

June 29, 2017

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JUN 30 2017

**PUBLIC SERVICE
COMMISSION**

VIA OVERNIGHT COURIER

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

Re: Notification Regarding the Planned Transfer of Indirect Control of Securus Technologies, Inc. to SCRS Acquisition Corporation

Dear Mr. Derouen:

By this letter, Securus Investment Holdings, LLC (“Transferor” or “SIH”), Securus Technologies, Inc. (“STI”) and SCRS Acquisition Corporation (“Transferee” or “SCRS”) (collectively, the “Parties”) notify the Commission of the planned transfer of indirect control of STI to SCRS. Currently, the Parties expect that the transaction will close on or about August 1, 2017. Pursuant to the Order issued in Admin. Case No. 359 on June 21, 1996 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the transaction described herein. Accordingly, the Parties submit this letter for informational purposes.

In support of this informational filing, Parties provide the following:

Description of the Parties

A. Securus Technologies, Inc. and Securus Investment Holdings, LLC

STI is a Delaware corporation with its principal place of business at 4000 International Parkway, Carrollton, Texas 75007. STI is a wholly owned, indirect subsidiary of Connect Acquisition Corp. (“Connect”), a Delaware corporation and a wholly owned, direct subsidiary of Transferor. STI provides telecommunications services to a number of confinement and correctional facilities in the District of Columbia and approximately 46 states, including in the State of Kentucky.¹ In Kentucky, STI is registered to operate Customer-Owned Coin Operated Telephones under Utility ID 5609400. STI is also authorized by the FCC to provide domestic and international telecommunications services.

Transferor, a Delaware limited liability company, is a holding company with no operations of its own. Transferor’s principal address is c/o ABRY Partners, 111 Huntington St., 29th Floor, Boston, Massachusetts 02199. The controlling interests in Transferor are currently held by ABRY Partners VII, L.P., an affiliate of ABRY Partners, a Boston-based private equity investment firm focused solely on media, communications, business, and information services investments.

¹ In addition, STI, through its operating subsidiaries, provides various additional products, services and technologies to the correctional and law enforcement community.

Exhibit A includes the current corporate ownership structure of STI, SIH and Connect.

B. SCRS Acquisition Corporation

Transferee is a newly formed Delaware corporation established for the purposes of the Transaction (as defined below). Transferee's principal address is c/o Platinum Equity, 360 North Crescent Drive, South Building, Beverly Hills, California 90210. Transferee is ultimately wholly owned by SCRS Holding Corporation ("SCRS Parent"), a Delaware corporation. SCRS Parent is a holding company in which certain private equity investment vehicles sponsored by Platinum Equity, LLC (together with its affiliates, "Platinum Equity") will contribute their equity investments in connection with the Transaction. Platinum Equity Capital Partners IV, L.P. ("PECP IV"), a Delaware limited partnership, will be the majority owner of SCRS Parent.

Founded in 1995 by Tom Gores, Platinum Equity (www.platinumequity.com) is a global investment firm with more than \$11 billion of assets under management and a portfolio of approximately 30 operating companies that serve customers around the world. The firm is currently investing from PECP IV, a \$6.5 billion global buyout fund. Platinum Equity specializes in mergers, acquisitions and operations, acquiring and operating companies in a broad range of business markets, including manufacturing, distribution, transportation and logistics, equipment rental, metals services, media and entertainment, technology, telecommunications and other industries. Over the past 22 years Platinum Equity has completed more than 185 acquisitions. While Platinum Equity does not have any telecommunication carriers in its current portfolio, Platinum Equity's prior investments in telecommunications carriers include but are not limited to: Covad, DSLnet and Matrix Telecom. As such, Platinum Equity has demonstrated its qualification and capabilities to own a telecommunications carrier.

