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September 26, 2011

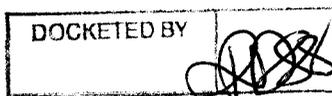
**VIA HAND-DELIVERY**

Docket Control  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, Arizona 85007  
(602) 542-2237

Arizona Corporation Commission

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SEP 26 2011



AZ CORP COMMISSION  
DOCKET CONTROL

2011 SEP 26 P 1:22

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and

Ms. Pamela J. Genung  
1200 W. Washington Street  
Phoenix, Arizona 85007

Re: Value-Added Communications, Inc. and Global Tel\*Link Corporation  
Docket Nos. T-03798A-11-0307 and T-02871A-11-0307

Dear Pam:

I have been retained by Global Tel\*Link Corporation to provide local legal support in connection with above-referenced dockets. Attached are the companies supplemental responses to data request 1.3.

Please do not hesitate to call if you have any questions. Also, Lance Steinhart, State Regulatory Counsel for Global Tel\*Link (770-232-9200) and Ms. Teresa Ridgeway (251-338-8870) remain available to answer any questions you might have regarding the attached responses, or the Proposed Transaction generally.

Best regards,

Joan S. Burke

**ARIZONA CORPORATION COMMISSION  
STAFF'S FIRST SET OF DATA REQUESTS TO  
VALUE-ADDED COMMUNICATIONS, INC. ("VALUE-ADDED")  
AND GLOBAL TEL\*LINK CORPORATION ("GTL")  
Docket Nos. T-03798A-11-0307 and T-02871A-11-0307  
Supplemental Response: September 26, 2011**

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STF 1.3

Pursuant to Arizona Administration Code ("A.A.C.") R14-2-801 through 805 of the Public Utility Holding Companies and Affiliated Interests Rules and based on Value-Added's 2010 Arizona jurisdictional revenues, Value-Added is considered a Class A utility. Therefore, this Application is subject to the above specified Rules. Please provide responses to the eleven items specified in A.A.C. R14-2-803(A).

**UPDATED RESPONSE:**

1. The names and business addresses of the proposed officers and directors of the holding company:

Brian Oliver, President and Chief Executive Officer/Director  
Global Tel\*Link  
12021 Sunset Hills Road  
Suite 100  
Reston, VA 20190

Charles Stephen Yow, Chief Financial Officer and Treasurer  
Teresa L. Ridgeway, Secretary  
Global Tel\*Link  
2609 Cameron Street  
Mobile, Alabama 36607

Hugh D. Evans, Assistant Secretary/Director  
Partner  
Veritas Capital  
590 Madison Ave, 41<sup>st</sup> Floor  
New York, NY 10022

Robert B. McKeon/Chairman of Board  
Veritas Capital  
590 Madison Avenue, 41st Floor  
New York, NY 10022

Thomas J. Carella/Director  
Vice President, Principal Investment Area  
Goldman, Sachs & Co.  
85 Broad Street  
New York, NY 10004

**ARIZONA CORPORATION COMMISSION  
STAFF'S FIRST SET OF DATA REQUESTS TO  
VALUE-ADDED COMMUNICATIONS, INC. ("VALUE-ADDED")  
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Docket Nos. T-03798A-11-0307 and T-02871A-11-0307  
Supplemental Response: September 26, 2011**

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Michael J. Meehan, II/Director  
Steinberg Asset Management, LLC  
12 East 49<sup>th</sup> Street  
New York, NY 10017

Ryan Limaye/Director  
Managing Director  
Goldman, Sachs & Co  
555 California St  
San Francisco, CA 94104

2. The business purposes for establishing or reorganizing the holding company:

**Global Tel\*Link Corporation ("Global Tel\*Link") exists to provide telecommunications services to correctional facilities across the United States. For purposes of the Proposed Transaction, Global Tel\*Link will serve as the holding company for Value-Added Communications, Inc. ("Value-Added"). Value-Added will become a wholly-owned subsidiary of Global Tel\*Link as a result of the Proposed Transaction. The Proposed Transaction will enhance economic efficiency by enabling Global Tel\*Link to expand its business and achieve economies of scale. These benefits will strengthen Global Tel\*Link's ability to expand its product offerings and services to a broader customer base, which will benefit Arizona consumers of inmate telephone services. Further, the Proposed Transaction will enable Global Tel\*Link to strengthen its competitive position to the benefit of Arizona consumers and the Arizona communications market in general. The Proposed Transaction will allow Global Tel\*Link to provide Arizona consumers of inmate telephone services the positive benefit of access to existing and new product offerings.**

3. The proposed method of financing the holding company and the resultant capital structure:

**No new holding company is being created or financed as a result of the Proposed Transaction. The Proposed Transaction will be financed through existing private equity investment of Global Tel\*Link and its affiliates, and will have no effect on service to Arizona customers or the current operations of Global Tel\*Link or Value-Added in Arizona.**

**ARIZONA CORPORATION COMMISSION  
STAFF'S FIRST SET OF DATA REQUESTS TO  
VALUE-ADDED COMMUNICATIONS, INC. ("VALUE-ADDED")  
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Docket Nos. T-03798A-11-0307 and T-02871A-11-0307  
Supplemental Response: September 26, 2011**

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4. The resultant effect on the capital structure of the public utility:

**The capital structure of Global Tel\*Link and Value-Added will not be affected by the Proposed Transaction.**

5. An organization chart of the holding company that identifies all affiliates and their relationships within the holding company:

**Please see Attached Exhibit A.**

6. The proposed method for allocating federal and state income taxes to the subsidiaries of the holding company:

**Global Tel\*Link and Value-Added do not intend, through the Proposed Transaction, to cause any material change in how state and/or federal taxes are currently allocated. Global Tel\*Link and Value-Added utilize allocation methods for federal and state income taxes consistent with applicable law.**

7. The anticipated changes in the utility's cost of service and the cost of capital attributable to the reorganization:

**The Proposed Transaction is not expected to impact either company's cost of capital or cost of service.**

8. A description of diversification plans of affiliates of the holding company:

**Value-Added has no plans to establish any new business ventures or diversify outside the communications industry in Arizona**

9. Copies of all relevant documents and filings with the United States Securities and Exchange Commission and other federal or state agencies:

