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VIA ECFS AND IBFS

August 21, 2017

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

Re: **Notice of Ex Parte¹ – 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:

Dennis Reinhold, Vice President, General Counsel, and Secretary of Securus Investment Holdings, LLC, Securus Technologies, Inc., T-NETIX, Inc., and T-NETIX Telecommunications Services, Inc. (collectively “STI”); Paul C. Besozzi and Koyulyn K. Miller, counsel to STI; and William Wilhelm, counsel for SCRS Acquisition Corporation (“SCRS”) (collectively, STI and SCRS are the “Applicants”), held a conference call with Federal Communications Commission (“FCC” or “Commission”) staff regarding the pending request for approval of the indirect transfer of control of STI’s domestic and international Section 214 authority² through a parent-level transaction (“Transaction”). The

¹ Undersigned counsel submit this Notice of Ex Parte pursuant to Section 1.1206(b) of the Commission’s rules. 47 C.F.R. § 1.1206(b).

² *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 Control of*

primary purpose of the call was to respond to requests for clarification of certain materials previously submitted in ex parte communications filed with the Commission.

Specifically, on August 17, 2017, Messrs. Reinhold, Besozzi, and Wilhelm, and Ms. Miller spoke by telephone with Madeleine Findley, Deputy Chief, Wireline Competition Bureau, as well as staff in the Competition Policy Division of the Wireline Competition Bureau: Sherwin Siy, Special Counsel and Dennis Johnson, Attorney Advisor.

In response to requests concerning the state PUC approvals, Hart-Scott-Rodino (“HSR”) and money transmitter approvals cited in the July 26 letter submitted by Deutsche Bank, ABRY Partners and Securus’ CEO and Chairman, Richard Smith,³ Applicants provided the following:

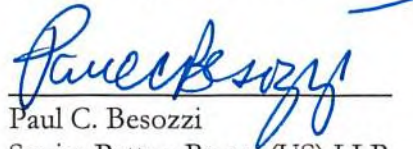
1. **State PUC Approvals** – Regarding certain information concerning state materials provided to the Commission by Notice of Ex Parte, dated August 11, 2017 and Ex Parte Submission, dated August 14, 2017, Applicants provided:
 - a. A breakdown of state approval and notice requirements, including copies of certain pre-closing notices already filed with certain states (Attachment 1).
 - b. Additional materials regarding the previously provided (a) Delaware, (b) Ohio and (c) Indiana approvals (Attachment 2).
2. **HSR** – Regarding HSR clearance, Applicants provided Attachment 3 from the Premerger Notification Office of the Federal Trade Commission. There was no “request for additional information or documentary material” and, therefore, the notice period expired as provided by 16 C.F.R. § 803.20 on June 5, 2017.
3. **Money Transmitter Approvals** – Regarding money transmitter consents reflected on Schedule 6.3, Applicants also provided the materials that are Attachment 4.

Finally, Applicants respectfully requested that the Joint Application be approved as expeditiously as possible and thanked the staff for their efforts to date in seeking to resolve this matter.

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 Letter from Deutsche Bank, ABRY Partners and Richard A. Smith, CEO and Chairman, Securus Technologies, Inc., to the Honorable Ajit Pai, Chairman, Federal Communications Commission, dated July 26, 2017.

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.*

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

CHART

ATTACHMENT 1

Filing Requirement for Transfer of Control or Financing

The following chart reflects whether laws, rules, regulations or agency orders in the state, as applied to STI's authorization (if any), require a filing to be made in connection with (a) the transfer of control of STI or (b) STI's participation in financing arrangements being completed in connection with the transaction.

Jurisdiction	Required Filing for Transfer of Control	Required Filing for Financing	Notes
Alabama	Post-Closing Notice	--	
Alaska	APPROVAL	--	
Arizona	--	APPROVAL	
Arkansas	--	--	No approval/notice requirements applicable to the transactions.
California	APPROVAL	--	
Colorado	--	--	No approval/notice requirements applicable to the transactions.
Connecticut	Pre-Closing Notice	Pre-Closing Notice	
Delaware	APPROVAL	APPROVAL	
District of Columbia	--	--	No approval/notice requirements applicable to the transactions.
Florida	--	--	No approval/notice requirements applicable to the transactions.
Georgia	APPROVAL	APPROVAL	
Hawaii	APPROVAL	APPROVAL	
Idaho	Pre-Closing Notice	--	
Illinois	--	--	No approval/notice requirements applicable to the transactions.
Indiana	APPROVAL	APPROVAL	
Iowa	--	--	No approval/notice requirements applicable to the transactions.
Kansas	--	--	No approval/notice requirements applicable to the transactions.
Kentucky	Pre-Closing Notice	--	

Jurisdiction	Required Filing for Transfer of Control	Required Filing for Financing	Notes
Louisiana	APPROVAL	--	
Maine	--	--	No approval/notice requirements applicable to the transactions.
Maryland	APPROVAL	APPROVAL	
Massachusetts	Post-Closing Notice	Post-Closing Notice	
Michigan	--	--	No approval/notice requirements applicable to the transactions.
Minnesota	APPROVAL	--	
Mississippi	APPROVAL	--	
Missouri	--	--	No approval/notice requirements applicable to the transactions.
Montana	Pre-Closing Notice	--	
Nebraska	--	APPROVAL	No approval/notice requirements applicable to the transfer of control.
Nevada	Pre-Closing Notice		
New Hampshire	--	--	No approval/notice requirements applicable to the transactions.
New Jersey	--	--	No approval/notice requirements applicable to the transactions.
New Mexico	Post-Closing Notice	--	
New York	APPROVAL	APPROVAL	
North Carolina	--	--	No approval/notice requirements applicable to the transactions.
North Dakota	--	--	No approval/notice requirements applicable to the transactions.
Ohio	APPROVAL	--	
Oklahoma	--	--	No approval/notice requirements applicable to the transactions.
Oregon	Post-Closing Notice	--	
Pennsylvania	APPROVAL	APPROVAL	
Rhode Island	Pre-Closing Notice	Pre-Closing Notice	
South Carolina	--	--	No approval/notice requirements applicable to the transactions.

Jurisdiction	Required Filing for Transfer of Control	Required Filing for Financing	Notes
South Dakota	Pre-Closing Notice	--	
Tennessee	--	--	STI is exempt from approval/notice requirements applicable to the transactions.
Texas	Post-Closing Notice	--	
Utah	--	--	No approval/notice requirements applicable to the transactions.
Vermont	Post-Closing Notice	--	
Virginia	--	--	No approval/notice requirements applicable to the transactions.
Washington	Pre-Closing Notice	--	
West Virginia	APPROVAL	--	
Wisconsin	Post-Closing Notice	--	
Wyoming	--	--	No approval/notice requirements applicable to the transactions.

NOTICES



**Connecticut Department of
Energy & Environmental Protection
Bureau of Energy and Technology**

Confirmation Receipt

Docket Number:	00-12-20
Official Filer(s) Name: On Behalf Of What Entity	Raechel K. Kummer
Contact Name:	Brett P. Ferenchak
Telephone No.:	(202) 373-6697
E-mail Address:	brett.ferenchak@bingham.com
Filing Firm's Name: Submitter of Filing	Morgan, Lewis Bockius Llp
Company Name: Pertains To What Entity	Securus Investment Holdings, LLC; Securus Technologies, Inc.; and SCRS Acquisition Corporation
Form Submitted:	Correspondence
Date / Time:	06/15/2017 01:38:56 PM
# of Attachments:	1
Attachment Names:	CT Notification.pdf

Do another "Add to a Current Docket Filing"

Goto PURA Web Filing - Start Page

PURA's Home Page

BETP's Home Page

June 15, 2017

VIA E-FILING AND OVERNIGHT COURIER

Jeffrey R. Gaudiosi, Executive Secretary
Connecticut Public Utilities Regulatory Authority
10 Franklin Square
New Britain, CT 06051

**Re: Docket No. 00-12-20
Notification Regarding the Planned (1) Transfer of Indirect Control of Securus Technologies, Inc. to SCRS Acquisition Corporation; and (2) Participation of Securus Technologies, Inc. in Certain Financing Arrangements**

Dear Mr. Gaudiosi:

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 Connecticut Public Utilities Regulatory Authority (“PURA”) of the planned (1) transfer of indirect control of STI to SCRS; and (2) participation of STI in the Financing Arrangements (as defined below) concurrently with or following completion of the Transaction (as defined below). Currently, the Parties expect that the Transaction will close on or about August 1, 2017. PURA approval is not required to complete the transactions described herein.¹ 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 Connecticut.² In Connecticut, STI is authorized to provide Alternate Operator Services to Correctional Facilities pursuant to a Decision issued in Docket No. 00-12-20.³ STI is also authorized by the FCC to provide domestic and international telecommunications services.

¹ See *Application for Transfer of Control of Wiltel, Inc. to LDDS Communications, Inc.*, Docket No. 94-08-22 (Nov. 30, 1994).

² In addition, STI, through its operating subsidiaries, provides various additional products, services and technologies to the correctional and law enforcement community.

³ Authorization was originally granted to then T-NETIX Telecommunications Services, Inc.

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.

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 qualifications 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.
Raechel K. Kummer (Member, CT Bar)
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
raechel.kummer@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:

Catrina C. Kohn (Member, CT Bar)
Squire Patton Boggs (US) LLP
30 Rockefeller Plaza
New York, NY 10112
212-872-9800 (tel)
212-872-9815 (fax)
catrina.kohn@squirepb.com

and:

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

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

Description of the Transactions

A. Description of Transfer of Indirect Control

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.

Jeffrey R. Gaudiosi, Executive Secretary

June 15, 2017

Page 4

For PURA'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.

B. Description of the Financing Arrangements

The Parties also notify PURA that STI may participate in, concurrently with or following completion of the Transaction, existing, new, amended and restated financing arrangements (the "Financing Arrangements") up to an aggregate principal amount of \$2.6 billion ("Aggregate Amount") and thereby incur debt, as a borrower, co-borrower or guarantor, and pledge its assets as security for Financing Arrangements up to the Aggregate Amount. The Financing Arrangements will provide flexibility for STI and its affiliates to respond to market conditions and requirements and to respond to future acquisition and other business opportunities. The Financing Arrangements therefore will help STI to continue to provide services to its customers and potentially expand or enhance those services at new facilities in the State.

Jeffrey R. Gaudiosi, Executive Secretary
June 15, 2017
Page 5

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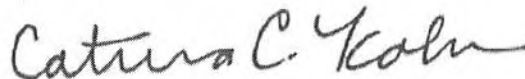
An original and one (1) copy of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. An electronic copy of this letter in PDF format is also being filed via PURA's web filing system. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Raechel K. Kummer (Member, CT Bar)
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
raechel.kummer@morganlewis.com

Counsel for Transferee



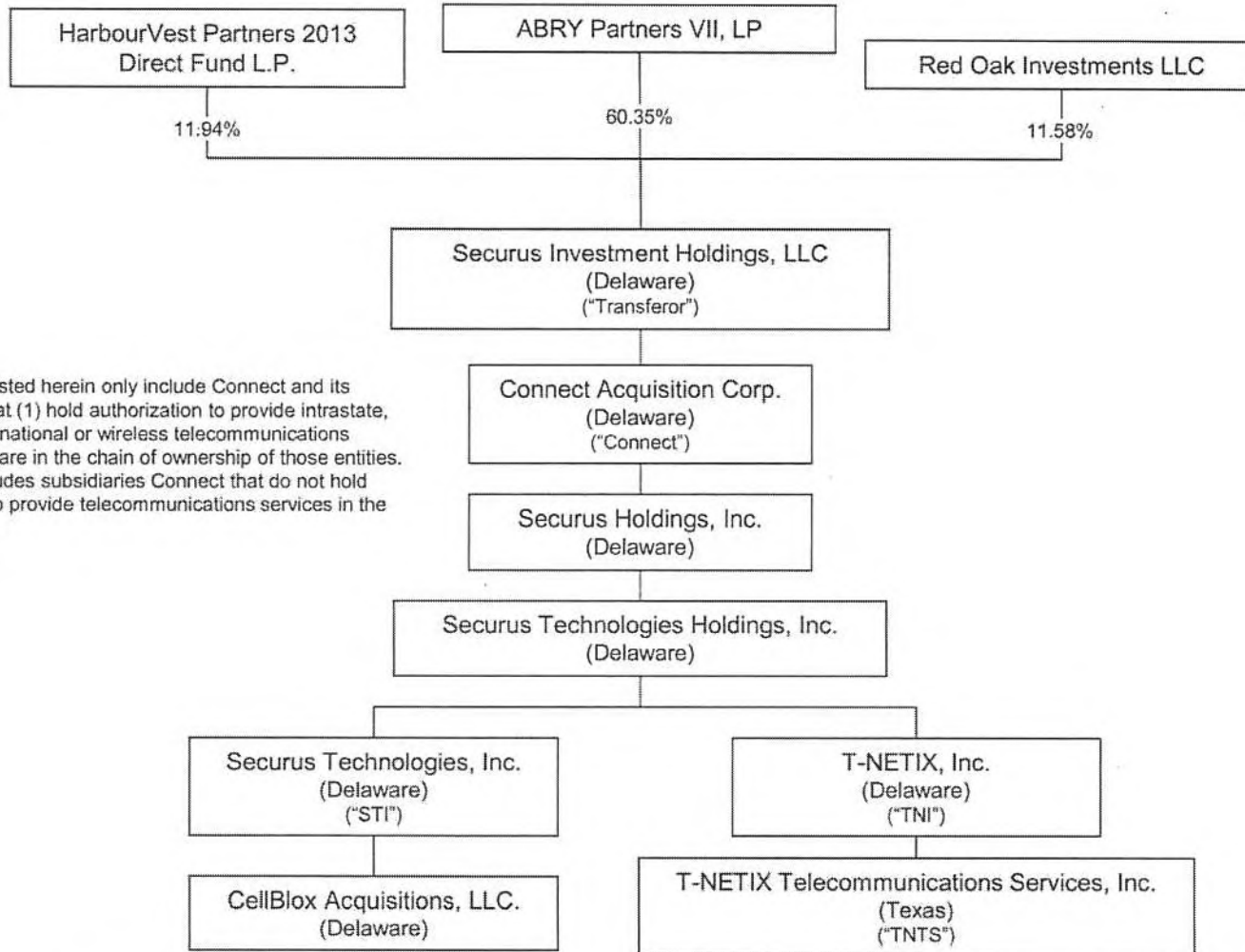
Catrina C. Kohn (Member, CT Bar)
Squire Patton Boggs (US) LLP
275 Battery Street
Suite 2600
San Francisco, California 94111
212-872-9800 (tel)
212-872-9815 (fax)
catrina.kohn@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Charts of the Pre- and Post-Transaction Ownership Structures

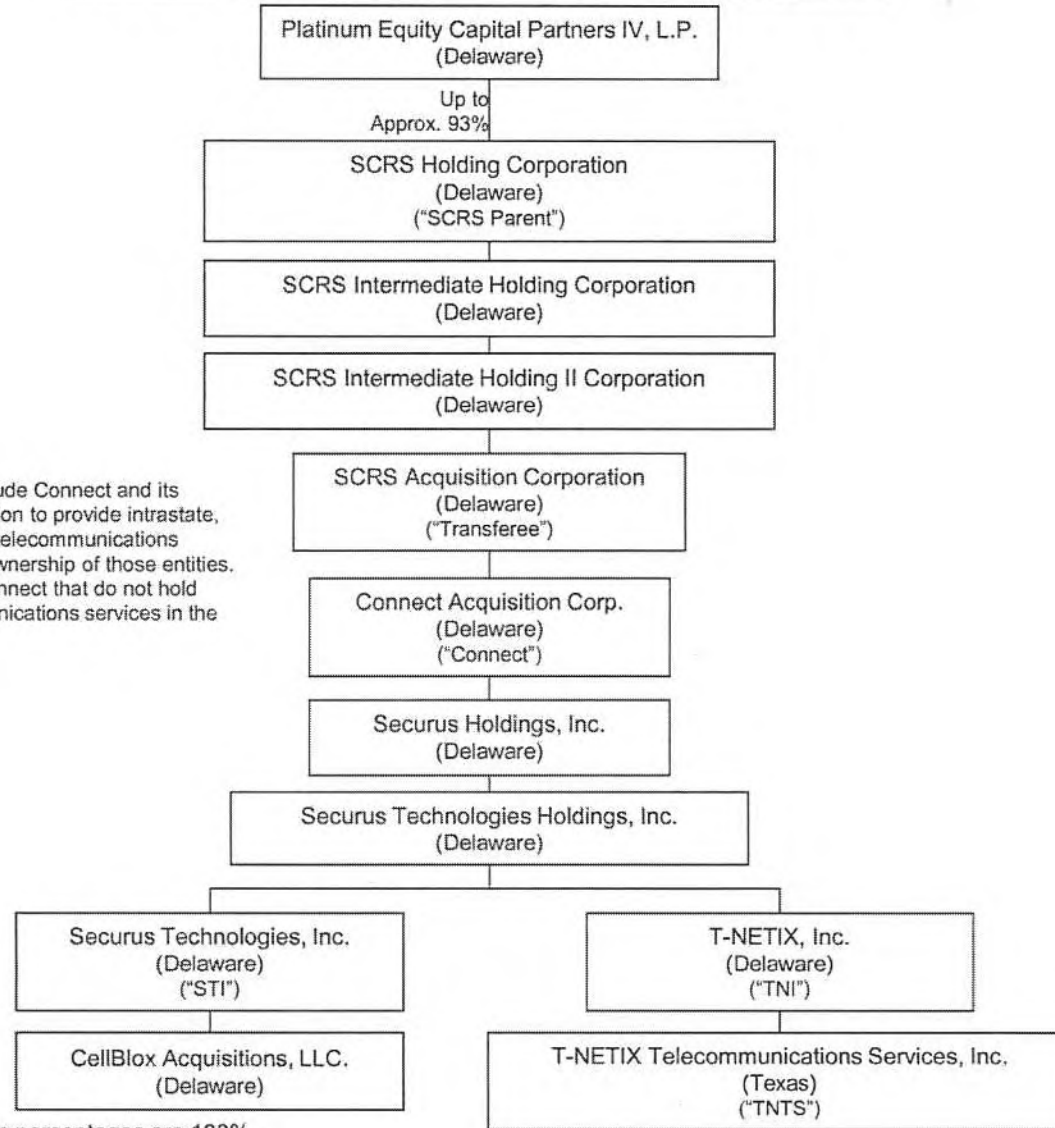
Pre-Transaction Ownership Structure of STI*



* 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.

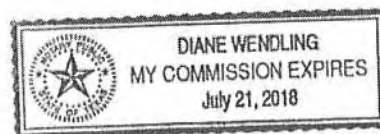
D.J. Reinhold
Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC
Securus Technologies, Inc.

County of DENTON)
State of TEXAS)

Subscribed and sworn to before me by Dennis J. Reinhold this 12th day of June, 2017

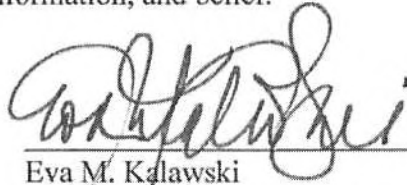
Diane Wendling
Notary Public

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.

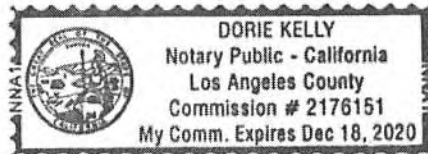
State of California
County of Los Angeles)

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)

June 29, 2017

VIA OVERNIGHT COURIER

Jean Jewell, Secretary
Idaho Public Utilities Commission
472 West Washington Street
Boise, ID 83702
secretary@puc.idaho.gov

**DATE STAMP
&
RETURN**

RECEIVED
JUN 30 11 09 20

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

Dear Ms. Jewell:

By this letter, Securus Investment Holdings, LLC (“Transferor” or “SIH”), Securus Technologies, Inc. (Utility ID EVE-T) (“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. Since Commission action is not required for the transaction described herein, 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 Idaho.¹ In Idaho, STI provides its inmate telecommunications services as a Title 62 Company under Utility ID EVE-T. 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

Jean Jewell, Secretary
June 29, 2017
Page 3

For Transferor and STI:

Paul C. Besozzi
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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.

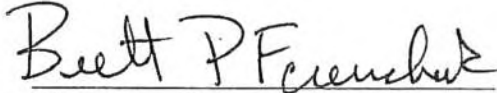
Upon completion of the Transaction, STI will continue to be managed and operated by the same officers and personnel, but will be supplemented by the management of Transferee and Platinum Equity. Further, STI will have access to additional financial resources through its relationship with Transferee and 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.

Jean Jewell, Secretary
June 29, 2017
Page 4

* * * *

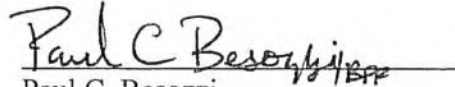
An original and seven (7) copies of this notification letter are enclosed. Please date-stamp the enclosed extra copy and return it in the envelope provided. A copy is also being filed electronically. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



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

Counsel for Transferee



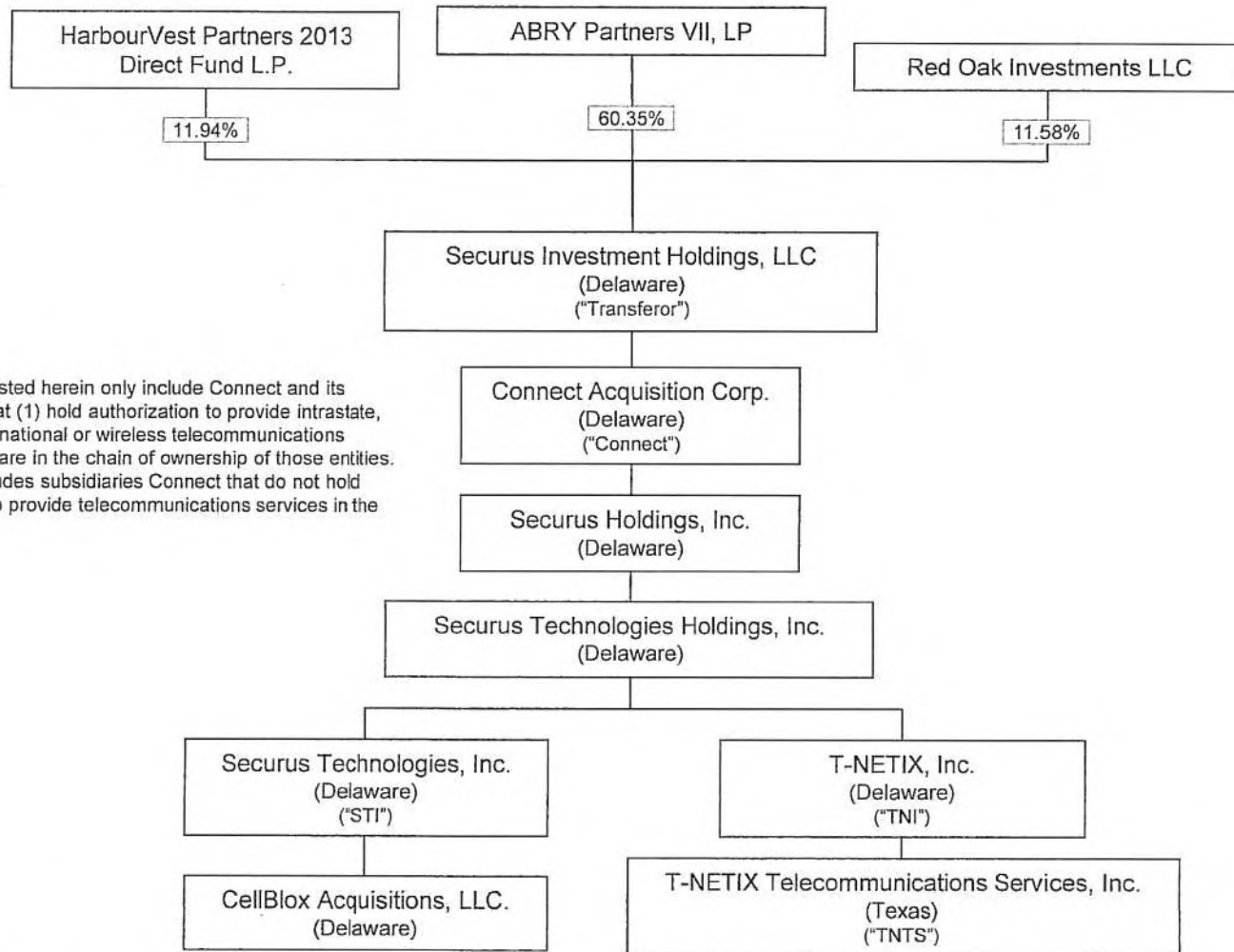
Paul C. Besozzi
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-5292 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Charts of the Pre- and Post-Transaction Ownership Structures

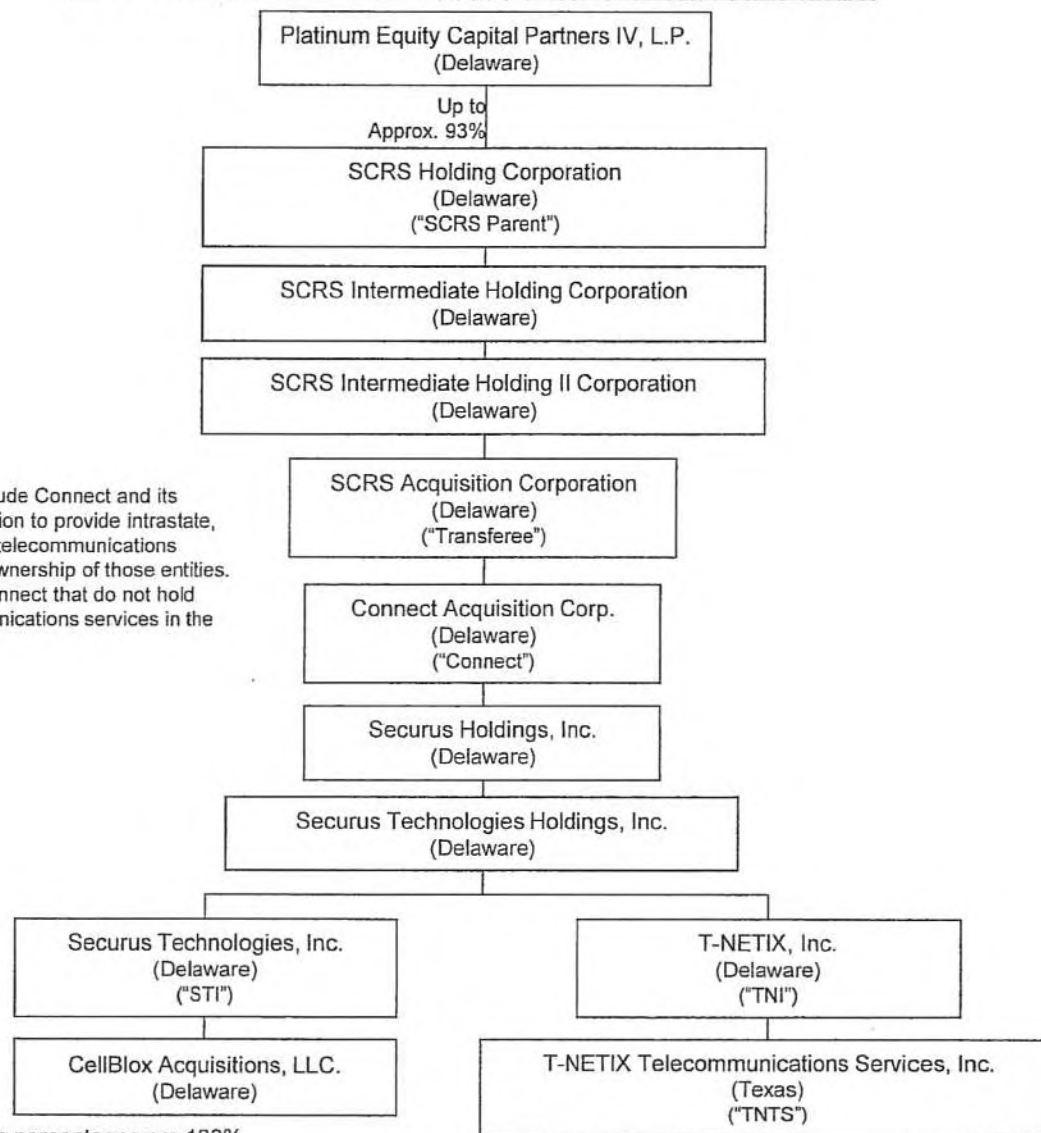
Pre-Transaction Ownership Structure of STI*



* 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.