Designated Contacts

Questions, correspondence or other communications concerning this informational filing should be directed to:

For Transferee:

William B. Wilhelm, Jr.
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
william.wilhelm@morganlewis.com
brett.ferenchak@morganlewis.com

With copies for Transferee to

Eva M. Kalawski
Executive Vice President, General Counsel
& Secretary
c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
ekalawski@platinumequity.com

For Transferor and STI:

Paul C. Besozzi
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-5292 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com

and:

Dennis J. Reinhold
Vice President, General Counsel & Secretary
Securus Technologies, Inc.
4000 International Pkwy.
Carrollton, TX 75007
dreinhold@securustechnologies.com

Description of the Transaction

Pursuant to that certain Stock Purchase Agreement by and among SIH, Connect and SCRS, dated as of April 29, 2017 (the “Agreement”), SCRS will acquire all the stock of Connect from SIH (the “Transaction”). As a result, Connect will become a wholly owned, direct subsidiary of SCRS; STI will become a wholly owned, indirect subsidiary of SCRS (and its parent companies). PECP IV will be the ultimate majority owner of STI.

For the Commission’s reference, charts depicting the pre- and post-Transaction ownership of STI are provided as Exhibit A.

Upon completion of the Transaction, STI will continue to be managed and operated by the same officers and personnel, but will be supplemented by the management of Transferee and Platinum Equity. Further, STI will have access to additional financial resources through its relationship with Transferee and Platinum Equity, enabling STI to better meet the needs of its customers and thus better compete in the telecommunications marketplace. The Transaction will be transparent to the customers of STI and will not involve the sale, assignment, lease or transfer of any of STI’s assets or its customer base to any other entity. STI will not merge or combine with any other entity and will remain a separate entity providing the services it has been providing under its current name. There will be no associated changes in the terms or conditions of the services being provided. The only change immediately following closing of the Transaction from a customer’s perspective will be that STI’s ownership will change, with Transferee (and its parent companies) being its indirect owner.

* * * *

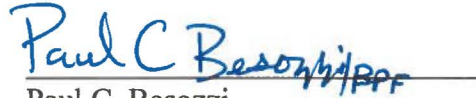
An original and four (4) copies of this notification letter are enclosed. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



William B. Wilhelm, Jr.
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brett.ferenchak@morganlewis.com

Counsel for Transferee



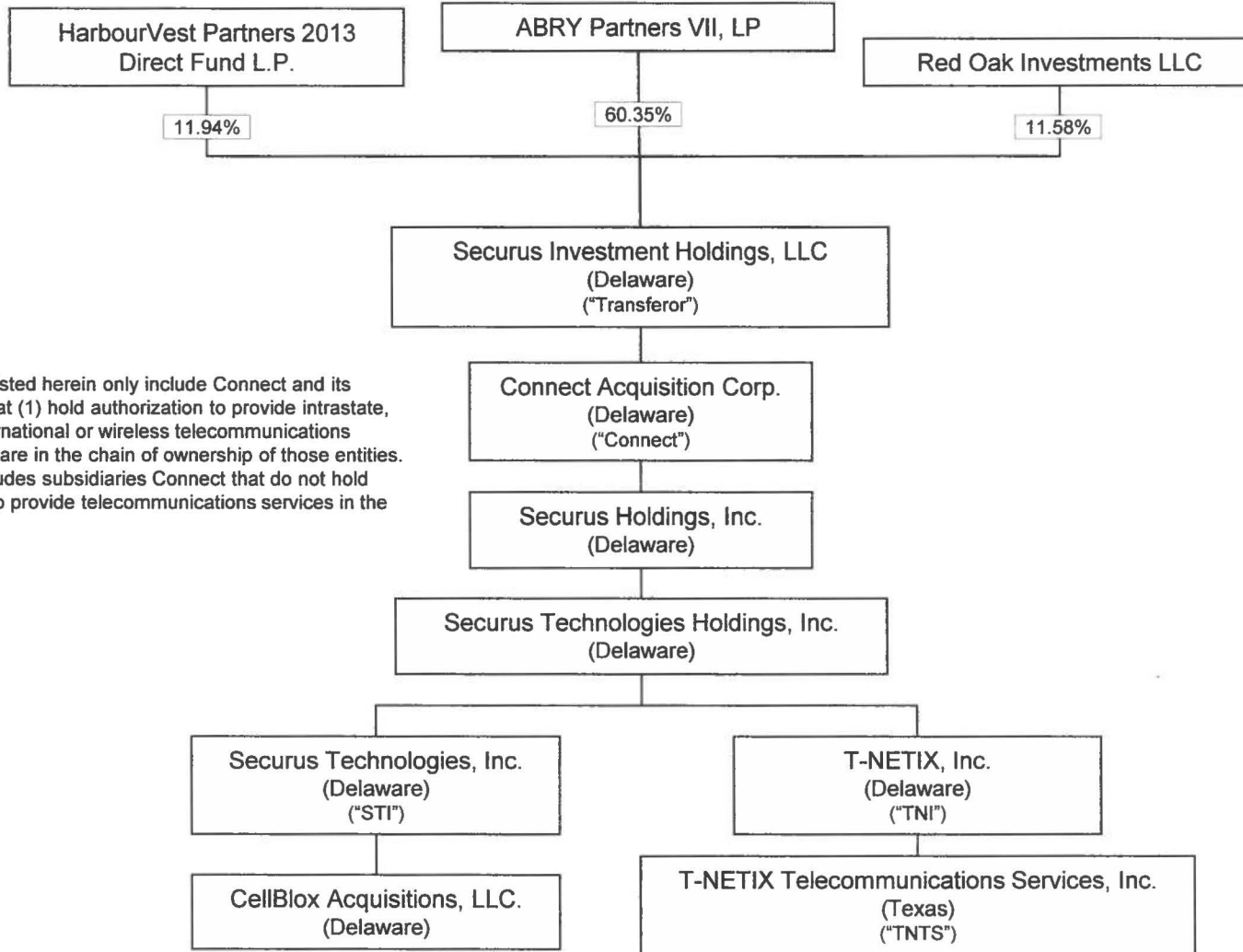
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paul.besozzi@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Charts of the Pre- and Post-Transaction Ownership Structures