**Please see attached as Exhibit B the Joint Application filed with Federal Communications Commission. The FCC approval notices follow the Joint Application behind Exhibit B. No filings have been made with the United States Securities and Exchange Commission or any other federal agency in connection with the Proposed Transaction. Value-Added and/or Global Tel\*Link submitted numerous state notice letters and applications for approval**

**ARIZONA CORPORATION COMMISSION  
STAFF'S FIRST SET OF DATA REQUESTS TO  
VALUE-ADDED COMMUNICATIONS, INC. ("VALUE-ADDED")  
AND GLOBAL TEL\*LINK CORPORATION ("GTL")  
Docket Nos. T-03798A-11-0307 and T-02871A-11-0307  
Supplemental Response: September 26, 2011**

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**of the Proposed Transaction. These filings are identified on Exhibit C. All listed applications have been approved.**

10. The contemplated annual and cumulative investment in each affiliate for the next five years, in dollars and as a percentage of projected net utility plant, and an explanation of the reasons supporting the level of investment and the reasons this level will not increase the risks of investment in the public utility:

**Five year investment projections and future capital expenditures for Value-Added are not available at this time. Global Tel\*Link will invest in its affiliates and subsidiaries, including Value-Added, as the competitive market demands and has no plans to make investment in affiliate interests that are unrelated to the communications industry. The Proposed Transaction is not expected to have any effect on investment in either company's Arizona operations.**

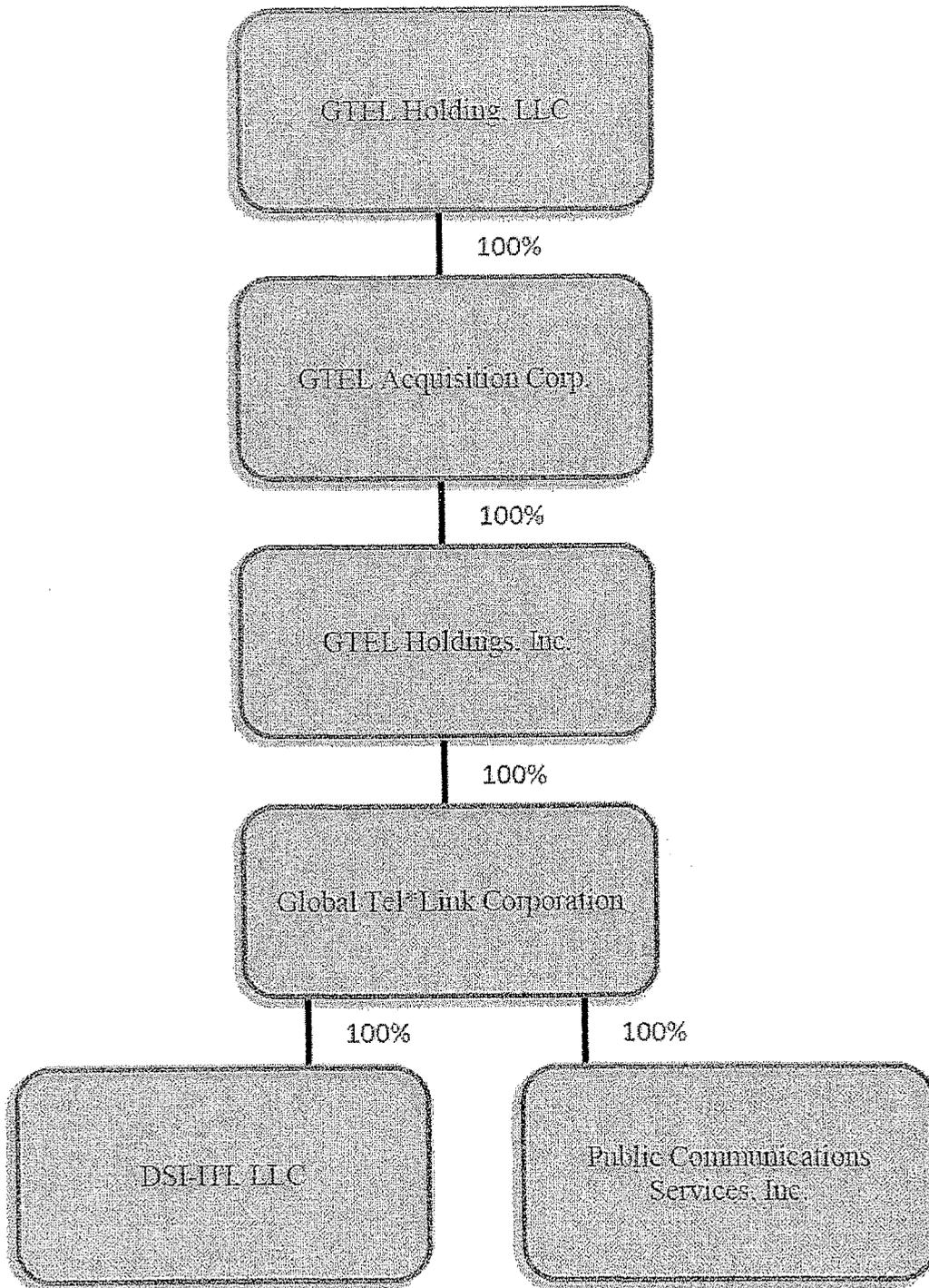
11. An explanation of the manner in which the utility can assure that adequate capital will be available for the construction of necessary new utility plant and for improvements in existing utility plant at no greater cost than if the utility or its affiliate did not organize or reorganize a public utility holding company:

**Global Tel\*Link has a long track record of providing the capital necessary to grow and sustain operations similar to those owned by Value-Added . For more than 20 years, Global Tel\*Link has provided exceptional telecommunications service to correctional facilities across the United States. Global Tel\*Link and its affiliates have been offering inmate telephone services in Arizona since 1995. Because phone service to a correctional facility is a competitive undertaking, "cost of service" from a rate regulation perspective is not relevant. Value-Added is not a "rate of return" regulated carrier. The competitive market will drive Value-Added (and its affiliates) to make wise long-term choices regarding investment in new utility plant. Global Tel\*Link and Value-Added will be able to attract capital on terms no less favorable than prior to the Proposed Transaction. The companies have no reason to believe adequate capital will not continue to be available for equipment upgrades and service improvements.**

