

## ATTACHMENT 1

### Joint International and Domestic Section 214 Application to Transfer Control of Inmate Calling Solutions, LLC d/b/a ICSolutions

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 64.24 of the Commission’s rules<sup>1</sup> to transfer control of Inmate Calling Solutions, LLC d/b/a ICSolutions (“ICS”) from Centric Group, L.L.C. (“Centric” or “Transferor”) to TKC Holdings, Inc. (“TKC” or “Transferee”). ICS holds an international Section 214 authorization as well as blanket Section 214 domestic operating authority. As explained further below, grant of the application serves the public interest.

#### I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC 214 Main Form are as follows:

##### Answers to Question 10

###### *Transferor Contact Information*

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*With a copy to:*

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###### *Transferee Contact Information*

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24.

### ***Place of Organization***

ICS is a limited liability company organized under the laws of the State of California. Centric is a limited liability company organized under the laws of the State of Delaware. TKC is a corporation organized under the laws of the State of Delaware.

### ***Prior International Section 214 Authorizations***

ICS holds an international Section 214 authorization to provide global international resold services between the United States and international points pursuant to Section 63.18(e)(2) of the Commission's rules (File No. ITC-214-20030312-00128). TKC does not hold any international Section 214 authorizations.

### **Answer to Question 11**

Pursuant to Section 63.18(h) of the Commission's rules, the following entities will directly or indirectly hold a ten percent or greater equity interest in ICS upon consummation of this transaction. Charts showing the pre- and post-transaction ownership of ICS also are attached.

Keefe Group, LLC ("Keefe"), a Missouri limited liability company, will hold 100 percent of ICS. Keefe's principal business is the provision of commissary management services, packaging and distribution of food products, personal care products, electronics, clothing, technology, telecommunications and software solutions to the correctional markets, and holding company of businesses providing such products and services to the correctional markets. Its address is 1260 Andes Boulevard, St. Louis, Missouri 63132.

Post-closing, Keefe will be a wholly-owned direct subsidiary of TKC, the Transferee. TKC is a Delaware corporation, and its principal business is a holding company. As more fully depicted in the attached ownership charts, TKC is indirectly controlled by H.I.G. Capital, a private equity investment firm headquartered in Miami, Florida. All of the companies identified in the post-closing ownership chart above TKC are organized under the laws of Delaware, and the principal business of each company is an investment fund or a holding company. H.I.G. Capital is ultimately controlled by Sami Mnaymneh and Anthony Tamer, both of whom are U.S. citizens. The address for Mr. Mnaymneh, Mr. Tamer, TKC, and (with the exception of one company) all of the companies identified in the post-closing ownership chart above TKC is c/o H.I.G. Capital Management, Inc., 1450 Brickell Avenue, 31st Floor, Miami, Florida 33131.<sup>2</sup>

No other entity or individual will directly or indirectly hold a 10 percent or greater equity interest in ICS post-closing.

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<sup>2</sup> The address for Florida Growth Fund, LLC is c/o Hamilton Lane Advisors, LLC, Florida Growth Fund Team, 200 SW 1st Avenue, Suite 880, Fort Lauderdale, FL 33301.

### **Answer to Question 13**

#### ***Description of Transaction and Public Interest Statement***

ICS is a California limited liability company headquartered in San Antonio, Texas. ICS has been providing institutional calling services since 2003, and currently serves correctional facilities in 38 states. The company's mission is to focus on advanced technology and proven resources into transforming the inmate calling arena. Its dedication to ongoing technology advances, market-specific solutions, and unsurpassed customer service has earned ICS a reputation as an emerging industry leader.

TKC is indirectly controlled by H.I.G. Capital, 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.

TKC, Centric, Keefe, and Courtesy Group, L.L.C. entered into a Membership Interest Purchase Agreement dated as of May 6, 2016 (the "Agreement"). Pursuant to the Agreement, the membership interests of Keefe, which holds 100 percent of the equity interests of ICS, will be acquired by TKC.<sup>3</sup> Accordingly, upon consummation of the transactions contemplated by the Agreement (the "Proposed Transactions"), ICS will become an indirect wholly-owned subsidiary of TKC and ultimately controlled by H.I.G. Capital.

