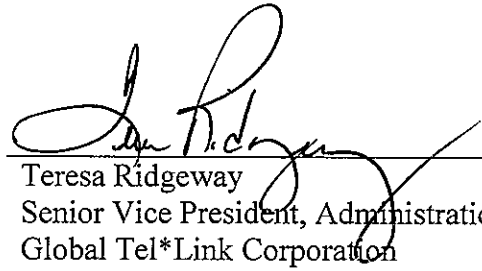
Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**VALUE-ADDED COMMUNICATIONS,
INC.**

GLOBAL TEL*LINK CORPORATION

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Dated: May 9, 2011

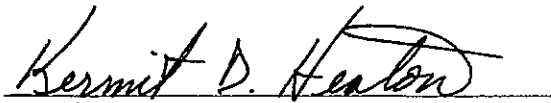
VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**VALUE-ADDED COMMUNICATIONS,
INC.**

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Dated: May 9, 2011

Exhibit A

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the Applicants provide the following information in support of their request for approval of the Transaction.

63.04(a)(6): Description of the Transaction

The Transaction is described in Section III of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section II of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed Transaction will result in GTL having a market share in the interstate interexchange market of less than ten percent (10%); (2) GTL will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Waiver Requests (If Any)

None.

63.04(a)(12): Public Interest Statement

The Transaction is in the public interest for the reasons detailed in Section IV of the Application.