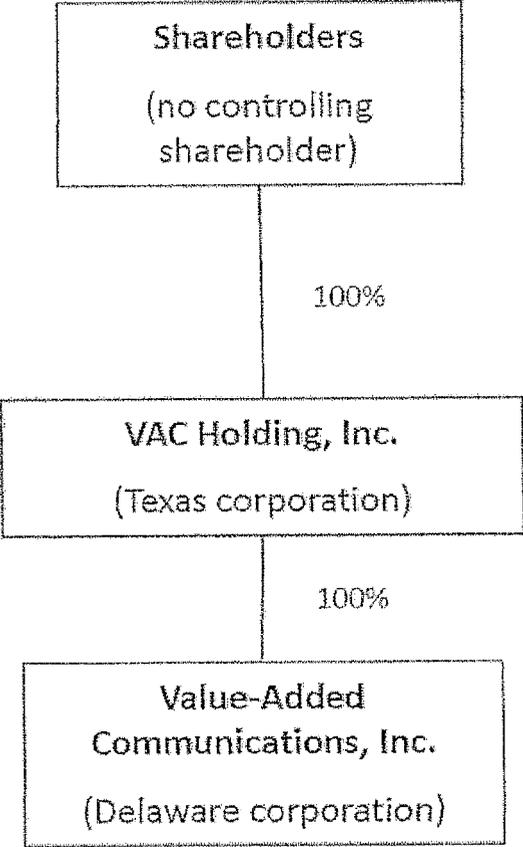
Docket Nos. T-03798A-11-0307 and T-02871A-11-0307

# Exhibit A

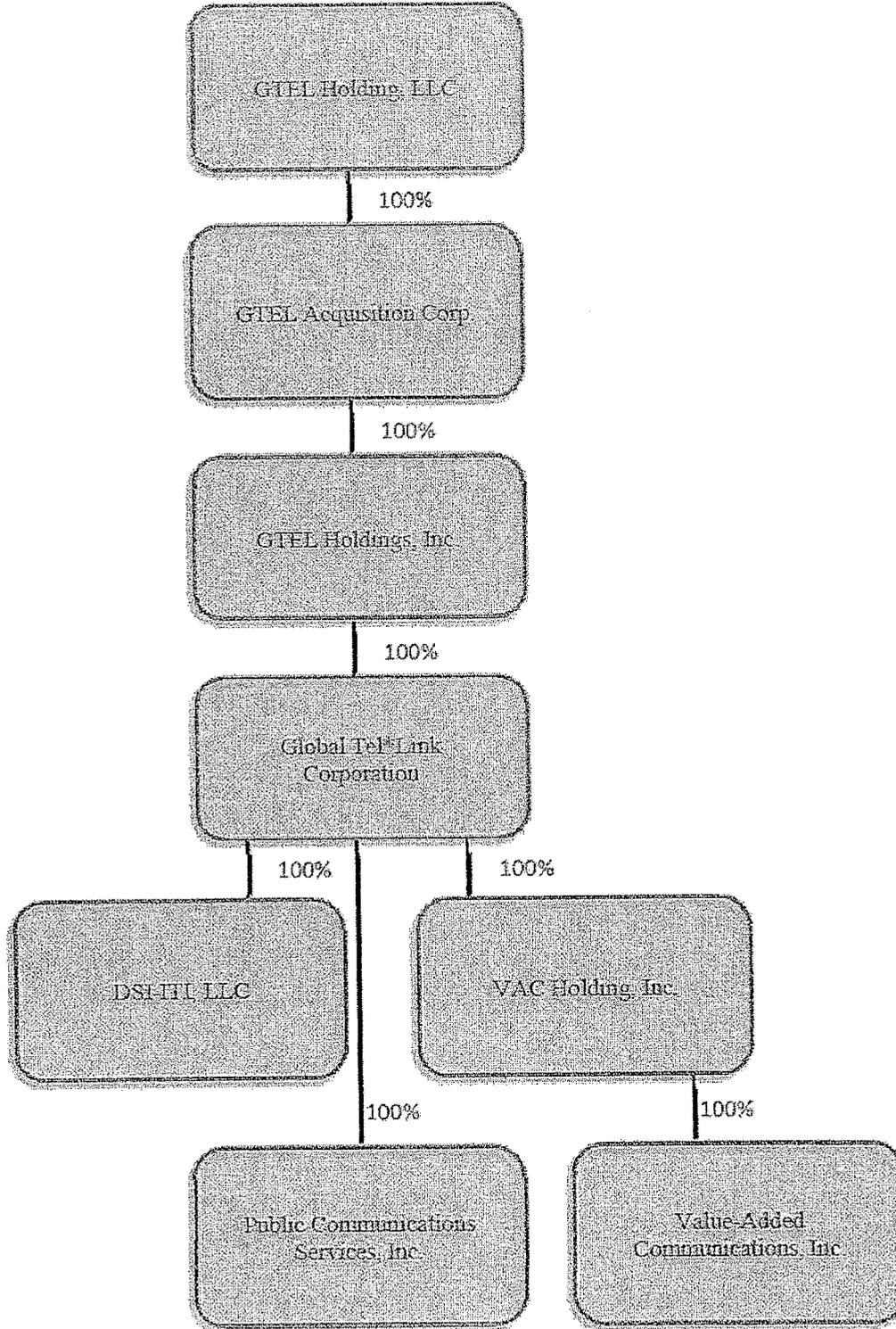
Global Tel\*Link Corporation  
Pre-Transaction Organizational Chart



Value-Added Communications, Inc.  
Pre-Transaction Organizational Chart



Global Tel\*Link Corporation  
Post-Transaction Organizational Chart



Docket Nos. T-03798A-11-0307 and T-02871A-11-0307

# Exhibit B

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

In the Matter of )  
)  
VALUE-ADDED COMMUNICATIONS, INC. )  
FRN No. 0004268686 )  
)  
and )  
)  
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 )  
)

WC Docket No. \_\_\_\_\_

File No. ITC-T/C- \_\_\_\_\_

DATE STAMP  
AND RETURN

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").<sup>1</sup>

<sup>1</sup> *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.<sup>2</sup> 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.<sup>3</sup>

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<sup>2</sup> 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.).

