

ORIGINAL

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7647  
WWW.SWIDLAW.COM  
[www.swidlaw.com](http://www.swidlaw.com)

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
TEL. (212) 973-0111  
FAX (212) 891-9598

August 16, 2004

VIA OVERNIGHT DELIVERY

Blanca S. Bayó  
Commission Clerk and Administrator Services  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

RECEIVED FPSC  
AUG 17 AM 10:18  
COMMISSION  
CLERK

040000-70

Re: Gores Portfolio Holdings, Inc. and Global Tel\*Link Corporation

Dear Ms. Bayó:

Gores Portfolio Holdings, Inc. ("Gores") and Global Tel\*Link Corporation ("Global") (collectively, the "Parties") through undersigned counsel, hereby notify the Florida Public Service Commission ("Commission") of a proposed transaction whereby control of Global will be transferred to Gores. In particular, Gores has entered into a Stock Purchase Agreement dated as of July 16, 2004 ("Agreement") with Global's immediate corporate parent and sole current shareholder, Schlumberger Technologies, Inc. ("Schlumberger"). Pursuant to the Agreement, Gores will purchase 100 percent of the stock of Global. As a result of that transaction, Global will become a direct, wholly owned subsidiary of Gores. Because the proposed transaction is purely a stock sale, the transaction will not affect the rates, terms or conditions under which Global provides service. Indeed, the proposed transaction will be entirely transparent to end users of Global's services in terms of the services they receive.

Based on a review of Florida law, it is the Parties' understanding that Commission approval is not required to complete the transaction described herein.<sup>1</sup> Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. The Parties further state as follows:

- CMP
- COM
- CTR
- ECR
- GCL
- OPC
- MMS
- RCA
- SCR
- SEC
- OTH

The Parties understand that changes in the Florida statutory scheme have eliminated the approval requirements under Section 364.33, Florida Statutes, with respect to transactions such as those outlined in this letter.

RECEIVED & FILED  
  
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE  
08927 AUG 17 04  
FPSC-COMMISSION CLERK

### **Description of the Parties**

#### **A. Global Tel\*Link Corporation (“Global”)**

Global is a Delaware corporation with offices located at 2609 Cameron Street, Mobile, AL 36608. Global is currently a wholly owned direct subsidiary of Schlumberger, a privately-held Delaware corporation. Global is authorized to provide interstate and international services pursuant to authority granted by the Federal Communications Commission (“FCC”) and holds authority to provide competitive interexchange telecommunications services in approximately 30 states. In connection with the provision of interexchange services, Global specializes in, and a substantial portion of its business consists of, the provision of prepaid and inmate only services. In Florida, Global is authorized to provide pay telephone services and interexchange services pursuant to Certificate Nos. 3878 and 3972. Further information regarding Global and the services it provides have previously been submitted to the Commission, are therefore a matter of public record, and are incorporated herein by reference.

#### **B. Gores Portfolio Holdings, Inc. (“Gores”)**

Gores is a corporation formed under the laws of the State of Delaware with principal offices located at 6260 Lookout Road, Boulder, Colorado 80301. Gores is wholly owned by three Delaware limited partnerships that compromise the private equity fund managed by Gores Technology Group, LLC (“Gores Group”), a preeminent private investment firm which focuses its investments on opportunities in the technology and telecommunications sectors.

### **Description of the Transaction**

Gores and Schlumberger, Global’s direct corporate parent, have entered into a Stock Purchase Agreement dated as of July 16, 2004. Pursuant to that Agreement, the Parties propose to complete a transaction (the “Transaction”) whereby Gores will acquire all of the outstanding stock of Global and as a result, Global will become a direct subsidiary of Gores. An illustrative chart of the proposed Transaction is provided in Exhibit A.

