

**Eric Fryson**

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**From:** Besozzi, Paul <PBesozzi@PattonBoggs.com>  
**Sent:** Tuesday, May 28, 2013 2:55 PM  
**To:** Filings@psc.state.fl.us  
**Subject:** RE: Notice Of Indirect Transfer Of Control And Certain Related Financing Transactions - Securus Technologies, Inc. and T-NETIX Telecommunications Services, Inc.  
**Attachments:** 2013 Florida Notice.pdf

Director Cole -

I attach a notice regarding the indirect transfer of control and related financing transactions of Securus Technologies, Inc. and T-NETIX Telecommunications Services, Inc., which provide inmate telephone services in the State of Florida. As indicated therein, the transactions were totally transparent to each company's Florida customers.

Please direct any questions that you might have to me.

Thank you for your assistance in this matter.

Paul Besozzi

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DOCUMENT NUMBER-DATE

02926 MAY 28 2013

FPSC-COMMISSION CLERK

May 28, 2013

BY ELECTRONIC FILING

Ms. Ann Cole  
Director  
Office of the Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

**Re: Notification of Indirect Transfer of Control Through An Ultimate Parent-Level Transaction and Certain Related Financing Transactions – Securus Technologies, Inc. and T-NETIX Telecommunications Services, Inc.**

Dear Director Cole:

The purpose of this letter is to notify the Commission of (a) the indirect transfer of control of Securus Technologies, Inc. (“STI”) and T-NETIX Telecommunications Services, Inc. (“TN Telecom”)<sup>1</sup> as a result of the acquisition of control of their ultimate corporate parent, Connect Acquisition Corp. (“Connect”), by Securus Investment Holdings, LLC (“SIH”) through a parent-level merger transaction and (b) certain related financing transactions in connection with the consummation of the indirect transfer of control. The transaction was consummated on April 30, 2013.

This transaction was totally transparent to the customers of the Securus Entities and did not involve the sale, assignment, lease or transfer of the Securus Entities’ authorizations, any of their assets or customer bases to any other entity. The Securus Entities did not merge or combine with any other entity. The Securus Entities remain separate entities authorized by the Commission to provide the services that they have been providing, and they will continue to provide those services under their current names. Each Entity’s intercorporate relationships with its immediate parent and Connect did not change.

1. Background – Each of the Securus Entities is a corporation with its principal place of business at 14651 Dallas Parkway, 6th Floor, Dallas, Texas 75254.<sup>2</sup> Each is a privately held and indirect, wholly-owned subsidiary of Connect, which is a Delaware corporation. Each Entity is authorized by the Commission to provide inmate telephone

<sup>1</sup> STI and TN Telecom may be collectively referred to in this notice as the Securus Entities.

<sup>2</sup> STI is a Delaware corporation. TN Telecom is a Texas corporation.

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services in the State of Florida.<sup>3</sup>

Pursuant to their authorizations, the Securus Entities are currently providing telecommunications services to a number of confinement and correctional facilities in the State of Florida. The terms and conditions of these services did not change as a result of this parent-level transaction. The current management of the Securus Entities continues in place and operates the Securus Entities.

2. Prior Ownership Structure – Prior to the transaction that is the subject of this notice, the ultimate controlling entity of the Securus Entities was Castle Harlan Partners V, L.P. (“Castle Partners”), through a series of intervening Delaware holding companies that are not involved in the provision of telecommunications services.<sup>4</sup> An outline of that structure is reflected on Attachment A.

3. Description Of Indirect Transfer Of Control Transaction – Under the terms of an Agreement and Plan of Merger, dated March 14, 2013, a newly-formed subsidiary of SIH, Connect Merger Sub, Inc., merged into and with Connect, with Connect remaining as the surviving corporation. As a result, the Securus Entities are now indirect, wholly-owned subsidiaries of SIH. Approximately 96.4% of the interests in SIH is held by Securus Special Investments, LLC (“SSI”), with the remaining interests held by members of STI and its affiliates’ management. SSI is controlled by ABRY Partners VII, L.P. (“ABRY VII”), an affiliate of ABRY Partners (“ABRY”), a Boston-based private equity investment firm focused solely on media, communications, business, and information services investments. Neither ABRY VII nor ABRY are providers of telecommunications services. The revised ownership structure as a result of the transaction is shown at Attachment B.

4. Financing Of Transaction - The transaction was financed, in part, through financing obtained by Securus Technologies Holdings, Inc., of which STI and TN Telecom are wholly-owned subsidiaries, which permits the borrowing through several credit facilities of up to \$640.0 million, with the Securus Entities and certain of their affiliates acting as guarantors and providing security interests in their assets and pledges of their stock.

As noted above, this transaction was non-controversial and was transparent and seamless to all customers of the Securus Entities. There are no changes in the rates, terms or conditions of each Entity’s services as part or as a result of this transaction. In

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<sup>3</sup> STI is an authorized interexchange carrier (Company Code TJ054) and pay telephone provider (Company Code TG225). TN Telecom is also authorized as an interexchange carrier (Company Code TJ804) and pay telephone provider (Company Code TG001).