<sup>3</sup> 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.<sup>4</sup> 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.

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<sup>4</sup> 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.<sup>5</sup> GTL holds blanket domestic interstate Section 214 authority and global Section 214 authority to provide international facilities-based and resale services.<sup>6</sup>

- (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.

<sup>5</sup> 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.).

<sup>6</sup> 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, 41<sup>st</sup> 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, 41<sup>st</sup> 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, 41<sup>st</sup> 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, LLC<sup>7</sup> and Public Communications

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<sup>7</sup> 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.,<sup>8</sup> 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 affiliated<sup>9</sup> 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,

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

<sup>8</sup> 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.

<sup>9</sup> 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,<sup>10</sup> 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.

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<sup>10</sup> 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.

**VALUE-ADDED COMMUNICATIONS,  
INC.**

---

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202-730-1320 (telephone)  
202-730-1301 (facsimile)  
jnakahata@wiltshiregrannis.com

Dated: May 9, 2011

Respectfully submitted,

**GLOBAL TEL\*LINK CORPORATION**



---

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Senior Vice President, Administration  
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Chérie R. Kiser  
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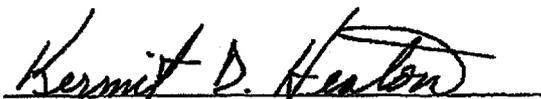
**VII. CONCLUSION**

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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ckiser@cgrdc.com

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.

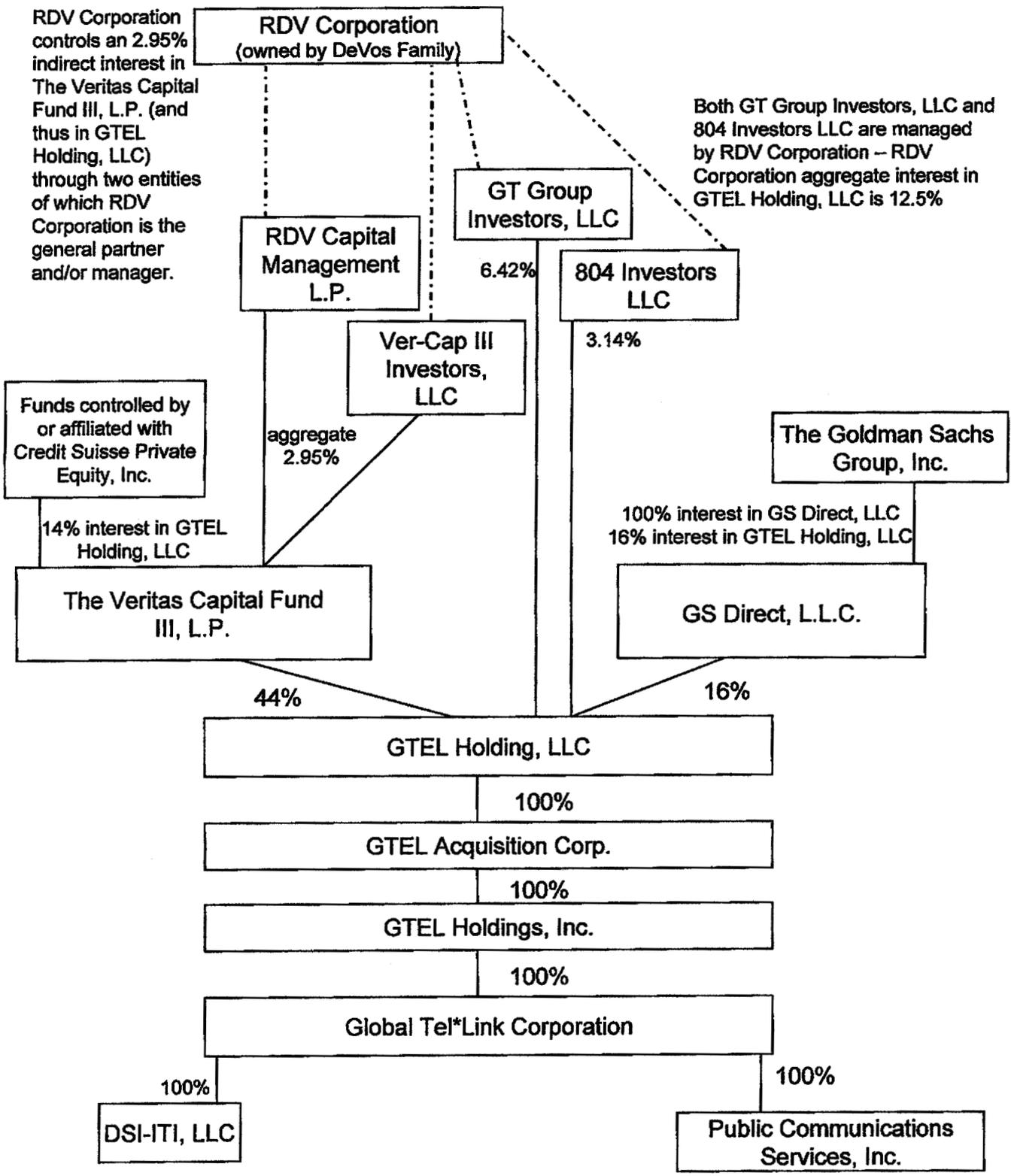
# Exhibit B

## Organizational Charts

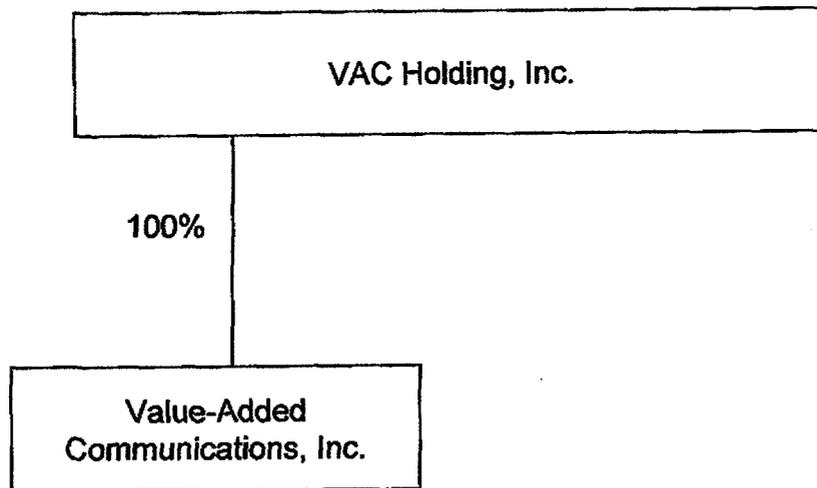
- 1) Global Tel\*Link Corporation Pre-Transaction Organizational Chart
- 2) Value-Added Communications, Inc. Pre-Transaction Organizational Chart
- 3) Global Tel\*Link Corporation Post-Transaction Organizational Chart

