



Mr. Brent Kirtley, Tariff Branch Manager  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-0615

August 24, 2016  
Via Overnight Delivery  
**RECEIVED**

AUG 25 2016

PUBLIC SERVICE  
COMMISSION

**RE: Notice of Indirect Ownership Change of Inmate Calling Solutions, LLC dba ICSolutions to TKC Holdings, Inc.**

Dear Mr. Kirtley:

Enclosed for filing please find the original and three (3) copies of the above-referenced filing submitted on behalf of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS"). ICS hereby provides notice of an indirect transfer of equity interest transaction between its ultimate parent company, Centric Group, L.L.C. and TKC Holdings, Inc.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3005 or via email to [swarren@tminc.com](mailto:swarren@tminc.com). Thank you for your assistance in this matter.

Sincerely,

Sharon R. Warren  
Consultant to Inmate Calling Solutions, LLC

cc: Kenneth Dawson (via email) - ICS  
file: ICS - Kentucky - Other  
tms: KYx1601

Enclosures  
SW/hr

**INMATE CALLING SOLUTIONS, LLC  
dba ICSOLUTIONS**

**NOTICE OF INDIRECT OWNERSHIP CHANGE**

Inmate Calling Solutions, LLC dba ICSolutions (“ICS”), Centric Group, L.L.C. (“Centric”) and TKC Holdings, Inc. (“TKC”) (collectively, the “Parties”), through their respective consultant and counsel, hereby notify the Commission of an indirect transfer of ownership of ICS from Centric to TKC. Following the consummation of the Proposed Transaction (as defined below), ICS will operate as an *indirect* wholly-owned subsidiary of TKC, and ultimately be controlled by an affiliate of H.I.G. Capital, L.L.C., as described in *Exhibit A*.

The Proposed Transaction will have no effect on the operations of ICS, which will remain the holder of its Certificate of Authority (as defined below) and will continue to offer the same services under the same rates, terms and conditions as currently offered. Consequently, the Proposed Transaction will have no impact on Kentucky customers and no customer notice is required. The Parties provide the following additional notice information:

**I. DESCRIPTION OF THE PARTIES**

**A. Inmate Calling Solutions, LLC dba ICSolutions**

ICS is organized under the laws of the state of California with principal offices located at 2200 Danbury Street, San Antonio, TX 78217. ICS received their registration to operate as a long distance reseller in the state of Kentucky on August 29, 2006, in Filing No. TFS2006-01177. ICS is indirectly 100% owned and controlled by Centric.<sup>1</sup>

**B. TKC Holdings, Inc.**

TKC is incorporated under the laws of Delaware, with its principal business office at 1450 Brickell Avenue, 31<sup>st</sup> Floor, Miami, FL 33131. TKC is controlled by an affiliate of H.I.G. Capital, L.L.C., a private equity investment firm headquartered in Miami, Florida. The H.I.G. family of funds includes private equity, growth equity, real estate, debt/credit, lending and life sciences. The firm aligns itself with committed management teams and entrepreneurs and helps build businesses of significant value. Its team of over 250 investment professionals has substantial operating, consulting, technology and financial management experience, enabling it to contribute meaningfully to its portfolio companies.

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<sup>1</sup> Certain pre-closing restructuring transactions were recently completed by Centric to facilitate the Proposed Transaction. Specifically, prior to the restructuring, Keefe Group, LLC and ICS were both wholly-owned direct subsidiaries of Centric (i.e., Keefe Group, LLC was a “sister” affiliate of ICS). As part of the restructuring, the equity interests of ICS were contributed by Centric to Keefe Group, LLC. Keefe Group, LLC thus remains a direct wholly-owned subsidiary of Centric and ICS has become a direct wholly-owned subsidiary of Keefe Group, LLC and an indirect wholly-owned subsidiary of Centric. Ultimate parent control of ICS resided and continues to reside with Centric before and after the restructuring.

