

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

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In the Matter of)	
)	
ASP GTEL HOLDCO, LLC)	WC Docket No. _____
FRN No. 0021246848)	
)	
and)	
)	
GLOBAL TEL*LINK CORPORATION)	ITC-T/C- _____
FRN No. 0003734985)	
)	
and Global Tel*Link Corporation's subsidiaries)	
)	
DSI-ITI, LLC)	ITC-T/C- _____
FRN No. 0019667583)	
)	
PUBLIC COMMUNICATIONS SERVICES, INC.)	ITC-T/C- _____
FRN No. 0010017986)	
)	
VALUE-ADDED COMMUNICATIONS, INC.)	ITC-T/C- _____
FRN No. 0004268686)	
)	
CONVERSANT TECHNOLOGIES, INC.)	ITC-T/C- _____
FRN No. 0004973251)	
)	
Application for Consent to Transfer Control pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended)	
_____)	

JOINT APPLICATION

ASP GTEL Holdco, LLC ("ASP GTL"), Global Tel*Link Corporation ("GTL"), DSI-ITI, LLC ("DSI-ITI"), Public Communications Services, Inc. ("PCS"), Value-Added Communications, Inc. ("VAC"), and Conversant Technologies, Inc. ("CTI") (GTL, DSI-ITI, PCS, VAC, and CTI collectively, the "Acquired Entities") (ASP GTL and the Acquired Entities 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 ultimate control of the Acquired Entities to ASP GTL (the “Transaction”).

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)(1) and (2) of the Commission’s rules because: (1) the transferee, ASP GTL, is not a telecommunications provider; (2) the proposed Transaction will result in the Acquired Entities having a market share in the interstate interexchange market of less than ten percent (10%); (3) the Acquired Entities 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 (4) 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) the Applicants are not affiliated with a dominant foreign carrier; (2) as a result of the transaction, the Applicants 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. ASP GTEL Holdco, LLC (FRN: 0021246848)

ASP GTL is a Delaware limited liability company located at 299 Park Avenue, 34th Floor, New York, NY 10171. ASP GTL is not a telecommunications provider and holds no telecommunications licenses or authorizations.

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.¹ 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.

C. DSI-ITI, LLC (FRN: 0019667583)

DSI-ITI is a Delaware limited liability company with headquarters at 12021 Sunset Hills Road, Suite 100, Reston, Virginia 20190. DSI-ITI has authority to provide interstate and international telecommunications services.² DSI-ITI is certificated or is in the process of obtaining certification to offer inmate calling services in Alabama, Arizona, Arkansas, Florida, Georgia, Illinois, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New Mexico, North Carolina, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Virginia, and Wisconsin. DSI-ITI is a wholly owned subsidiary of GTL.

¹ IB File No. ITC-214-19970128-00044; FCC Filer ID No. 809240.

² IB File No. ITC-214-20100407-00149; FCC Filer ID No. 828195.

D. Public Communications Services, Inc. (FRN: 0010017986)

PCS is a California corporation with headquarters located at 11859 Wilshire Boulevard, Suite 600, Los Angeles, California 90025. PCS has authority to provide interstate and international telecommunications services.³ PCS also provides or is authorized to provide inmate operator services to correctional facilities in all states except Alaska, Connecticut, and the District of Columbia. PCS is a wholly owned subsidiary of GTL.

E. 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.⁴ VAC also provides, is authorized to provide, or is in the process of obtaining certification 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.⁵ VAC is a wholly owned subsidiary of GTL.

F. Conversant Technologies, Inc. (FRN: 0004973251)

CTI is a Texas corporation with headquarters located at P.O. 865081, Plano, Texas 75075. CTI has authority to provide interstate and international telecommunications services.⁶ CTI also provides or is authorized to provide inmate telephone services to correctional facilities in Alabama, Kansas, Louisiana, Maine, Michigan, New Mexico, North Carolina, Oklahoma, Tennessee, Texas, and Wisconsin. CTI is a wholly owned subsidiary of GTL.

³ IB File No. ITC-214-19980903-00628; 499-A Filer ID No. 823820.

⁴ 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.).

⁵ VAC does not provide intrastate service in the District of Columbia.

⁶ IB File No. ITC-214-20010817-00440; FCC Filer ID No. 825760.