The Proposed Transactions will serve the public interest by providing additional capital to ICS, which in turn will enhance its ability to maintain and improve its network and services and better compete in the telecommunications marketplace. The Proposed Transactions will have no adverse impact on ICS customers, and will be virtually transparent to customers in terms of the service they now receive. ICS will continue to provide services at the same rates and on the same terms and conditions as are currently in effect. Moreover, ICS holds only a *de minimis* share of each of the domestic and U.S.-international markets. The Proposed Transactions thus pose no risk of competitive harm to the domestic or U.S.-international telecommunications markets.

### **Answer to Question 20**

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. Neither ICS nor TKC has any foreign carrier affiliates, and will have no

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<sup>3</sup> Certain pre-closing restructuring transactions were recently completed by Centric to facilitate this transaction. Specifically, prior to the restructuring, Keefe and ICS were both wholly-owned direct subsidiaries of Centric (i.e., Keefe was a "sister" affiliate of ICS). As part of the restructuring, the equity interests of ICS were contributed by Centric to Keefe. Keefe thus remains a direct wholly-owned subsidiary of Centric and ICS has become a direct wholly-owned subsidiary of Keefe and an indirect wholly-owned subsidiary of Centric. Ultimate control of ICS resided and continues to reside with Centric before and after the restructuring.

such affiliates post-closing. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

## **II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO TRANSFER OF BLANKET DOMESTIC SECTION 214 AUTHORITY**

In support of the applicants' request for consent to transfer control of ICS to TKC, the following information is submitted pursuant to Section 63.04 of the Commission's rules.<sup>4</sup> Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

### **(a)(6) Description of the transaction:**

A description of the transaction is set forth in Section I above.

### **(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:**

ICS is an institutional services provider certificated, registered or otherwise authorized to provide service in all states except Alaska, District of Columbia, Delaware, Hawaii and Vermont. ICS currently contracts with correctional facilities to provide service in Alabama, Arizona, California, Colorado, Florida, Georgia, Iowa, Idaho, Illinois, Indiana, Kansas, Louisiana, Massachusetts, Maryland, Michigan, Minnesota, Montana, Missouri, Mississippi, North Carolina, Nebraska, New Hampshire, New Mexico, New York, Nevada, Ohio, Oklahoma, Oregon, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Neither TKC nor H.I.G. or its affiliates provide telecommunications services.

### **(a)(8) Statement as to how the application qualifies for streamlined treatment:**

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because: (1) the Transferee is not a telecommunications provider; (2) ICS's market share of the interstate, interexchange market is significantly less than 10 percent; and (3) ICS provides competitive telecommunications services exclusively in geographic markets served by a dominant local exchange carrier that is not a party to this transaction. No applicant is dominant with respect to any telecommunications service offered in the United States.

### **(a)(9) Identification of all other Commission applications related to this transaction:**

Centric is the licensee of a private, industrial/business pool wireless station, WQTS411. A separate application is being submitted for consent to assign that license to Keefe as part of the Proposed Transactions.

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<sup>4</sup> 47 C.F.R. § 63.04.

**(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:**

The applicants request no special consideration of this application for reasons relating to imminent business failure.

**(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:**

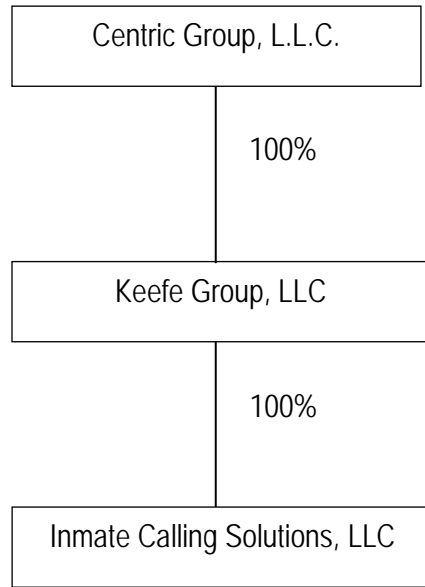
The applicants seek no separately filed waiver requests in conjunction with this transaction.