## **II. CONTACT INFORMATION**

For the purposes of this Notice, contacts for the Parties are as follows:

For ICS and Centric:

Sharon R. Warren  
Consultant  
Technologies Management, Inc.  
151 Southhall Lane, Suite 450  
Maitland, Florida 32751  
(407) 740-3005 (voice)  
(407) 740-0613 (facsimile)  
Email: [swarren@tminc.com](mailto:swarren@tminc.com)

For TKC:

Howard M. Liberman  
Phillip R. Marchesiello  
Wilkinson Barker Knauer, LLP  
1800 M Street, N.W., Suite 800N  
Washington, D.C. 20036  
Tel. 202-783-4141  
Fax 202-783-5851  
[hliberman@wbklaw.com](mailto:hliberman@wbklaw.com)  
[pmarchesiello@wbklaw.com](mailto:pmarchesiello@wbklaw.com)

## **III. DESCRIPTION OF THE PROPOSED TRANSACTION**

Pursuant to the Membership Interest Purchase Agreement among Centric, TKC and the other parties thereto, TKC will indirectly acquire 100% of the voting equity interests of ICS (the "Proposed Transaction"). At the closing of the Proposed Transaction, ICS will become an indirect, wholly-owned subsidiary of TKC. *Exhibit A* contains charts showing the pre- and post-transaction structure of ICS.

This change in ultimate control does not involve a transfer of operating authority, assets or customers in Kentucky or elsewhere. ICS's corporate identity, name and operations, and the rates, terms and conditions of its service offerings will remain intact after the Proposed Transaction. Accordingly, the Proposed Transaction will be seamless to customers. The Parties intend to consummate the Proposed Transaction as promptly as possible after the necessary FCC and other federal and state regulatory approvals have been received.

## **IV. PUBLIC INTEREST STATEMENT**

The Parties submit that the Proposed Transaction described herein is in the public interest. As noted previously, the Proposed Transaction will be seamless from the perspective of ICS's Kentucky customers because there will be no change in ICS's company name, and no changes to ICS's rates, terms and conditions of service. Consummation of the Proposed Transaction will enhance ICS's financial and managerial capabilities to continue to provide high-quality, competitive telecommunications services to Kentucky customers. ICS's operations should benefit from an improved balance sheet that will result from a capital infusion from TKC, as well as the operational and managerial resources of TKC.