III. DESCRIPTION OF THE TRANSACTION

On October 28, 2011, ASP GTL, GTEL Holding, LLC, and GTEL Acquisition Corp. entered into a Stock Purchase Agreement (the "Agreement"). GTEL Holding, LLC is the ultimate parent company of the Acquired Entities, and holds the Acquired Entities through GTEL Holdings, Inc. (direct parent of GTL) and GTEL Acquisition Corp. (direct parent of GTEL Holdings, Inc.), neither of which provide any telecommunications services or hold any telecommunications authorizations. Pursuant to the Agreement, GTEL Holding, LLC will transfer control of GTEL Acquisition Corp., GTEL Holdings, Inc. GTL, DSI-ITI, PCS, VAC, and CTI to ASP GTL. As a result, GTEL Acquisition Corp. will become a wholly owned subsidiary of ASP GTL, which will own 100% of the stock of GTEL Acquisition Corp. and which will result in ASP GTL acquiring ultimate control of GTL and its wholly owned subsidiaries DSI-ITI, PCS, VAC, and CTI. For the Commission's convenience, pre- and post-Transaction corporate organizational structure charts depicting the transfer of control are provided as **Exhibit B**.

The proposed Transaction does not involve the assignment of the Acquired Entities' telecommunications authorizations or their customers. Customers of the Acquired Entities will continue to receive their existing services at the same or similar rates, terms and conditions without any immediate changes. The proposed Transaction will be transparent to the customers of the Acquired Entities. It is anticipated that the current management of the Acquired Companies will remain after consummation of the proposed Transaction.

IV. PUBLIC INTEREST STATEMENT

Approval of the Transaction is in the public interest. The proposed Transaction will allow the Acquired Entities to realize significant financial and operational benefits, which will

strengthen their ability to compete in the telecommunications market to the benefit of consumers and the telecommunications marketplace overall. The proposed Transaction also will enhance economic efficiency by enabling the Acquired Entities to expand their businesses and achieve economies of scale. These benefits will strengthen the Acquired Entities' ability to serve their existing customers and expand their product and service offerings to a broader customer base.

As result of the proposed Transaction, the Acquired Entities will have access to the resources of American Securities LLC ("American Securities"), a leading middle-market private equity firm with a consistent track record of building and sustaining enduring businesses. American Securities undertakes long term investments, up to 25 years, in stable demand industries. It seeks companies with proven management who become its business partners. American Securities makes available to management a resources group of functional experts, all of whom are employed by American Securities. This group is available at management's request to provide expert advice and guidance to help improve operations and to make sound strategic, technological and financial decisions.

The proposed Transaction will be conducted in a manner that will be transparent to the current customers of the Acquired Entities. The Acquired Entities will continue to provide their customers with the same high-quality communications services without interruption and without immediate change in their services, rates, terms or conditions. The proposed Transaction will therefore be transparent to customers and will not have a negative impact on the public interest, services to customers, or competition.

The proposed Transaction raises no competitive concerns. Neither ASP GTL nor American Securities hold investments in other telecommunications companies. The Transaction

thus will not result in consolidation in the market for telecommunications services generally or for inmate telephone services specifically.

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 ASP GTL.

(a) Name, address, and telephone number

Transferee

ASP GTEL Holdco, LLC
c/o American Securities LLC
229 Park Avenue, 34th Floor
New York, NY 10171
212-476-8000 (telephone)
212-647-5524 (facsimile)
FRN: 0021246848

Transferors

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

DSI-ITI, LLC
12021 Sunset Hills Road, Suite 100
Reston, Virginia 20190
703-955-3915 (telephone)
703-435-0980 (facsimile)
FRN: 0019667583

Public Communications Services, Inc.
11859 Wilshire Boulevard, Suite 600
Los Angeles, CA 90025
310-231-1000 (telephone)
310-473-4714 (facsimile)
FRN: 0010017986

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

Conversant Technologies, Inc.
P.O. Box 865081
Plano, Texas 75086
972-964-7010 (telephone)
972-801-1518 (facsimile)
FRN: 0004973251

(b) Citizenship

ASP GTL is a Delaware limited liability company. GTL is a Delaware corporation, DSI-ITI is a Delaware limited liability company, PCS is a California corporation, VAC is a Delaware corporation, and CTI is a Texas corporation.