## Global Tel\*Link Corporation Pre-Transaction Organizational Chart

(all percentage interests are entity's approximate direct or indirect interest)

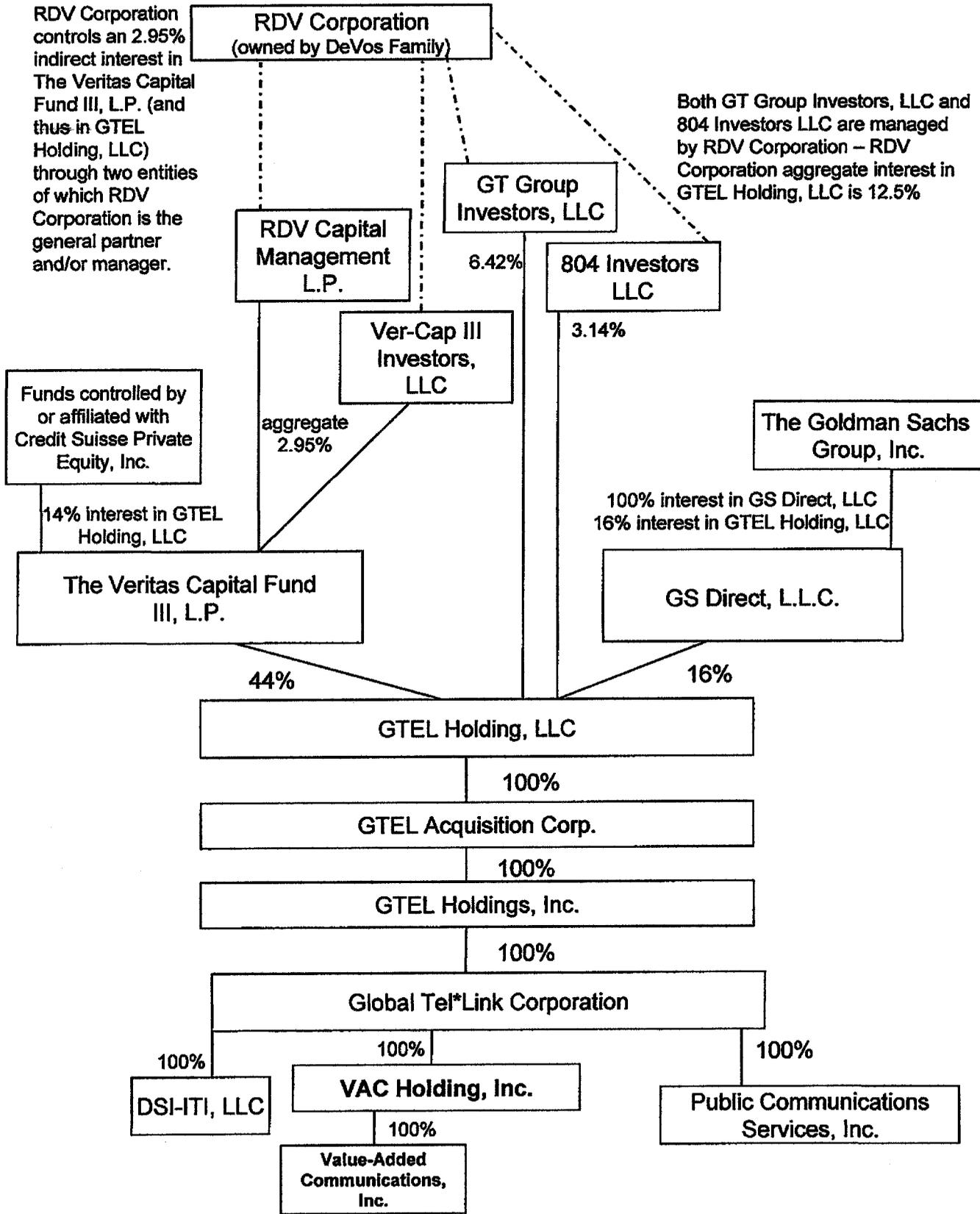


# Value-Added Communications, Inc. Pre-Transaction Organizational Chart



# Global Tel\*Link Corporation Post-Transaction Organizational Chart

(all percentage interests are entity's approximate direct or indirect interest)





# PUBLIC NOTICE

Federal Communications Commission  
445 12<sup>th</sup> St., S.W.  
Washington, D.C. 20554

News Media Information 202 / 418-0500  
Internet: <http://www.fcc.gov>  
TTY: 1-888-835-5322

DA 11-1079  
June 20, 2011

## NOTICE OF DOMESTIC SECTION 214 AUTHORIZATION GRANTED

### WC Docket Nos. 11-86

The Wireline Competition Bureau (Bureau) has granted the application listed in this notice pursuant to the Commission's streamlined procedures for domestic section 214 transfer of control application, 47 C.F.R. § 63.03. The Bureau has determined that grant of this application serves the public interest.<sup>1</sup> For purposes of computation of time when filing a petition for reconsideration or application for review, or for judicial review of the Commission's decision, the date of "public notice" shall be the release date of this notice.<sup>2</sup>

Domestic Section 214 Application Filed for the Transfer of Control of Value-Added Communications, Inc. to Global Tel\*Link Corporation, WC Docket No. 11- 86, Public Notice, DA 11-901 (rel. May 18, 2010).

**Effective Grant Date: June 18, 2011**

For further information, please contact Tracey Wilson at (202) 418-1394, or Dennis Johnson at (202) 418-0809, Competition Policy Division, Wireline Competition Bureau.