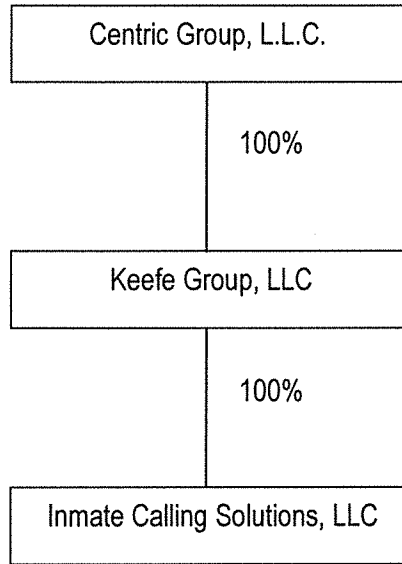
**EXHIBIT A**

**PRE- AND POST-TRANSACTION CHART**

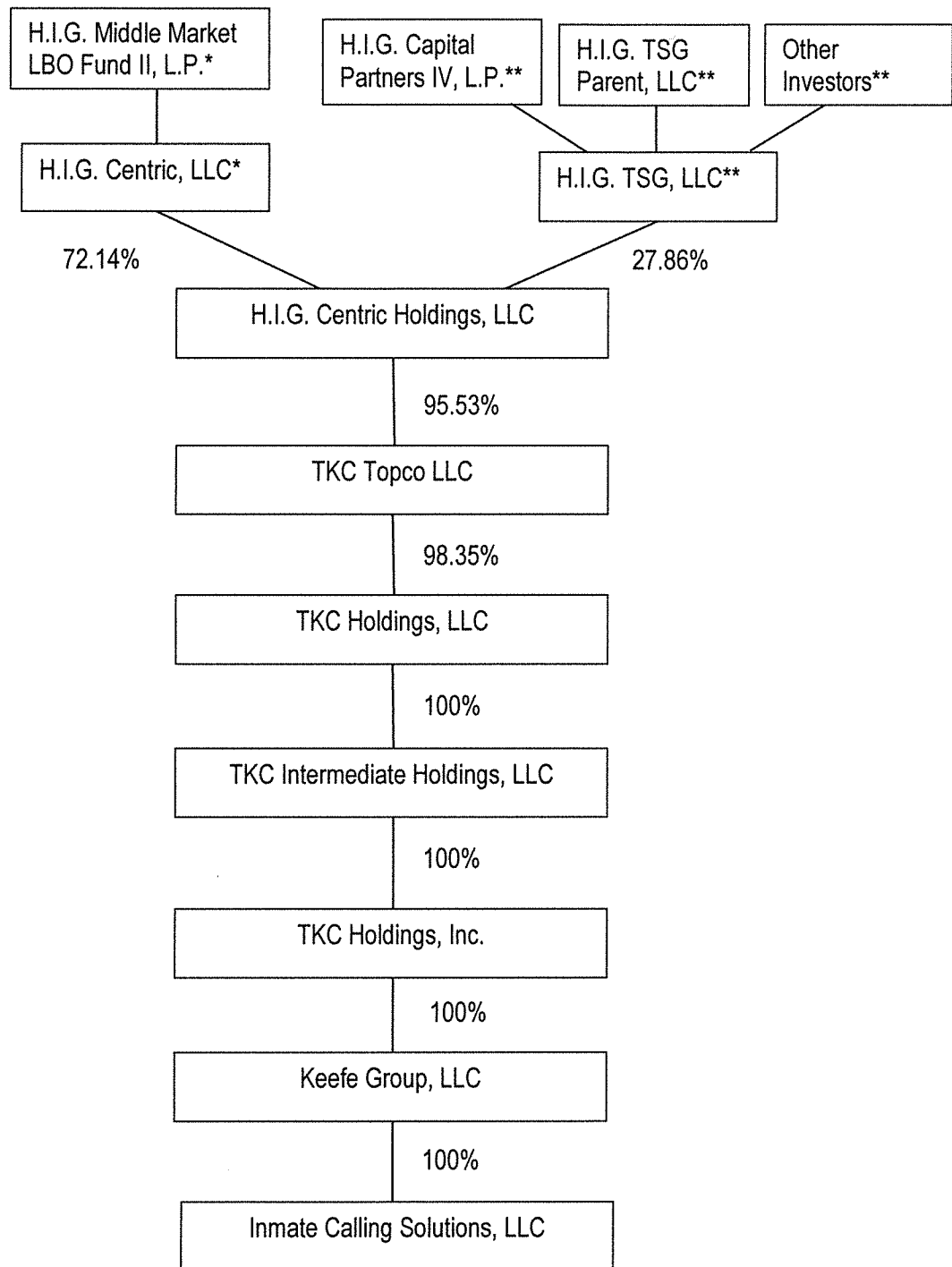
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Exhibit 1