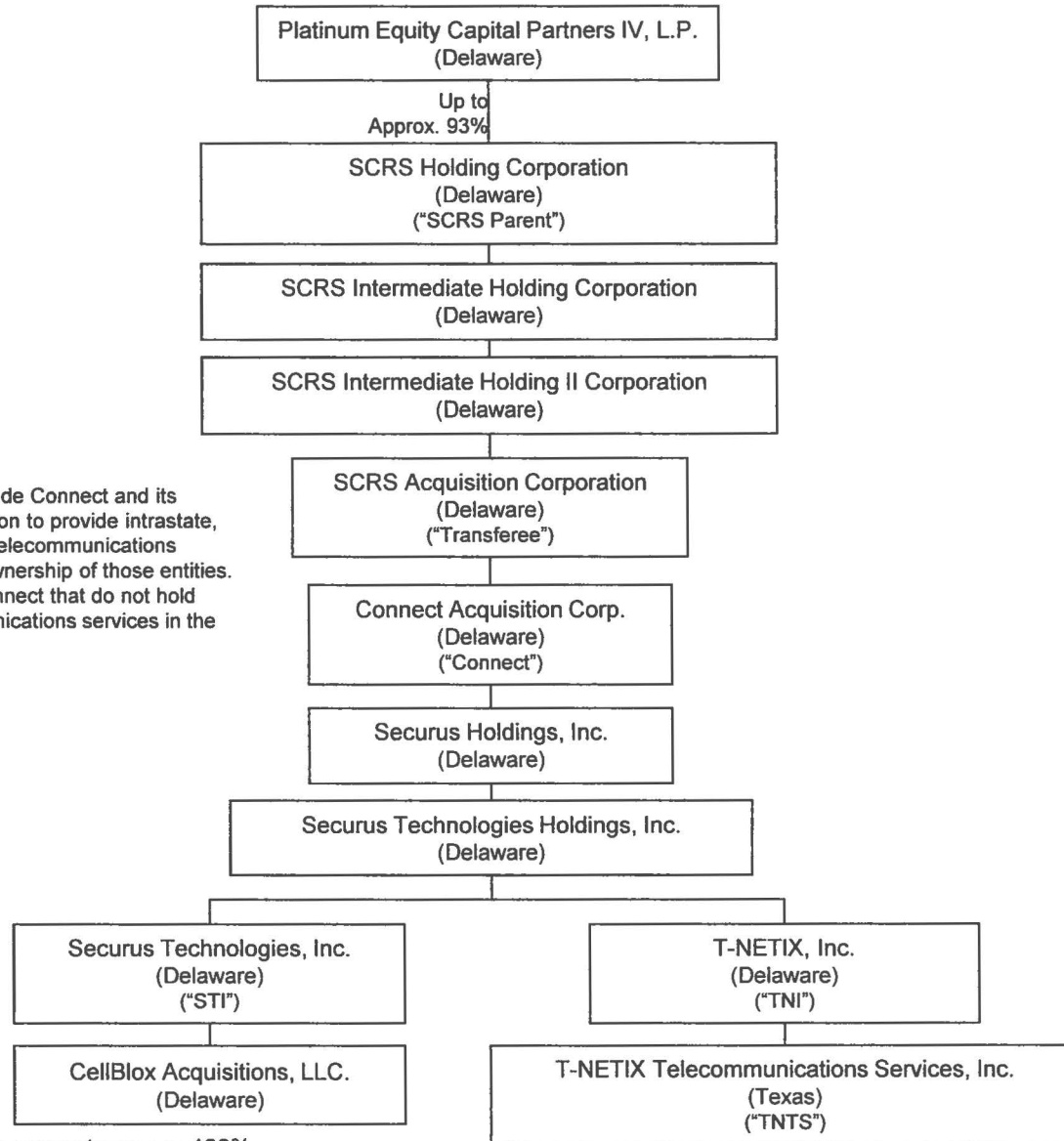
Pre-Transaction Ownership Structure of STI*