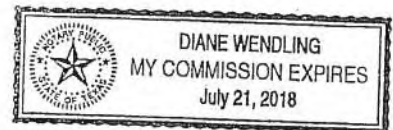
County of Denton)
State of Texas)

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

Diane Wendling

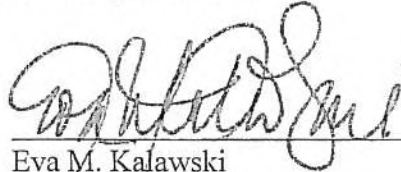
Notary Public

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.

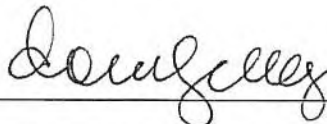
State of California
County of Los Angeles)

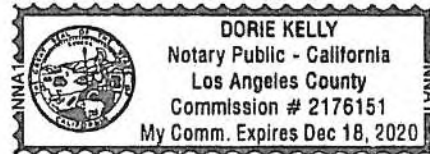
On May 5, 2017 before me, Dorie Kelly, Notary Public
(insert name and title of the officer)

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  (Seal)



June 29, 2017

RECEIVED

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

Jeff Derouen, Executive Director

June 29, 2017

Page 3

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.

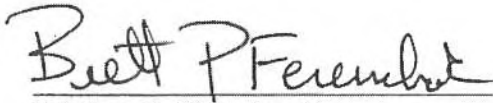
Upon completion of the Transaction, STI will continue to be managed and operated by the same officers and personnel, but will be supplemented by the management of Transferee and Platinum Equity. Further, STI will have access to additional financial resources through its relationship with Transferee and 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.

Jeff Derouen, Executive Director
June 29, 2017
Page 4

* * * *

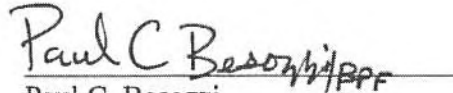
An original and four (4) copies of this notification letter are enclosed. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



William B. Wilhelm, Jr.
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

Counsel for Transferee



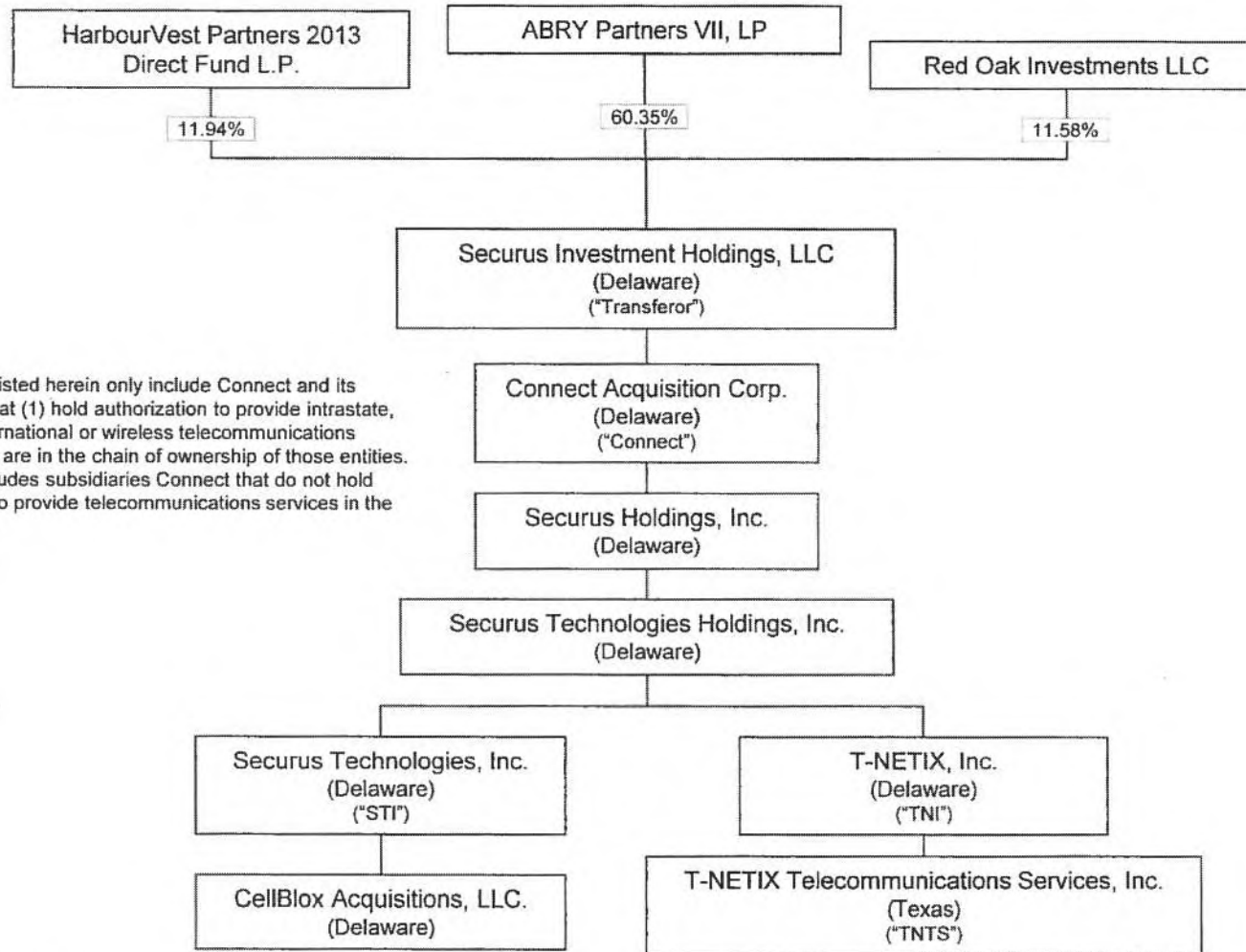
Paul C. Besozzi
Paul C. Besozzi
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-5292 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Charts of the Pre- and Post-Transaction Ownership Structures

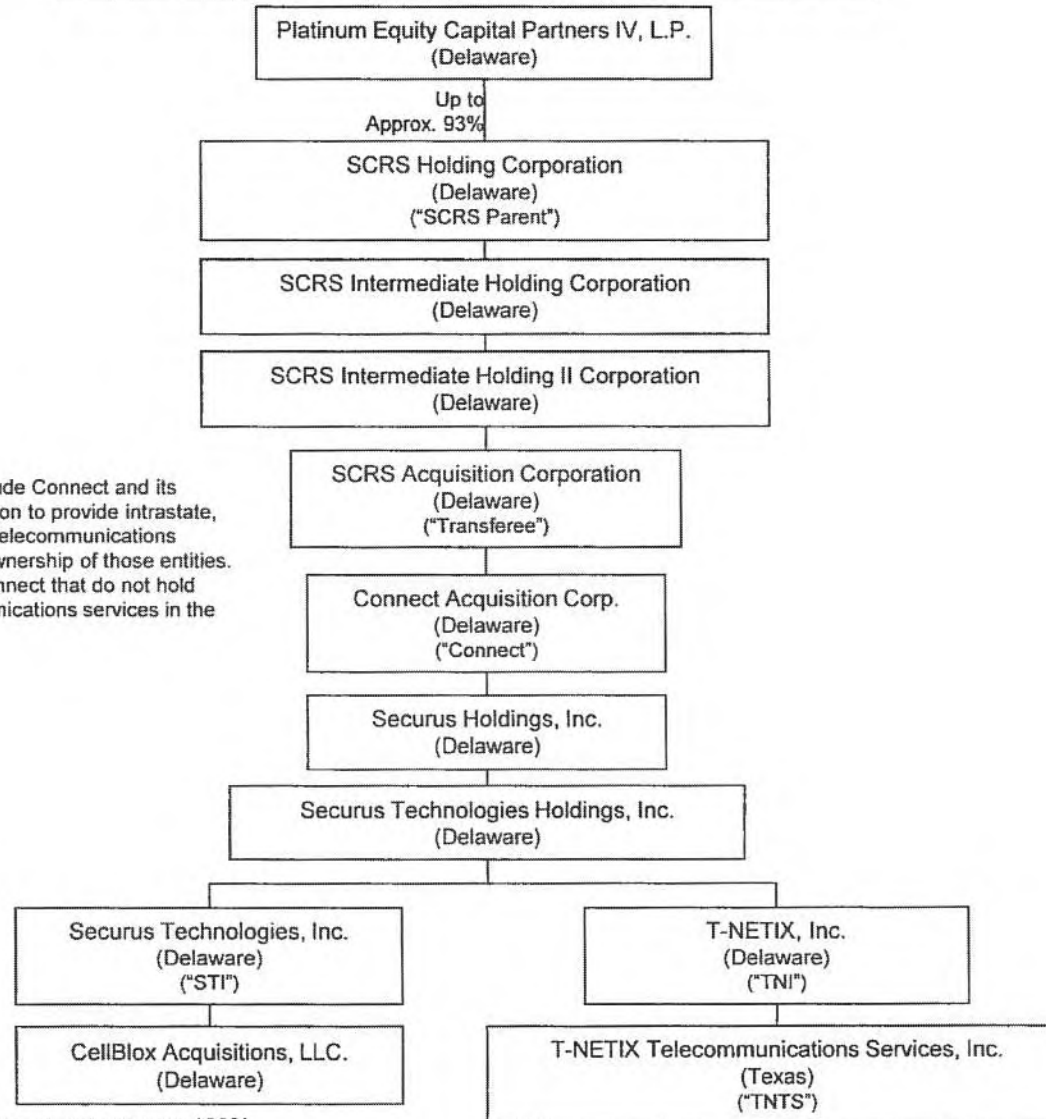
Pre-Transaction Ownership Structure of STI*



* 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

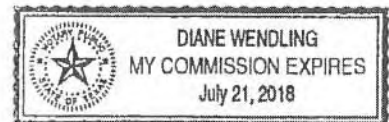
Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC
Securus Technologies, Inc.

County of Denton)
State of Texas)

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

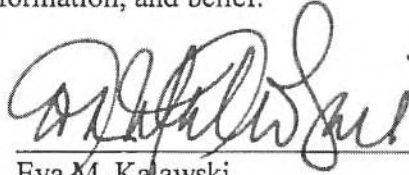
Diane Wendling
Notary Public

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.

A handwritten signature in cursive script, appearing to read 'Eva M. Kalawski', written over a horizontal line.

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)



June 29, 2017

VIA OVERNIGHT COURIER

Aleisha Solem, Secretary
Montana Public Service Commission
1701 Prospect Ave
Helena, MT 59620

DATE STAMP
&
RETURN

RECEIVED
JUN 30 2017
MONT. P.S. COMMISSION

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

Dear Ms. Solem:

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. Since Commission action is not required for the transaction described herein, 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 Montana.¹ In Montana, STI is registered as a service provider and billing aggregator. 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.

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

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

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

Aleisha Solem, Secretary
June 29, 2017
Page 3

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.

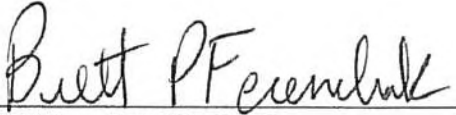
For the Commission's reference, charts depicting the pre- and post-Transaction ownership of STI are provided as Exhibit A.

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.

Aleisha Solem, Secretary
June 29, 2017
Page 4

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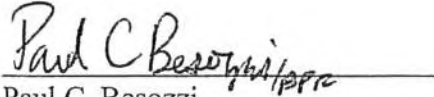
An original and one (1) copy of this notification letter are enclosed. Please date-stamp and return the extra copy in the envelope provided. Should you have any questions, please do not hesitate to contact us.



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

Counsel for Transferee

Respectfully submitted,



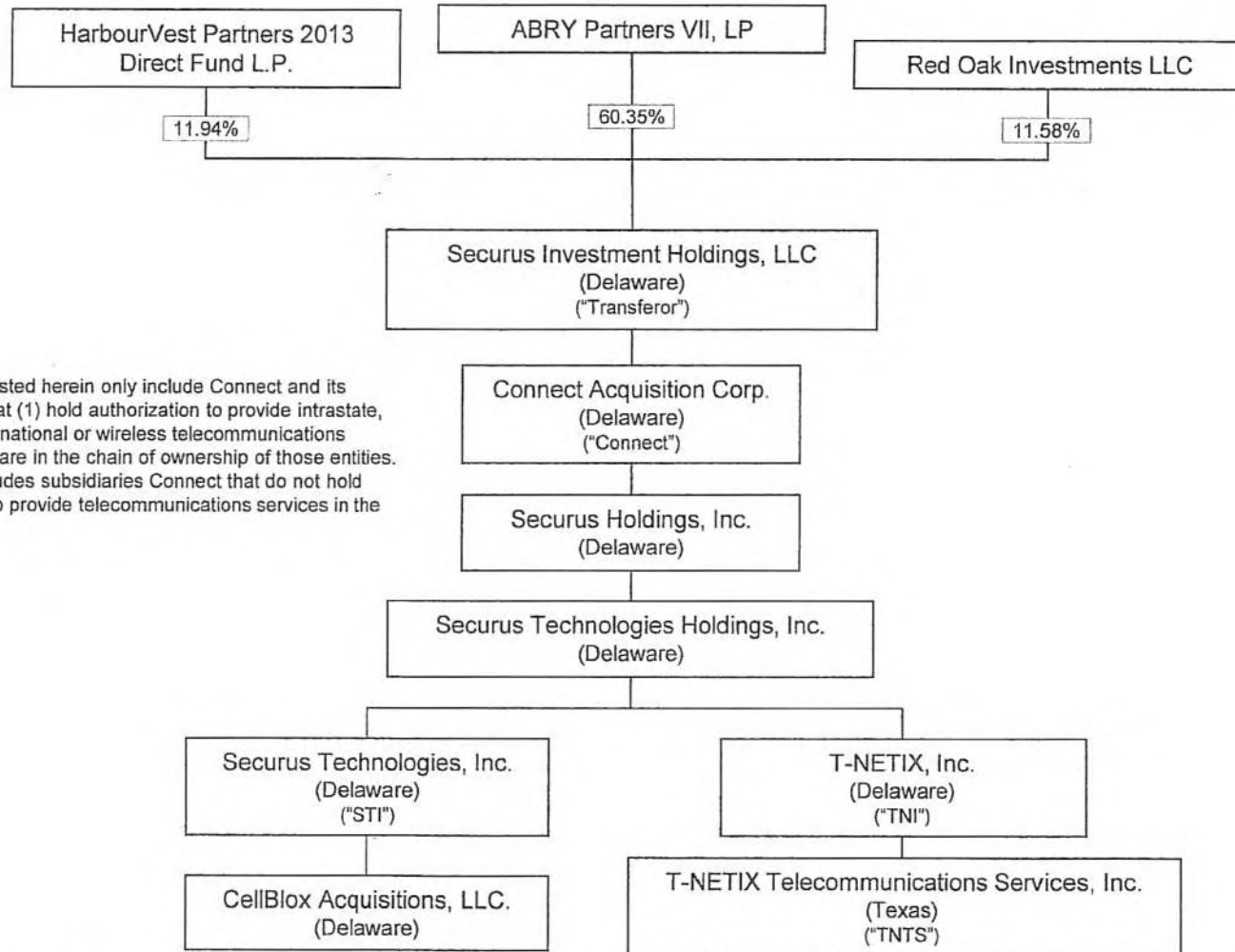
Paul C. Besozzi
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-5292 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Charts of the Pre- and Post-Transaction Ownership Structures

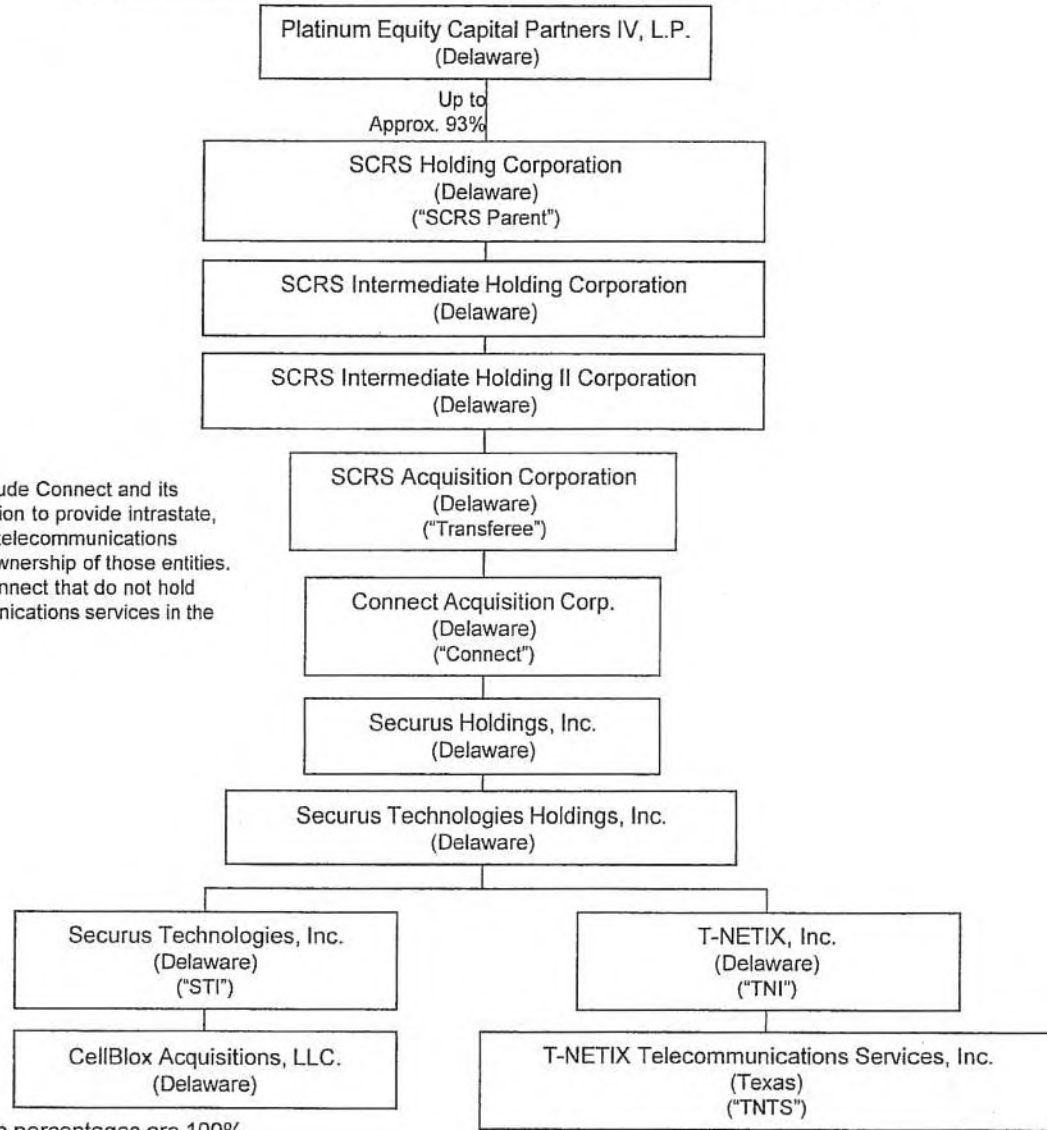
Pre-Transaction Ownership Structure of STI*



* 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.

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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

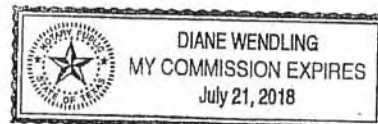
Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC
Securus Technologies, Inc.

County of Denton)
State of Texas)

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

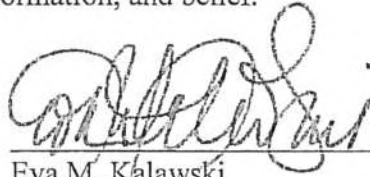
Diane Wendling
Notary Public

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.

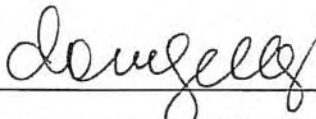
State of California
County of Los Angeles)

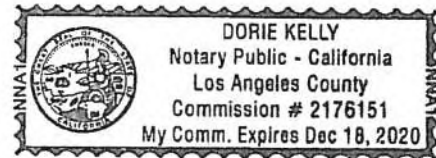
On May 5, 2017 before me, Dorie Kelly, Notary Public
(insert name and title of the officer)

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  (Seal)



•
•
•

Original Filing

Public Utilities Commission of Nevada
Electronic Filing

Submitted: 5/22/2017 10:35:23 AM

Reference: 143ada61-6c9e-48d5-94dd-de84537160a7

Reference:

Filed For: Securus Technologies Inc SCRS Acquisition Corporation and Securus
Investment Holdings LLC

In accordance with NRS Chapter 719,
this filing has been electronically signed and filed
by: /s BrettFerenchak

By electronically filing the document(s),
the filer attests to the authenticity of the electronic signature(s) contained therein.

This filing has been electronically filed and deemed to be signed by an authorized
agent or
representative of the signer(s) and
Securus Technologies Inc SCRS Acquisition Corporation and Securus Investment
Holdings LLC

May 22, 2017

VIA ELECTRONIC FILING

Breanne Potter, Secretary
Public Utilities Commission of Nevada
1150 East William Street
Carson City, NV 89701-3117

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

Dear Ms. Potter:

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 proposed transfer of indirect control of STI to SCRS.

By the attached verification on behalf of STI, the Parties verify that the Transaction (as defined below) qualifies for the exemption under Nev. Rev. Stat. § 704.329(6)(b) because STI derived less than ten percent (10%) of its gross operating revenues from intrastate telecommunications services provided to retail customers in Nevada for the 2016 calendar year. Accordingly, Commission approval is not required for the Transaction and the Parties submit this notice for the Commission’s reference and files.

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 Nevada.¹ In Nevada, STI is authorized to operate as a competitive supplier of telecommunication service pursuant to CPC 2407 Sub 2 issued in Docket No. 10-10027. 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 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 Platinum Equity Capital Partners IV, L.P., 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 qualifications and capabilities to own a telecommunications carrier.

Contacts

For the purposes of this filing, contacts are as follows:

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 (tcl)
202-739-3001 (fax)
william.wilhelm@morganlewis.com
brett.ferenchak@morganlewis.com

with copies 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

Breanne Potter, Secretary
May 22, 2017
Page 3

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

with copies to:

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 corporate ownership of STI are provided as **Exhibit A**.