-FCC-

<sup>1</sup> *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, Report and Order, 17 FCC Rcd 5517, 5529, para. 22 (2002).

<sup>2</sup> *Id.*; see 47 C.F.R. § 1.4 (Computation of time).



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION  
445 12th STREET S.W.  
WASHINGTON D.C. 20554

News media information 202-418-0500  
Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)  
TTY (202) 418-2555

DA No. 11-1061

Thursday June 16, 2011

Report No. TEL-01502

## International Authorizations Granted

### Section 214 Applications (47 C.F.R. § 63.18); Section 310(b)(4) Requests

The following applications have been granted pursuant to the Commission's streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, other provisions of the Commission's rules, or procedures set forth in an earlier public notice listing applications accepted for filing.

Unless otherwise noted, these grants authorize the applicants (1) to become a facilities-based international common carrier subject to 47 C.F.R. § 63.22; and/or (2) to become a resale-based international common carrier subject to 47 C.F.R. § 63.23; or (3) to exceed the 25 percent foreign ownership benchmark applicable to common carrier radio licensees under 47 U.S.C. § 310(b)(4).

THIS PUBLIC NOTICE SERVES AS EACH NEWLY AUTHORIZED CARRIER'S SECTION 214 CERTIFICATE. It contains general and specific conditions, which are set forth below. Newly authorized carriers should carefully review the terms and conditions of their authorizations. Failure to comply with general or specific conditions of an authorization, or with other relevant Commission rules and policies, could result in fines and forfeitures.

Petitions for reconsideration under Section 1.106 or applications for review under Section 1.115 of the Commission's rules in regard to the grant of any of these applications may be filed within thirty days of this public notice (see Section 1.4(b)(2)).

An updated version of Sections 63.09--25 of the rules, and other related sections, is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>.

For additional information, please contact the FCC Reference and Information Center, Room CY-A257, 445 12th Street SW, Washington, D.C. 20554, (202) 418-0270.

---

ITC-214-20100716-00288	E	USA COMMUNICATIONS INC	
International Telecommunications Certificate			
Service(s):	Global or Limited Global Resale Service		Date of Action: 06/09/2011
Grant of Authority			

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

---

ITC-214-20101021-00409	E	Oopa Communication Inc	
International Telecommunications Certificate			
Service(s):	Global or Limited Global Resale Service		Date of Action: 06/10/2011
Grant of Authority			

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

---

**ITC-214-20101123-00463**      E                      PIN LESS COMMUNICATIONS INC

International Telecommunications Certificate

**Service(s):**            Global or Limited Global Resale Service

Grant of Authority

Date of Action:      06/10/2011

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

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**ITC-214-20110512-00132**      E                      Roman LD Inc.

International Telecommunications Certificate

**Service(s):**            Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service

Grant of Authority

Date of Action:      06/10/2011

Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).

---

**ITC-214-20110523-00147**      E                      Layer2 Licensing, Inc.

International Telecommunications Certificate

**Service(s):**            Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service

Grant of Authority

Date of Action:      06/10/2011

Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).

---

**ITC-ASG-20110330-00086**      E                      Lambeau Telecom Company, LLC

Assignment

Date of Action:

**Current Licensee:**      Lambeau Telecom Company, LLC

**FROM:** Lambeau Telecom Company, LLC

**TO:**      BCN Telecom, Inc.

Notification filed March 30, 2011 of the pro forma assignment of international section 214 authorization, ITC-214-20090106-00007, held by Lambeau Telecom Company, LLC (LTC) to its 100 percent parent, BCN Telecom, Inc. (BCN), effective May 24, 2011. Pursuant to an intracorporate streamlining transaction, LTC merged with and into BCN, with BCN being the surviving entity. Upon closing, BCN began providing services under the name of BCN Telecom, Inc. d/b/a Lambeau Telecom Company.

---

**ITC-ASG-20110523-00145**      E                      Enventis Telecom Inc.

Assignment

Date of Action:      06/15/2011

**Current Licensee:**      CP Telecom Inc

**FROM:** CP Telecom Inc

**TO:**      Enventis Telecom Inc.

Notification filed May 23, 2011, of the pro forma assignment of international section 214 authorization, ITC-214-20090515-00225, held by CP Telecom, Inc. (CP Telecom) to Enventis Telecom Inc. (Enventis), effective April 30, 2011. CP Telecom merged with and into Enventis, with Enventis being the surviving entity. CP Telecom was, and Enventis continues to be, a wholly owned subsidiary of Hickory Tech Corporation.

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**ITC-T/C-20100806-00322**      E                      YMax Communications Corp.

Transfer of Control

Grant of Authority

Date of Action:      06/15/2011

**Current Licensee:**      YMax Communications Corp.

**FROM:** Ymax Corporation

**TO:**      VocalTec Communications Ltd.

Notification filed August 6, 2010, of the pro forma transfer of control of international section 214 authorization, ITC-214-20050614-00222, held by YMax Communications Corp. (YMax Communications), from YMax Corporation (YMax) to VocalTec Communications Ltd. (VocalTec), effective July 16, 2010. YMax, the 100% parent of YMax Communications, merged with a subsidiary of VocalTec with YMax being the surviving entity. Consequently, YMax became a direct wholly owned subsidiary, and YMax Communications became an indirect wholly-owned subsidiary, of VocalTec. Pre-merger shareholders of YMax hold, post-consummation, 90% of the outstanding shares of VocalTec; four of the seven Directors of VocalTec were, pre-merger, Directors of YMax; and, the CEO and CFO of VocalTec were pre-merger, the CEO and CFO of YMax.

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ITC-T/C-20110509-00126 E

Value-Added Communications, Inc.

Transfer of Control

Grant of Authority

Date of Action: 06/10/2011

**Current Licensee:** Value-Added Communications, Inc.

**FROM:** Value-Added Communications, Inc.

**TO:** Global Tel\*Link Corporation

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19920915-00084 (Old File No. ITC-92-161), held by Value-Added Communications, Inc. (VAC), from (VAC Holding) to Global Tel\*Link Corporation (GTL). Pursuant to the terms of a Stock Purchase Agreement, executed on April 19, 2011, the current shareholders of VAC will transfer all of their shares in VAC Holding to GTL. Upon closing, VAC Holding and VAC will become direct and indirect subsidiaries of GTL, respectively.

