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Paul Besozzi
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VIA ECFS AND IBFS

August 14, 2017

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: **Ex Parte Submission – WC Docket No. 17-126; ITC-T/C-20170511-00094; ITC-T/C-20170511-00095 – Securus Investment Holdings, LLC; Securus Technologies, Inc.; T-NETIX, Inc.; and T-NETIX Telecommunications Services, Inc.**

Dear Ms. Dortch:

On behalf of Securus Investment Holdings, LLC, Securus Technologies, Inc., T-NETIX, Inc., and T-NETIX Telecommunications Services, Inc. (collectively “STI”) and SCRS Acquisition Corporation (“SCRS,” and, together with STI, the “Applicants”), by and through the undersigned counsel and in accordance with Section 1.1206(b) of the Federal Communications Commission’s (“Commission”) rules¹ submit this Ex Parte Submission in connection with the pending request for approval of the indirect transfer of control of STI’s domestic and international Section 214 authority through a parent-level transaction (“Transaction”).²

¹ 47 C.F.R. § 1.1206(b).

² See *Joint Application of Securus Investment Holdings, LLC, Transferor, Securus Technologies, Inc., Licensee T-NETIX, Inc., Licensee T-NETIX Telecommunications Services, Inc., Licensee, and SCRS Acquisition Corporation For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 of the Commission’s Rules to Transfer Indirect Ownership and*

Specifically, on Friday, August 11, 2017, in response to the requests of the Commission's staff, Paul C. Besozzi provided the documents contained in Attachment 1 hereto by email to Madeleine Findley, Deputy Chief, Wireline Competition Bureau, as well as staff in the Competition Policy Division of the Wireline Competition Bureau: Daniel Kahn, Division Chief; Jodie May, Assistant Division Chief; Sherwin Siy, Special Counsel; and Dennis Johnson, Attorney Advisor. The documents in Attachment 1 include:

1. A list of states in which notice is required or being provided as a courtesy with respect to the Transaction; and
2. Disclosure Schedules 3.5 and 4.3 of the April 29, 2017 Stock Purchase Agreement ("SPA"), along with an explanation regarding Schedule 5.3 to the SPA.³

The Applicants respectfully reiterate their request that the Joint Application be processed expeditiously.

Respectfully submitted,



Paul C. Besozzi

Squire Patton Boggs (US) LLP
2550 M Street, NW
Washington, DC 20037
202-457-5292

Counsel for Securus Investment Holdings, LLC; Securus Technologies, Inc.; T-NETIX, Inc.; and T-NETIX Telecommunications Services, Inc.

Control of Licensees to SCRS Acquisition Corporation, WC Docket 17-126 (filed May 11, 2017), ITC-T/C-20170511-00094, ITC-T/C-20170511-00095 (filed May 11, 2017) ("Joint Application").

³ In a separately-filed Notice of Ex Parte on August 11, 2017, STI provided the SPA with the Disclosure Schedules redacted. *See* STI Notice of Ex Parte, WC Docket No. 17-126; ITC-T/C-20170511-00094, ITC-T/C-20170511-00095, Attachment 7 (filed Aug. 11, 2017) ("STI Aug. 11, 2017 Ex Parte"). As STI has provided further Disclosure Schedules to the Commission's staff, STI has updated final page to Attachment 7 of the STI Aug. 11, 2017 Ex Parte to reflect the Disclosure Schedules provided. *See* Attachment 2.

cc: Chairman Ajit Pai
Commissioner Mignon Clyburn
Commissioner Michael O'Rielly
Commissioner Jessica Rosenworcel
Commissioner Brendan Carr
Kris Monteith, Chief, Wireline Competition Bureau
Tom Sullivan, Chief, International Bureau
Jay Schwarz, Office of Chairman Pai
Kristine Fargotstein, Office of Chairman Pai
Jim Bird, Office of General Counsel
Madeleine Findley, Wireline Competition Bureau
Daniel Kahn, Wireline Competition Bureau
Jodie May, Wireline Competition Bureau
Sherwin Siy, Wireline Competition Bureau
Dennis Johnson, Wireline Competition Bureau
Tracey Wilson, Wireline Competition Bureau
David Krech, International Bureau
Sumita Mukhoty, International Bureau
Lee G. Petro, Counsel for Petitioners
William B. Wilhelm, Counsel for Transferee.

Attachment 1
Documents provided to the Commission's staff

STI/SCRS NOTICE STATES

Pre-Closing Notices (Already Filed)

Connecticut
Idaho
Kentucky
Montana
Nevada
Rhode Island
South Dakota
Washington

Post-Closing Required Notices

Alabama
Massachusetts
New Mexico
Oregon
Texas
Vermont
Wisconsin

Courtesy Notices (to be sent post-closing)*

Arkansas
Florida
Illinois
Iowa
Kansas
Maine
Michigan
New Hampshire
South Carolina
Tennessee
Wyoming

* Note: The courtesy notices are not required but will be filed based on past practices in similar transactions.