The Parties submit that the Transaction is in the public interest. STI will continue to be managed and operated by the same officers and personnel, but will be supplemented by 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. At the same time, the Transaction will have no adverse impact on the customers of STI. Immediately following the Transaction, STI will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect. Future changes in the rates, terms and conditions of service to STI's customers, if any, will be undertaken pursuant to the applicable federal and state requirements and STI's contractual obligations. The Transaction will also not result in an interruption or disruption of service, and will be seamless and transparent to customers. The only change immediately following closing of the Transaction from a customer's perspective will be that that STI's ownership will change, with Transferee (and its parent companies) being its indirect owner.

* * * *

Breanne Potter, Secretary
May 22, 2017
Page 4

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

/s/ *Brett P. Ferenchak*

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

Counsel for Transferee

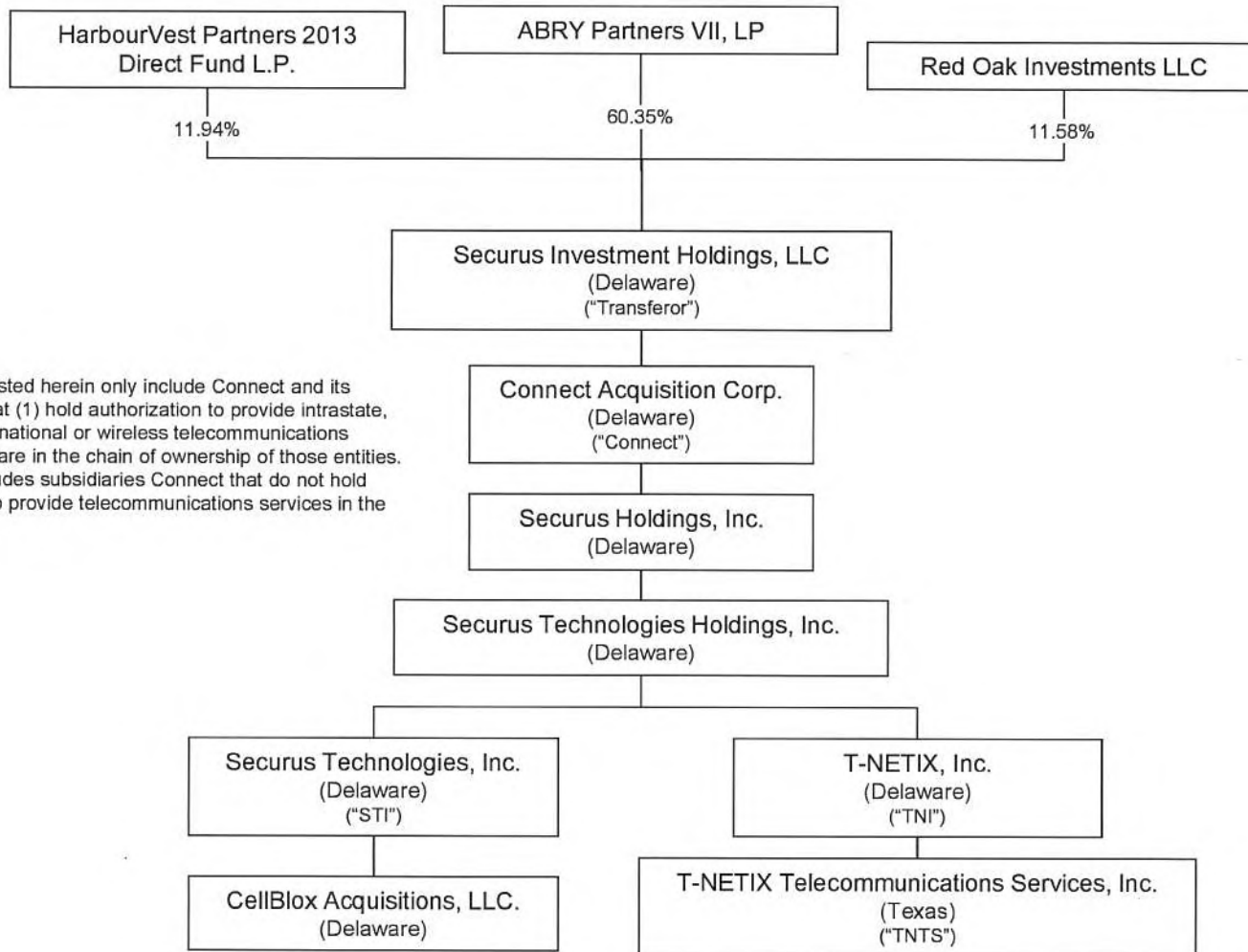
Paul C. Besozzi
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-5292 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Diagrams of the Pre- and Post-Transaction Ownership Structures

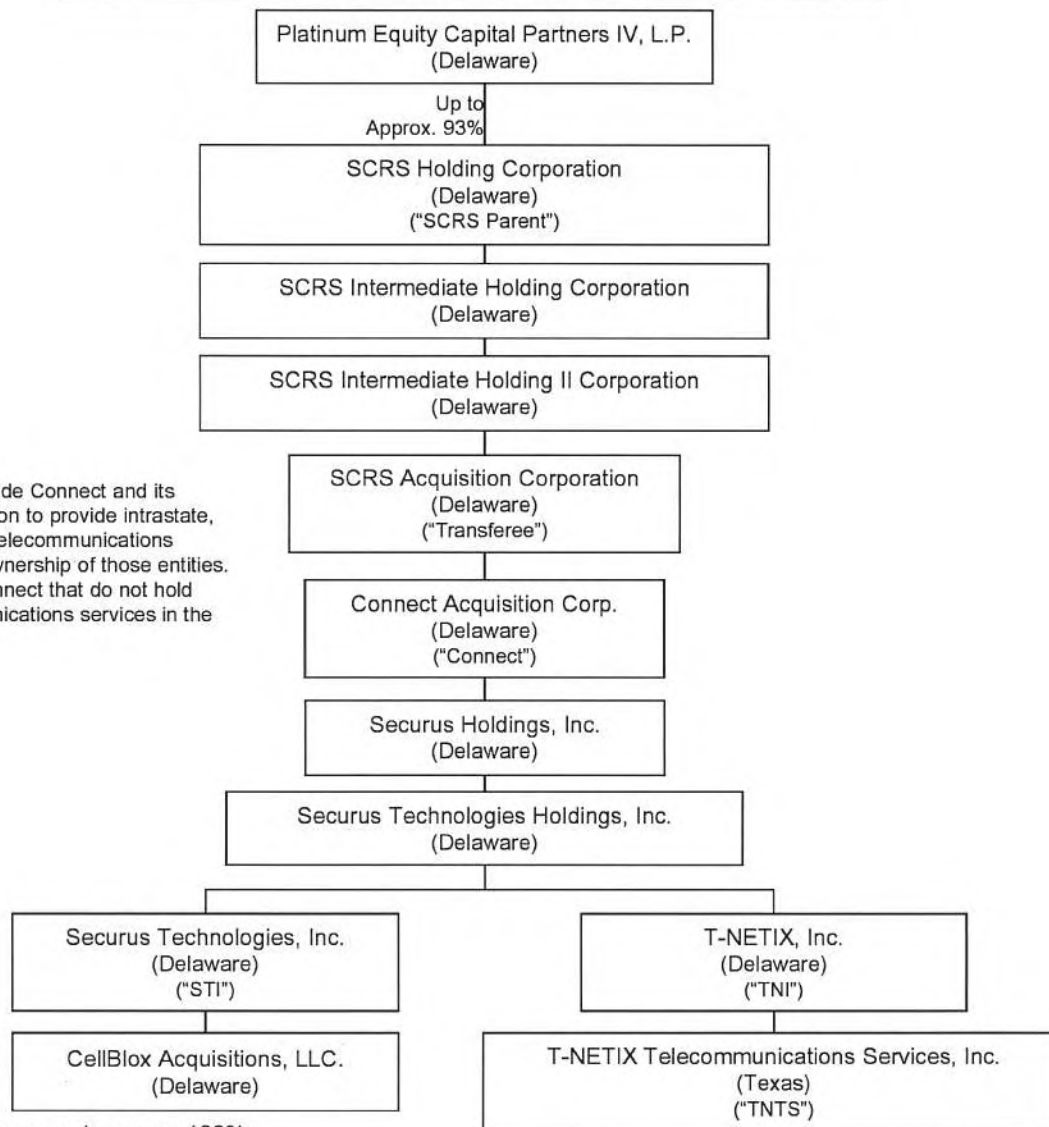
Pre-Transaction Ownership Structure of STI*



* 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*

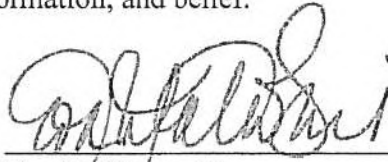


* The entities listed herein only include Connect and its subsidiaries that (1) hold authorization to provide intrastate, interstate, international or wireless telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries Connect that do not hold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

Unless indicated all ownership percentages are 100%.

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.

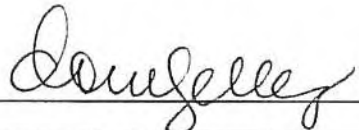
State of California
County of Los Angeles

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  (Seal)



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. I have reviewed the portions of the foregoing filing relating to SIH and the Connect Entities, which were prepared pursuant to my direction and control. I hereby declare that Securus Technologies, Inc. derived less than ten percent (10%) of its gross operating revenues from intrastate telecommunications services provided to retail customers in Nevada for the 2016 calendar year and that the other factual statements and representations made in the foregoing filing by and concerning SIH and the Connect Entities are true and correct to the best of my knowledge, information and belief.

D.J. Reinhold

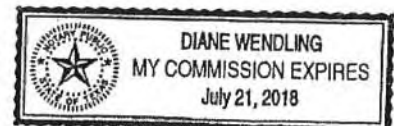
Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC and Securus Technologies, Inc.

County of DELTON)
State of TEXAS)

Subscribed and sworn to before me by Dennis J. Reinhold this 22nd day of May, 2017

Diane Wendling
Notary Public

My Commission Expires: July 21, 2018



DATE STAMP
&
RETURN

June 29, 2017

VIA OVERNIGHT COURIER

Luly Massaro, Clerk
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888-1046

RECEIVED
2017 JUN 30 AM 10:45-
PUBLIC UTILITIES COMMISSION

Re: Notification Regarding the Planned (1) Transfer of Indirect Control of Securus Technologies, Inc. to SCRS Acquisition Corporation; and (2) the Participation of Securus Technologies, Inc. in Certain Financing Arrangements

Dear Ms. Massaro:

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 (1) transfer of indirect control of STI to SCRS; and (2) participation of STI in the Financing Arrangements (as defined below) concurrently with or following completion of the Transaction (as defined below). Currently, the Parties expect that the Transaction will close on or about August 1, 2017. The Parties understand that Commission action is not required for the transactions 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.¹ In Rhode Island, STI is authorized as a competitive switchless reseller.² 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

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

² The authority was originally granted to T-NETIX Telecommunication Services, Inc. in Docket No.3315. By letters dated June 25, 2008 and November 10, 2010, respectively, the company informed the Commission of name changes to Evercom Systems, Inc. and then STI.

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.

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 Transactions

A. Description of the Transfer of Indirect Control

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.³ The Transaction will be transparent to consumers. The only change immediately following closing of the Transaction from a consumer's perspective will be that STI's ownership will change, with Transferee (and its parent companies) being its indirect owner.

B. Description of the Financing Arrangements

The Parties also notify the Commission that STI may participate in, concurrently with or following completion of the Transaction, existing, new, amended and restated financing arrangements (the "Financing Arrangements") up to an aggregate principal amount of \$2.6 billion ("Aggregate Amount") and thereby incur debt, as a borrower, co-borrower or guarantor, and pledge its assets as security for Financing Arrangements up to the Aggregate Amount. The Financing Arrangements will provide flexibility for STI and its affiliates to respond to market conditions and requirements and to respond to future acquisition and other business opportunities. The Financing Arrangements therefore will help STI to continue to provide services to its customers and potentially expand or enhance those services at new facilities in the State.

³ At this time, STI has no customers in the State of Rhode Island, so there is absolutely no impact on customers or consumers.

Luly Massaro, Clerk
June 29, 2017
Page 4

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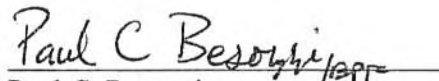
An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



William B. Wilhelm, Jr.
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

Counsel for Transferee



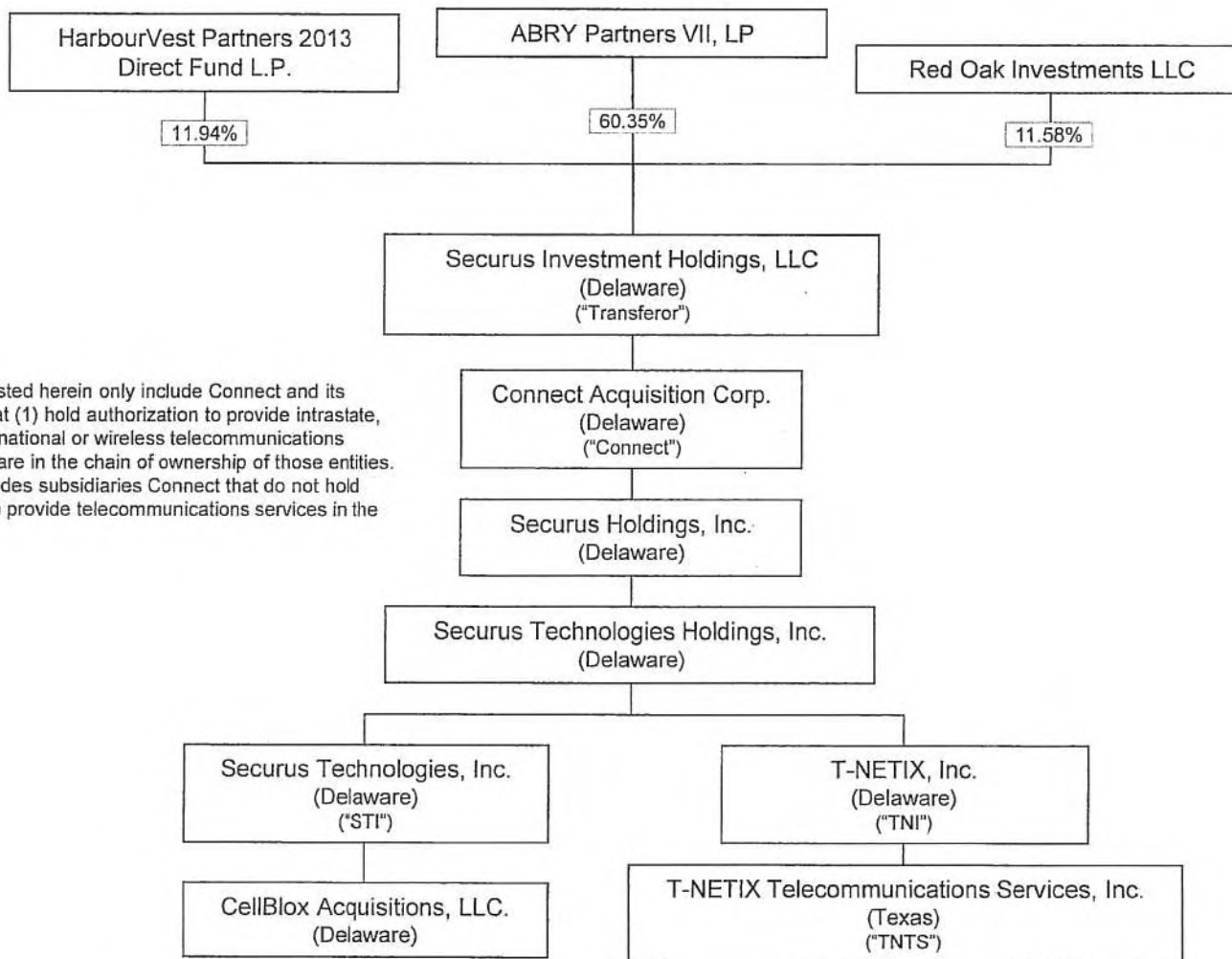
Paul C. Besozzi
Paul C. Besozzi
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-5292 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Charts of the Pre- and Post-Transaction Ownership Structures

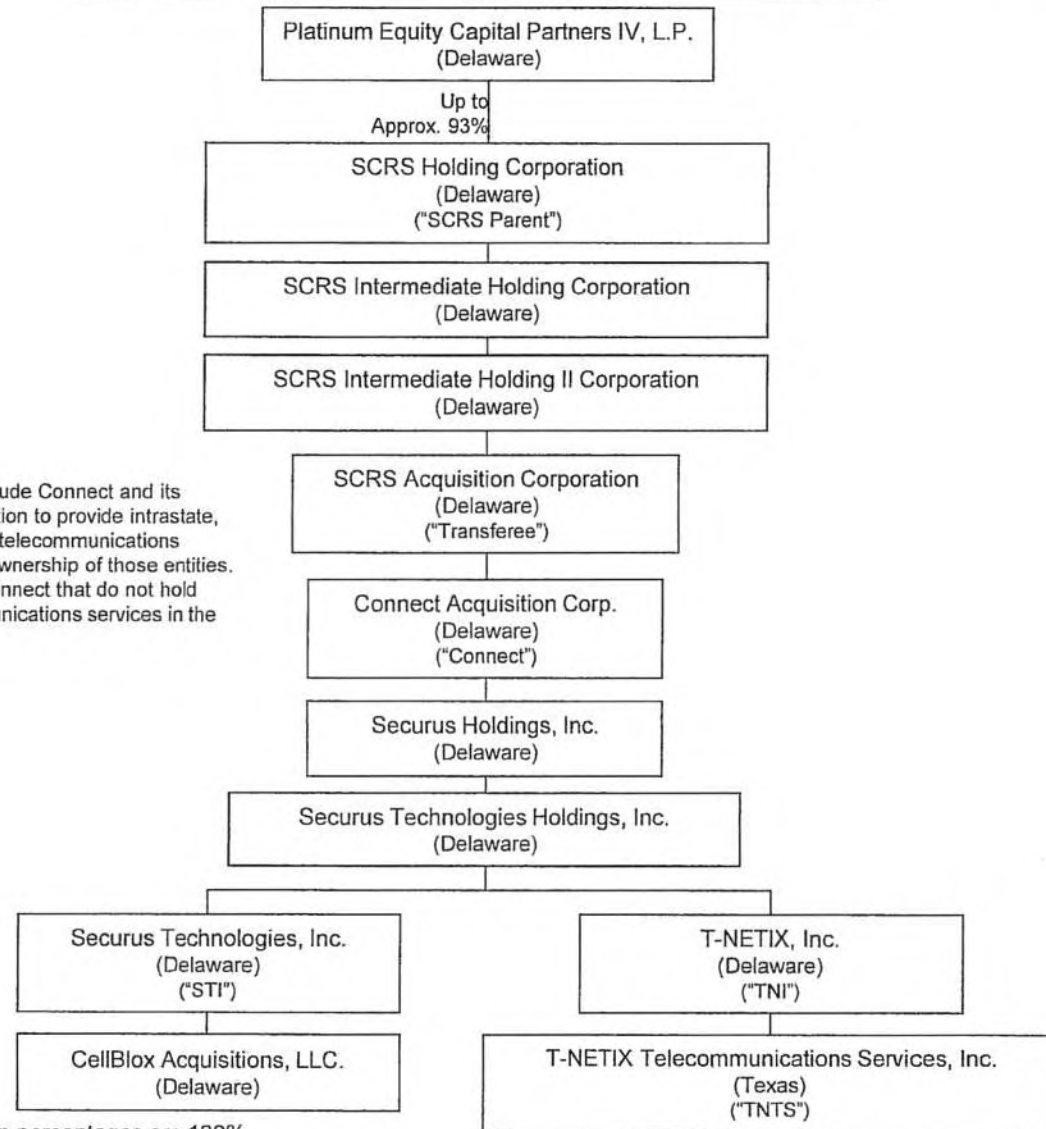
Pre-Transaction Ownership Structure of STI*



* 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

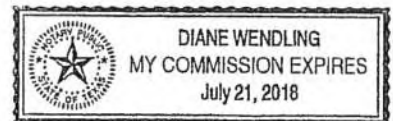
Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC
Securus Technologies, Inc.

County of Denton)
State of Texas)

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

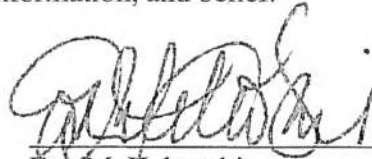
Diane Wendling
Notary Public

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.

A handwritten signature in cursive script, appearing to read 'Eva M. Kalawski', is written over a horizontal line.

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)



Ferenchak, Brett P.

From: PUC Admin <PUCAdmin@state.sd.us>
Sent: Thursday, June 29, 2017 4:06 PM
To: Ferenchak, Brett P.
Subject: FW: Non-Docketed and Informational Submission: Patricia Van Gerpen
Attachments: SD ToC Notification.pdf

The South Dakota PUC has received your non-docketed request on 6/29/17, and will be forwarded to the appropriate staff person. There is one attachment. This attachment **does not contain confidential information** and has 11 total pages.

South Dakota PUC Admin
500 E. Capitol Ave.
Pierre, SD
(605) 773-3201
www.puc.sd.gov

From: Ferenchak, Brett P.
Sent: Thursday, 29 June 2017 14:54:19 (UTC-06:00) Central Time (US & Canada)
To: PUC Docket Filings
Cc: paul.besozzi@squirepb.com
Subject: [EXT] Non-Docketed and Informational Submission: Patricia Van Gerpen

Last Name: Ferenchak First Name: Ferenchak Company: Morgan, Lewis and Bockius LLP Address: 1111 Pennsylvania Ave., N.W. City: Washington State: District of Columbia Zip: 20004 Phone: 202-373-6697 Fax: 202-7393001 Email: brett.ferenchak@morganlewis.com Comments: Notification Regarding the Planned Transfer of Indirect Control of Securus Technologies, Inc. to SCRS Acquisition Corporation

DISCLAIMER

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June 29, 2017

VIA ELECTRONIC FILING

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capital Building, 1st Floor
500 East Capital Avenue
Pierre, South Dakota 57501-5070

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

Dear Secretary Van Gerpen:

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 S.D. Codified Laws § 49-31-20, Commission action 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 information:

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 South Dakota.¹ In South Dakota, STI is authorized to provide operator services pursuant to authorization first granted in Docket No. TC92-037.² 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 invest-

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

² The Commission was notified of STI’s name change to Securus Technologies, Inc. in Informational Filing No. 2010 Info TC42.

ment firm focused solely on media, communications, business, and information services investments.

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

Patricia Van Gerpen, Executive Director
June 29, 2017
Page 3

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.