GTL is a wholly owned direct subsidiary of GTEL Holdings, Inc., which is in turn wholly owned by GTEL Acquisition Corp. (GTEL Acquisition). The following entities or individuals hold 10 percent or greater direct or indirect ownership interests in GTEL Acquisition. Direct ownership: GTEL Holding LLC (GTEL Holding) (100%). GTEL Holding is majority owned by The Veritas Capital Fund III, L.P. (Veritas Capital Fund) (44%), a privately owned Delaware partnership (sole general partner Veritas Capital Partners III, LLC (Veritas Capital Partners)) (managing member Robert B. McKeon, U.S. citizen); and GS Direct, LLC (GS Direct) (16%), a Delaware limited liability company. The Credit Suisse Private Equity, Inc. (CSPEI), a Delaware corporation, holds passive limited partnership interests in and controls the Veritas Capital Fund. CSPEI also holds an indirect 14% ownership interest in GTEL Holding through its controlling interest in Veritas Capital Fund. GS Direct is wholly owned by The Goldman Sachs Group, Inc. (Goldman Sachs Group), a Delaware corporation, and solely managed by Goldman Sachs & Co., a New York limited partnership, all equity interests in which are held by the Goldman Sachs Group. No other entity or individual holds ten (10) percent or greater direct or indirect ownership interests in GTL.

This authorization is without prejudice to the Commission's action in any other related pending proceedings.

ITC-T/C-20110531-00159 E

LatinTalk, LLC

Transfer of Control

Grant of Authority

Date of Action: 06/15/2011

**Current Licensee:** LatinTalk, LLC

**FROM:** LatinTalk, LLC

**TO:** LatinTalk, LLC

Notification filed May 31, 2011 of the pro forma transfer of control of international section 214 authorization, ITC-214-20100622-00262, held by LatinTalk, LLC, effective May 30, 2011. Julio Cesar Bravo Estrada assigned its 10% membership interest in LatinTalk, LLC to the two remaining members: Jorge Aaron Ulloa Yong and Jose Luis Carrillo Salas (5% each). Upon closing, Mr. Yong and Mr. Salas, both Mexican citizens, each hold an equal 50% controlling interest in LatinTalk.

**Dismissal**

ITC-214-20101227-00491

Norex Technology, LLC

By letter filed June 3, 2011, Applicant notified the Commission of the withdrawal of its international section 214 application.

**SURRENDER**

ITC-214-20080204-00044

Isan Telecom, Inc.

By letter filed June 1, 2011, Applicant notified the Commission of the Surrender of its international section 214 authorization.

## CONDITIONS APPLICABLE TO INTERNATIONAL SECTION 214 AUTHORIZATIONS

- (1) These authorizations are subject to the Exclusion List for International Section 214 Authorizations, which identifies restrictions on providing service to particular countries or using particular facilities. The most recent Exclusion List is attached to this Public Notice. The list applies to all U.S. international carriers, including those that have previously received global or limited global Section 214 authority, whether by Public Notice or specific written order. Carriers are advised that the attached Exclusion List is subject to amendment at any time pursuant to the procedures set forth in Streamlining the International Section 214 Authorization Process and Tariff Requirements, IB Docket No. 95-118, 11 FCC Rcd 12884 (1996), para. 18. A copy of the current Exclusion List will be maintained in the FCC Reference and Information Center and will be available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html#exclusionlist>. It also will be attached to each Public Notice that grants international Section 214 authority.
- (2) The export of telecommunications services and related payments to countries that are subject to economic sanctions may be restricted. For information concerning current restrictions, call the Office of Foreign Assets Control, U.S. Department of the Treasury, (202) 622-2520.
- (3) Carriers shall comply with the requirements of Section 63.11 of the Commission's rules, which requires notification by, and in certain circumstances prior notification by, U.S. carriers acquiring an affiliation with foreign carriers. A carrier that acquires an affiliation with a foreign carrier will be subject to possible reclassification as a dominant carrier on an affiliated route pursuant to the provisions of Section 63.10 of the rules.
- (4) Carriers shall comply with the Commission's International Settlements Policy and associated filing requirements contained in Sections 43.51, 64.1001 and 64.1002 of the Commission's Rules, 47 C.F.R. §§ 43.51, 64.1001, 64.1002. The Commission modified these requirements most recently in International Settlements Policy Reform: International Settlement Rates, First Report and Order, FCC 04-53, 19 FCC Rcd 5709 (2004). In addition, any carrier interconnecting private lines to the U.S. public switched network at its switch, including any switch in which the carrier obtains capacity either through lease or otherwise, shall file annually with the Chief, International Bureau, a certified statement containing, on a country-specific basis, the number and type (e.g., 64 kbps circuits) of private lines interconnected in such manner. The Commission will treat the country of origin information as confidential. Carriers need not file their contracts for interconnection unless the Commission specifically requests. Carriers shall file their annual report on February 1 (covering international private lines interconnected during the preceding January 1 to December 31 period) of each year. International private lines to countries which the Commission has exempted from the International Settlements Policy at any time during a particular reporting period are exempt from this requirement. See 47 C.F.R. § 43.51(d). The Commission's list of U.S. international routes that are exempt from the International Settlements Policy may be viewed at [http://www.fcc.gov/ib/pd/pf/isp\\_exempt.html](http://www.fcc.gov/ib/pd/pf/isp_exempt.html).
- (5) Carriers authorized to provide private line service either on a facilities or resale basis are limited to the provision of such private line service only between the United States and those foreign points covered by their referenced applications for Section 214 authority. A carrier may provide switched services over its authorized resold private lines in the circumstances specified in Section 63.23(d) of the rules, 47 C.F.R. § 63.23(d).
- (6) A carrier may engage in "switched hubbing" to countries that do not appear on the Commission's list of U.S. international routes that are exempt from the International Settlements Policy, set forth in Section 64.1002, 47 C.F.R. § 64.1002, provided the carrier complies with the requirements of Section 63.17(b) of the rules, 47 C.F.R. § 63.17(b). The Commission's list of U.S. international routes that are exempt from the International Settlements Policy may be viewed at [http://www.fcc.gov/ib/pd/pf/isp\\_exempt.html](http://www.fcc.gov/ib/pd/pf/isp_exempt.html).
- (7) Carriers shall comply with the "No Special Concessions" rule, Section 63.14, 47 C.F.R. § 63.14.
- (8) Carriers regulated as dominant for the provision of a particular communications service on a particular route for any reason other than a foreign carrier affiliation under Section 63.10 of the rules shall file tariffs pursuant to Section 203 of the Communications Act, as amended, 47 U.S.C. § 203, and Part 61 of the Commission's Rules, 47 C.F.R. Part 61. Carriers shall not otherwise file tariffs except as permitted by Section 61.19 of the rules, 47 C.F.R. § 61.19. Except as specified in Section 20.15 with respect to commercial mobile radio service providers, carriers regulated as non-dominant, as defined in Section 61.3, and providing detariffed international services pursuant to Section 61.19, must comply with all applicable public disclosure and maintenance of information requirements in Sections 42.10 and 42.11.
- (9) Carriers shall file the annual reports of overseas telecommunications traffic required by Section 43.61(a). Carriers shall also file the quarterly reports required by Section 43.61 in the circumstances specified in paragraphs (b) and (c) of