**(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:**

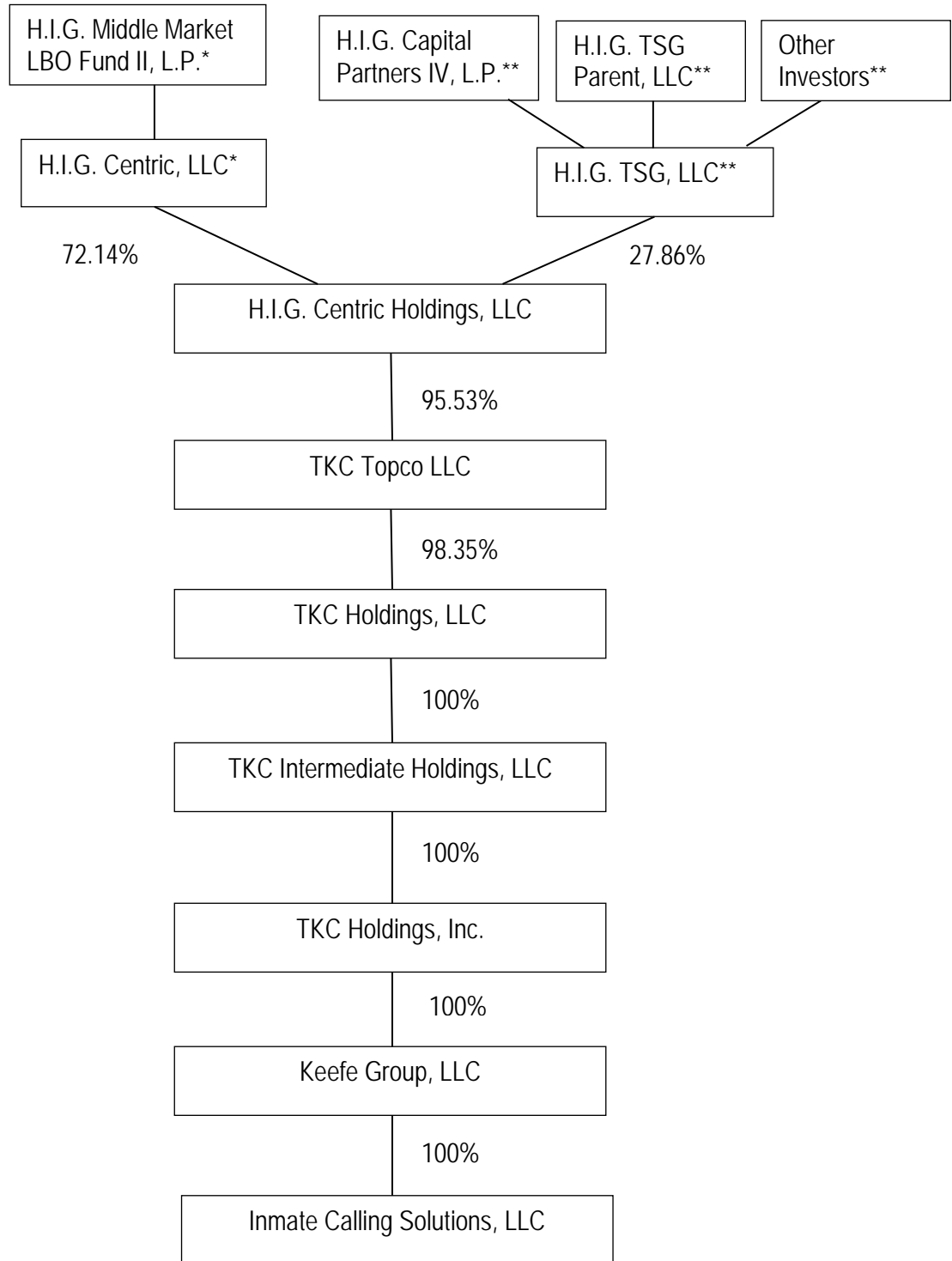
A demonstration of how the grant of application serves the public interest, convenience and necessity is set forth in Section I above.