Pre-Closing Ownership Structure



Post-Closing Ownership Structure<sup>1</sup>

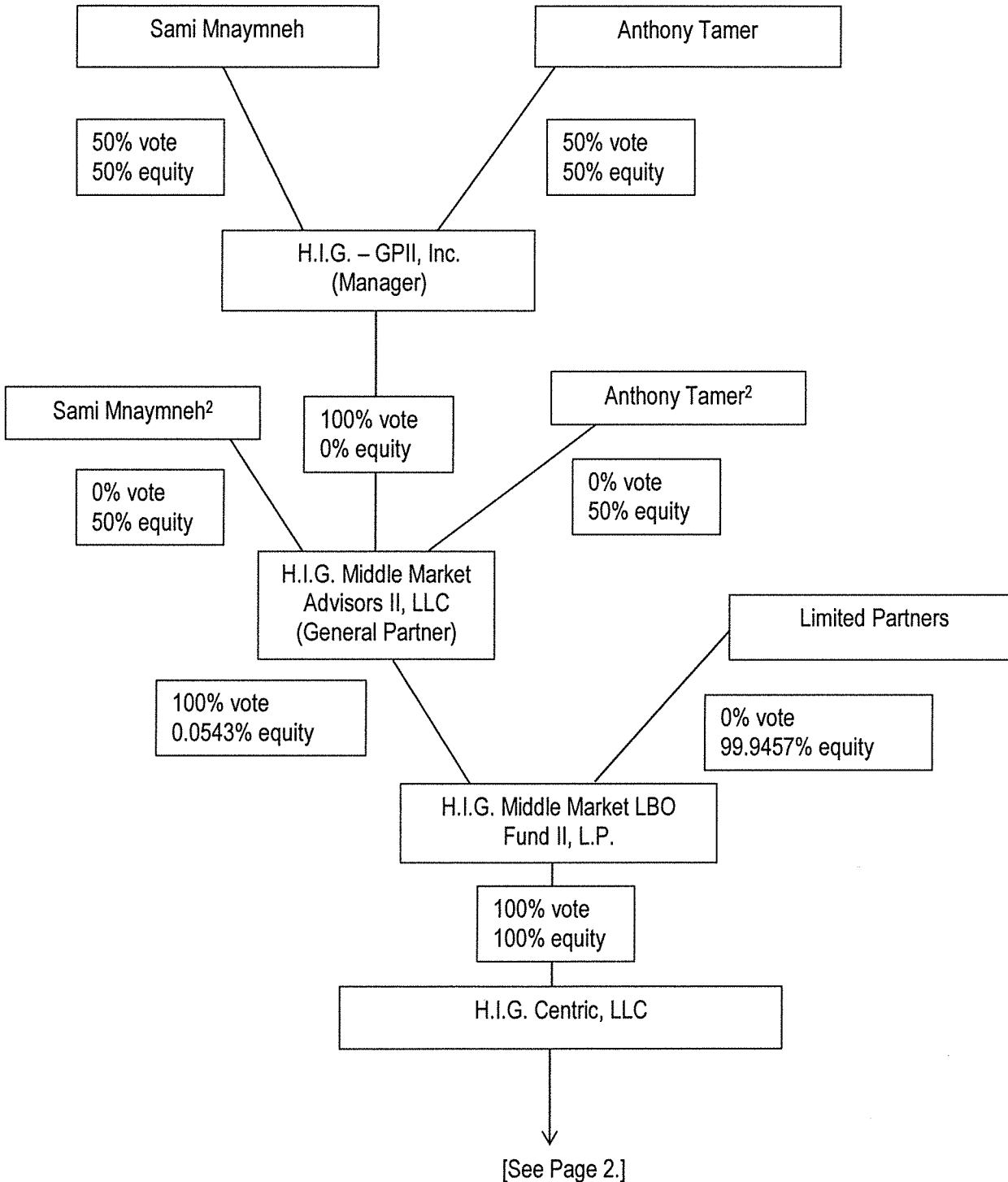


\* See page 3.

\*\* See page 4.

