

2/13/2008 4:15 PM

Office of Commission Clerk Official Filing

580096-TP

Ruth Nettles

From: Dennis Packer [dpacker@pngmail.com]  
Sent: Wednesday, February 13, 2008 1:21 PM  
To: Filings@psc.state.fl.us  
Subject: Electronic Filing of Joint Petition for Approval to Acquire Assets

Attachments: PNG-Global Touch FL Joint Petition.pdf



PNG-Global  
uch FL Joint Pet

Please find attached for filing the Joint Petition for Approval to Acquire Assets and Request for Expedited Approval filed by PNG Telecommunications, Inc. d/b/a PowerNet Global Communications d/b/a CrossConnect and Global Touch Telecom, Inc.

The person responsible for this electronic filing is:

Dennis Packer  
General Counsel  
PowerNet Global Communications  
100 Commercial Drive  
Fairfield, OH 45014  
Tel: (513)645-4932  
Fax: (513)645-4960  
e-mail: dpacker@pngmail.com <mailto:dpacker@pngmail.com>

This electronic filing is made on behalf of PNG Telecommunications, Inc. d/b/a PowerNet Global Communications d/b/a CrossConnect and Global Touch Telecom, Inc.

There are 9 pages in the document.

The attached document contains the joint petition of PNG Telecommunications, Inc. d/b/a PowerNet Global Communications d/b/a CrossConnect and Global Touch Telecom, Inc. for approval for PNG to acquire certain customers of Global Touch in Florida.

This message is intended only for the named recipient and may contain information that is confidential, subject to attorney-client privilege, the work-product doctrine and other privileges. If the reader of this message is not the intended recipient, you are hereby notified that any use, dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by return email and delete the original message at once.

Any content of this message that discusses or refers to any transaction or arrangement proposed between the initial or subsequent recipient of this message and PowerNet Global Communications or any of its affiliates (collectively "PNG") is for discussion purposes only and does not represent a formal offer by PNG. No action by PNG shall be construed as binding or estopping PNG with respect to the content of this message.

RECEIVED IN NEW DATE  
01140 FEB 13 8  
FPSC-COMMISSION CLERK

BEFORE THE  
FLORIDA PUBLIC SERVICE COMMISSION

Joint Petition for Authority For )  
PNG Telecommunications, Inc. ) Docket No. 0800916-TP  
d/b/a PowerNet Global Communications )  
d/b/a CrossConnect )  
To Acquire Certain Assets of )  
Global Touch Telecom, Inc. )

**JOINT PETITION FOR APPROVAL TO ACQUIRE ASSETS AND REQUEST FOR  
EXPEDITED APPROVAL**

PNG Telecommunications, Inc. d/b/a PowerNet Global Communications d/b/a  
CrossConnect ("PNG" or "Buyer") and GlobalTouch Telecom, Inc. ("GlobalTouch" or "Seller")  
collectively (the "Parties"), pursuant to the rules and regulations of the Florida Public Service  
Commission ("Commission"), hereby request that the Commission approve the acquisition by  
Buyer of a portion of the telecommunications customer base of Seller and to grant such relief on  
an expedited basis to allow for the consummation of the transaction without undue delay.  
Expeditious approval of this Joint Petition will allow Seller to promptly assume responsibility for  
the provision of telecommunications services to the affected Florida customers and bestow the  
benefit to such customers from this transaction. The Parties therefore respectfully request that  
the approval of this Joint Petition be granted on an expedited basis.

**I. The Applicants**

PNG Telecommunications, Inc. d/b/a PowerNet Global Communications d/b/a CrossConnect  
(TI346, TX409)

PNG, an Ohio corporation, holds authorization under Section 214 of the Communications  
Act of 1934, as amended, to provide domestic interstate and international telecommunications  
service.

DOCUMENT NUMBER-DATE

01140 FEB 13 8

FPSC-COMMISSION CLERK

**PNG also is authorized to and is providing interexchange telecommunications services in Florida and in the 47 other contiguous United States.**

**The principal office of PNG is located at:**

**100 Commercial Drive  
Fairfield, Ohio 45014  
Tel. (513)645-4932  
Fax: (513)645-4960**

**Global Touch Telecom, Inc. (TJ849)**

**Global Touch, a Delaware corporation, holds authorization under Section 214 of the Communications Act of 1934, as amended, to provide domestic interstate and international telecommunications service. Global Touch also is authorized to and is providing interexchange telecommunications services in Florida and in the 47 other contiguous United States.**