Exhibit 1

Pre-Closing Ownership Structure



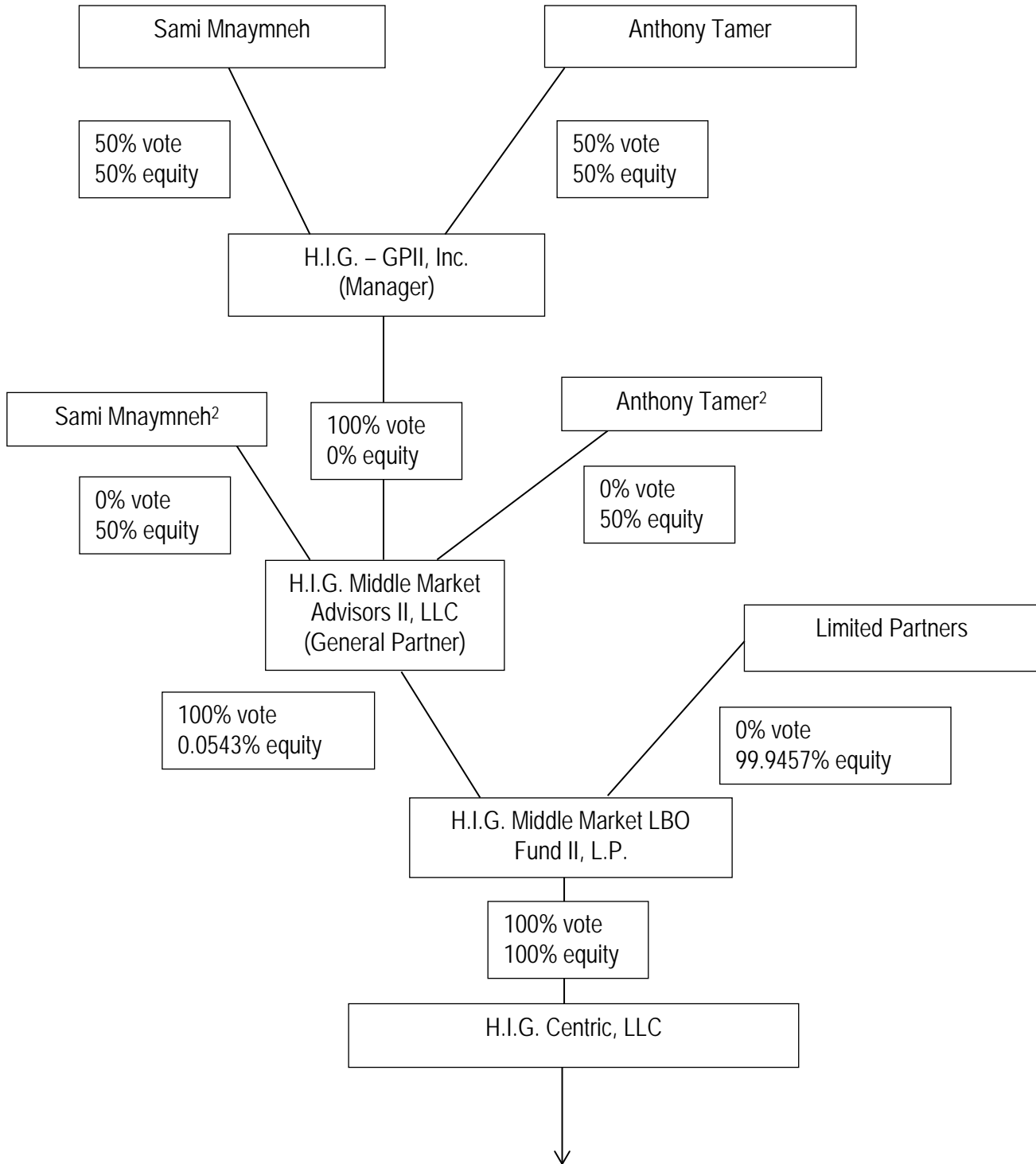
Post-Closing Ownership Structure<sup>1</sup>