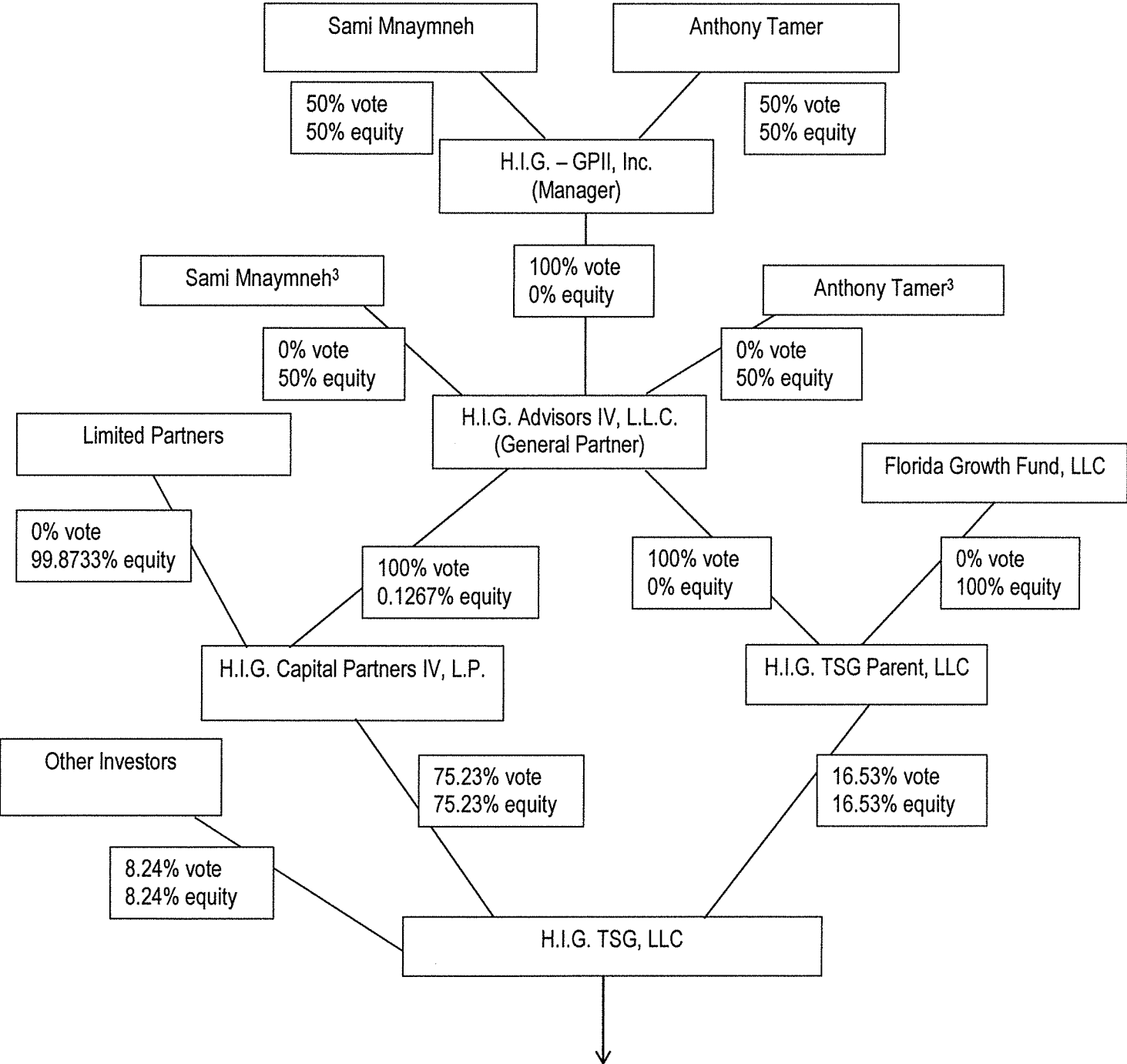
<sup>1</sup> Percentages in the post-closing ownership charts are approximate. Percentages on this page 2 reflect both vote and equity interests.

Post-Closing Ownership Structure (Continued)



<sup>2</sup> A portion of Mr. Mnaymneh's and Mr. Tamer's ownership interests are held through estate planning vehicles the beneficiaries of which are family members.

Post-Closing Ownership Structure (Continued)



[See Page 2.]

<sup>3</sup> A portion of Mr. Mnaymneh's and Mr. Tamer's ownership interests are held through estate planning vehicles the beneficiaries of which are family members.