Patricia Van Gerpen, Executive Director
June 29, 2017
Page 4

* * * *

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

/s/ Brett P. Ferenchak

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

Counsel for Transferee

/s/ Paul C. Besozzi

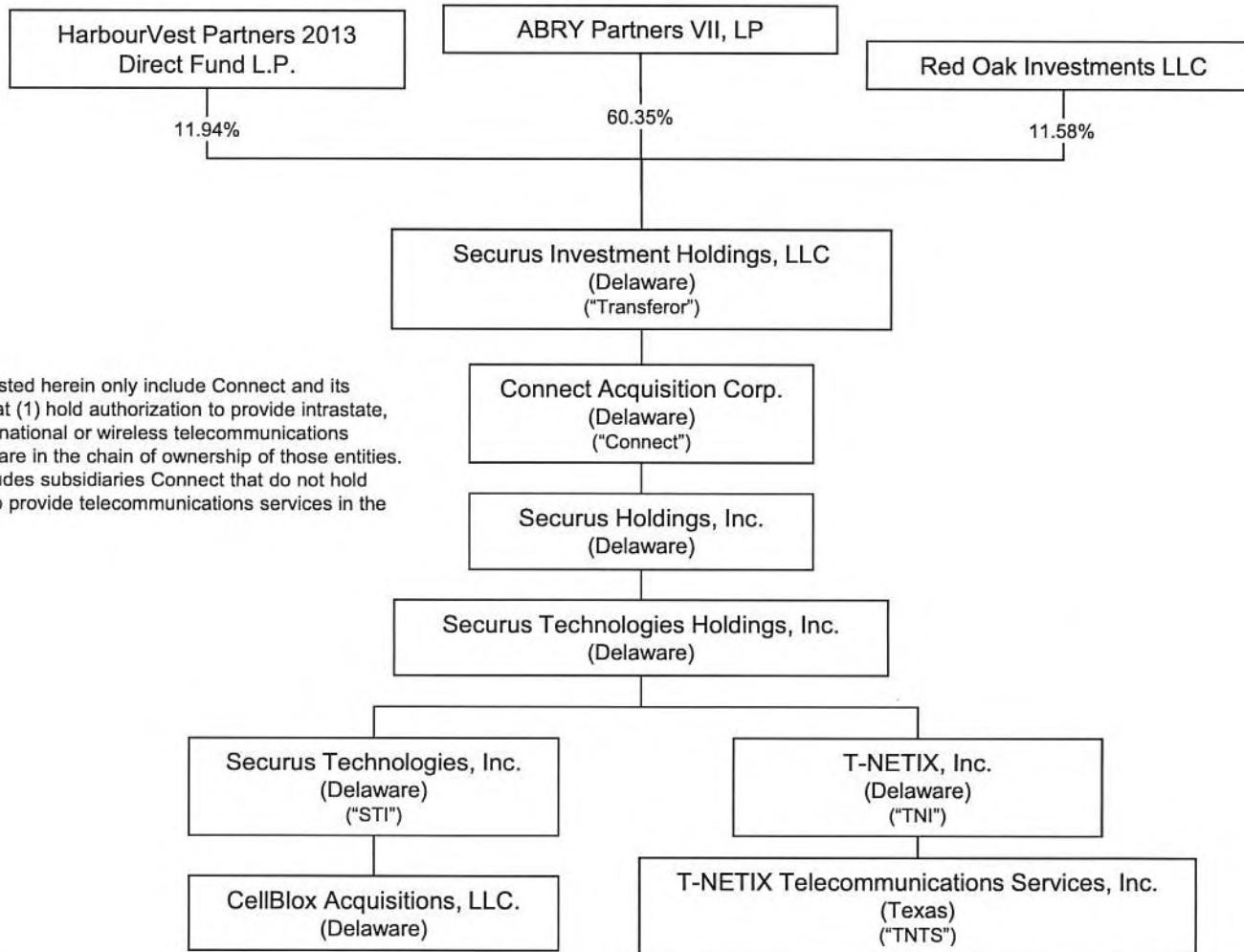
Paul C. Besozzi
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-5292 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Charts of the Pre- and Post-Transaction Ownership Structures

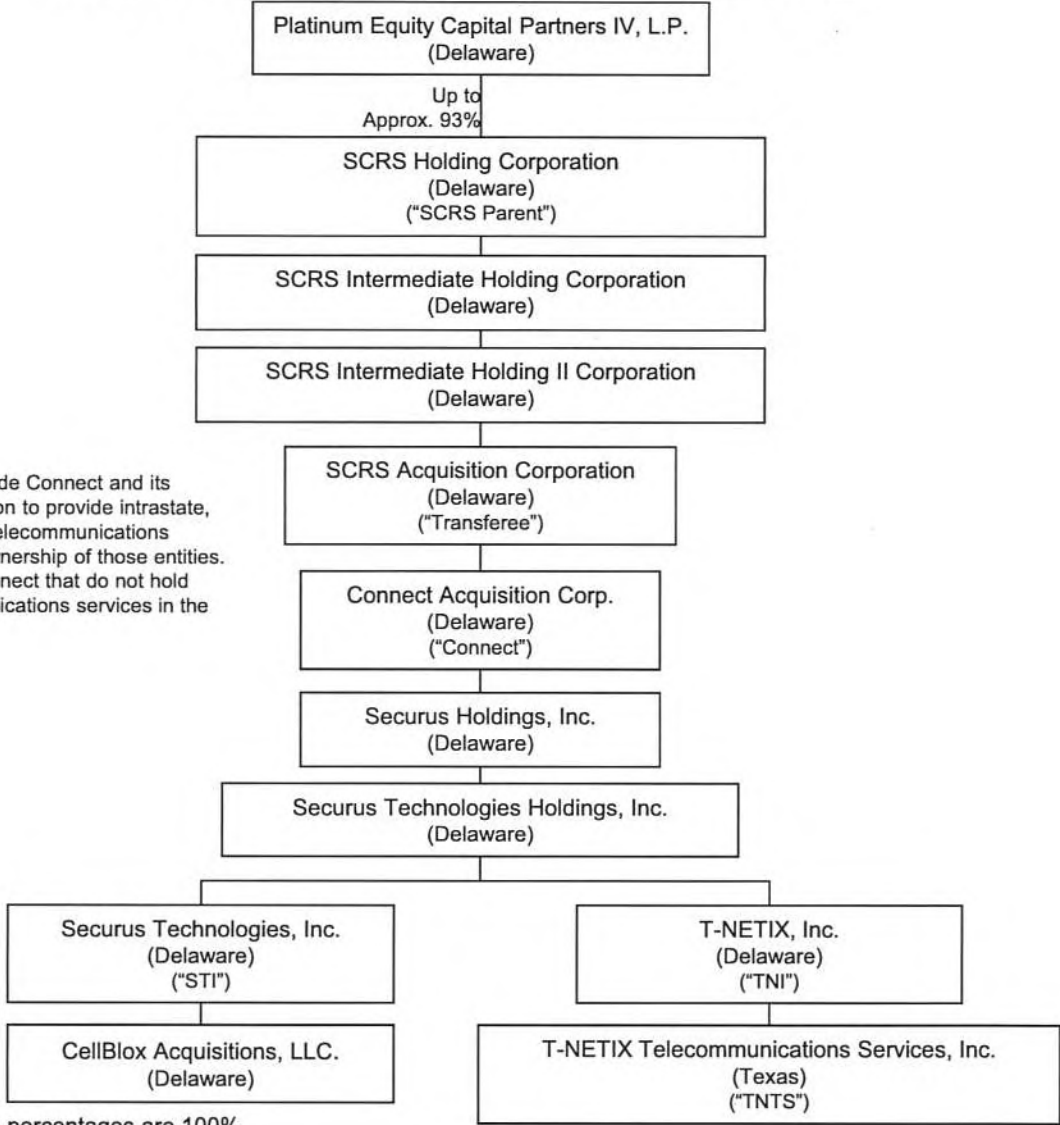
Pre-Transaction Ownership Structure of STI*



* 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

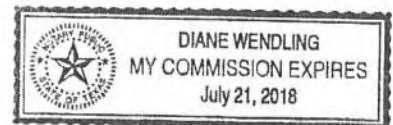
Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC
Securus Technologies, Inc.

County of Denton)
State of Texas)

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

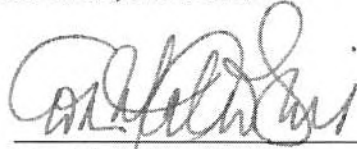
Diane Wendling
Notary Public

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)

Ferenchak, Brett P.

From: Records Service Center <Sharepointadmins@utc.wa.gov>
Sent: Thursday, June 29, 2017 4:01 PM
To: Ferenchak, Brett P.
Subject: UTC Electronic Submission Received, Confirmation ID 6965

Your electronic submission has been received by the Washington Utilities and Transportation Commission. Please save this email, and reference the confirmation ID when contacting the Commission.

* Please do not reply to this message. This is an automated message, and the originating account cannot receive emails.

Electronic submission details:

Confirmation ID: 6965

Docket No:

Company: Securus Technologies, Inc.; SCRS Acquisition Corporation

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

Documents Filed:

File Name: WA ToC Notification.pdf

Description: Notification of Planned Transfer of Indirect Control

Confidentiality: None

Documents Filed:

File Name: WA ToC Notification.docx

Description: Notification of Planned Transfer of Indirect Control

Confidentiality: None

Documents Filed:

File Name: WA Exhibit A - Corporate Ownership Charts.pptx

Description: Exhibit A to Notification

Confidentiality: None

June 29, 2017

VIA ELECTRONIC FILING

Steven V. King, Executive Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive
Olympia, WA 98504-7250

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

Dear Mr. King:

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. Since Commission action is not required for the transaction described herein, 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 Washington.¹ In Washington, STI is authorized to provide telecommunications services as a competitive telecommunications company pursuant to a Certificate of Registration granted in Docket UT-001208.² 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 invest-

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

² The Certificate of Registration originally was granted in the name Evercom Systems, Inc., which subsequently changed its name to Securus Technologies, Inc. See Docket No. UT-101935.

ment firm focused solely on media, communications, business, and information services investments.

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

Steven V. King, Executive Secretary
June 29, 2017
Page 3

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.

* * * *

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

/s/ Brett P. Ferenchak

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

Counsel for Transferee

/s/ Paul C. Besozzi

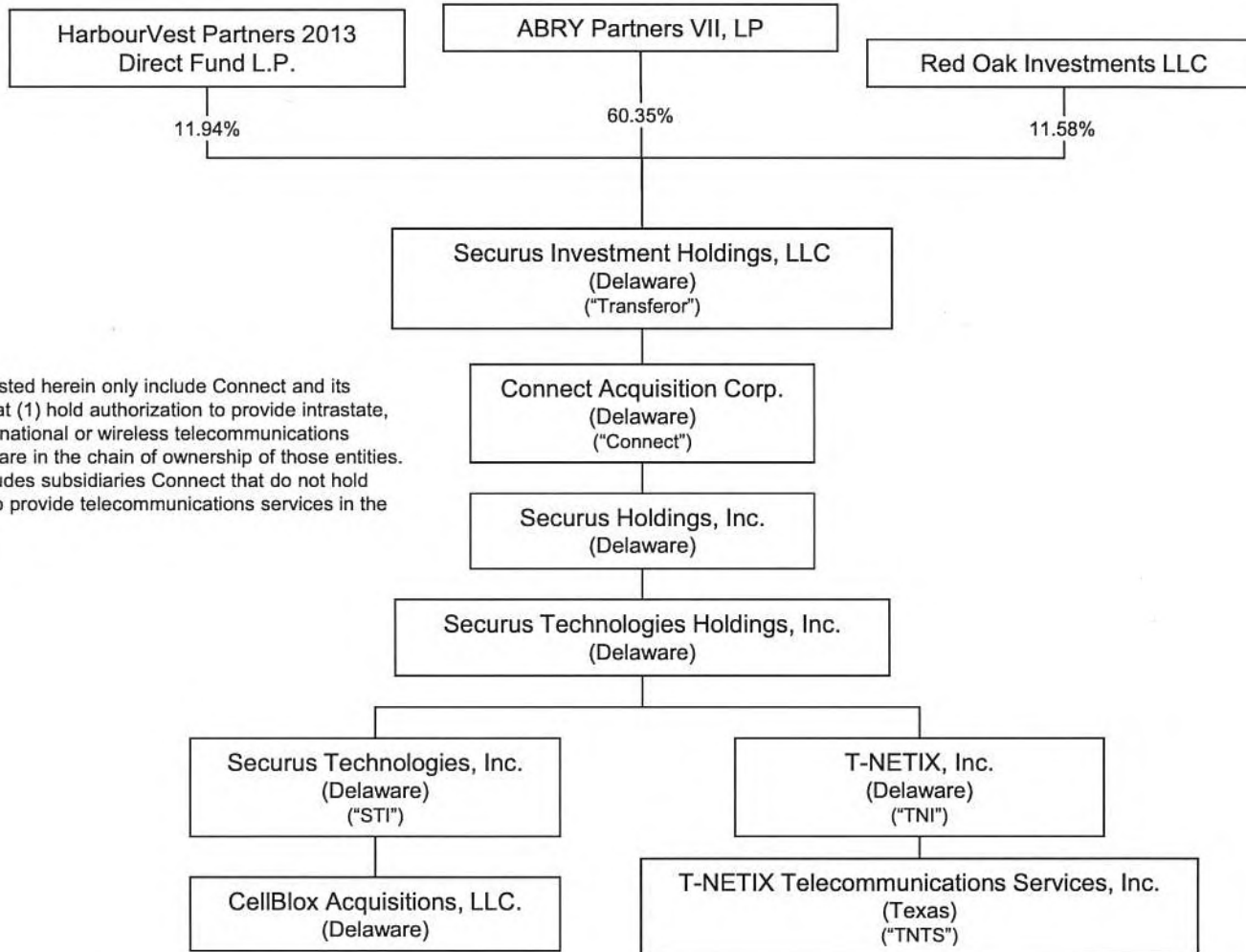
Paul C. Besozzi
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-5292 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com

Counsel for Transferor and STI

EXHIBIT A

Charts of the Pre- and Post-Transaction Ownership Structures

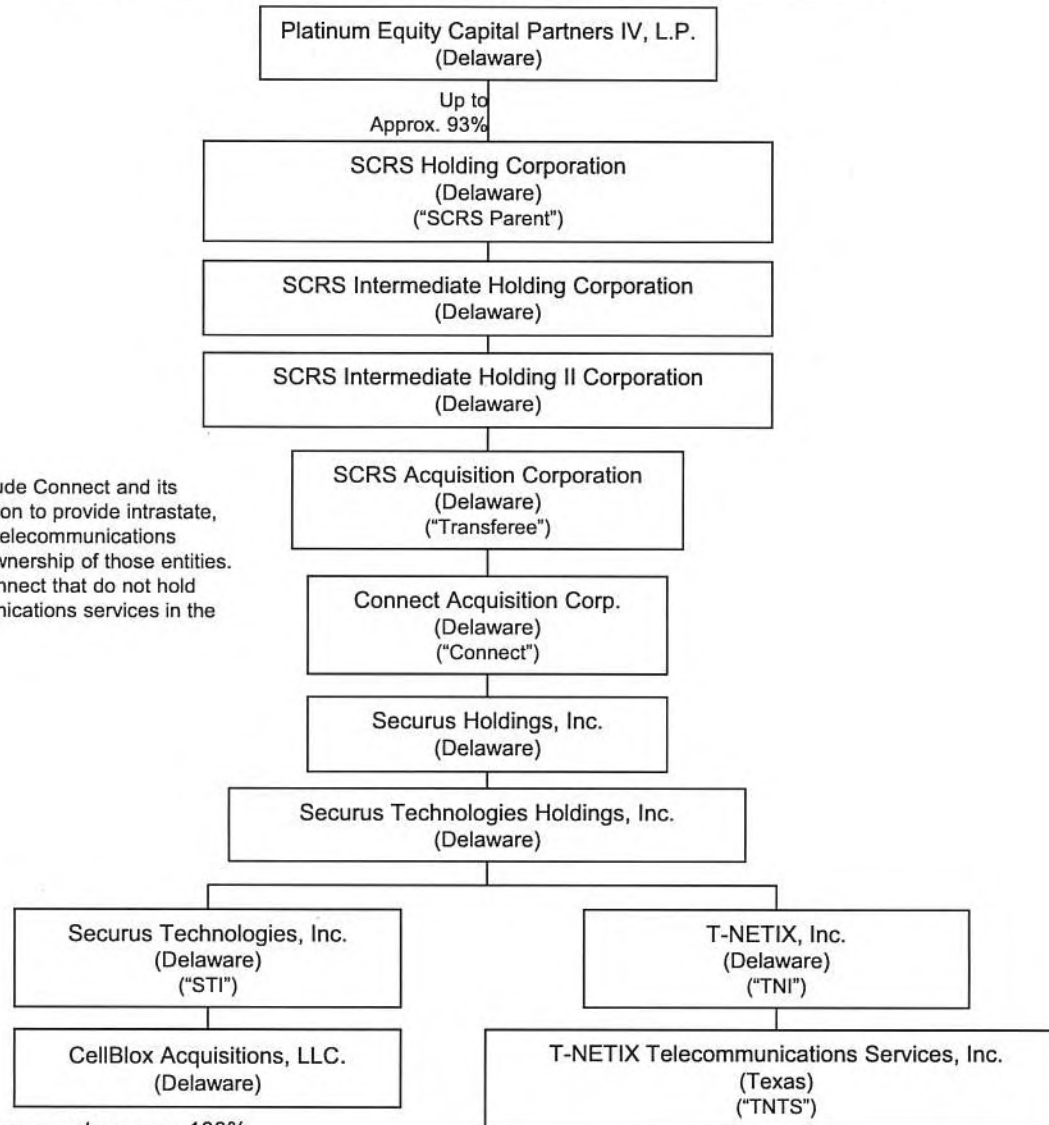
Pre-Transaction Ownership Structure of STI*



* 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

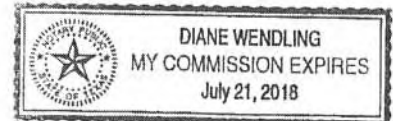
Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC
Securus Technologies, Inc.

County of Denton)
State of Texas)

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

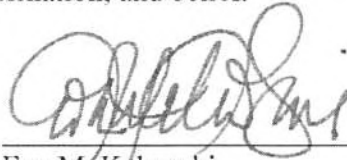
Diane Wendling
Notary Public

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.

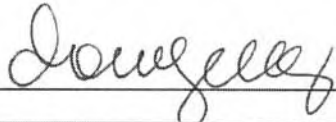
State of California
County of Los Angeles

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  (Seal)



ATTACHMENT 2

ATTACHMENT 2

Additional Material Regarding Delaware, Ohio and Indiana

(a) Delaware

Pursuant to 26 Del. Code § 215(d), if the Public Service Commission does not act within 30 days of filing an application for a transfer of control of financing is deemed to be approved. In its Memorandum provided in the August 11 Ex Parte, Staff recommended that the Commission take no action on the STI Application. As detailed in the attached PSC Meeting Minutes for June 6, 2017, the Commission adopted Staff's recommendation and took no action on the Application. As a result, the Application was deemed approved by operation of law.

(b) Ohio

The Ohio Application is for a Change In Operations (CIO) filing (see page 3 of the Ohio Application attached hereto), which is effective upon filing pursuant to Ohio Admin. Code 4901:1-6-29(C)(2)¹ & 4901:1-6-05.² The Public Utility Commission does not issue an Order with respect CIO filings, but rather Staff will issue the Review and Recommendation and the Commission will ultimately close the docket, usually after receiving a consummation notice.

(c) Indiana

Pursuant to Indiana Code §8-1-32.5-12, a Notice of Change must be filed with the Utility Regulatory Commission. As described in the highlighted portion of page 4 to the attached Instructions, after the Notice of Change completes its posting period and no formal hearing is requested, the Communications Division shall acknowledge the Notice of Change. As shown on the attached Communications Division spreadsheet dated 6/26/17, the final date of the review for STI's Notice of Change was 6/21/17 and the Communications Division acknowledged the Notice of Change on 6/22/17. That acknowledgement is also provided on page 5 of the form provided in the August 11 Ex Parte.

¹ See <http://codes.ohio.gov/oac/4901%3A1-6-29>.

² See <http://codes.ohio.gov/oac/4901:1-6-05>.

DELAWARE

**A REGULAR MEETING
OF
THE PUBLIC SERVICE COMMISSION**

1. A Regular Meeting was called to order by Chair Dallas Winslow in the Hearing Room, 861 Silver Lake Boulevard, Dover, Delaware, on Tuesday, June 6, 2017, at 1:00 p.m. with the following Commissioners in attendance: Joann Conaway, Manubhai “Mike” C. Karia, Harold Gray, and Kim Drexler.

The following Staff members were in attendance: Robert Howatt, Matthew Hartigan, Thomas Walsh, Deputy Attorney General, Robert Willard, Deputy Attorney General, James McC. Geddes, Esquire, Lisa Driggins, and Donna Nickerson.

2. Commissioner Drexler moved to approve the public meeting minutes from the May 23, 2017 Commission meeting; this motion was seconded by Commissioner Karia; the motion carried 4-0. Commissioner Conaway abstained.

3. CONSENT AGENDA ITEMS:

A motion was made by Commissioner Conaway to adopt the following Consent Agenda items:

IN THE MATTER OF THE APPLICATION OF SECURUS INVESTMENT HOLDINGS LLC, SECURUS TECHNOLOGIES, INC., AND SCRS ACQUISITION CORPORATION FOR APPROVAL (1) TO TRANSFER INDIRECT CONTROL OF SECURUS TECHNOLOGIES, INC. TO SCRS ACQUISITION CORPORATION AND (2) FOR SECURUS TECHNOLOGIES INC. TO PARTICIPATE IN CERTAIN FINANCING ARRANGEMENTS (FILED MAY 17, 2017) – PSC DOCKET NO. 17-0320

Commission to consider Commission to consider Staff Memorandum.

IN THE MATTER OF THE APPLICATION OF ARTESIAN WASTEWATER MANAGEMENT, INC. FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE WASTEWATER SERVICES PURSUANT TO 26 DEL. C. §203D (“SUSSEX COUNTY”)(FILED APRIL 11, 2017) - PSC DOCKET NO. 17-0223

Commission to consider Staff Memorandum and proposed Order No. 9066.

The motion was seconded by Commissioner Gray; the motion carried unanimously.

4. REGULAR AGENDA ITEMS:

IN THE MATTER OF THE JOINT APPLICATION OF ARTESIAN WATER COMPANY, INC. AND CANTWELL WATER COMPANY OF ODESSA, INC. FOR THE APPROVAL PURSUANT TO DEL. C. §215 OF AN ASSET PURCHASE AGREEMENT (FILED MAY 9, 2017)- PSC DOCKET NO. 17-0297

Thomas Walsh, Esquire, and Lisa Driggins appeared on behalf of Staff.

Scott Stephan, appeared on behalf of Artesian Water Company, Inc.

Andrew Slater and Regina Iorii, Esquire, appeared on behalf of the Division of the Public Advocate.

A motion was made by Commissioner Conaway and seconded by Commissioner Karia to adopt Order No. 9065; motion carried unanimously.

A verbatim transcript was made of this proceeding.

IN THE MATTER OF THE APPLICATION OF DELMARVA POWER & LIGHT COMPANY FOR A CHANGE IN NATURAL GAS BASE RATES AND MISCELLANEOUS TARIFF CHANGES (FILED MAY 17, 2016) – PSC DOCKET NO. 16-0650

James McC. Geddes, Esquire, appeared on behalf of Staff.

Pamela Scott, Esquire, appeared on behalf of Delmarva Power & Light Company.

Andrew Slater and Regina Iorii, Esquire, appeared on behalf of the Division of the Public Advocate.

A motion was made by Commissioner Drexler and seconded by Commissioner Gray to adopt Order No. 9062 as presented; motion carried unanimously.

A verbatim transcript was made of this proceeding.

IN THE MATTER OF THE APPLICATION OF DELMARVA POWER & LIGHT COMPANY, EXELON CORPORATION, EXELON ENERGY DELIVERY COMPANY, LLC AND NEW SPECIAL ENTITY FOR APPROVALS UNDER THE PROVISION OF 26 DEL. C. §§215 AND 1016 (FILED JUNE 18, 2014) – PSC DOCKET NO. 14-193

A presentation regarding Delmarva Power's State of the Company was presented to the Commissioners by Denis O'Brien, Senior Executive Vice President and CEO, Exelon Utilities, Dave Velazquez, President and CEO, Pepco Holdings, and Gary Stockbridge, Regional President, Delmarva Power.

5. DIRECTOR'S COMMENTS

Mr. Howatt announced that the next Commission Meeting will be held on Tuesday, June 6, 2017, at 1:00 P.M., in the Dover office.

Mr. Howatt introduced Matthew Hartigan who updated the Commission on FERC Docket No. ER17-1567, which concerns a verification procedure for incremental energy offers over \$1,000 per megawatt hour.

There was no further business and the meeting adjourned approximately at 2:15 P.M.

Respectfully submitted,

/s/ Donna Nickerson
Secretary

OHIO

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM
 (Effective: 9-2-2015)

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 for Approval to) TRF Docket No.
 Transfer Indirect Control of Securus Technologies, Inc.) Case No. **17-1260-TP-CIO**
 to SCRS Acquisition Corporation) NOTE: Unless you have reserved a Case #, leave the "Case No" fields
 BLANK.

Name of Registrant(s) Securus Technologies, Inc.
 DBA(s) of Registrant(s) Not Applicable
 Address of Registrant(s) 4000 International Parkway, Carrollton, Texas 75007
 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 Debbie Conde, Sr. Regulatory Analyst Phone 972-277-0395
 Address (if different from above) _____
 Consumer Contact Information Zach Smith, Director-Customer Service Phone 972-277-0453
 Address (if different from above) 4000 International Parkway, Carrollton, Texas 75007

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) Not Applicable. No tariff changes are anticipated
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. Not Applicable.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Exhibit C for a description of the Transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). Not Applicable. Applicant will continue to provide service without change to rates, terms or conditions.

Section I – Part I - Common Filings

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

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	Telecommunication s Service Provider Not Offering Local	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	Telecommunications Service Provider Not Offering Local
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"/> ATA <u>1-3-04</u> (Auto 30 days)	
Wireless Providers See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

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, **Brett P. Ferenchak**, 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.

/s/ Brett P. Ferenchak, Counsel to SCRS Acquisition Corporation _____ May 15, 2017

*(Signature and Title) _____ (Date)

**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.*

Filed document electronically as directed in case number 06-900-AU-WVR

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**

LIST OF EXHIBITS AND ATTACHMENTS

Exhibit A	Existing Tariff Title Page – NOT APPLICABLE
Exhibit B	Replacement Tariff Page – NOT APPLICABLE
Exhibit C	Description of Transaction
Exhibit C-1	Diagrams of the Pre- and Post-Transaction Ownership Structures
Exhibit D	Customer Notice and Customer Notice Affidavit – NOT APPLICABLE
Attachment 1	Certificate of Good Standing
Attachment 2	List of Officers and Directors

EXHIBIT C
DESCRIPTION OF TRANSACTION

Securus Investment Holdings, LLC (“Transferor” or “SIH”), Securus Technologies, Inc. (“STI”) and SCRS Acquisition Corporation (“Transferee” or “SCRS”) (collectively, “Applicants”), request Commission approval, to the extent required, to transfer indirect control of STI to Transferee.

In support of this Application, Applicants provide the following information:

Description of the Applicants

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 Transferor and Connect Acquisition Corp. (“Connect”). 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 Ohio.¹ In Ohio, STI is authorized to provide inmate telephone services pursuant to a Certificate No. 90-5787 issued in Case No. 10-2527-TP-CIO. STI is also authorized by the FCC to provide domestic and international telecommunications services.