Schedule 3.5
Consents and Requisite Governmental Approvals; No Violations

1. Schedule 6.3 (Money Transmitter Consents) is incorporated in its entirety by reference herein.
2. Federal Communications Commission Approvals:
 - (i) Securus International Section 214 Authorization
 - (ii) T-Netix International Section 214 Authorization
 - (iii) Securus Domestic Section 214 Authorization
 - (iv) T-Netix Domestic Section 214 Authorization
 - (v) T-Netix Telecommunications Domestic Section 214 Authorization
 - (vi) CellBlox Acquisition, LLC – Multiple Spectrum *De Facto* Leases
 - (vii) CellBlox Acquisition, LLC – Multiple Special Temporary Authority for Experimental Services
3. State Public Utility Commission Filings:
 - (i) Alabama
 - (ii) Alaska
 - (iii) Arizona
 - (iv) Arkansas
 - (v) California
 - (vi) Connecticut
 - (vii) Delaware
 - (viii) Florida
 - (ix) Georgia
 - (x) Hawaii
 - (xi) Idaho
 - (xii) Illinois

- (xiii) Indiana
- (xiv) Iowa
- (xv) Kansas
- (xvi) Kentucky
- (xvii) Louisiana
- (xviii) Maine
- (xix) Maryland
- (xx) Massachusetts
- (xxi) Michigan
- (xxii) Minnesota
- (xxiii) Mississippi
- (xxiv) Montana
- (xxv) Nebraska
- (xxvi) New York
- (xxvii) Nevada
- (xxviii) New Hampshire
- (xxix) New Mexico
- (xxx) Ohio
- (xxxi) Oregon
- (xxxii) Pennsylvania
- (xxxiii) Rhode Island
- (xxxiv) South Carolina
- (xxxv) South Dakota
- (xxxvi) Tennessee
- (xxxvii) Texas

(xxxviii) Vermont

(xxxix) Washington

(xl) West Virginia

(xli) Wisconsin

(xlii) Wyoming

4. The Credit Facilities
5. Items 27 through 80 of Schedule 3.7(a)(i) are incorporated by reference herein.
6. Items 1, 5, 23, 28, 31, 32, 47, 48 and 51 of Schedule 3.7(a)(iii) are incorporated by reference herein.

Schedule 4.3
Consents and Approvals; No Violations.

1. Schedule 3.5 (Consents and Requisite Governmental Approvals; No Violations) is incorporated in its entirety by reference herein.

Schedule 6.3
Money Transmitter Consents

Applications or Notices need to be filed in a total of 48 U.S. jurisdictions where JPay Inc. is licensed as a money transmitter.

Formal Applications and Approvals:

- | | |
|---------------|--------------------|
| 1. Alaska | 18. Minnesota |
| 2. Arizona | 19. Mississippi |
| 3. Arkansas | 20. Nevada |
| 4. California | 21. New Jersey |
| 5. Colorado | 22. New Mexico |
| 6. Delaware | 23. New York |
| 7. D.C. | 24. North Carolina |
| 8. Florida | 25. North Dakota |
| 9. Georgia | 26. Ohio |
| 10. Hawaii | 27. Oklahoma |
| 11. Illinois | 28. Puerto Rico |
| 12. Iowa | 29. South Dakota |
| 13. Kansas | 30. Texas |
| 14. Kentucky | 31. Vermont |
| 15. Louisiana | 32. Virginia |
| 16. Maryland | 33. Washington |
| 17. Michigan | 34. Wyoming |
| | 35. South Carolina |

Notice States:

- | | |
|------------------|-------------------|
| 1. Alabama | 8. Oregon |
| 2. Connecticut | 9. Pennsylvania |
| 3. Idaho | 10. Rhode Island |
| 4. Maine | 11. Tennessee |
| 5. Nebraska | 12. Utah |
| 6. New Hampshire | 13. West Virginia |
| 7. Missouri | 14. Wisconsin |

From: Sullivan, Laura A. <laura.sullivan@kirkland.com>
Sent: Friday, August 11, 2017 5:22 PM
To: Besozzi, Paul
Cc: Dennis Reinhold; Loss, James W.; Andrew Ray; William B. Wilhelm
Subject: SAFE - Disclosure Schedules
Attachments: Pages from Securus - Disclosure Schedules - EXECUTION.pdf

Paul,

See attached for Schedule 3.5, Schedule 4.3 and Schedule 6.3. As discussed, there is not a Schedule 5.3 in the disclosure schedules despite the reference thereto in the SPA. With respect to the first reference to Schedule 5.3 in the rep, this should have included a cross reference to Schedule 3.5 (or been a reference to Section 3.5 in the SPA itself). For the second reference to Schedule 5.3, there are no responsive matters to be listed so there was no separate schedule provided.

I've copied the Morgan Lewis team to the extent there are follow up questions on Schedule 5.3.

Thanks,
Laura

Laura Sullivan

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F +1 212 446 4900

laura.sullivan@kirkland.com

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Attachment 2
Amendment to final page of Attachment 7 of the
STI Aug. 11, 2017 Ex Parte

**REDACTED
SCHEDULES**

1.1(a) – 3.4(d); 3.7(a) – 3.24; 6.1

**REDACTED
EXHIBITS**

A – C

**PREVIOUSLY PROVIDED
SCHEDULES**

6.3-7.1(b)

SCHEDULE 5.3

NOT INCLUDED IN FINAL SPA