* The entities listed herein only include Connect and its subsidiaries that (1) hold authorization to provide intrastate, interstate, international or wireless telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries Connect that do not hold authorization to provide telecommunications services in the United States.

Unless indicated all ownership percentages are 100%.

Post-Transaction Ownership Structure of STI*



* The entities listed herein only include Connect and its subsidiaries that (1) hold authorization to provide intrastate, interstate, international or wireless telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries Connect that do not hold authorization to provide telecommunications services in the United States.

Unless indicated all ownership percentages are 100%.

VERIFICATIONS

VERIFICATION

I, Dennis J. Reinhold, am the Vice President, General Counsel and Secretary of Securus Investment Holdings, LLC ("SIH") and Connect Acquisition Corp. and its direct and indirect subsidiaries, including Securus Technologies, Inc. (collectively, the "Connect Entities"). As such I am authorized to execute this Verification on behalf of SIH and the Connect Entities. The portions of the foregoing notification relating to SIH and the Connect Entities have been prepared pursuant to my direction and control and I have reviewed the contents thereof. I hereby declare that the factual statements and representations made therein by and concerning SIH and the Connect Entities are true and correct to the best of my knowledge, information and belief.

D. J. Reinhold

Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC
Securus Technologies, Inc.

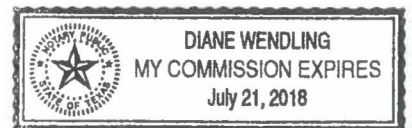
County of Denton)
State of Texas)

Subscribed and sworn to before me by Dennis J. Reinhold this 26th day of
June, 2017

Diane Wendling

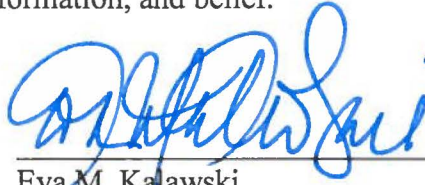
Notary Public

My Commission Expires: July 21, 2018



VERIFICATION

I, Eva M. Kalawski, state that I am Vice President and Secretary of SCRS Acquisition Corporation (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the factual statements and representations made therein by and concerning the Company are true and correct to the best of my knowledge, information, and belief.



Eva M. Kalawski
Vice President and Secretary
SCRS Acquisition Corporation

See attached Acknowledgement by Notary Public

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Los Angeles)

On May 5, 2017 before me, Dorie Kelly, Notary Public
(insert name and title of the officer)

personally appeared Eva M. Kalawski,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature *Dorie Kelly* (Seal)