Additional information concerning STI’s legal, technical, managerial and financial qualifications has been submitted to the Commission with its filings for certification and various transactions and is therefore already a matter of public record.² STI requests that the Commission take official notice of these existing descriptions of STI’s qualifications and incorporate them by reference herein.

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

² See e.g., Case No. 13-1026-TP-CIO.

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. Transferor directly owns 100% of Connect, which will be acquired by Transferee in connection with the Transaction (as defined below). 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.

Exhibit C-1 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 Platinum Equity Capital Partners IV, L.P., 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. These entities are, or were, authorized by this Commission to provide competitive local exchange service and/or interexchange service. As such, the Commission has previously reviewed, and approved, Platinum Equity's technical, financial, and managerial ability to control an authorized public utility.

Contacts

Questions, correspondence or other communications concerning this Petition 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, a chart depicting the pre- and post-Transaction ownership of STI is provided as Exhibit C-1.

Public Interest Considerations

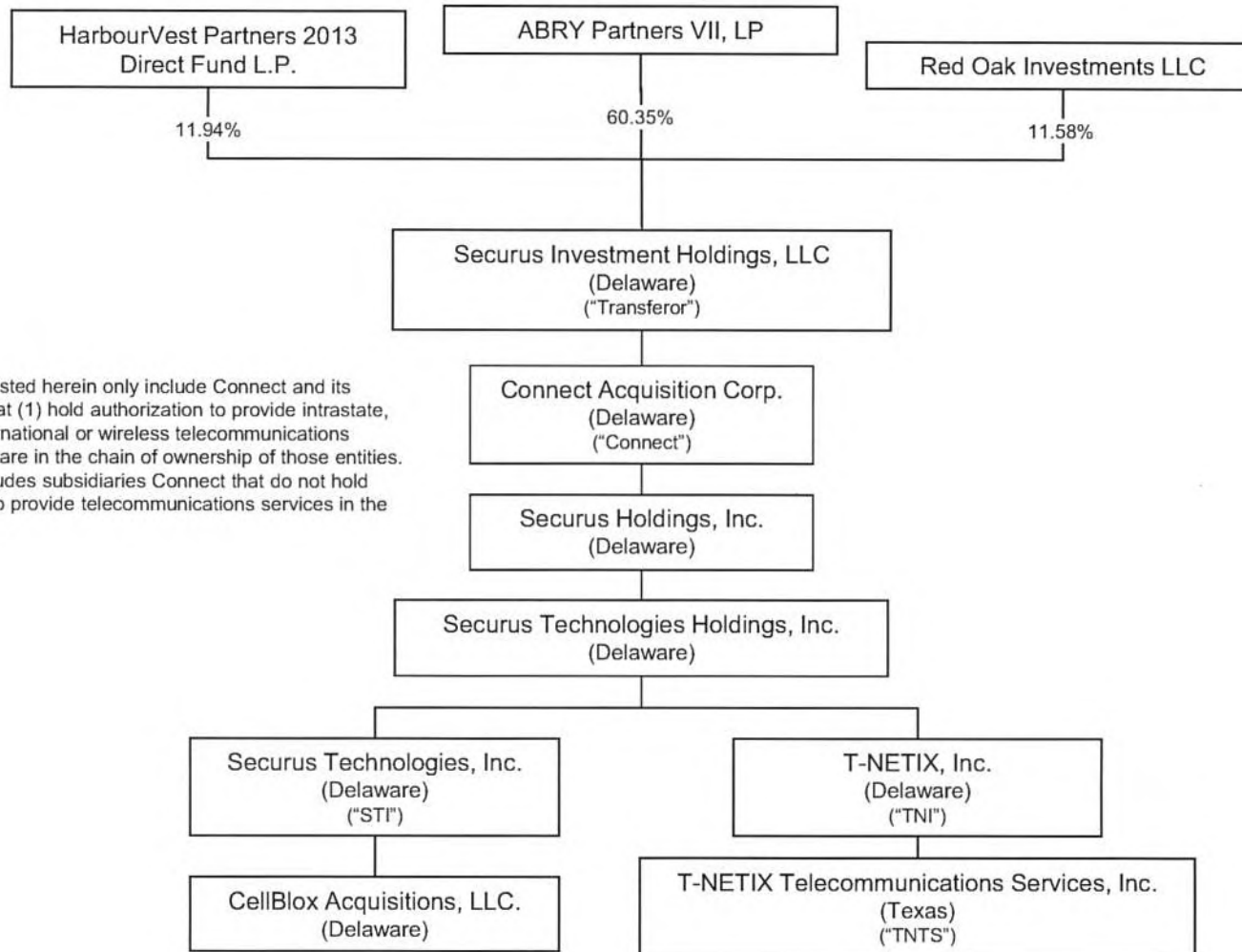
Applicants submit that the proposed Transaction is consistent with the public interest. STI will continue to be managed and operated by the same officers and personnel, but will be supplemented by management of Transferee and Platinum Equity. Further, STI will have access to additional financial resources 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. At the same time, the Transaction will have no adverse impact on the customers of STI. Immediately following the Transaction, STI will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect. Future changes in the rates, terms and conditions of service to STI’s customers, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements and STI’s contractual obligations. The Transaction will also not result in an interruption or disruption of service, and will be seamless and transparent to customers. The only change immediately following closing of the Transaction from a customer’s perspective will be that that

STI's ownership will change, with Transferee (and its parent companies) being its indirect owner.

EXHIBIT C-1

Diagrams of the Pre- and Post-Transaction Ownership Structures

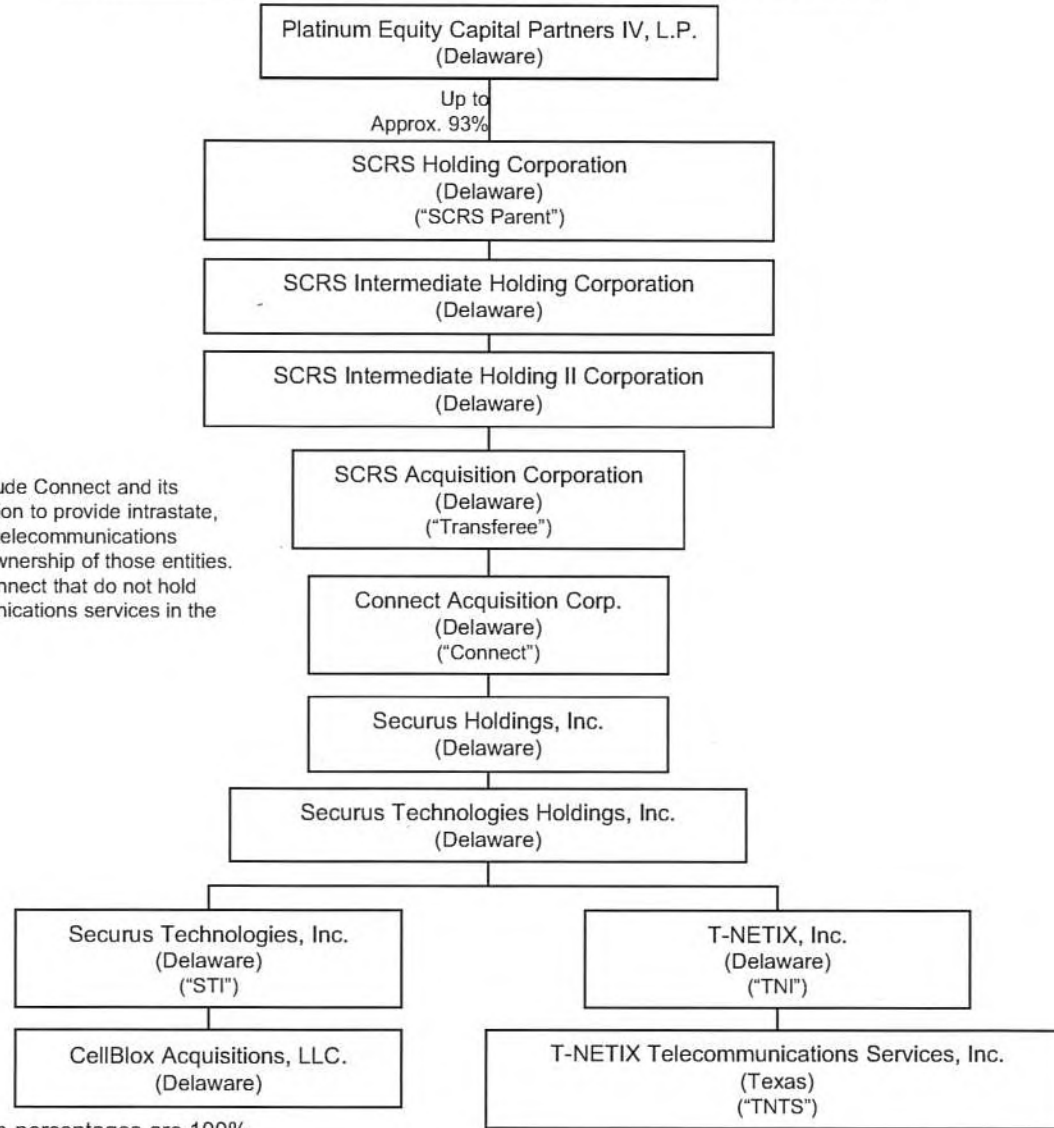
Pre-Transaction Ownership Structure of STI*



* 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%.

ATTACHMENT 1

Certificate of Good Standing

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 SECURUS TECHNOLOGIES, INC., a Delaware corporation, having qualified to do business within the State of Ohio on September 4, 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 15th day of May, A.D. 2017.

Jon Husted

Ohio Secretary of State

Validation Number: 201713501336

ATTACHMENT 2

List of Officers and Directors

The current officers and directors of Securus Technologies, Inc. are:

Officers:

Richard A. Smith, Chairman and CEO

Robert Pickens, President

Geoffrey Boyd, Chief Financial Officer

Dennis J. Reinhold, Vice President, General Counsel and Secretary

Directors:

Richard A. Smith

C.J. Brucato III

Azra Kanji

Bob Pan

The current officers and directors of SCRS Acquisition Corporation are:

Officers:

Mary Ann Sigler, President and Treasurer

Eva Monica Kalawski, Vice President and Secretary

Director:

Eva Monica Kalawski

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 filing 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 Connect Entities are true and correct to the best of my knowledge, information and belief.

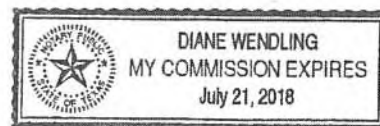
D. J. Reinhold
Name: Dennis J. Reinhold
Title: VP, General Counsel and Secretary
Securus Investment Holdings, LLC
Securus Technologies, Inc.

County of DENTON)
State of TEXAS)

Subscribed and sworn to before me by Dennis J. Reinhold this 15th day of May, 2017

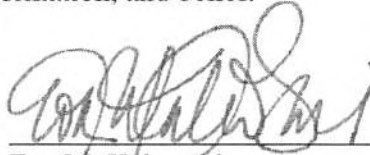
Diane Wendling
Notary Public

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.

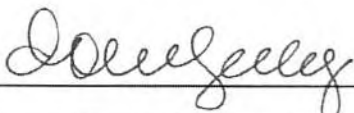
State of California
County of Los Angeles)

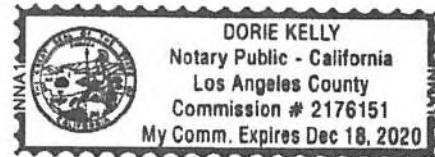
On May 5, 2017 before me, Dorie Kelly, Notary Public
(insert name and title of the officer)

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  (Seal)



This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

5/15/2017 9:49:54 AM

in

Case No(s). 17-1260-TP-CIO

Summary: Application Application for Approval to Transfer Indirect Control of Securus Technologies, Inc. to SCRS Acquisition Corporation electronically filed by Mr. Brett P Ferenchak on behalf of Securus Technologies, Inc. and SCRS Acquisition Corporation

INDIANA

Instructions for the Application for a Communications Service Provider (CSP) Certificate of Territorial Authority and for a Notice of Change

Pursuant to I.C. 8-1-32.5, a Communications Service Provider that seeks to offer communications service to Indiana customers after June 30, 2009, must apply to the IURC for a certificate of territorial authority.

Definitions

Communications service provider (I.C. 8-1-32.5-4): A person or entity that offers communications service to customers in Indiana, without regard to the technology or medium used by the person or entity to provide the communications service. The term includes a provider of Commercial Mobile Radio service (CMRS) as defined in 47 U.S.C. 332.

Communications Service (I.C. 8-1-32.5-3) refers to any of the following:

- (1) Telecommunications service as defined in 47 U.S.C. 153(46)
- (2) Information service as defined in 47 U.S.C. 153(20).

The term includes:

- (1) Video service
- (2) Broadband service
- (3) Advanced services
- (4) Internet protocol enabled service

A communications service provider that has an existing Certificate of Territorial Authority (CTA), a Certificate of Franchise Authority (CFA), or a certificate of public convenience and necessity issued before July 1, 2009, and in effect on July 1, 2009, is not required to submit an application under this section for as long as the certificate remains in effect. However, if the CSP provides or plans to provide communications services, as defined above, other than those for which it holds an existing CTA, it should file with the IURC a Notice of Change updating the CTA. The Notice of Change should include the required information regarding the other service(s). (See Notice of Change Procedures on page 3 of this document.)

Exception

Pursuant to I.C. 8-1-32.5-6(e), a CSP that is only offering a service(s) described in I.C. 8-1-2.6-1.1 is only required to report and certify the accuracy of some of the information requested in this form. Not all portions of the form are applicable to such a CSP.

The following services are “described in I.C. 8-1-2.6-1.1”:

- (1) advanced services (as defined in 47 CFR 51.5);
- (2) broadband service, however defined or classified by the Federal Communications Commission;
- (3) information service (as defined in 47 U.S.C. 153(20));
- (4) Internet Protocol enabled retail services:
 - (A) regardless of how the service is classified by the Federal Communications Commission;and
 - (B) except as expressly permitted under I.C. 8-1-2.8;
- (5) commercial mobile service (as defined in 47 U.S.C. 332); or
- (6) any service not commercially available on March 28, 2006.

Providers offering ONLY a service(s) described in I.C. 8-1-2.6-1.1:

DO NOT have to complete the following sections:

- Part II •Part IV.2.a •Part IV.2.b
- Some portions of Part VI may also not apply.

ARE REQUIRED to complete the following sections, unless otherwise noted:

- Part I.A •Part I.D •Part IV.1
- Part I.B •Part I.E. •Part IV.3
- Part I.C •Part III •Part V
- Selected portions of Part VI

Requirements for the CSP CTA Application

An Application can be obtained from the IURC's website at <http://www.in.gov/iurc/2400.htm> and must include:

- complete responses to the questions on the application form (I.C. 8-1-32.5-8);
- a copy of the Applicant's Certificate of Authority from the Indiana Secretary of State, authorizing the applicant to do business within the State of Indiana. (A tax statement or other documentation from the Indiana Department of Revenue is *not acceptable*.)
 - Applicants that are units of a municipal government, or are owned by a municipal government entity, may submit their local authorizing ordinance in lieu of the Secretary of State's Certificate of Authority.
- the provider's most recent balance sheet or parent company's balance sheet if Indiana specific financial information is not available (*not required for CSPs that "only offer a service(s) described in I.C. 8-1-2.6-1.1."*);
- information attesting to the carrier's managerial and technical qualifications, such as biographies of corporate officers and/or personnel of the company who are key to Indiana operations (*not required for CSPs that "only offer a service(s) described in I.C. 8-1-2.6-1.1."*);
- a description of each service area for which the applicant proposes deployment of the communications services (*not required for CSPs that "only offer a service(s) described in I.C. 8-1-2.6-1.1."*);
- a statement signed, under penalty of perjury, by an officer or another person authorized to bind the provider, that affirms the provider has complied with, or agrees to comply with the criteria set forth under I.C. 8-1-32.5-6(b)(3); and
- a completed and signed Affidavit.

Applicant shall file an original and five (5) paper copies of its application. The Commission will assign a Cause Number to the application which will become the Certificate Number upon approval.

Confidential Treatment of Information

If the applicant believes that financial or other information required to be submitted with the CTA Application or Notice of Change form is confidential in accordance with 170 IAC 1-1.1-4, the applicant should include a sworn statement that describes (1) the nature of the confidential information; (2) the reasons why the information should be treated as confidential information pursuant to I.C. 8-1-2-29 and I.C. 5-14-3; and (3) the efforts the applicant has made to maintain the confidentiality of the information. The Commission will review the affidavit and issue a docket entry

concerning whether the information is entitled to confidential treatment on a preliminary basis. If a docket entry is issued finding the information is entitled to confidential treatment on a preliminary basis, one copy of the confidential financial information should be submitted on light green paper, in a sealed envelope clearly marked confidential. The information will be treated as confidential on a preliminary basis and excepted from public disclosure in accordance with Ind. Code § 5-14-3.

FAILURE TO INCLUDE THE SWORN STATEMENT OR SEAL THE CONFIDENTIAL INFORMATION SEPARATE FROM THE APPLICATION MAY RESULT IN DENIAL OF CONFIDENTIAL TREATMENT.

IURC Review

A summary of the CSP application will be posted on the IURC's website on the first Monday (or first business day if Monday is a legal Holiday) after the application is filed. If it is evident that the application is not complete, the IURC has the option to not post the application summary and send written correspondence to the applicant enumerating the deficiencies. The applicant can amend the application or withdraw it and re-file. If the applicant re-files an updated application it will be considered a new application.

Once the application summary is posted, it will be assigned to a communications analyst with the IURC Communications Division for a more detailed review to ensure completeness, accuracy and the adequacy of the information filed. Notice of the application shall be posted on the Commission website for 30 days. The Commission will issue an order after completion of the 30-day posting period if a formal hearing is not requested and once any questions from the Commission are answered.

Hearings

The Commission shall hold an evidentiary hearing if one is requested during the 30-day posting period by one of the following parties¹:

- the communications service provider;
- a facilities-based local exchange carrier offering service in a service area identified in the provider's application under I.C. 8-1-32.5-6(a)(4) of this chapter;
- the OUCC created by 8-1-1.1-2; or
- the Commission on its own motion.

When an evidentiary hearing is requested by one of the parties listed above, the IURC will conduct a hearing, subject to the requirements for hearing under I.C. 8-1-2 for public utilities. Ex Parte communication rules pursuant to 170 IAC 1-1.5 apply to this process.

Notice of Change Procedures

Pursuant to I.C. 8-1-32.5-12, the filing of a Notice of Change in Certificate of Territorial Authority is required if there are subsequent changes to the Certificate of Territorial Authority, such as: 1) a change in ownership operation, control or corporate organization of the provider, including merger, acquisition or reorganization; 2) changes to the name of the certificated entity or adoption of, or change to, an assumed business name or Indiana d/b/a; 3) a change in the provider's principal business address; 4) any sale, lease, or transfer of the CTA to another CSP pursuant to I.C. 8-1-32.5-

¹ The FCC determines market entry of CMRS providers pursuant to 47 CFR Chapter 1 Part 13.

10²; 5) a relinquishment of the CTA; 6) a change in communications services provided in one or more of the service areas identified in the providers application for Certificate of Territorial Authority (not applicable to CMRS providers); or 7) change in one or more of the service areas identified in the provider's CTA application that would increase or decrease the territory within the service area.³

How to File a Notice of Change Form

The Notice of Change form can be found on the Commission's website at <http://www.in.gov/iurc/2400.htm> and must include complete responses to the questions on the form regarding the applicable change(s) and a copy of the Certificate of Authority from the Indiana Secretary of State in the case of a change in legal or assumed name.

Applicant shall file an original and two (2) paper copies of its Notice of Change or use the Commission's Electronic Filing System ("EFS")⁴. (See <https://myweb.in.gov/IURC/efs/>). The notice must be filed with the Commission at least thirty (30) days prior to the effective date of the change.

The Communications Division shall assign the notice a tracking number and process the filing as a non-docketed case. A summary of the Notice of Change shall be posted on the Commission's website until 30 days from the date the notice was received. The Communications Division shall acknowledge the notice after completion of the posting period if a formal hearing is not requested and once any questions from the Communications Division are answered.

A CTA Application or a Notice of Change should be submitted to:

Indiana Utility Regulatory Commission
Communications Division
PNC Center
101 West Washington Street
Suite 1500 East
Indianapolis, IN 46204

Please note that the electronic filing system may be used for an original Notice of Change. The IURC is not able to accept CTA applications via the electronic filing system; however, amendments to a CTA application form that has already been assigned a cause number can be filed electronically.

Notice of the receipt of an Application or Notice of Change will be posted to the Commission website at: <http://www.in.gov/iurc/2337.htm>.

Questions should be directed to the Communications Division at (317) 232-5559.

² A CSP must have an Indiana CTA to acquire a CTA from another CSP. If the acquiring company does not have a current Indiana CTA it may file Attachment A, Application for Transfer of a Certificate of Territorial Authority for Communications Service Providers, along with the Notice of Change Form.

³ Telecommunications Providers of Last Resort must comply with I.C. 8-1-32.4 *et seq.*

⁴ Instructions and additional information about the EFS are available at the following link: <http://www.in.gov/iurc/2522.htm>

**Indiana Utility Regulatory Commission
Communications Division
Public Posting of Communications Service Provider Notice of Change in CTA Applications
6/26/2017**

Pending Communications Service Provider Notices of Change in CTA

Web Posting Date	Non-Docketed Tracking Number	Filing Party	Purpose	Final Date of Review Period
5/30/2017	CSP1705-9	Total Call Mobile, Inc.	Relinquish Certificate	6/29/2017
6/12/2017	CSP1706-1	Network Enhanced Technologies	Relinquish Certificate	7/12/2017
6/12/2017	CSP1706-2	West Telecom Services, LLC	Transfer of Control	7/12/2017
6/12/2017	CSP1706-3	West Safety Communications Inc.	Transfer of Control	7/12/2017
6/19/2017	CSP1706-4	West IP Communications, Inc.	Transfer of Control	7/19/2017
6/26/2017	CSP1706-5	Long Distance Consolidated Billing Co. d/b/a Beyond Wireless	Relinquish Certificate	7/26/2017
6/26/2017	CSP1706-6	Airus, Inc. f/k/a Intelepeer, Inc.	Change in Name	7/26/2017

Communications Service Provider Notices of Change in CTA Recently Acknowledged

Final Date of Review Period	Non-Docketed Tracking Number	Filing Party	Purpose	Date Acknowledged by the IURC
6/7/2017	CSP1705-1	Broadview Networks, Inc.	Transfer of Control	6/8/2017
6/7/2017	CSP1705-2	Telrite Corporation	Change of Address	6/8/2017
6/7/2017	CSP1705-3	Pulaski White Rural Telephone Cooperative, Inc.	Change of Address	6/8/2017
6/15/2017	CSP1705-4	CampusTVs, Inc.	Change of Name/Address	6/16/2017
6/21/2017	CSP1705-5	Securus Technologies, Inc.	Change in Indirect Control	6/22/2017
6/21/2017	CSP1705-6	Network Communications International Corp	Change in Name	6/22/2017
6/21/2017	CSP1705-7	Budget PrePay, Inc.	Relinquish Certificate	6/22/2017
6/21/2017	CSP1705-8	Telmate LLC	Transfer of Control	6/22/2017

Pending Applications are available for review at the IURC.

ATTACHMENT 3



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
Washington, D.C. 20580

Bureau of Competition
Premerger Notification Office

May 9, 2017

Kurt J Wunderlich
Kirkland & Ellis LLP
300 North LaSalle Street
Chicago, IL 60654 USA

Re: Premerger Notification Transaction Number: 20171163
ABRY Partners VII, L.P.

Dear Mr. Wunderlich:

The Premerger Notification Office of the Federal Trade Commission and the Antitrust Division of the Department of Justice have received completed Notification and Report Forms from all parties with respect to the proposed acquisition by Platinum Equity Capital Partners IV, L.P. of certain voting securities of Connect Acquisition Corp. from ABRY Partners VII, L.P. The waiting period required by Section 7A(b)(1) of the Clayton Act, 15 U.S.C. Section 18a(b)(1), will commence and expire on the dates listed below, unless extended by a request for additional information or documentary material, pursuant to 16 C.F.R. Section 803.20, or, if requested by either person, early termination of the waiting period is granted pursuant to 16 C.F.R. Section 803.11.

Waiting Period Commences: May 5, 2017
Waiting Period Expires: June 5, 2017 at 11:59pm

If you have any questions concerning this matter, please contact the Premerger Notification Office at (202) 326-3100.

Sincerely,

Nora Whitehead
Staff Attorney

ATTACHMENT 4

AFFIDAVIT OF DENNIS REINHOLD

I, Dennis Reinhold, hereby affirm that the following is true and correct:

1. I am Vice President, General Counsel and Secretary of Securus Investment Holdings, LLC ("Holdings"), Securus Technologies, Inc. ("Securus"), T-NETIX, Inc. ("T-Netix") and T-NETIX Telecommunications Services, Inc. ("T-Netix Telecom"). Holdings, Securus, T-Netix and T-Netix Telecom are hereinafter collectively referred to as "STI".

2. I have been Vice President, General Counsel and Secretary of Securus, T-Netix and T-Netix Telecom since August 2005. My business address is 4000 International Parkway, Carrollton, Texas 75007.

3. I am over 18 years of age; I am a licensed attorney in the State of Texas and have been licensed since November 7, 1986; and I can testify competently to the facts provided herein.

