

May 26, 2011

Paul C. Besozzi  
202-457-5292  
pbsozzi@pattonboggs.com

**BY ELECTRONIC FILING**

Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street  
Columbus, Ohio 43215-3793

RE: Telecommunications Filing Form – CIO – Change in Ownership – Securus Technologies, Inc. (f/k/a Evercom Systems, Inc.) and T-NETIX Telecommunications Services, Inc.

Dear Sir or Madam:

Enclosed is a completed Telecommunications Filing Form notifying the Commission of the Change in Ownership of Securus Technologies, Inc. and T-NETIX Telecommunications Services, Inc. though the indirect, parent-level transfer of control of the two companies' ultimate corporate parent, Securus Holdings, Inc. The details of the transaction are set forth in the attachment entitled Description of Transaction and Public Interest Considerations.

If there are any questions, please direct them to undersigned.

Sincerely,



Paul C. Besozzi

cc: Curtis L. Hopfinger  
John M. Beahn

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of STI and TNTSI (see below) )  
to Notify the Commission of an Indirect, Parent-Level Transfer of Control )  
 )  
 )

TRF Docket No. 90-\_\_\_\_\_

Case No. \_\_\_\_ - \_\_\_\_ - **TP** - \_\_\_\_

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) Securus Technologies, Inc. (f/k/a Evercom Systems, Inc.) ("STI"); T-NETIX Telecommunications Services, Inc. ("TNTSI")

DBA(s) of Registrant(s) \_\_\_\_\_

Address of Registrant(s) 14651 Dallas Parkway, 6th Floor, Dallas, TX 75254

Company Web Address www.securustech.net

Regulatory Contact Person(s) Curtis L. Hopfinger

Phone 972-277-0319

Fax 972-277-0416

Regulatory Contact Person's Email Address chopfinger@securustech.net

Contact Person for Annual Report Erin L. Curry

Phone 972-277-0395

Address (if different from above) \_\_\_\_\_

Consumer Contact Information Michele Hughes

Phone 972-277-0641

Address (if different from above) 3000 Kellway Drive, Carrollton, TX 75006

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Notes:**

Section I and II are Pursuant to Chapter 4901:1-6 OAC

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

## Section I – Part I - Common Filings

<b>Carrier Type</b> <input type="checkbox"/> <b>Other</b> (explain below)	<input type="checkbox"/> <b>For Profit ILEC</b>	<input type="checkbox"/> <b>Not For Profit ILEC</b>	<input type="checkbox"/> <b>CLEC</b>
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <u>1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <u>1-6-08(G)</u> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day Notice)
<b>Other*</b> (explain) _____			

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Date Notice Sent:</b>				

## Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Carrier's Not Offering BLES	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> * (Non-Auto)

\*Supplemental Certification forms can be found on the Commission Web Page.

## Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Carrier's Not Offering BLES
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

\* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

## Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
<b>Wireless Providers</b> See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

#### Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

#### AFFIDAVIT *Compliance with Commission Rules*

I am an officer/agent of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement on its behalf.

\_\_\_\_\_  
(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) \_\_\_\_\_ at (Location) \_\_\_\_\_

\*(Signature and Title) \_\_\_\_\_ (Date) \_\_\_\_\_

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

#### VERIFICATION

I, Dennis J. Reinhold verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\*(Signature and Title) D. J. Reinhold (VP, GC, & Secretary) (Date) May 26, 2011

\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

*Send your completed Application Form, including all required attachments as well as the required number of copies, to:*

Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793  
Or

*Make such filing electronically as directed in Case No 06-900-AU-WVR*

**CERTIFICATIONS FROM OHIO SECRETARY OF STATE AND**  
**CERTIFICATES OF GOOD STANDING**

See Attached

**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SECURUS TECHNOLOGIES, INC., a Delaware corporation, having qualified to do business within the State of Ohio on September 04, 1997 under License No. 990849 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 3rd day of January, A.D. 2011*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V20113JB32FD

**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show T-NETIX TELECOMMUNICATIONS SERVICES, INC., a Texas corporation, having qualified to do business within the State of Ohio on February 07, 1994 under License No. 863901 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 9th day of May, A.D. 2011*

A handwritten signature in black ink that reads "Jon Husted".

Ohio Secretary of State

Validation Number: V2011129MA093E



**LISTS OF NAMES, ADDRESSES, AND PHONE NUMBERS OF OFFICERS  
AND DIRECTORS, OR PARTNERS**

**Directors of STI and TNTSI**

Richard A. Smith  
William Pruellage  
Howard Morgan  
Anand Philip

**Officers of STI and TNTSI**

Richard A. Smith, Chief Executive Officer & President  
William D. Market, Chief Financial Officer, Assistant Secretary, Treasurer  
Dennis J. Reinhold, Vice President, General Counsel, Secretary

**Contact Information**

The address for the directors and officers is 14651 Dallas Parkway, 6th Floor, Dallas, Texas 75254. The telephone number is 972-277-0300.

**Partners**

STI and TNTSI are both corporations and, therefore, there are no general or limited partners of these entities.

## **DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST CONSIDERATIONS**

The purpose of this filing is to notify the Public Utilities Commission of Ohio ("Commission") of the indirect transfer of control of Securus Technologies, Inc. (f/k/a Evercom Systems, Inc.) ("STI")<sup>1</sup> and T-NETIX Telecommunications Services, Inc. ("TNTSI") (collectively, the "Securus Entities") as a result of the acquisition of control of their current ultimate corporate parent, Securus Holdings, Inc. ("SHI"), by Connect Acquisition Corp. ("Connect") through a parent-level merger transaction.