<sup>4</sup> The Securus Entities notified the Commission of Castle Partners ownership by letter dated June 29, 2011.

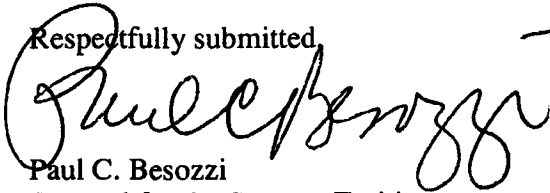
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addition, the management and relevant contact information for each Entity remains the same as the Commission's records currently reflect.

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.

Please contact me with any questions you may have concerning this transaction.

Respectfully submitted,

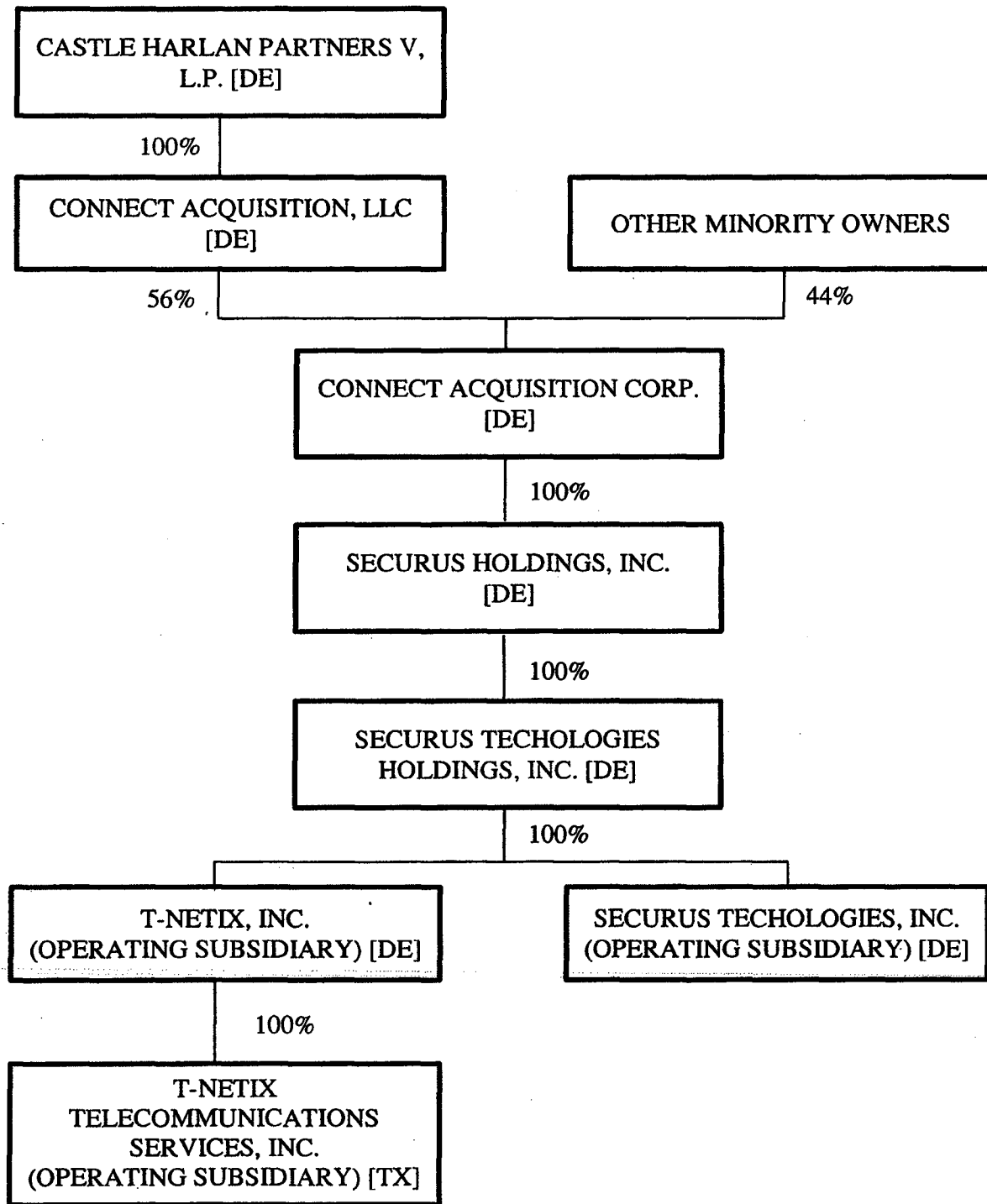


Paul C. Besozzi  
Counsel for the Securus Entities

cc: Bennett L. Ross (counsel for SIH)

**ATTACHMENT A**

PRE-CLOSING STRUCTURE



**ATTACHMENT B**

Post-Closing Holding Structure