4. I am submitting this affidavit in connection with the pending request at the Federal Communications Commission (WC Docket No. 17-126; ITC-T/C-20170511-00094; ITC-T/C-20170511-00095) for approval of the indirect transfer of control of STI's domestic and international Section 214 authority through a parent-level transaction ("Transaction").

5. In connection with the Transaction, as set forth on Schedule 6.3 to the Stock Purchase Agreement, dated as of April 29, 2017, by and among Securus Investment Holdings, LLC, Connect Acquisition Corp., and SCRS Acquisition Corporation, applications or notices had to be filed in 48¹ U.S. jurisdictions where JPay, Inc., a subsidiary of Securus, is a licensed money transmitter.

¹ Although South Carolina is listed on Schedule 6.3(as item # 35), the South Carolina law governing money transmitters has still not gone into effect, so there was no requirement to file anything in South Carolina. On June 23, 2017, a "Notice of Drafting" was published in the South Carolina State Register, notifying the public that the Attorney General will be drafting regulations concerning the South Carolina Anti-Money Laundering Act. These regulations are in the process of being drafted and are currently expected to be published for comment at some time later this year. The regulations will likely contain more information regarding the law's effective date and the license application process.

6. I was the senior executive responsible for management and oversight of the process of obtaining the applicable approvals in each of the 48 U.S. jurisdictions in connection with the transfer of control of JPay's money transmitter licenses.

7. Confirmations were sought in each of the 48 U.S. jurisdictions (collectively, "Contacted States") in which JPay holds a money transmission license (as applicable). In all states, except one², the requests for Confirmations took the form of standardized letters ("Letters") customized for each Contacted State. The Letters described the applicable changes, provided supporting documentation, and requested (i) approval, or (ii) written confirmation of no objection, or (iii) no further action required. Advance Change Notices were also filed through the Nationwide Multistate Licensing System ("NMLS") on behalf of JPay on May 10, 2017.

8. In the July 26, 2017 letter from Deutsche Bank, Abry Partners and Richard A. Smith, CEO and Chairman of Securus Technologies, Inc. (the "DB-Abry-Smith Letter"), the statement, "we have received approvals for 48 of the 48 state money license transfer approvals" was true and correct as of July 26, 2017, when it was made. As of July 26, 2017, JPay had received approvals from "approval" states and notices of no objection or no further action required from the "notice" states (collectively "Approvals") in writing from 47 states, and verbally from one state (California). We were advised of a verbal approval in California on July 26, 2017, and informed that additional written confirmation of our approval would be forthcoming on Friday July 28, 2017. Instead, the additional written confirmation was, however, obtained on the next business day, on July 31, 2017.

9. Attached are copies of regulatory Approvals and related communications received from the 48 States listed on Schedule 6.3 to the Stock Purchase Agreement.

² Rhode Island, as a "notice" and Nationwide Multistate Licensing System ("NMLS") state, expressly requests that all change in control transactions be reported exclusively through NMLS.

I affirm, in accordance with the laws of perjury in the State of Texas, that the foregoing is true and correct.

D. J. Reinhold
Dennis Reinhold

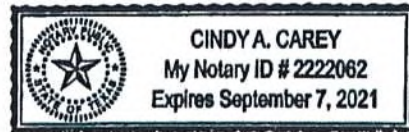
STATE OF TEXAS §

COUNTY OF DENTON §

SUBSCRIBED AND SWORN TO BEFORE ME this 18th day of August, 2017.

Cindy A. Carey
NOTARY PUBLIC

My Commission Expires: September 7, 2021





JOSEPH P. BORG
Director

EDWIN L. REED STEPHEN P. FEAGA
Deputy Director Deputy Director
Administration Enforcement

AMANDA W. SENN
General Counsel

ALABAMA SECURITIES COMMISSION

401 ADAMS AVENUE, SUITE 280
MONTGOMERY, ALABAMA 36104

MAIL: POST OFFICE BOX 304700
MONTGOMERY, AL 36130-4700

TELEPHONE (334) 242-2984
1-800-222-1253
FAX (334) 242-0240
E-MAIL asc@asc.alabama.gov

May 23, 2017

Donald Mosher
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

RE: JPay, Inc. - Sale of Checks Change of Control
SOC# 474

Dear Mr. Mosher;

On May 11, 2017, the staff received an amended application reflecting change of control for JPay, Inc.

Commission records have been updated to reflect this change.

Sincerely,

Bene' Kyles
Securities Analyst Supervisor

COMMISSIONERS

JAMES L. HART
CHAIRMAN
Certified Public
Accountant

STEVEN T. MARSHALL
Attorney General

MIKE HILL
Superintendent of Banks

JIM L. RIDLING
Commissioner of
Insurance

MARLENE M. McCAIN
Certified Public
Accountant

S. DAGNAL ROWE
Attorney at Law

R. AUSTIN HUFFAKER, Jr.
Attorney at Law

Barazani, Adam

From: Transmitters (CED), Money (CED sponsored) <moneytransmitters@alaska.gov>
Sent: Wednesday, June 07, 2017 8:42 PM
To: Barazani, Adam
Cc: Mosher, Donald
Subject: RE: Change in Indirect Ownership of JPay Inc. (License No. AK-MT-10067; NMLS ID: 926932)

Good afternoon,

The Indirect Change of Ownership Control is complete on this end and no further action is needed. However, the Biographical Statements received for Ms. Sigler, Kalawski, Holly and Tewfic Gores needs to be resubmitted on the current MU2 forms located on the website at <https://www.commerce.alaska.gov/web/dbs/ConsumerFinance/MoneyServiceBusinesses/ApplicationsForms.aspx>. Please make sure all disclosure questions are answered and provide support documents/explanations with any "Yes" answers. Completing the last page of the current MU2 and checking the box at the bottom is in lieu of the notary.

In addition, the bond needs to be increased \$5,000. Please submit an original surety bond (amended) or bond rider in the amount of \$30,000. The base amount is \$25,000 plus \$5,000 for each location which includes the **internet and web portals** as well as branches and delegate locations.

Should you have any questions, please do not hesitate to contact me.

Thank you,

Yvonne Little
Investigator

State of Alaska, Banking and Securities
550 W. 7th Avenue, Suite 1850
Anchorage, Alaska 99501
907.269.4584

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Tuesday, June 06, 2017 2:18 PM
To: Transmitters (CED), Money (CED sponsored) <moneytransmitters@alaska.gov>
Subject: Change in Indirect Ownership of JPay Inc. (License No. AK-MT-10067; NMLS ID: 926932)

Good afternoon,

Whenever you have a moment, can your office please provide a status update regarding the change of control application for JPay Inc.? I can be reached via email or phone. Thank you!

Regards,
Adam

Adam J. Barazani
Associate
212.756.2519



ARIZONA DEPARTMENT OF FINANCIAL INSTITUTIONS

Robert Charlton
Superintendent of Financial Institutions

Douglas A. Ducey
Governor

June 14th, 2017

JPay, Inc.
Attn: Ryan J. Shapiro
10981 Marks Way
Miramar, FL 33025

Re: Change of Control of JPay, Inc.

BK – 0919470

Mr. Ryan J. Shapiro,

The Arizona Department of Financial Institutions ("DFI") has received the information you provided regarding the proposed change of control.

Your information states that when the change of control is completed; indirect ownership will be as follows; Gores Trust dated January 26, 1999, as amended, 100%, Platinum Equity Investment Holdings IV, LLC 100%, Platinum Equity, LLC 100%, SCRS Acquisition Corp. 100%, SCRS Holding Corp. 100%, SCRS Intermediate Holding Corp. 100%, SCRS Intermediate Holding II Corp. 100%, Securus Technologies Holdings, Inc. 100%, Securus Technologies, Inc. 100%.

This letter will serve as approval of the change of control. Please send the final signed documents when the transaction has been completed.

Direct all future correspondence relating to this matter to me at (602) 771-2797.

Sincerely,

Timothy Romero

Timothy Romero
Customer Service Rep II

Barazani, Adam

From: Kuchar, Kara
Sent: Monday, July 03, 2017 7:03 PM
To: Barazani, Adam
Subject: Fwd: Change of Control Approvals

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Sent from my iPhone

Begin forwarded message:

From: "Mosher, Donald" <Donald.Mosher@srz.com>
Date: July 3, 2017 at 6:52:55 PM EDT
To: Charles Kelemen <charlesk@securities.arkansas.gov>
Cc: "Kuchar, Kara" <Kara.Kuchar@srz.com>, "Sklute, Jessica" <Jessica.Sklute@srz.com>
Subject: RE: Change of Control Approvals

Thank you Mr. Kelemen, much appreciated.
Regards,
Don
212 756 2187

Sent via the Samsung Galaxy S7 edge, an AT&T 4G LTE smartphone

----- Original message -----

From: Charles Kelemen <charlesk@securities.arkansas.gov>
Date: 7/3/17 3:43 PM (GMT-05:00)
To: "Mosher, Donald" <Donald.Mosher@srz.com>
Subject: Change of Control Approvals

Mr. Mosher,

The change of control applications for Arkansas for [REDACTED]
JPay Inc. have been approved.

Charles Kelemen
Senior Examiner
Direct number: 501.324.8681
ckelemen@securities.arkansas.gov
Arkansas Securities Department
201 E. Markham, Suite 300

DEPARTMENT OF BUSINESS OVERSIGHT*Ensuring a Fair and Secure Financial Services Marketplace for all Californians*

Jan Lynn Owen
Commissioner of Business Oversight



File Ref: 2430

July 31, 2017

Donald J. Mosher
 Schulte Roth & Zabel LLP
 919 Third Avenue
 New York, NY 10022

Re: Conditions of Approval Letter for JPay, Inc. – Application Pursuant to California Financial Code Section 2035 et seq.

Dear Mr. Mosher:

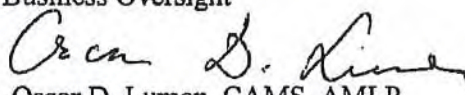
The application submitted by you on behalf of SCRS Acquisition Corporation for the acquisition of control of Connect Acquisition Corp., an indirect 100% parent of JPay, Inc. was approved by the Commissioner of the Department of Business Oversight (“Commissioner”) on July 31, 2017, subject to the same terms and condition specified in a letter dated November 17, 2011 with the following additions specific to this acquisition:

1. Within 7 business days of the date the acquisition is completed, JPay shall submit written notification of the closing of the acquisition to the Commissioner in accordance with representations made to the Department in its application.
2. Subsequent to the completion of the acquisition, any decision that results in goodwill or other intangible assets being reassigned to JPay shall be subject to the Commissioner’s approval. Prior notification shall be provided to the Commissioner at least 45 days before any such action is taken.

If you have any questions regarding this matter, please feel free to contact the undersigned at (415) 263-8577.

Sincerely,

Jan Lynn Owen
 Commissioner
 Department of Business Oversight


 By Oscar D. Lumen, CAMS, AMLP
 Assistant Deputy Commissioner

cc: Patrick C. Carroll

1515 K Street, Suite 200
 Sacramento, CA 95814-4052
 (916) 445-7205

One Sansome Street, Suite 600
 San Francisco, CA 94101-4320
 (415) 972-8565

320 West 4th Street, Suite 750
 Los Angeles, CA 90013-2344
 (213) 576-7500

1350 Front Street, Room 2034
 San Diego, CA 92101-3697
 (619) 525-4233

45 Fremont Street, Suite 1700
 San Francisco, CA 94105
 (415) 263-8500

300 S. Spring Street, Suite 15513
 Los Angeles, CA 90013
 (213) 897-2085

7575 Metrolaton Drive, Suite 100
 San Diego, CA 92108
 (619) 602-7227



COLORADO

Department of
Regulatory Agencies

Division of Banking

1560 Broadway, Suite 975
Denver, CO 80202

July 20, 2017

Donald J. Mosher, General Counsel
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

Re: Change of Control Application – SCRS Acquisition Corporation, Beverly Hills, CA and
JPay Inc., Miramar, FL

Dear Mr. Mosher:

At its July 20, 2017 meeting, pursuant to Sections 11-102-104, 12-52-103 (1.6), and 12-52-110.3 (1 through 5), C.R.S., the Colorado State Banking Board (Board) approved the Change of Control Application (Application) filed by SCRS Acquisition Corporation, Beverly Hills, CA, to purchase all the outstanding shares of Connect Acquisition Corp., an indirect 100 percent parent of JPay Inc., Miramar, FL, a Colorado licensed money transmitter. In addition, JPay Inc. is authorized to continue to operate as a licensed money transmitter in Colorado, under its current name and license.

In taking this action, the Banking Board relied on representations and information supplied in the Application. Should there be a substantive change in any of the information presented, Division of Banking (Division) staff should be notified at once. All information submitted with the Application will be retained in the Division's files.

Please notify the Division in writing when the transaction has been completed. The requested information should be sent to the attention of Kara Hunter, Manager of Operations.

Sincerely,

FOR THE COLORADO STATE BANKING BOARD

Richard E. Martinez, Jr., Banking Board Chairman



Barazani, Adam

From: Cappelli, Anne E <Anne.Cappelli@ct.gov>
Sent: Wednesday, June 28, 2017 3:17 PM
To: Barazani, Adam
Subject: RE: Change in Control of JPay Inc.

Adam,

It appears that all the required information for ownership change has been submitted through NMLS. This department does not have any additional requirements outside of the system.

Anne Cappelli
Principal Examiner
State of Connecticut
Department of Banking
Phone: 860.240.8206
Fax: 860.706.5427

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Tuesday, June 27, 2017 3:46 PM
To: Cappelli, Anne E <Anne.Cappelli@ct.gov>
Subject: Change in Control of JPay Inc.

Hi Anne,

Further to our discussion, would you mind confirming that nothing else is required by your office from JPay and the parties to the transaction? We will treat your confirmation as clearance to allow the transaction to proceed. Thank you.

Kind regards,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

NOTICE

This e-mail message is intended only for the named recipient(s) above. It may contain confidential information that is privileged or that constitutes attorney work product. If you are not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this e-mail and any attachment(s) is strictly prohibited. If you have received this e-mail in error, please immediately notify the sender by replying to this e-mail and delete the message and any attachment(s) from your system. Thank you.

Barazani, Adam

From: Hoffecker, Carole (DOS) <carole.hoffecker@state.de.us>
Sent: Tuesday, June 20, 2017 1:46 PM
To: Barazani, Adam
Subject: DE - Acquisition/Change of Control Application - JPay Inc.
Importance: High

Adam Barazani

Congratulations, the Change of Control, Check Seller application submitted in the name of JPay Inc. has been approved. However, before the license can be issued, the \$230.00 licensing fee must be received. Please forward a check payable to the State of Delaware in the above amount to my attention at the address listed below.

If you have any question regarding the above, please feel free to contact me directly at 302 744-2118.

Sincerely,

Carole Hoffecker
Lead Investigator
Office of the State Bank Commissioner
555 East Loockerman Street
Suite 210
Dover, DE 19901
Telephone: (302) 739-4235 Ext. 2118
Fax: (302) 739-2356

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, May 11, 2017 9:29 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** District of Columbia
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History in Composite View**.

THIS COMMUNICATION IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND CONTAINS OR MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL OR EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. If the reader of this communication is not the intended recipient (or the employee or agent responsible for delivering to the intended recipient), you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please disregard and delete this communication, and do not disseminate or retain any copy of this communication.

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, May 11, 2017 9:29 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** District of Columbia
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History in Composite View**.

THIS COMMUNICATION IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND CONTAINS OR MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL OR EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. If the reader of this communication is not the intended recipient (or the employee or agent responsible for delivering to the intended recipient), you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please disregard and delete this communication, and do not disseminate or retain any copy of this communication.

Barazani, Adam

From: Shari Katz <skatz@JPay.com>
Sent: Tuesday, May 30, 2017 4:35 PM
To: Kuchar, Kara; Barazani, Adam
Subject: FW: Important Information Regarding Your Money Services Business License for "JPAY INC."
Importance: High

FYI, in case you need it our new FL License # is FT230000203.

From: Manderfield, Matt [mailto:Matt.Manderfield@flofr.com]
Sent: Tuesday, May 30, 2017 4:30 PM
To: Shari Katz <skatz@JPay.com>
Subject: Important Information Regarding Your Money Services Business License for "JPAY INC."
Importance: High

Congratulations on your recently approved Money Services Business license with the Office of Financial Regulation!

To get a printed copy of your license, you will need to go on our web site at <https://real.flofr.com/> and continue to your workspace. From your workspace click the link 'VIEW LICENSE(S) & MANAGE DETAILS'. Then click the link titled 'View/Manage License' then click the link titled 'Printer Friendly License' to display your license. You may print this as proof of licensure.

*****Please note the requirements under Chapter 560, Florida Statutes, which can be reviewed at http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&URL=0500-0599/0560/0560ContentsIndex.html&StatuteYear=2015&Title=%3E2015-%3EChapter%20560**

Section 560.126(2), Florida Statutes, states, "A licensee must report, on a form adopted by rule, any change in the information contained in an initial license application form, any amendment to such application, or the appointment of an authorized vendor within 30 days after the change is effective."

In addition, Section 560.208(4), Florida Statutes, states a licensee, "Shall place assets that are the property of a customer in a segregated account in a federally insured financial institution and shall maintain separate accounts for operating capital and the clearing of customer funds."

The requirement of amending the license within 30 days of any change in the information contained in the initial application form would include the addition of any bank account(s) through which registered activities will be conducted.

Branch Locations/Authorized Vendors/Agents

As a licensee under Chapter 560, Florida Statutes, you are required to file with the Office, a notice filing with fee, of all branches and authorized vendors within 60 days, pursuant to [Section 560.2085, Florida Statutes](#).

Compliance Requirements

As a licensee under Part II & III of Chapter 560, Florida Statutes, you are required to submit certain compliance filings as noted below. Administrative Rules require you to submit these compliance filings electronically using the REAL System (<https://real.flofr.com/>). Failure to comply with any compliance requirement may subject the licensee to administrative fines of \$1000 or more.

Quarterly Reports

All Money Services Business licensees are required to submit quarterly reports ([Form OFR-560-04](#)), within 45 days after the end of each calendar quarter.

Quarterly Report Filing Due Dates

Quarter	Report Due By
1st Quarter Ending March 31	May 15
2nd Quarter Ending June 30	August 14
3rd Quarter Ending September 30	November 14
4th Quarter Ending December 31	February 14

If the 45th day falls on a Saturday, Sunday, or a holiday, the reports must be received by the Office no later than the next business day. A quarterly report is required to be submitted even if the Money Services Business has not conducted business. If no business has been conducted the volume of business must be reported as zero.

Required Notices by Licensees

All Money Services Business licensees are required to submit certain notices to the Office of Financial Regulation pursuant to Section 560.126, Florida Statutes. New licensees should review the statute and corresponding administrative rules found in Rule Chapter 69V-560, Florida Administrative Code. Failure to comply with these requirements may result in administrative action including a fine, suspension, or revocation of the license.

Examination Requirement

Please be advised that the Office of Financial Regulation is required by Section 560.109(1), Florida Statutes, to examine all licensed Money Services Businesses at least once every five years. The Office of Financial Regulation is also required to assess fees for its examinations of Money Services Businesses at rates prescribed by administrative rule. The Bureau of Examination is tasked with conducting these examinations and an examiner will be contacting your business to make necessary arrangements to conduct this examination.

Security Device Calculation Form (Part II of Chapter 560 licensees only)

As a licensee under Part II of Chapter 560, Florida Statutes, you are required to submit a Security Device Calculation Form within 30 days after the end of the year. After completing one full year of licensure, the licensee is required to submit the form annually. If based on the licensee's calculation, the amount of the device must be increased, the licensee shall provide to the Office an additional surety bond, surety rider for an existing bond, collateral deposit pledge agreement or combination thereof reflecting the amount required no later than sixty (60) days following the deadline to file the Security Device Calculation Form.

Audited Financial Statements (Part II of Chapter 560 licensees only)

Licensees under Part II of Chapter 560, Florida Statutes, must annually file audited financials pursuant to United States Generally Accepted Accounting Principles. Audited financial statements are required to be submitted within 120 days following the licensee's fiscal year end. If the licensee is a wholly owned subsidiary of another corporation, the audited financial statement for the parent corporation satisfies this requirement. A licensee must have a net worth of at least \$100,000. A licensee operating in more than one location must have an additional net worth of \$10,000 per location in this state, up to a maximum of \$2 million. The required net worth must be maintained at all times.

Contact Information

If you have questions about these requirements you may call the Office of Financial Regulation at (850) 410-9895, option 2. You may also visit www.flofr.com for more information.

Thank you,

Matt Manderfield
Financial Specialist
Division of Consumer Finance
Bureau of Registration
200 East Gaines Street
Tallahassee, FL 32399-0376
Phone: (850) 410-9683
Fax: (850) 410-9914
Matt.Manderfield@FLOFR.com
www.FLOFR.com



Smart, Efficient and Effective



Department of Banking and Finance
2990 Brandywine Road, Suite 200
Atlanta, Georgia 30341-5565
770-986-1633

Nathan Deal
Governor

Kevin B. Hagler
Commissioner

June 15, 2016

Shari Katz
JPay, Inc.
12864 Biscayne Blvd, Ste. 243
Miami, FL 33181

Dear Mr./Ms. Katz,

The Department has completed the investigation on the following individuals:

Tom Gores
Holly Gores
Mary Ann Sigler
Eva Kalawski

Approval has been granted and there is no objection to them to serve as ultimate equitable owners for JPay, Inc. at this time.

Thank you for your complete application. If this office can help you; please do not hesitate to contact us.

You are required to keep this letter in your permanent records.

Please remember that all changes and payments must go through NMLS. Instructions are found on the Georgia Amendment Checklist in NMLS for your license type. Prior to taking position, any new owners, directors or officers must be approved per the process required per Georgia law. There is a \$500 fee for Changes in Control or Management.

Sincerely,

Ana Contreras

Senior Assistant MSB Examiner
Georgia Department of Banking and Finance
Direct: [770-986-1652](tel:770-986-1652)
Email: acontreras@dbf.state.ga.us

DAVID Y. IGE
GOVERNOR
SHAN S. TSUTSUI
LT. GOVERNOR



IRIS IKEDA
COMMISSIONER
TARA L. MURPHY
DEPUTY COMMISSIONER

CATHERINE P. AWAKUNI COLÓN
DIRECTOR

JO ANN M. UCHIDA TAKEUCHI
DEPUTY DIRECTOR

STATE OF HAWAII
DIVISION OF FINANCIAL INSTITUTIONS
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
335 MERCHANT STREET, ROOM 221, HONOLULU, HAWAII 96813
P.O. BOX 2054, HONOLULU, HAWAII 96805

Phone: (808) 586-2820
Fax: (808) 586-2818
E-Mail: dfi@dcca.hawaii.gov

June 27, 2017

Mr. Donald J. Mosher
Schulte Roth & Zabel, LLP
919 Third Avenue
New York, New York 10022

Re **JPay Inc.**
Application for Change in Control

Dear Mr. Mosher:

The Division of Financial Institutions ("DFI") received your letter dated May 9, 2017, on behalf of JPay Inc. (the "Company"), a Hawaii licensed money transmitter, requesting the approval of the Commissioner of Financial Institutions (the "Commissioner") of the proposed change in control of the Company in which the Company will become a wholly-owned indirect subsidiary of SCRS Acquisition Corporation ("SCRS") (the "Application"). The Application includes an Advance Change Notice, Amendments and other submissions filed through NMLS. The Application was filed pursuant to Section 489D-15, Hawaii Revised Statutes ("HRS"), and included an application fee of \$2,500. The change in control is expected to occur on or about August 1, 2017.

SCRS plans to acquire the Company through the purchase of 100% of the issued and outstanding capital stock of Connect Acquisition Corp. ("Connect"), an indirect 100% parent of the Company (the "Acquisition").

On April 29, 2017, Securus Investment Holdings, LLC ("Seller"), Connect, and SCRS entered into a Stock Purchase Agreement pursuant to which SCRS agreed to purchase and Seller agreed to sell 100% of the issued and outstanding shares of capital stock of Connect, an indirect 100% parent of the Company.

SCRS is wholly-owned by SCRS Intermediate Holding II Corporation, which in turn is wholly-owned by SCRS Intermediate Holding Corporation, which in turn is wholly-

owned by SCRS Holding Corporation ("SCRS Parent"). SCRS Parent is a holding company, which is currently 93% owned by Platinum Equity Capital Partners IV, L.P. ("Platinum Equity Fund IV"). SCRS and the SCRS Holding Companies are recently formed investment vehicles which were incorporated for the specific purpose to acquire the capital stock of Connect and serve as holding companies for Connect and the Company following the Acquisition.

After the change in control has occurred:

1. The Seller and the ABRY Funds will no longer own or control the Company. Instead, SCRS, and the entities that control it, including the SCRS Holding Companies, Platinum Equity Fund IV and Platinum Equity, will indirectly own and control the Company. No individual person will directly or indirectly own 10% or more of the Company as a result of the Acquisition.
2. The Company will remain a licensed money transmitter and will continue as a distinct legal entity with its own separate identity.
3. The current officers of the Company will continue to serve as they did prior to the change in control, with the exception of current directors, C.J. Brucato III, Azra Kanji, and Ziheng Pan, who will be replaced by Mary Ann Sigler and Eva Kalawski. All other current directors and officers of the Company will remain unchanged.
4. Upon completion of the Acquisition, the Company will continue as a separately operated legal entity and licensee that is a wholly-owned direct subsidiary of Securus J Holdings, Inc. and an indirect wholly-owned subsidiary of Securus Technologies, Inc. and SCRS. The Acquisition will not result in material changes to the business plan of the Company or a change to its day-to-day operations.
5. No material changes are contemplated in the Company's primary activities or operations.