This transaction is totally transparent to the customers of the Securus Entities in Ohio and does not involve the sale, assignment, lease or transfer of the Securus Entities' authorizations, any of the Securus Entities' assets or their customer bases to any other entity. The Securus Entities are not merging or combining with any other entity. The Securus Entities shall remain the entities authorized by the Commission to provide the services that they are currently providing, and the Securus Entities will continue to provide those services under their current names after consummation of the transaction. Each of the Securus Entity's current intracorporate relationships with its immediate parent and SHI also will not change.

### **1. Background**

STI is a Delaware corporation and TNTSI is a Texas corporation, each with its principal place of business at 14651 Dallas Parkway, 6th Floor, Dallas, Texas 75254. The Securus Entities are privately held and indirect, wholly-owned subsidiaries of SHI, which is a Delaware corporation. The Securus Entities are authorized to provide inmate telephone services in the State of Ohio pursuant to Certificates of Public Convenience and Necessity.<sup>2</sup> Pursuant to these authorizations, the Securus Entities are currently providing telecommunications services to a number of confinement and correctional facilities in the State of Ohio. The terms and conditions of these services will not change as a result of this parent-level transaction. The current management of the Securus Entities will continue in place and operate the Securus Entities.

### **2. Current Ownership Structure**

The current ultimate controlling entity of the Securus Entities is H.I.G.-T-NETIX, Inc. ("HIG"), through a series of intervening holding companies that are not involved in the provision of telecommunications services. An outline of that structure is reflected on the Attachment 1.

### **3. Description Of Indirect Transfer Of Control Transaction**

Under the terms of an Agreement and Plan of Merger, dated April 8, 2011, a newly-formed subsidiary of Connect, Connect Merger Corp., will merge into and with SHI, with SHI remaining as the surviving corporation. As a result, the Securus Entities will be indirect, wholly-

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<sup>1</sup> Evercom informed the Commission of its name change on November 8, 2010.

<sup>2</sup> STI received its current Certificate of Public Convenience and Necessity to provide interexchange services on December 8, 2010 in Case No. 10-2527-TP-CIO (Certificate No. 90-5787). TNTSI received its current Certificate of Public Convenience and Necessity to provide competitive telecommunication services on May 19, 2002 in Case No. 01-512-CT-ZCN (Certificate No. 90-5614).

owned subsidiaries of Connect. Connect is a controlled affiliate of Castle Harlan Partners V, L.P. ("Castle Partners"), a Delaware limited partnership which is managed by Castle Harlan, Inc. ("Castle Harlan"), a New York-based investment firm. Castle Harlan, founded in 1987, invests in controlling interests in the buyout and development of middle-market companies principally in North America. Its team of 18 investment professionals has completed over 50 acquisitions since its inception with a total value of approximately \$10 billion. Castle Harlan currently manages investment funds with equity commitments of approximately \$3.5 billion. Castle Harlan and its affiliates are not providers of telecommunications services. The revised ownership structure as a result of the transaction is shown on the Attachment 2.

#### 4. Financing Of Transaction

The transaction is being financed, in part, through financing obtained by Connect which will permit the borrowing through several credit facilities of up to \$375.0 million. Pursuant to the arrangements, STI will be the borrower and TNTI will be a guarantor, and the assets and equity of each of the Securus Entities will be pledged as collateral. Other affiliates of the Securus Entities also will be guarantors.

#### 5. Public Interest Considerations

As noted above, this transaction is non-controversial and is transparent and seamless to all customers of the Securus Entities. There are no changes in rates, terms or conditions of the Securus Entities' services as part or as a result of this transaction. In addition, the management and relevant contact information for the Securus Entities remains the same as the Commission's records currently reflect.

This transaction will strengthen the Securus Entities financially by bringing new financially sound stakeholders into the ownership chain. Completion of the transaction therefore will help the Securus Entities to continue to provide services to their customers and potentially expand or enhance those services at new facilities in the State. Therefore it is in the public interest.

### **SUPERSEDED TARIFF SHEETS AND PRICE LISTS (EXHIBIT A)**

As explained above, this transaction is non-controversial and is transparent and seamless to all customers of the Securus Entities. There are no changes in rates, terms or conditions of the Securus Entities' services as part or as a result of this transaction. The Securus Entities shall remain the entities authorized by the Commission to provide the services that they are currently providing, and the Securus Entities will continue to provide those services under their current names after consummation of the transaction.

Therefore, Securus is not making any changes to its tariff sheets or price lists.

**REVISED TARIFF SHEETS AND PRICE LISTS (EXHIBIT B)**

For the reasons stated in Exhibit A, there are no revised tariff sheets and price lists required.

### **CUSTOMER NOTIFICATION (EXHIBIT C)**

As explained above, this transaction is transparent and seamless to all customers and will not impact service provided by the Securus Entities. Therefore, under Section 4901:1-6-29(D) of the PUCO rules, no customer notification is required.

**NEW TITLE SHEET WITH PROPOSED COMPANY NAME (EXHIBIT D)**

For the reasons stated in Exhibit A, there is no change in the company name and no new tariff title sheet is required.

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**5/26/2011 3:21:39 PM**

**in**

**Case No(s). 11-3189-TP-CIO**

Summary: Application Application of Securus Technologies, Inc. and T-NETIX Telecommunications Services, Inc. to Notify the Commission of an Indirect, Parent-Level Transfer of Control electronically filed by Mr. Paul C Besozzi on behalf of Securus Technologies, Inc. and T-NETIX Telecommunications Services, Inc.