(c) Correspondence concerning this Application (Answer to IBFS Main Form Question 10)

For ASP GTEL:	For the Acquired Entities:
Michael H. Pryor DowLohnes PLLC 1200 New Hampshire Avenue, Suite 800 Washington, DC 20036 202-776-2339 (telephone) 202-776-4339 (facsimile) mpryor@dowlohn.com	Chérie R. Kiser Cahill Gordon & Reindel LLP 1990 K Street, NW, Suite 950 Washington, D.C. 20006 202-862-8950 (telephone) 866-255-0185 (facsimile) ckiser@cahill.com

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

ASP GTL holds no telecommunications authorizations. Each of GTL,⁷ DSI-ITI,⁸ PCS,⁹ VAC,¹⁰ and CTI¹¹ hold blanket domestic interstate Section 214 authority and international Section 214 authority.

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

DSI-ITI, PCS, VAC, and CTI are wholly owned subsidiaries of GTL. GTL is a wholly owned subsidiary of GTEL Holdings, Inc., a Delaware corporation whose principal business is telecommunications holdings. GTEL Holdings, Inc. is a wholly owned subsidiary of GTEL Acquisition Corp., a Delaware corporation whose principal business is telecommunications holdings. The address for GTEL Holdings, Inc. is 2609 Cameron Street, Mobile, Alabama 36607, and the address for GTEL Acquisition Corp. is 590 Madison Avenue, 41st Floor, New York, NY 10022.

As a result of the proposed Transaction, GTEL Acquisition Corp. will become a wholly owned subsidiary of ASP GTL. ASP GTEL Investco, LLC (“ASP Investco”), a Delaware limited liability company located at 299 Park Avenue, 34th Floor, New York, NY 10171, will own 90% or more of ASP GTL.¹² American Securities Partners VI, LP (“ASP VI”), a Delaware

⁷ IB File No. ITC-214-19970128-00044; FCC Filer ID No. 809240.

⁸ IB File No. ITC-214-20100407-00149; FCC Filer ID No. 828195.

⁹ IB File No. ITC-214-19980903-00628; 499-A Filer ID No. 823820.

¹⁰ 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.).

¹¹ IB File No. ITC-214-20010817-00440; FCC Filer ID No. 825760.

¹² Current management of the Acquired Companies will have an equity interest individually and in the aggregate of less than 10% in ASP GTL, but the exact amount has not yet been determined. Other than ASP Investco, no other person or entity will hold a 10% or greater direct or indirect ownership interest in ASP GTL.

partnership located at 229 Park Avenue, 34th Floor, New York, NY 10171, will own 95.7% of ASP Investco. ASP Investco and ASP VI are in the business of investing in mid-tier companies. The general partner of ASP VI is American Securities Associates VI, LLC, (“ASA VI”), a Delaware limited liability company located at 299 Park Avenue, 34th Floor, New York, NY 10171, which will own 1% of ASP VI. Other than ASA VI, no other person or entity will hold a 10% or greater direct or indirect ownership interest in ASP VI. The following individuals will each hold a 10% or more (but less than 50%) interest in ASA VI: Michael G. Fisch, Paul Rossetti, David Horing, and Matthew LeBaron, each of which is a U.S. citizen. The address for these individuals is c/o American Securities LLC, 299 Park Avenue, 34th Floor, New York, NY 10171.

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 ASP GTL. Neither ASP GTL nor any of its ten percent (10%) or greater direct or indirect owners set forth above hold any interests in any other telecommunications-related entities or are affiliated¹³ with any other telecommunications-related entities.

Applicants do not have any interlocking directorates with a foreign carrier,¹⁴ nor will ASP 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)

ASP 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.

¹³ As defined in Section 3 of the Communications Act of 1934, 47 U.S.C. § 153(2).