DFI has determined that the Application has provided sufficient information to conclude that Securus J Holdings, Inc. and its direct and indirect owners, have the competence, experience, character, and general fitness to control the Company in a lawful and proper manner, and that the interests of the public will not be jeopardized by the change in control. Therefore, the Commissioner hereby approves the Application for the proposed change in control of JPay Inc. subject to the following conditions:

Mr. Donald J. Mosher
June 27, 2017
Page 3

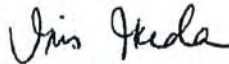
- The Company shall be in compliance with Chapter 489D, HRS, throughout the term of the license and any renewal thereof.
- Confirmation of the effective date of the indirect acquisition of control of the Company, within two weeks of the effective date.

Furthermore, after reviewing the information submitted as confidential, it appears that the Company's request for confidential treatment is justified for all items submitted as confidential except for the Company's audited financial statements. As stated in Section 16-24-3(b) of the Hawaii Administrative Rules, "Subject to other provisions of this chapter, all applications, supporting documents, and records filed by a money transmitter, including audited statements and records relating to bonding and insurance, shall be available for public review as provided by law following receipt of a request to review the records".

You also request prior notice if DFI preliminarily determines to disclose any of the information in the Application to the public. This is not in accordance with Hawaii law or DFI procedure. Accordingly, this request is denied.

If you have any questions regarding this matter, you may contact Examiner Irene Kobuke at (808) 586-2820.

Sincerely,



Iris Ikeda

IK:ll:bl

cc: eFile <926932>
Tickler

2017-0627-NMLS 926932-LA-F

Barazani, Adam

From: Norman Real <norman.real@finance.idaho.gov>
Sent: Thursday, June 01, 2017 4:30 PM
To: Barazani, Adam
Subject: RE: Change of Control for JPay Inc.

Hi Adam,

The Idaho Department of Finance has approved JPay's indirect change in control and there are no further requirements at this point.

Best Regards,



Norman Real, Financial Examiner/Investigator
Idaho Department of Finance
P.O. Box 83720
Boise, ID 83720-0031
(208) 332-8082
Email; norman.real@finance.idaho.gov

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Thursday, June 01, 2017 1:16 PM
To: Norman Real <norman.real@finance.idaho.gov>
Subject: RE: Change of Control for JPay Inc.

Hi Norman,

JPay received various approvals through NMLS today. I just wanted to confirm with you that we can rely on these approvals and that your office has no objection to the change in indirect ownership filing for JPay Inc. (and that nothing further is required at this time). I appreciate your time and attention to this matter.

Regards,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

From: Norman Real [<mailto:norman.real@finance.idaho.gov>]
Sent: Tuesday, May 16, 2017 4:27 PM
To: Barazani, Adam
Subject: RE: Change of Control for JPay Inc.

Hello Adam,

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, June 01, 2017 2:43 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Idaho
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History in Composite View**.

THIS COMMUNICATION IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND CONTAINS OR MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL OR EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. If the reader of this communication is not the intended recipient (or the employee or agent responsible for delivering to the intended recipient), you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please disregard and delete this communication, and do not disseminate or retain any copy of this communication.

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, June 01, 2017 2:43 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Idaho
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Illinois Department of Financial and Professional Regulation
Division of Financial Institutions

BRUCE RAUNER
Governor

BRYAN A. SCHNEIDER
Secretary

FRANCISCO MENCHACA
Director
Division of Financial Institutions

June 7, 2017

Mr. Don Mosher
Shulte Roth & Zabel, LLP
919 Third Avenue
New York, NY 10022

VIA EMAIL

Re: JPay Change in Indirect Ownership (MT 229)

Dear Mr. Mosher:

The Division of Financial Institutions has received your correspondence regarding the change of control for JPay Inc. Having received and reviewed the supplemental applications for Messrs. Sigler, Gores, Gores, and Kalawski, we have determined that a new license application is not required and that JPay has met its obligations under the Transmitter of Money Act (205 ILCS 675/55) of the State of Illinois.

If you have any further questions, please do not hesitate to contact me.

Spenser Staton

Transmitter of Money Act Specialist
Division of Financial Institutions



KIM REYNOLDS
GOVERNOR
ADAM GREGG
LT. GOVERNOR

RONALD L. HANSEN
SUPERINTENDENT

June 5, 2017

Donald J. Mosher
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

Re: JPay Inc.
Change of Control Request

Dear Mr. Mosher:

This office makes no objection to the proposed change of control as outlined in your letter dated May 9, 2017. Please consider this letter as the certificate of approval for the proposed changes, and receipt of the required fee.

If you have any questions contact me at the number below or at craig.christensen@iowa.gov.

Sincerely,

A handwritten signature in black ink, appearing to read 'Craig D. Christensen', written in a cursive style.

Craig D. Christensen
Sr. Examiner – Finance Bureau

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, June 05, 2017 3:21 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Iowa
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, June 05, 2017 3:20 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Iowa
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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700 S. W. Jackson
Suite 300
Topeka, KS 66603-3796

Office of the
State Bank Commissioner

Phone: (785) 296-2266
Fax: (785) 296-6037
www.osbckansas.org

Deryl K. Schuster, Bank Commissioner

Sam Brownback, Governor

June 12, 2017

Donald J. Mosher
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

Re: Change in Control of JPay, Inc. (NMLS#926932)

Dear Mr. Mosher:

This letter pertains to the above-mentioned change of control notice, as initially presented in correspondence dated May 11, 2017. Applicable factors under K.S.A. 9-509 have been reviewed and the Office of the State Bank Commissioner (OSBC) does not object to the proposed transaction. In taking this position, the OSBC has relied upon information presented in the notice, application and other correspondence submitted pertaining to the notice.

The no objection given by the OSBC remains in effect for a six month period and will be void if the transaction is not consummated within that time frame. Should material changes occur from those outlined in the original notice, an amendment and approval from this office will be required. Please contact this office prior to engaging in changes to ensure compliance. Additionally, when the transaction is complete, please provide our office with written notice of the effective date.

If you have any questions or comments concerning this matter, please do not hesitate to contact me at robin.lobb@osbckansas.org or by phone at 785-296-1555.

Sincerely,

A handwritten signature in black ink, appearing to be "RL", written over a horizontal line.

Robin Lobb
Money Transmitter Director

RL:rl

cc: MT.0000029

Barazani, Adam

From: Shari Katz <skatz@JPay.com>
Sent: Monday, June 12, 2017 12:40 PM
To: Kuchar, Kara; Barazani, Adam
Subject: FW: Advance Change Notice Regulator Status and/or Comments Updated

Follow Up Flag: Follow up
Flag Status: Flagged

Last time KS only approved the Direct Owners, Just got 9 indirect approvals.

From: NMLS_Notifications@NMLSNotifications.com [mailto:NMLS_Notifications@NMLSNotifications.com]
Sent: Monday, June 12, 2017 12:15 PM
To: Shari Katz <skatz@JPay.com>
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Kansas
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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**PUBLIC PROTECTION CABINET
DEPARTMENT OF FINANCIAL INSTITUTIONS**

Matthew G. Bevin
Governor

1025 Capital Center Drive, Suite 200
Frankfort, KY 40601
Phone: (502) 573-3390
Fax: (502) 573-8787
<http://kfi.ky.gov>

David A. Dickerson
Secretary

Charles A. Vice
Commissioner

June 2, 2017

Kara Kuchar
Special Counsel
Schulte Roth & Zabel, LLP
919 Third Avenue
New York, NY 10022

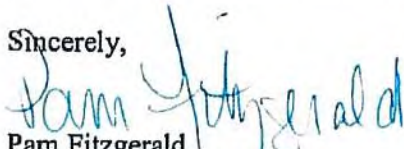
Re: Change in Control of JPay, Inc. (License No. SC79880)

Dear Ms. Kuchar:

The Kentucky Department of Financial Institutions has reviewed your letter and supporting documents requesting prior approval of a change in control of JPay, Inc. (License No. SC79880). In accordance with KRS Chapter 286.11-025(4), the change of control is approved.

Please feel free to contact me if you have any questions.

Sincerely,


Pam Fitzgerald
Licensing Branch Manager
Non-Depository Division



STATE OF LOUISIANA
OFFICE OF FINANCIAL INSTITUTIONS
BATON ROUGE, LOUISIANA



July 19, 2017

VIA ELECTRONIC SUBMISSION – ORIGINAL TO FOLLOW BY MAIL

Donald J. Mosher
Schulte, Roth & Zabel, LLP
919 Third Avenue
New York, NY 10022

Re: Notice of Change in Control of JPay, Inc. (SOC#926932)

Dear Mr. Mosher:

My staff has completed its review of your May 9, 2017 correspondence and application, which pertains to the proposed change of control of JPay, Inc. ("JPay"). Upon consummation of the proposed transaction, the submitted correspondence indicates SCRS Acquisition Corporation (SCRS) will acquire JPay through the purchase of 100 percent of the issued and outstanding capital stock of Connect Acquisition Corp. (Connect), an indirect 100 percent parent of JPay.

A review of the documents indicates the proposed change of control will also encompass the resignation of two board of directors and the appointing of two board of directors. This will not adversely affect the Licensee. In addition, the Licensee will continue to comply with the financial responsibility requirements set forth in the above referenced statute.

Please be advised that we interpose no objection to the proposed acquisition. Upon consummation of the proposed acquisition, please notify this Office, in writing, so that we can update our records. Please also provide a copy of the Act of Sale or the documents signed at closing.

Should you have any questions, or if we can be of any further assistance, please contact Review Examiner, Donlyn Polito at (225) 922-0634 or dpolito@ofi.la.gov.

Sincerely,

John Ducrest, CPA
Commissioner of Financial Institutions

JD:DD:MJ:DP

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, July 20, 2017 3:31 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Louisiana
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, July 20, 2017 3:30 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Louisiana
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: Susi, Mark E <Mark.E.Susi@maine.gov>
Sent: Monday, June 26, 2017 3:50 PM
To: Barazani, Adam
Subject: RE: Change in Control of JPay Inc.

Adam,

The State of Maine has no objection to the proposed change in control of JPay Inc. Please contact me if you need something more formal.

Mark E. Susi
Staff Attorney
State of Maine
Bureau of Consumer Credit Protection
35 State House Station
Augusta, ME 04333
207- 624-8534

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Monday, June 26, 2017 3:47 PM
To: Susi, Mark E
Subject: Change in Control of JPay Inc.

Hi Mark,

Would you mind confirming that the State of Maine does not have any objection to the change in control of JPay Inc.?

Thank you,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

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Barazani, Adam

From: Corvette Grier -DLLR- <corvette.grier@maryland.gov>
Sent: Friday, June 30, 2017 11:51 AM
To: Barazani, Adam
Subject: Re: Change of Control for JPay Inc.

Good Morning Adam,

I have approved the JPay [REDACTED] change in controls.

Have a great weekend.

On Wed, May 17, 2017 at 12:48 PM, Barazani, Adam <Adam.Barazani@srz.com> wrote:

Hi Corvette,

Thank you for confirming your office is in receipt of the change of control filing for JPay Inc. Please feel free to contact me if you require any additional information.

Regards,

Adam

Adam J. Barazani

Associate

[212.756.2519](tel:212.756.2519)

adam.barazani@srz.com

Schulte Roth & Zabel LLP

919 Third Avenue, New York, NY 10022

[212.756.2000](tel:212.756.2000) | [212.593.5955](tel:212.593.5955) fax

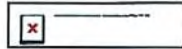
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--



Corvette Grier, MBA
Licensing Examiner
Office of the Commissioner of Financial Regulation
Maryland Department of Labor, Licensing & Regulation
500 N Calvert St Suite 402
Baltimore, MD 21202
corvette.grier@maryland.gov
410-230-6156 (office)
410-333-0475 (fax)
[DLLR Website](#) | [Facebook](#) | [Twitter](#)



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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Friday, June 30, 2017 10:18 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Maryland
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Friday, June 30, 2017 10:18 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Maryland
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: Brown, Melissa (DIFS) <brownm7@michigan.gov>
Sent: Wednesday, June 07, 2017 8:43 AM
To: Barazani, Adam
Subject: FW: Change in Indirect Ownership of JPay Inc. (License No. MT 0017843; NMLS ID: 926932)

Follow Up Flag: Flag for follow up
Flag Status: Flagged

There is nothing else needed, the change in ownership was above two tiers so no transfer was required. Thanks 😊

Melissa Brown, Senior Analyst
Michigan Department of Insurance and Financial Services
Consumer Finance Section
530 W. Allegan Street, 7th Floor
Lansing, MI 48933
toll free: 877-999-6442
brownm7@michigan.gov

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From: Sedelmaier, Brandye (DIFS)
Sent: Wednesday, June 7, 2017 8:42 AM
To: Brown, Melissa (DIFS) <brownm7@michigan.gov>
Subject: FW: Change in Indirect Ownership of JPay Inc. (License No. MT 0017843; NMLS ID: 926932)

For you 😊

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Tuesday, June 6, 2017 6:31 PM
To: Sedelmaier, Brandye (DIFS) <sedelmaierb@michigan.gov>
Subject: Change in Indirect Ownership of JPay Inc. (License No. MT 0017843; NMLS ID: 926932)

Hi Brandye,

JPay received various approvals through NMLS yesterday. I just wanted to confirm with you that we can rely on these approvals and that nothing further is required at this time. I appreciate your time and attention to this matter.

Regards,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, June 05, 2017 2:24 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Michigan
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, June 05, 2017 2:24 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Michigan
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: Brown, Robin (COMM) <robin.brown@state.mn.us>
Sent: Wednesday, July 12, 2017 2:35 PM
To: Barazani, Adam
Cc: Kuchar, Kara
Subject: RE: Change in Indirect Ownership of JPay Inc. (License No. 52098; NMLS ID: 926932)

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Adam Barzani,

In response to your July 11, 2017, email, please note the Department of Commerce does not object to the transaction closing scheduled for August 1, 2017. Once the Department has an opportunity to review all of the amendments and documents that have been submitted to date and if there are any questions, JPay will be notified.

Please note that all changes must be reported through NMLS, and if there are any new owners or officers that each person mail to the Department an authorization to release information form and criminal background report covering the past ten years.

The Department apologizes for the delay in responding, however due to extremely heavy workloads right now and lack of sufficient staff resources, we are unable to process some work items in a timely manner.

Robin Brown
State Program Administrator Director
651-539-1721
mn.gov/commerce
Minnesota Department of Commerce
85 7th Place East, Suite 280 | Saint Paul, MN 55101



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From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Tuesday, July 11, 2017 11:36 AM
To: Brown, Robin (COMM) <robin.brown@state.mn.us>
Cc: Kuchar, Kara <Kara.Kuchar@srz.com>; Butler, Sarah (COMM) <sarah.butler@state.mn.us>
Subject: Change in Indirect Ownership of JPay Inc. (License No. 52098; NMLS ID: 926932)

Dear Ms. Brown,

Barazani, Adam

From: Shari Katz <skatz@JPay.com>
Sent: Monday, May 15, 2017 11:16 AM
To: Kuchar, Kara; Barazani, Adam
Subject: FW: no objection
Attachments: Indirect Ownership Change- JPay Inc. #2662.pdf

Follow Up Flag: Follow up
Flag Status: Flagged

From: Jenny Teasley [<mailto:Jenny.Teasley@dbcf.ms.gov>]
Sent: Monday, May 15, 2017 11:07 AM
To: Shari Katz <skatz@JPay.com>
Subject: no objection

Ms. Katz,

Per Director Taft Webb, the department has no objection to the indirect ownership change received (see attachment) for JPay Inc. Thank you for keeping us updated.

Jenny Teasley

Consumer Finance Division
Mississippi Department of Banking and Consumer Finance
Phone: 601-321-6918 | Fax: 601-364-3059



Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, May 22, 2017 11:52 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Mississippi
- **Current Regulator Status:** Approved
- **Current Regulator Comments:** fingerprint cards rec'd & processed

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, May 22, 2017 11:51 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Mississippi
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: Crider, Joe <Joe.Crider@dof.mo.gov>
Sent: Thursday, May 18, 2017 4:43 PM
To: Barazani, Adam
Subject: FW: Change of Ownership


FYI

From: Crider, Joe
Sent: Thursday, May 18, 2017 3:33 PM
To: Mosher, Donald
Cc: Street, Connie
Subject: Change of Ownership

Mr. Mosher,

We are in receipt of two voluminous conveyances regarding the proposed change in ownership of money transmitter companies currently licensed in the State of Missouri. As requested we are providing this email communication to acknowledge receipt of the letters and offer our guidance on licensing in this state.

First, JPAY Inc. is an Indirect change of ownership which we find does not require any further notification nor licensing in order to carry out the proposed activity.


We hope that you find this responsive to your request.

Sincerely,

Joe Crider
Supervisor of Consumer Credit
Missouri Division of Finance

Barazani, Adam

From: Lorenzen, Morgan <morgan.lorenzen@nebraska.gov>
Sent: Friday, June 16, 2017 5:16 PM
To: Barazani, Adam
Subject: JPay Inc. (926932)

Adam,

In response to your phone message, all ACN's have been approved. Nothing further is required. Thanks.

Morgan Lorenzen
Consumer Finance Legal Counsel
Nebraska Department of Banking and Finance
1526 K Street Suite 300 | Lincoln NE 68508-2732
Main (402) 471-2171
www.ndbf.nebraska.gov

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, June 05, 2017 1:40 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Nebraska
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History in Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, June 05, 2017 1:57 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Nebraska
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

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STATE OF NEVADA



BRIAN SANDOVAL
Governor

DEPARTMENT OF BUSINESS AND INDUSTRY
FINANCIAL INSTITUTIONS DIVISION

BRUCE BRESLOW
Director

GEORGE E. BURNS
Commissioner

July 20, 2017

Kara Kuchar
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

Re: Indirect Change of Control for JPay Inc

Dear Kara Kuchar:

The State of Nevada Financial Institutions Division ("NFID") has received your notification of the indirect change of control for your client, JPay Inc.

The information outlined in the change of control filing and in the Personal History Records and the other supplementary documentation for the new directors meets the statutory requirements. Therefore, the NFID has no objection to the changes in control. In addition, the NFID has no objection to the appointment of Ms. Mary Sigler and Ms. Eva Kalawski to the Board of Directors for JPay Inc.

If you have any questions regarding the above, please do not hesitate to contact me.

Sincerely,

A handwritten signature in blue ink, appearing to read "Julie Haneyold", written over a horizontal line.

Julie Haneyold
Acting Supervisory Examiner

LAS VEGAS
Office of the Commissioner
3300 W. Sahara Ave, Suite 250
Las Vegas, NV 89102
(702) 486-4120 Fax (702) 486-4563

NORTHERN NEVADA
Examination Office
1755 East Plumb Lane, Ste 243
Reno, NV 89502
(775) 688-1730 Fax (775) 688-1735
Web Address: <http://fid.nv.gov>

CARSON CITY
Licensing Office
1830 E. College Parkway, Suite 100
Carson City, NV 89706
(775) 684-2970 Fax (775) 684-2977

Barazani, Adam

From: Burke, Nancy <nancy.burke@banking.nh.gov>
Sent: Thursday, June 01, 2017 12:53 PM
To: Barazani, Adam
Subject: RE: Change in Indirect Ownership of JPay Inc. (License No. 17296-MT; NMLS ID: 926932)

Good Afternoon,

Nothing further is required at this time for the change in indirect ownership.

Sincerely,

Nancy Burke
Licensing Supervisor
Consumer Credit Division
State of New Hampshire Banking Dept
53 Regional Drive, Suite 200
Concord NH 03301
Tel: 603-271-3561
Fax: 603-271-1090
nancy.burke@banking.nh.gov

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PLEASE NOTE THAT MY E-MAIL HAS CHANGED TO nancy.burke@banking.nh.gov

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Thursday, June 1, 2017 12:47 PM
To: Burke, Nancy
Subject: RE: Change in Indirect Ownership of JPay Inc. (License No. 17296-MT; NMLS ID: 926932)

Hi Nancy,

Pursuant to our conversation, would you mind confirming your receipt of the change in indirect ownership filing for JPay Inc. and that no further notices or filings are required in connection with the proposed acquisition?

Thank you,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com



State of New Jersey
DEPARTMENT OF BANKING AND INSURANCE
LICENSING SERVICES BUREAU - BANKING

PO BOX 473
TRENTON, NJ 08625-0473

TEL (609) 292-7272

CHRIS CHRISTIE
Governor

KIM GUADAGNO
Lt. Governor

RICHARD J. BADOLATO
Commissioner

July 12, 2017

Donald Mosher
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

RE: JPay Inc. (Reference #1100666-C22)
New Jersey Money Transmitter License- Change of Control

Dear Mr. Mosher,

The Department of Banking and Insurance has completed its review of the change of control information received by this office in correspondences on May 10, 2017 submitted on behalf of JPay, Inc. (the "Company").

The documentation submitted referencing the indirect change of control involving the sale of One hundred percent ownership in Connect Acquisition Corp from Securus Investment Holdings, LLC to SCRS Acquisition Corporation resulting in the Gores Trust becoming the ultimate majority owner (93%) have been found to be in compliance with requirements of N.J.S.A. 17:15C-14 and N.J.A.C. 3:27-7.1. Based upon the information presented, this office has received appropriate notification of the change in ownership interests and does not object to this transaction being finalized. Please maintain this correspondence as evidence of compliance with New Jersey requirements.

Very Truly Yours,

A handwritten signature in blue ink that reads "Edward Nelson".

Edward Nelson
Government Representative

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Barazani, Adam

From: Mora, David, RLD <David.Mora@state.nm.us>
Sent: Wednesday, June 07, 2017 4:00 PM
To: Barazani, Adam
Cc: Sandoval, Johanna, RLD
Subject: RE: Change in Indirect Ownership of JPay Inc. (NMLS ID: 926932)

Good afternoon Adam:

All ACN notices were approved by the Division this morning. There is nothing further needed at this time.

Best regards,

David J. Mora

Consumer Industry Manager
NM Regulation & Licensing Department
Financial Institutions Division
Phone (505) 476-4569; Fax (505) 476-4670
Email: david.mora@state.nm.us

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Wednesday, June 7, 2017 12:52 PM
To: Mora, David, RLD
Subject: Change in Indirect Ownership of JPay Inc. (NMLS ID: 926932)

Hi David,

JPay received various ACN approvals through NMLS today. I just wanted to confirm with you that the application has been approved and that we can rely on these approvals (and nothing further is required at this time). I appreciate your time and attention to this matter.

Regards,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

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NEW YORK STATE
DEPARTMENT of
FINANCIAL SERVICES

Andrew M. Cuomo
Governor

Maria T. Vullo
Superintendent

Via email: donald.mosher@srz.com and certified mail

July 17, 2017

Mr. Donald Mosher
Schulte Roth & Zabel LLC
919 Third Avenue
New York, N. Y. 10022

RE: Change of control application – SCRS Acquisition Corporation (“SCRS”) acquiring JPay Inc. (“JPay”), a NYS Transmitter of Money Licensee (License No. 103150)

Dear Mr. Mosher:

We are pleased to inform you that the New York State Department of Financial Services (the “Department”) approved the change of control application submitted by SCRS.

On May 9, 2017, the Department received the application advising that SCRS entered into a stock purchase agreement in which SCRS will purchase 100% of the issued and outstanding capital stock of the Connect Acquisition Corp. from Secaurus Investment Holdings, LLC. The transaction is scheduled to close on or about August 1, 2017.

Following the closing of this transaction, the Department’s records would reflect the ownership structure of JPay by SCRS as shown below.

- JPay Inc. 100% indirectly owned by SCRS Acquisition Corporation
- SCRS Acquisition Corporation 100% owned by SCRS Intermediate Holding II Corp
- SCRS Intermediate Holding II Corp. 100% owned by SCRS Intermediate Holding Corp
- SCRS Intermediate Holding Corp 100% owned by SCRS Holding Corporation
- SCRS Holding Corporation 93% owned by Platinum Equity Capital Partners IV, LP and 7% owned by Platinum SCRS Principals, LLC
- Platinum Equity Capital Partners IV, LP 100% owned by Platinum Equity Investment Holdings, IV LLC
- Platinum Equity Investment Holdings, IV LLC 100% owned by Platinum Equity, LLC
- Platinum Equity, LLC 100% owned by Gores Trust dated January 26, 1999, as amended

This letter is an official communication of the Department, which contains confidential information and should be treated accordingly. As such, this letter is subject to the requirements of Section 36.10 of the New York Banking Law regarding disclosure. This letter and all other Department correspondence should be kept in a separate file maintained with SCRS.

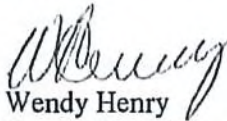
July 17, 2017
SCRS Acquisition Corporation
Change of Control – Approval Letter

The licensee is cautioned to carefully review Article 13-B of the Banking Law together with Parts 300, 406, 416 and 417 of the Superintendent's Regulations to make certain that its operations are in strict compliance with the provisions of said Article and Regulations.

For our records, kindly acknowledge receipt of this letter by signing the enclosed copy and returning it to my attention.

Should you have any questions regarding this matter, please contact Principal Bank Examiner Preeya D. Jainauth at preeya.jainauth@dfs.ny.gov or at 646-343-4173 or Principal Bank Examiner II Richard Pun at sing.pun@dfs.ny.gov or at 212-7091544.