that Section.

(10) Carriers shall file annual reports of circuit status and/or circuit additions in accordance with the requirements set forth in Rules for Filing of International Circuit Status Reports, CC Docket No. 93-157, Report and Order, 10 FCC Rcd 8605 (1995). See 47 C.F.R. § 43.82. See also §§ 63.22(e), 63.23(e). These requirements apply to facilities-based carriers and private line resellers, respectively. See also <http://www.fcc.gov/ib/pd/pf/csmanual.html>.

(11) Carriers should consult Section 63.19 of the rules when contemplating a discontinuance, reduction or impairment of service. Further, the grant of these applications shall not be construed to include authorization for the transmission of money in connection with the services the applicants have been given authority to provide. The transmission of money is not considered to be a common carrier service.

(12) If any carrier is reselling service obtained pursuant to a contract with another carrier, the services obtained by contract shall be made generally available by the underlying carrier to similarly situated customers at the same terms, conditions and rates. 47 U.S.C. § 203.

(13) To the extent the applicant is, or is affiliated with, an incumbent independent local exchange carrier, as those terms are defined in Section 64.1902 of the rules, it shall provide the authorized services in compliance with the requirements of Section 64.1903.

(14) Except as otherwise ordered by the Commission, a carrier authorized here to provide facilities-based service that (i) is classified as dominant under Section 63.10 of the rules for the provision of such service on a particular route and (ii) is affiliated with a carrier that collects settlement payments for terminating U.S. international switched traffic at the foreign end of that route may not provide facilities-based switched service on that route unless the current rates the affiliate charges U.S. international carriers to terminate traffic are at or below the Commission's relevant benchmark adopted in International Settlement Rates, IB Docket No. 96-261, Report and Order, 12 FCC Rcd 19806 (1997). See also Report and Order on Reconsideration and Order Lifting Stay in IB Docket No. 96-261, FCC 99-124 (rel. June 11, 1999). For the purposes of this rule, "affiliated" and "foreign carrier" are defined in Section 63.09.

#### Exclusion List for International Section 214 Authorizations

The following is a list of countries and facilities not covered by grant of global Section 214 authority under Section 63.18(e)(1) of the Commission's Rules, 47 C.F.R. § 63.18(e)(1). In addition, the facilities listed shall not be used by U.S. carriers authorized under Section 63.18 of the Commission's Rules unless the carrier's Section 214 authorization specifically lists the facility. Carriers desiring to serve countries or use facilities listed as excluded hereon shall file a separate Section 214 application pursuant to Section 63.18(e)(3) of the Commission's Rules. See 47 C.F.R. § 63.22(c).

#### Countries:

Cuba (Applications for service to Cuba shall comply with the separate filing requirements of the Commission's Public Notice, DA 10-112, dated January 21, 2010, "Modification of Process to Accept Applications for Service to Cuba and Related Matters.")

#### Facilities:

All non-U.S.-licensed satellite systems that are not on the Permitted Space Station List, maintained at <http://www.fcc.gov/ib/sd/se/permitted.html>. See International Bureau Public Notice, DA 99-2844 (rel. Dec. 17, 1999).

This list is subject to change by the Commission when the public interest requires. Before amending the list, the Commission will first issue a public notice giving affected parties the opportunity for comment and hearing on the proposed changes. The Commission may then release an order amending the exclusion list. This list also is subject to change upon issuance of an Executive Order. See Streamlining the Section 214 Authorization Process and Tariff Requirements, IB Docket No. 95-118, FCC 96-79, 11 FCC Rcd 12,884, released March 13, 1996 (61 Fed. Reg. 15,724, April 9, 1996). A current version of this list is maintained at <http://www.fcc.gov/ib/pd/pf/telecomrules.html#exclusionlist>.

For additional information, contact the International Bureau's Policy Division, (202) 418-1460.

Docket Nos. T-03798A-11-0307 and T-02871A-11-0307

# Exhibit C

# EXHIBIT C

Notifications		Applications	
STATE	DOCKET NO.	STATE	DOCKET NO.
Alabama		Georgia	Docket No. 34048
Arkansas		Hawaii	Docket No. 2011-0106
California		Indiana	Tracking No. CSP1105-4
Connecticut		Minnesota	Docket No. 11-439
Delaware		Mississippi	Docket No. 11-UA-150
Florida		Nebraska	Application No. C-4365
Idaho		New York	Case No. 11-C0244
Illinois		Ohio	Docket No. 11-2967-TP-CIO And 90-5190-CT-TRF
Iowa		Pennsylvania	Docket No. A-2011-2241983 and A-2011-2241984
Kansas		Puerto Rico	Case No. JRT-CERT-0069
Kentucky		Tennessee	Docket No. 11-00076 Docket No. 11-00084
Louisiana	Docket No. S-31964	West Virginia	Docket No. 11-0705-T-PC
Massachusetts			
Missouri			
Montana			
Nevada	Docket No. 11-06002		
New Mexico			
North Carolina			
North Dakota			
Oklahoma			
Oregon			
South Carolina	Docket No. 2011-311-C		
South Dakota			
Texas			
Washington	Docket No. UT-111390		
Wisconsin			
Wyoming			