¹⁴ 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, ASP GTL certifies that upon consummation of the Transaction it will not provide international telecommunications services to any destination country in which: (1) ASP GTL is a foreign carrier in the destination market; (2) ASP GTL controls a foreign carrier in the destination market; (3) any entity that owns more than twenty-five (25%) of ASP GTL or that controls ASP 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 ASP 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)

ASP 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, ASP 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 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,

ASP GTEL HOLDCO, LLC

**GLOBAL TEL*LINK CORPORATION
DSI-ITI, LLC
PUBLIC COMMUNICATIONS SERVICES,
INC.
VALUE-ADDED COMMUNICATIONS
SERVICES, INC.
CONVERSANT TECHNOLOGIES, INC.**



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Dated: October 28, 2011

VII. CONCLUSION

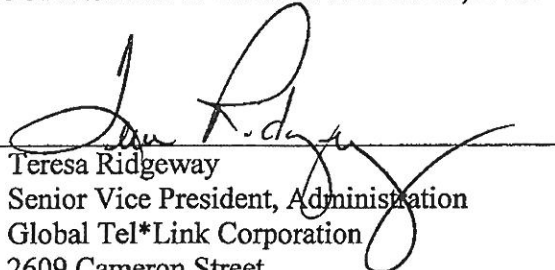
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Respectfully submitted,

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Dated: October 28, 2011

Exhibit A - 63.04 Information

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)(1) and (2) of the Commission's rules because: (1) the transferee, ASP GTL, is not a telecommunications provider; (2) the proposed Transaction will result in the Acquired Entities having a market share in the interstate interexchange market of less than ten percent (10%); (3) the Acquired Entities 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 (4) 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)

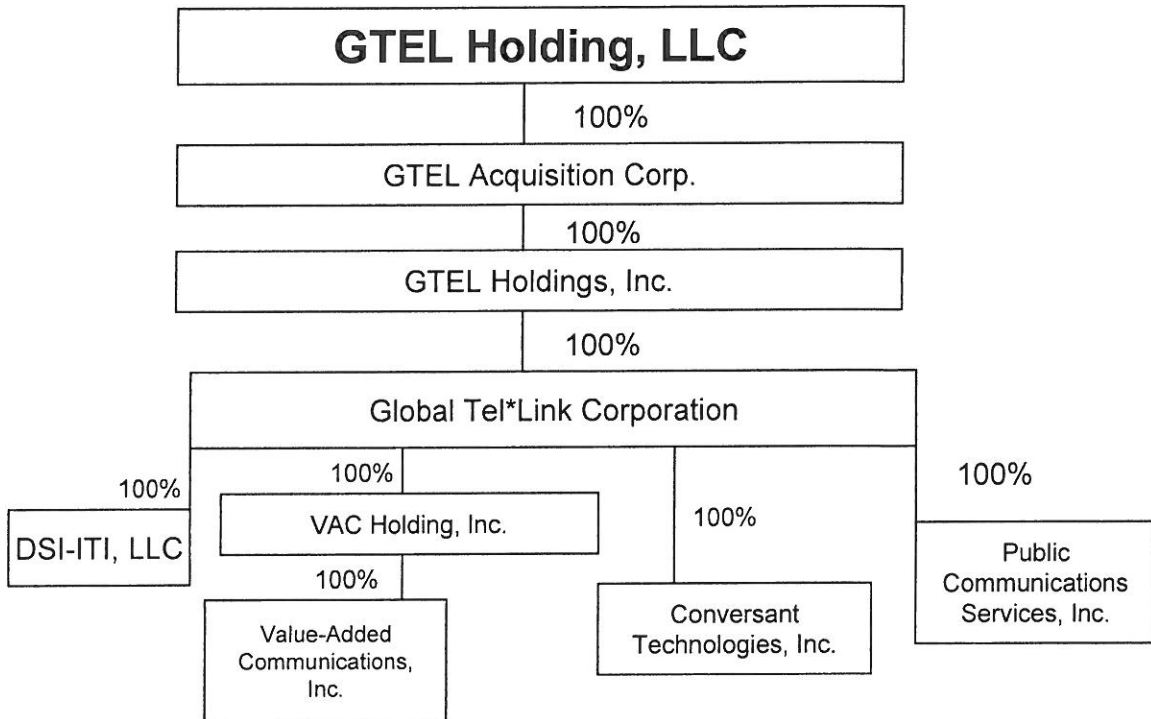
None.

63.04(a)(12): Public Interest Statement

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

Exhibit B - Pre- and Post-Transaction Organizational Charts

Pre-Transaction Organizational Chart



Post-Transaction Organizational Chart