## **II. Designated Contacts**

**The designated contacts for questions concerning this Joint Petition are as follows:**

**For PNG:**

**Dennis Packer  
General Counsel  
PowerNet Global Communications  
100 Commercial Drive  
Fairfield, Ohio 45014  
Tel. (513)645-4932  
Fax: (513)645-4960  
E-mail: [dpacker@pngmail.com](mailto:dpacker@pngmail.com)**

**and for Global Touch**

**Cliff Rees  
President & COO  
Global Touch Telecom, Inc.  
11845 W. Olympic Blvd., Suite 600  
Los Angeles, California 90064  
Tel. (310)861-4708  
Fax: (310)861-4808**

E-mail: [crees@gttvoip.com](mailto:crees@gttvoip.com)

### **III. The Transaction**

Pursuant to the Agreement between Global Touch and PNG, PNG will purchase certain customers from Global Touch. After the closing, Buyer will provide telecommunications services to Seller's customers pursuant to its own telecommunications authorizations. After consummation of the transactions, Seller will continue to provide services apart from the business being acquired by Buyer.

The proposed transfer of customers to Buyer will have no adverse impact on customers. Seller's customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with applicable laws and regulations. To avoid customer confusion and ensure a seamless transition, the Parties have provided advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state regulations for changing a customer's presubscribed carrier. A copy of the notice of the transfer sent February 11, 2008 is attached as EXHIBIT A.

### **IV. Public Interest Analysis**

The transaction contemplated by the Agreement will serve the public interest. Buyer is a strong company that will continue to provide high quality services to Seller's customers. The purchased customers not only will continue to receive the same services they currently purchase from Seller but also will have access to additional and enhanced products and services offered by Buyer.

The proposed transfer does not present any competitive issues. The Parties note that there are a number of other carriers operating in each market, including the incumbent carrier,

which controls a substantial market share.


Further, Buyer has extensive experience offering interexchange telecommunications services. Consequently, the former Seller customers will continue to receive these services from an experienced and qualified carrier. These customers will also be given sufficient notification of the proposed transaction and their rights. As such, the Parties anticipate that customers will experience a seamless transition of service provider.

**V. Expedited Treatment Requested**


The Parties hereby respectfully requests that this Joint Petition be considered on an expedited basis.

WHEREFORE, Buyer and Seller, for the reasons stated in this Joint Petition, respectfully request that the Commission approve the acquisition of certain customers of Seller described herein.

**PowerNet Global Communications**

By:   
Dennis Packer  
General Counsel  
PowerNet Global Communications  
100 Commercial Drive  
Fairfield, OH 45014  
Tel: (513)645-4932  
Fax: (513)645-4960  
E-mail: [dpacker@pngmail.com](mailto:dpacker@pngmail.com)

**Global Touch Telecom, Inc.**

By:   
Cliff Rees  
President & COO  
Global Touch Telecom, Inc.  
11845 W. Olympic Blvd., Suite 600  
Los Angeles, California 90064  
Tel. (310)861-4708  
Fax: (310)861-4808  
E-mail: [crees@gttvoip.com](mailto:crees@gttvoip.com)

BEFORE THE  
FLORIDA PUBLIC SERVICE COMMISSION

Joint Petition For Authority For )  
Cause Based Commerce Incorporated ) Docket No. \_\_\_\_\_  
d/b/a The Sienna Group )  
To Acquire Certain Assets of )  
PowerNet Global Communications )

**REQUEST FOR WAIVER**

Pursuant to rule 25-4.118(1), Florida Administrative Code, the local, local toll call, or long distance provider of customers shall not be changed without the customer's authorization. Rule 25-4-118(2) provides that a certified interexchange shall submit a change request only if at least one of the following actions has occurred: (a) the provider has a letter of agency; (b) the provider has received a customer-initiated call; or (c) a third party firm has verified the customer's requested change. The Parties ask the Commission to waive the conditions in 25-4.118(2) in order to allow the transfer of customers of record. The Parties have made the necessary filing with the Federal Communications Commission in accordance with the streamlined procedures currently effective.

WHEREFORE, Global Touch Telecom, Inc. ("Global Touch") and PNG Telecommunications, Inc. d/b/a PowerNet Global Communications d/b/a CrossConnect ("PNG") respectfully request that the Commission authorize the sale of assets from Global Touch to PNG. In addition, the Parties respectfully request expedited processing of this Joint Petition so that the transaction may proceed without undue delay, and that the Commission grant such other relief deemed necessary or proper.