\* 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)

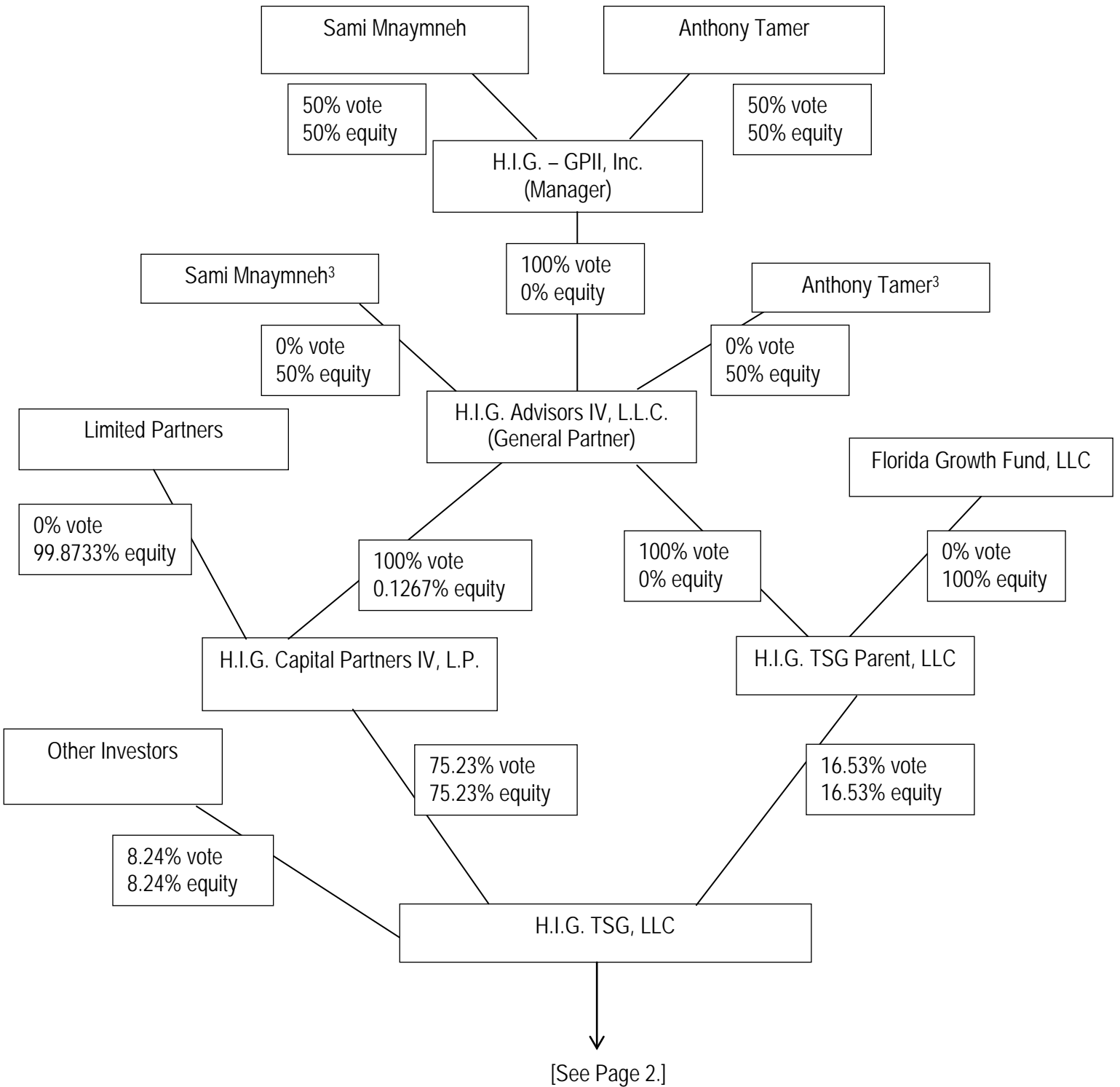


[See Page 2.]

<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)



<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.