

OFFICE OF
ADMINISTRATIVE SERVICES

OFFICE OF ADMINISTRATION

**LEGAL OFFICE
DESK MEMORANDUM**

07 JUN 13 PM 4:02

MP - c/20/07

June 11, 2007

SUBJECT: Assignment of Contract MCI Communications Services, Inc. to Global Tel*Link Corp.	
TO: Secretary Martz	FROM: Nora L. Doyle, Senior Counsel <i>ND</i>

NECESSARY ACTION:

<i>For Information</i>		<i>Approval</i>		<i>See Me</i>
<i>Necessary Action</i>		<i>As Requested</i>		<i>Comment</i>
<i>Prepare Reply/Report</i>	X	<i>Signature</i>		<i>For Payment</i>

RE: The Attached document is an assignment of the phone related to the provision of inmate phones and payphones for the Commonwealth. The document has been executed in counterpart, so you need only sign the first three copies.

The attached document has been reviewed and approved by this office.

Please let me know if you need any further information. I may be reached at 772-0980 or at ndoyle@state.pa.us

ASSIGNMENT OF CONTRACT

This Assignment of Contract is made this ___ day of _____, 2007, by and between *MCI Communications Services, Inc.* (Assignor) and *Global Tel*Link Corp.* (Assignee).

WITNESSETH:

WHEREAS, Assignor entered into Contract Numbers PO 4600010915 with the Commonwealth of Pennsylvania, acting through the Governor's Office of Administration (the Agency), providing for Assignor to provide telecommunications services to the Commonwealth's department of corrections facilities; and

WHEREAS, Assignor desires to assign all of its interest in and to the Contract to Assignee, who shall perform the obligations and responsibilities of Assignor under the Contract and Assignee desires to accept such assignment; and

WHEREAS, the Commonwealth of Pennsylvania, acting through The Agency, has agreed to permit the assignment of the Contract as described herein.

NOW THEREFORE, in consideration of the transfer of said Contract by Assignor and the acceptance thereof by Assignee, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Assignor hereby grants, transfers and sets over to Assignee, effective upon closing of the transaction between Assignor and Assignee, pursuant to the Asset Purchase Agreement dated as of November 7, 2006 between Assignor and Assignee effective upon closing of the transaction between Assignor and Assignee, pursuant to the Asset Purchase Agreement dated as of November 7, 2006 between Assignor and Assignee (Effective Date) any and all of Assignor's right, title and interest in and to the Contract, the duty and responsibility to perform the Contract.
2. Assignee hereby accepts the assignment of the Contract, agrees to be bound by all of the terms of the Contract, including but not limited to the duties, obligations and responsibilities of the Assignor thereunder and further agrees to perform such duties, obligations and responsibilities in

accordance with the terms of the Contract and its attachments.

3. Assignee hereby assumes full responsibility and liability for all acts performed directly or indirectly under the Contract, including breaches of the Contract committed by Assignor prior to the Effective Date of this Assignment.
4. Assignee agrees to indemnify and hold the Agency harmless from any liability arising under the Contract related to Assignee's performance, nonperformance or negligent or willful acts.
5. The Agency joins in this Assignment solely for the purpose of acknowledging the Commonwealth's consent to and approval of the assignment of the Contract to Assignee as provided for hereunder.

IN WITNESS WHEREOF, the Parties to this Assignment of Contract have executed it through their respective duly authorized officers, as of the date first above written.

This Assignment of Contract will not be fully executed and binding on the Parties unless and until all signatures are affixed hereto.

ATTEST:
Assignor


Secretary 6/5/07
Date

MCI Communications Services, Inc.,


President 6/5/07
Date
SVP and Chief Financial Officer

ATTEST:

Secretary Date

Global Tel*Link Corporation, Assignee

President Date

COMMONWEALTH OF PENNSYLVANIA
OFFICE OF ADMINISTRATION

APPROVED FOR FORM AND LEGALITY:



SECRETARY OF ADMINISTRATION (OA)



OFFICE OF CHIEF COUNSEL (OA)

OFFICE OF GENERAL COUNSEL

OFFICE OF ATTORNEY GENERAL

APPROVED:

BY: _____
OFFICE OF THE COMPTROLLER DATE

IN WITNESS WHEREOF, the Parties to this Assignment of Contract have executed it through their respective duly authorized officers, as of the date first above written.

This Assignment of Contract will not be fully executed and binding on the Parties unless and until all signatures are affixed hereto.

ATTEST:
Assignor

MCI Communications Services, Inc.,

Secretary Date

President Date

ATTEST:

Secretary Date

GlobalTel*Link Corporation, Assignee

President Date

COMMONWEALTH OF PENNSYLVANIA
OFFICE OF ADMINISTRATION

APPROVED FOR FORM AND LEGALITY:

APPROVED:

SECRETARY OF ADMINISTRATION (OA)

BY: _____
OFFICE OF THE COMPTROLLER DATE

OFFICE OF CHIEF COUNSEL (OA)

OFFICE OF GENERAL COUNSEL

OFFICE OF ATTORNEY GENERAL