DOCUMENT NUMBER-DATE

01140 FEB 13 8

FPSC-COMMISSION CLERK

Respectfully submitted,

**PowerNet Global Communications**

By:   
Dennis Packer  
General Counsel  
PowerNet Global Communications  
100 Commercial Drive  
Fairfield, OH 45014  
Tel: (513)645-4932  
Fax: (513)645-4960  
E-mail: [dpacker@pngmail.com](mailto:dpacker@pngmail.com)

**Global Touch Telecom, Inc.**

By:   
Cliff Rees  
President & COO  
Global Touch Telecom, Inc.  
11845 W. Olympic Blvd., Suite 600  
Los Angeles, California 90064  
Tel. (310)861-4708  
Fax: (310)861-4808  
E-mail: [crees@gttvoip.com](mailto:crees@gttvoip.com)

**VERIFICATION**

I, Dennis Packer, am the General Counsel of PNG Telecommunications, Inc. d/b/a PowerNet Global Communications d/b/a CrossConnect ("PNG") and am authorized to make this verification on its behalf. I do hereby verify that if a customer of PowerNet Global Communications files a complaint about the service provided or disputes an invoice that was received prior to the acquisition by PNG, then PNG will refer such customers to Global Touch Telecom, Inc. ("Global Touch") and Global Touch will work with the customer and/or Commission to resolve the complaint within the following guidelines:

Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

Liability arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by negligence of its employees or its agents, in no event shall exceed an amount equivalent to the

proportionate charges to the customer for the period during which the aforementioned faults in transmission occur, unless ordered by the Commission.

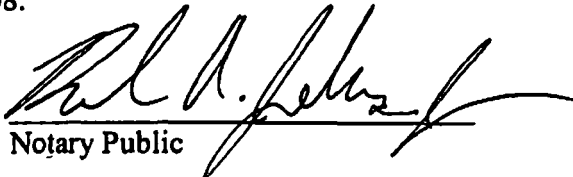
Executed on February 13, 2008.

PNG Telecommunications, Inc.  
d/b/a PowerNet Global Communications d/b/a CrossConnect



Dennis Packer  
General Counsel

Sworn to before me, the undersigned Notary Public on this 13<sup>th</sup> day of February, 2008.



Notary Public

Robert A. Johnson Jr.  
Print or Type Name

ROBERT A. JOHNSON, JR  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 05-19-10

My commission expires: 5-19-10



**EXHIBIT A**

**Notice to Customers**

DOCUMENT NUMBER-DATE

01140 FEB 13 8

FPSC-COMMISSION CLERK



[Date]

[Customer Name]

[Address Line 1]

[Address Line 2]

### IMPORTANT NOTICE REGARDING YOUR TELEPHONE SERVICE

Dear GlobalTouch Telecom Customer:

There is some exciting news to report regarding your telecommunications services. We are proud to announce that GlobalTouch Telecom has entered into an agreement with PowerNet Global Communications ("PNG") through which your telecommunications services, currently provided by GlobalTouch Telecom, will now be provided by PNG.

PNG is a nationwide integrated telecommunications provider serving customers with a full suite of voice and data services, including local and long distance telephone service and high-speed internet service. PNG's mission has always been to deliver outstanding value to its customers through a commitment to excellence in products and customer support.

There is no action required on your part. Your long distance service will be transferred automatically to PNG and you will continue to receive long distance services at the same rates, terms and conditions that you have currently. There also will be no charges assessed to your bill as a result of this transfer. Following the transfer, notice of any future changes in rates, terms and conditions of service will be provided to you as required by the law of your state.

PNG expects that the transfer will occur on or about March 17, 2008; depending on when we receive the appropriate regulatory approvals. Please be advised that if you have placed a "freeze" on your long distance services to prevent their unauthorized transfer to another carrier, it will be automatically lifted to implement a seamless transfer of your services to PNG. If you would like your freeze protection reestablished, please contact your local service provider after the transfer takes place.

Although you are free to choose another long distance carrier at any time, we value your business and are confident that you will be pleased with the superior service that you will receive from PNG. If you do not choose a new long distance carrier before March 17, 2008, your long distance service will be transferred automatically to PNG where we pledge our commitment to provide you with quality services and personalized customer care as we move forward.

If you have questions about the transfer or your service to PNG, you may contact our Customer Care department at 1-866-203-5080. Once again, we look forward to serving you and welcome to PowerNet Global.

Sincerely,

Stuart Chowning  
President - Consumer Solutions  
PowerNet Global Communications

Sincerely,

Cliff Rees  
President and COO  
GlobalTouch Telecom

DOCUMENT NUMBER + DATE

01140 FEB 13 8

FPSC-COMMISSION CLERK