Because the proposed Transaction will be completed as a stock transaction at the shareholder level, the Parties expect that the proposed Transaction will be entirely transparent to consumers of Global’s services. As a stock transaction affecting only the ownership of Global, the proposed Transaction will not result in any adverse change in the assets Global uses to provide service or Global’s day-to-day operations. Furthermore, although on-going rate and other proceedings, all of which are extraneous to the proposed Transaction, may continue to affect Global’s rates and operations (whether or not the Transaction is consummated), Global does not anticipate that the proposed Transaction will itself have any effect on Global’s rates, terms or conditions of service. As a result, the proposed Transaction will not directly affect any end user customers or the Global services they currently receive.

**Conclusion**

Gores's acquisition of Global, serves the public interest in promoting competition among telecommunications providers in Florida by providing Global access to the financial and operational resources required to strengthen its position in the telecommunications marketplace in Florida. The principal effect of the proposed Transaction will be financial and no Gores affiliate currently provides inmate only services. As a result, Gores's acquisition of Global will not result in any consolidation of inmate only providers in Florida. The proposed Transaction is expected to allow Global to remain competitive in the provision of such services and ensure that entities and institutions that purchase inmate only services continue to have a choice of high-quality service providers.

An original and seven (7) copies of this letter are enclosed. Kindly date stamp and return the enclosed extra copy of this letter. Questions regarding this filing may be addressed to the undersigned at (202) 424-7500.

Respectfully submitted,

The image shows two handwritten signatures in black ink. The signature on the left is for Jean L. Kiddoo, and the signature on the right is for Edward S. Quill, Jr. Both signatures are fluid and cursive.

Jean L. Kiddoo  
Edward S. Quill, Jr.

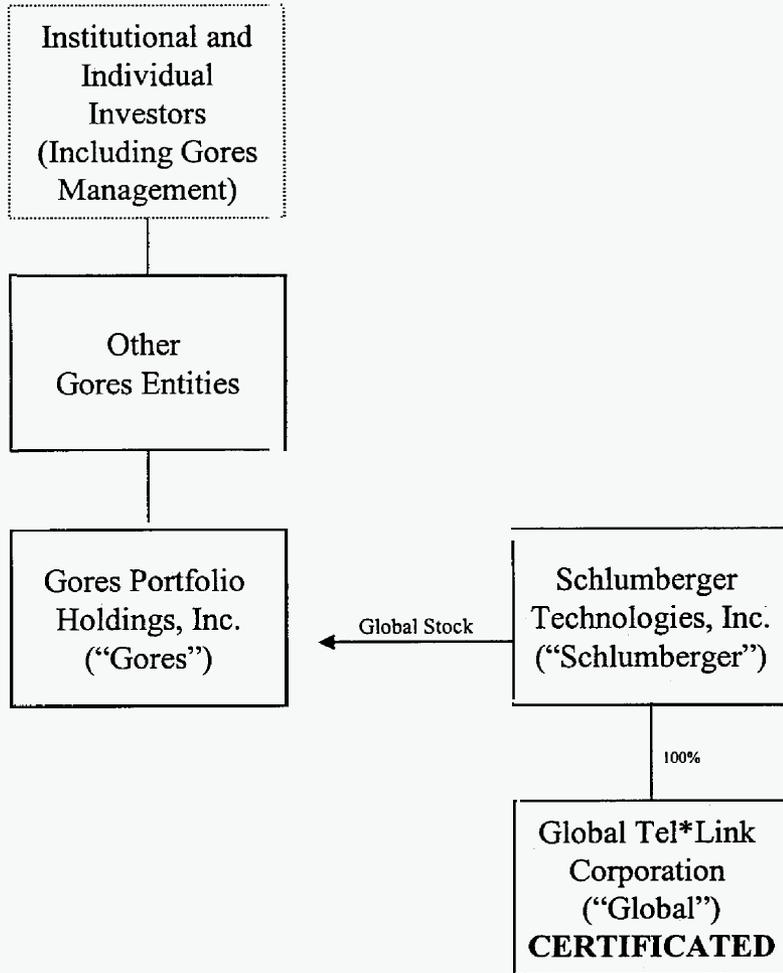
Counsel for Parties

**EXHIBIT A**

**Illustrative Chart**

# Exhibit A: Illustrative Chart

## Pre-Transaction



## Post-Transaction