Sincerely,



Wendy Henry
Deputy Superintendent
Licensed Financial Services
Banking Division

Enclosure

Barazani, Adam

From: Williford, Debra P <dwilliford@nccob.gov>
Sent: Monday, May 22, 2017 11:28 AM
To: Barazani, Adam
Subject: RE: Change in Indirect Ownership of JPay Inc. (License No. 155293; NMLS ID: 926932)

Dear Mr. Barazani,

I met with Stephanie on Friday and she said that it was fine to approve the change of control for JPay Inc.

Best,

Deb

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Monday, May 22, 2017 11:18 AM
To: Williford, Debra P <dwilliford@nccob.gov>
Cc: Kuchar, Kara <Kara.Kuchar@srz.com>
Subject: Change in Indirect Ownership of JPay Inc. (License No. 155293; NMLS ID: 926932)

Hi Deb,

Further to our conversation, I would just like to confirm that the change of control filing for JPay Inc. has been approved by the North Carolina Officer of the Commissioner of Banks. Thank you.

Regards,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

----- NOTICE

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Tuesday, May 16, 2017 1:11 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** North Carolina
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History in Composite View**.

THIS COMMUNICATION IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND CONTAINS OR MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL OR EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. If the reader of this communication is not the intended recipient (or the employee or agent responsible for delivering to the intended recipient), you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please disregard and delete this communication, and do not disseminate or retain any copy of this communication.

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Monday, May 22, 2017 10:34 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** North Carolina
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

THIS COMMUNICATION IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND CONTAINS OR MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL OR EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. If the reader of this communication is not the intended recipient (or the employee or agent responsible for delivering to the intended recipient), you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please disregard and delete this communication, and do not disseminate or retain any copy of this communication.



State of North Dakota
DEPARTMENT
of FINANCIAL
INSTITUTIONS

Robert J. Entringer
Commissioner

Aaron K. Webb
Assistant Commissioner

I. Lise Kruse
Chief Examiner - Banks

Corey J. Krebs
Chief Examiner - Credit Unions

CSBS ACCREDITED 1993
NASCUS ACCREDITED 2000
CSBS/AARMR MORTGAGE ACCREDITED 2015

June 1, 2017

Donald J Mosher
Schulte Roth & Zabel LLP
919 Third Avenue
New York NY 10022

RE: JPay, Inc. change of control

Dear Mr. Mosher:

The North Dakota Department of Financial Institutions is in receipt of your letter regarding the change of control for JPay, Inc. After reviewing all information provided, the Department has approved your request for change of control. Other than amending the NMLS record, no additional filings will be required.

Should you have any additional questions, do not hesitate to contact me at your convenience.

Sincerely,

Aaron Webb
Assistant Commissioner



Department of Commerce

Division of Financial Institutions
John R. Kasich, Governor
Jacqueline T. Williams, Director

July 20, 2017

Donald J. Mosher
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

RE: Change of Control of JPay Inc. by SCRS Acquisition Corporation – Acceptance and Approval

Dear Mr. Mosher:

SCRS Acquisition Corporation (“Acquirer”) has filed with the Ohio Division of Financial Institutions (the “Division”) an application for the change of control of JPay Inc., an Ohio licensed money transmitter, pursuant to Chapter 1315 of the Ohio Revised Code (“R.C.”).

The Division has determined that Acquirer has submitted all of the necessary documentation in accordance with R.C. § 1315.10. Additionally, pursuant to our review of all of the information for which confidential treatment was requested in the referenced application, the Division has concluded that, on the basis of one or more grounds set forth in R.C. § 1315.10(C)(1)(a) through (e), all items for which confidential treatment was requested are hereby granted confidential treatment.

Therefore, by the virtue of the authority vested in the undersigned by R.C. § 1315.101, the Division hereby accepts the referenced application for processing and orders that this change of control application of JPay Inc. by Acquirer is approved.

If you have any questions on this matter, please contact Kyle Evans, Assistant Division Counsel, at (614) 644-6516.

Respectfully,

A handwritten signature in blue ink, appearing to read "K. Allard", written over a light blue horizontal line.

Kevin. R. Allard
Superintendent
Ohio Division of Financial Institutions

MICK THOMPSON
BANK COMMISSIONER



MARY FALLIN
GOVERNOR

STATE OF OKLAHOMA
STATE BANKING DEPARTMENT

May 19, 2017

Mr. Donald J. Mosher
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

Mr. Mosher,

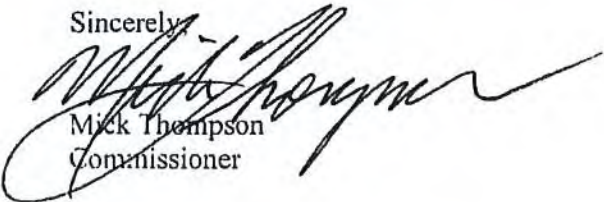
The Oklahoma Banking Department has received and reviewed your correspondence dated May 9, 2017 regarding the request to approve the indirect control change and associated acquisition of JPay Inc. by SCRS Acquisition Corp.

As outlined in the Stock Purchase Agreement dated April 29, 2017, SCRS Acquisition Corp. will acquire 100% of the issued and outstanding shares of capital stock of Connect Acquisition Corp, an indirect 100% parent of JPay. As a result of the transaction, JPay will remain a separately operated legal entity and licensee that is a wholly-owned direct subsidiary of Securus J Holdings, Inc. and an indirect wholly-owned subsidiary of Securus Technologies, Inc. and SCRS.

The request indicates that other than the resignations of C.J. Brucato III, Azra Kanji, and Ziheng Pan from the Board of Directors of JPay and the appointment of Mary Ann Sigler and Eva Kalawski to JPay's Board, the executive management of JPay will remain unchanged. Additionally, the acquisition will not materially affect the operation of JPay's business plan or primary activities.

Pursuant to provisions of the Oklahoma Financial Transaction Reporting Act (Title 6 O.S. § 1511 *et seq.*) and rules promulgated under that Act (O.A.C. 85:15-1-1 *et seq.*), this agency poses no objection to the transaction as proposed. Should the material details of the acquisition change prior to consummation, please notify this agency so the impact of such changes on the licensee can be appropriately evaluated.

Sincerely,


Mick Thompson
Commissioner

Barazani, Adam

From: MCCARRON Mary E * DCBS <Mary.E.McCarron@oregon.gov>
Sent: Monday, June 26, 2017 5:53 PM
To: Barazani, Adam
Cc: Kuchar, Kara; Mosher, Donald
Subject: RE: Acquisition of JPay Inc. (NMLS ID: 926932)

I thought that I had already approved this indirect change of control for JPay, Inc. However, I do not see any of my email communication. I thought I had approved in NMLS.

Therefore, please consider this email as Oregon's approval of the SCRS Acquisition of JPay Inc.

Mary McCarron, Financial Examiner
mary.e.mccarron@oregon.gov
Desk Phone 503-947-7499
Fax 503-947-7862
Secure Fax for credit card payments: 503-947-2333

State of Oregon
Department of Consumer & Business Services
Division of Financial Regulation <http://www.cbs.state.or.us/external/dfcs/>
350 Winter Street NE, Room 410
Salem, OR 97301-3881

PO Box 14480
Salem, OR 97309-0405

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Thursday, June 15, 2017 2:34 PM
To: Barazani, Adam
Cc: Kuchar, Kara; Mosher, Donald
Subject: Acquisition of JPay Inc. (NMLS ID: 926932)

To Whom It May Concern:

On behalf of JPay Inc. ("JPay"), a licensed money transmitter in your state, and SCRS Acquisition Corporation ("Buyer") and its direct and indirect controlling parties, including certain investment funds affiliated with Platinum Equity Advisors, LLC, and further to the change in control filing (the "CIC Filing") we previously submitted concerning Buyer's proposed acquisition of JPay through the purchase of 100% of the issued and outstanding capital stock of Connect Acquisition Corp., an indirect 100% parent of JPay (the "Acquisition"), we are writing to provide certain new information regarding the management of JPay post-closing.

As a result of the Acquisition, Mary Ann Sigler and Eva Kalawski, in addition to being appointed to JPay's board of directors (which was disclosed in the CIC Filing), will also be appointed as executive officers of JPay in the following roles:

- Mary Ann Sigler – Vice President and Treasurer

[SEND SECURE] Pennsylvania - JPay, Inc.

Renoll, Marian <mrenoll@pa.gov>

Wed 6/14/2017 3:17 PM

To: Adam.Barazani@srz.com <Adam.Barazani@srz.com>;

Adam,

Good Afternoon!

Pursuant to our phone call earlier today, the Department has received and reviewed the information submitted for the change of indirect ownership for JPay, Inc. No additional information is required at this time.

Marian Renoll | Non Depository Financial Institutions Examiner
PA Department of Banking and Securities | Non-Depository Licensing Office
17 North Second Street, Suite 1300 | Hbg PA 17101
Phone: 717.783.2494 | Fax: 717.787.8773
dobs.pa.gov

CONFIDENTIAL WORK PRODUCT - DO NOT DISSEMINATE

The above information should not be considered a legal opinion of the Department of Banking and Securities. The information is based on the facts as provided and may change given a change in facts.

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GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

June 9, 2017

Donald.mosher@srz.com

Donald J. Mosher, Esq.
SCHULTE ROTH & ZABEL LLP
919 Third Avenue
New York, NY 10022

Re: Change in Indirect Ownership of JPay Inc., License No. TM-049: NMLS ID: 926932

Dear Mr. Mosher:

We make reference to your letter of May 9, 2017 (the "Letter"), on behalf of JPay Inc. ("JPay" or "Licensee"), a licensed money transmitter in Puerto Rico, and SCRS Acquisition Corporation ("SCRS" or "Acquirer"), a newly formed corporation, and the entities and individuals that control it, including Platinum Equity Capital Partners IV, L.P. ("Platinum Equity Fund IV") and certain other private equity investment vehicles affiliated with Platinum Equity, LLC ("Platinum Equity"). In the Letter, you request this Office authorization to SCRS' proposed acquisition of JPay through the purchase of 100% of the issued and outstanding capital stock of Connect Acquisition Corp., an indirect 100% parent of JPay (the "Acquisition"). The request is made pursuant to Puerto Rico Act No. 136 of September 21, 2010, as amended, known as the "Act to Regulate the Money Services Business".

and
As represented, the Acquisition will ultimately result in JPay becoming a wholly-owned indirect subsidiary of SCRS. It is further represented that the Acquisition will not result in material changes to the business plan of JPay or a change of the day-to-day operations of JPay, including management, executive officers, and directors of JPay, except as otherwise noted.

I. SUBMISSIONS

In the Letter, you make the following representations of facts.



GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.

Re: Change In Indirect Ownership of JPay Inc.

June 9, 2017

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PURPOSE OF THE ACQUISITION

Platinum Equity and its affiliates specialize 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. The core investment thesis with respect to the Acquisition is to acquire a high quality company with a top-tier management team and significant upside potential.

DESCRIPTION OF THE ACQUISITION

On Saturday, April 29, 2017, Securus Investment Holdings, LLC ("Seller"), Connect Acquisition Corp. ("Connect"), and SCRS entered into a Stock Purchase Agreement pursuant to which SCRS agreed to purchase and Seller agreed to sell 100% of the issued and outstanding shares of capital stock of Connect, an indirect 100% parent of JPay ("Purchase Agreement"). Concurrently with the execution of the Purchase Agreement, SCRS provided Connect with a guarantee of Platinum Equity Fund IV pursuant to which Platinum Equity Fund IV has guaranteed certain of SCRS's obligations under the Purchase Agreement. As a result of the Acquisition, JPay will remain a separately operated legal entity and licensee that is a wholly- owned direct subsidiary of Securus J Holdings, Inc. and an indirect wholly-owned subsidiary of Securus Technologies, Inc. and SCRS. Other than the resignations of C.J. Brucato III, Azra Kauai, and Ziheng Pan from the Board of Directors of JPay and the appointment of Mary Ann Sigler and Eva Kalawski to JPay's Board, the executive management of JPay will remain unchanged.

SCRS and the entities and individuals that control it, including Platinum Equity Fund IV and Platinum Equity, will not, as a result of the Acquisition, itself directly engage in the money transmission activities but rather will hold the power to exercise control over the Licensee. The ownership changes will be taking place at more than five levels of ownership above JPay. In this regard, Securus Technologies, Inc. and certain of its affiliates will remain in their positions of ownership and control over Licensee.



GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.
Re: Change In Indirect Ownership of JPay Inc.
June 9, 2017
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INFORMATION REGARDING ACQUIRER

Regarding SCRS and the entities and individuals that control it, including the Platinum Equity Fund IV and Platinum Equity, you make the following representations:

SCRS and the SCRS Holding Companies

SCRS and the non-operating holding companies that own 100 percent of SCRS (collectively, the "SCRS Holding Companies").

Organization.

SCRS was incorporated in Delaware on April 21, 2017. SCRS Intermediate Holding II Corporation was incorporated in Delaware on April 21, 2017. SCRS Intermediate Holding Corporation was incorporated in Delaware on April 21, 2017. SCRS Holding Corporation ("SCRS Parent") was incorporated in Delaware on April 21, 2017.

Business Address & Regulatory Contact.

The business address and regulatory contact information for SCRS and the SCRS Holding Companies is:

Carissa Saucedo
c/o Platinum Equity Advisors, LLC
360 N. Crescent Drive, South Building
Beverly Hills, CA 90210
Phone: (310) 228-9678
Fax: (310) 683-2801
csaucedo@platinumequity.com

Ownership / Control Information.

SCRS is wholly-owned by SCRS Intermediate Holding II Corporation, which in turn is wholly-owned by SCRS Intermediate Holding Corporation, which in turn is wholly-owned by SCRS Parent. SCRS Parent is a holding company, which is currently owned by Platinum Equity Fund IV.



GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.

Re: Change in Indirect Ownership of JPay Inc.

June 9, 2017

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Business Activities.

SCRS and the SCRS Holding Companies are newly formed investment vehicles incorporated for the specific purpose of acquiring the capital stock of Connect and serving as holding companies for Connect and JPay following the Acquisition. SCRS and the SCRS Holding Companies have not and will not engage in any activities or operations except in furtherance of this purpose. SCRS and the SCRS Holding Companies will not, as a result of the Acquisition, engage in the licensed regulated activities of JPay. There are no material changes contemplated with respect to the activities of SCRS or the SCRS Holding Companies as a result of the Acquisition.

Financial Information.

Because SCRS and the SCRS Holding Companies are newly formed entities incorporated for the purpose of effecting the Acquisition, SCRS and the SCRS Holding Companies do not currently have any material assets or liabilities. However, SCRS' expected sources and uses of the funds necessary for SCRS to consummate the Acquisition and pro forma financial statements of SCRS giving effect to the Acquisition have been provided.

Management.

You have provided a list of the executive officers and directors of SCRS and the SCRS Holding Companies. There are no current plans to change the executive officers or directors of SCRS or the SCRS Holding Companies as a result of the Acquisition.

Legal Proceedings or Regulatory Actions.

SCRS and the SCRS Holding Companies are newly formed entities incorporated for the purpose of effecting the Acquisition and are not the subject of any legal proceedings or regulatory actions.

Platinum Equity Group

Founded in 1995 by Tom Gores, the Platinum Equity Group (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



GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.

Re: Change in Indirect Ownership of JPay Inc.

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world. The firm is currently investing from its Platinum Equity Fund IV, a \$6.5 billion global buyout fund. Over the past 22 years, the Platinum Equity Group has completed more than 185 acquisitions. While the Platinum Equity Group does not have any money services businesses in its current portfolio, it currently has an investment in a regulated collection agency, and thus, certain individuals affiliated with Platinum Equity may have been previously vetted by regulators.

Organization.

Organizational information, organizational documents, and operating / partnership agreement information, as applicable for Platinum Equity Fund IV and the entities that control it, have been provided.

Business Address & Regulatory Contact.

Business address and regulatory contact information for Platinum Equity, have been provided.

Ownership / Control Information.

A current ownership structure chart of Platinum Equity Fund IV, have been provided.

Business Activities.

Additional information regarding the Platinum Equity Group, can be found at its website www.platinumequity.com and for an S&P Capital IQ Report for Platinum Equity, LLC and a Preqin Fund Profile for Platinum Equity IV.

Financial Information.

Financial statements for Platinum Equity Fund IV, have been provided. Because Platinum Equity Fund IV was formed in 2016, financial statements prior to 2016 are not available.

Management.

Management information regarding Platinum Equity Fund IV and the entities that control it, have been provided. There are no current plans to change the management of Platinum Equity Fund IV or the entities that control it as a result of the Acquisition.



GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.

Re: Change In Indirect Ownership of JPay Inc.

June 9, 2017

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Legal Proceedings or Regulatory Actions.

Platinum Equity Fund IV is not currently and has not been the subject of any legal proceedings or regulatory actions.

INFORMATION REGARDING LICENSEE

JPay

Your representations regarding the Licensee and whether the Acquisition will impact certain information currently on file, are as follows.

Organization.

JPay was incorporated in Delaware on December 3, 2002, is headquartered in Florida, and licensed as a money transmitter in Puerto Rico. At closing, it is currently expected that JPay's Second Amended and Restated Certificate of Incorporation will be amended and restated to change the registered agent to CT Corporation. Changes may also be made in the ordinary course of business after the completion of the Acquisition.

Business Address & Regulatory Contact.

JPay's business address and regulatory contact information is:

Shari Beth Katz, CAMS

Compliance Officer

JPay Inc.

10981 Marks way

Miramar, Florida 33025

Tel: (954) 862-6912

Fax: (305) 675-0693

Email: skatz@JPay.com

Ownership

JPay is currently a direct wholly-owned subsidiary of Securus J Holdings, Inc. and its direct and indirect controlling owners, including Securus Technologies, Inc. ("Securus"), certain





GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.

Re: Change in Indirect Ownership of JPay Inc.

June 9, 2017

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holding companies that own 100% of Securus (including Connect and Seller), and certain investment funds controlled by and affiliated with ABRY Partners II, LLC (collectively, the "ABRY Funds").

After the Acquisition, JPay will remain a direct wholly-owned subsidiary of Securus J Holdings, Inc. and an indirect wholly-owned subsidiary of Securus and certain holding companies that own 100% of Securus (including Connect). Seller and the ABRY Funds will no longer own or control JPay following the Acquisition. Rather, SCRS, and the entities that control it, including the SCRS Holding Companies, Platinum Equity Fund IV and Platinum Equity, will indirectly own and control JPay. No individual person will own 10% or more of JPay, directly or indirectly, as a result of the Acquisition.

Business Activities.

JPay provides a number of services to friends and family of inmates through a variety of corrections-related services offered in all states across the country. JPay partners with departments of corrections, prisons and jails across the country to provide money transfer services; these entities control disbursement of funds to the prisoner and limit use of funds for authorized purposes which are typically purchases of commissary items/services and court ordered restitution or child support payments.

JPay's primary product enables family members and friends to transmit small amounts of money to select state, county and federal correction facilities for the benefit of incarcerated persons in accordance with the security requirements and limitations imposed by such facilities. The nature of the service is that funds are transferred from a customer to an account managed and controlled by a correctional facility with instructions that the funds are for the benefit of a specific inmate. Persons (family and friends of inmates) establish a JPay account for the purpose of enabling transfers to inmates (persons held at served correctional facilities) thereby becoming customers of JPay.

JPay is also a distributor of a prepaid debit card provided to inmates released by correctional facilities. In addition to its money services, JPay provides email, video





GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.
Re: Change In Indirect Ownership of JPay Inc.
June 9, 2017
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visitation and digital music services in accordance with facility regulations and security requirements.

The Acquisition is currently not intended to materially affect the operation of JPay's business plan or primary activities. Information contained in our files regarding JPay will remain substantively the same with respect to the following (as applicable): (i) material litigation and criminal convictions of JPay; (ii) JPay's history of operations; (iii) JPay's business activities; (iv) locations in Puerto Rico where JPay business is conducted; (v) information relating to clearing banks and banking relationships; (vi) sample forms of receipts; (vii) policies and procedures; and (viii) references.

Identity and Brand. It is expected that JPay will continue to conduct business under the same "JPay" name following the completion of the Acquisition.

Business Model and Operations. It is expected that JPay will continue its day-to-day operations substantially in accordance with its existing business strategy, subject to changes made in the ordinary course of business or otherwise for efficiencies or economies of scale identified after the Acquisition.

Services. Subject to changes in the ordinary course of business or otherwise for strategic, operational or regulatory purposes identified after the Acquisition, it is expected that JPay will continue its current service offerings and their terms of delivery (including forms of receipts).

Existing Clearing Bank and Third Party Vendor Arrangements. It is expected that, upon the completion of the Acquisition, JPay will continue to maintain its current clearing bank arrangements and third party vendor agreements, such as agreements for telecommunications and software licensing. Changes to the foregoing will be made in the ordinary course of business or otherwise for efficiencies or economies of scale identified after the Acquisition.



GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.

Re: Change in Indirect Ownership of JPay Inc.

June 9, 2017

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Community Convenience. The Acquisition will have no adverse effect on public convenience and needs of the communities to be served. It is expected that the Acquisition will not result in any reduction of or material change to JPay's service offerings and products available to the public.

Licensing Information.

JPay currently holds a money transmission license. JPay is also registered as a Money Services Business (MSB) with the U.S. Department of Treasury. JPay's surety bond will remain in full force and effect following the Acquisition.

Financial Information.

JPay's current unaudited financial statements as of March 31, 2017, have been provided.

Management.

A list of JPay's current directors and executive officers, have been provided. In connection with the Acquisition, JPay's existing executive officers are not expected to change, but it is expected that certain changes will be made to JPay's current board of directors.

RULING REQUEST

As represented, upon completion of the Acquisition, JPay will continue as a separate entity licensed under the Law. The Acquisition will not result in material changes to the business plan of JPay or a change to its day-to-day operations. The ownership changes will be taking place at more than five levels of ownership above JPay.

For these reasons, it is your opinion that the Acquisition is straightforward and uncontroversial and that the same should be approved by this Office. Subject to certain conditions precedent, including receipt of required regulatory approvals, the Acquisition is expected to occur on or before August 1, 2017.



GOVERNMENT OF PUERTO RICO

Office of the Commissioner of Financial Institutions

Donald J. Mosher, Esq.
Re: Change in Indirect Ownership of JPay Inc.
June 9, 2017
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II. ADMINISTRATIVE DETERMINATION

After analyzing the factual representations and circumstances described in the Letter, this Office hereby APPROVES the Proposed Acquisition of JPay through the purchase of 100% of the issued and outstanding capital stock of Connect Acquisition Corp., an indirect 100% parent of JPay.

This authorization is issued based on the particular facts and circumstances as described in the Letter. As such, this determination will not constitute a precedent binding upon this Office. Any change in the facts may result in a different conclusion. This letter expresses the Office's opinion of your request and does not purport to express any legal conclusion. Furthermore, this Office makes no judgment as to the applicability of any other law of the Commonwealth of Puerto Rico or any of the laws of the United States.

Cordially,

A handwritten signature in blue ink, appearing to read "Iris Nereida Jiménez".

Iris Nereida Jiménez
Assistant Commissioner
Permits and Licensing Division

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Friday, June 23, 2017 2:37 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Puerto Rico
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Friday, June 23, 2017 2:36 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Puerto Rico
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: Cabral, Sara (DBR) <Sara.Cabral@dbr.ri.gov>
Sent: Thursday, June 29, 2017 12:55 PM
To: Barazani, Adam
Subject: RE: [EXTERNAL] : CICs for JPay Inc. [REDACTED]

Adam

I have finished reviewing the Jpay Inc. change of control filing. The RIDBR has no objections to this change. Please notify the Division once the transaction has been completed (August 1, 2017).

Sara Paterson Cabral
Supervisor of Examinations
Division of Banking
Rhode Island Department of Business Regulation
1511 Pontiac Ave
Cranston, RI 02920
401-462-9570
Sara.cabral@dbr.ri.gov

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Tuesday, June 27, 2017 3:54 PM
To: Cabral, Sara (DBR) <Sara.Cabral@dbr.ri.gov>
Subject: [EXTERNAL] : CICs for JPay Inc. [REDACTED]

Hi Sara,

Further to our conversation, would you mind providing status updates concerning the change of control filings for both JPay Inc. [REDACTED]? It would be greatly appreciated if you could give me a call tomorrow to discuss. Thank you for your time.

Kind regards,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, May 11, 2017 9:12 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** South Dakota
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, May 11, 2017 9:14 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** South Dakota
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: Kuchar, Kara
Sent: Tuesday, May 16, 2017 5:05 PM
To: Barazani, Adam
Subject: FW: South Dakota

Kara A. Kuchar
Special Counsel
212.756.2734
kara.kuchar@srz.com

Schulte Roth & Zabel, LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

From: Kuchar, Kara
Sent: Thursday, May 11, 2017 1:58 PM
To: Shari Katz
Cc: Barazani, Adam
Subject: South Dakota

Hi Shari,

I spoke with Jean Blow in South Dakota. The CIC is approved. She thinks she just got interrupted before sending all the messages, but she'll do so now. The fingerprint cards will be sent to you. Can you please then send them to Kari Griffith at National Fingerprint as soon as you receive them via overnight mail? Her address is below. Please also include Adam on all correspondence. He's going to track all the state responses / requests. Thanks!

Kari E. Griffith
National Fingerprint, Inc.
6999 Dolan Rd
Glouster, Ohio 45732

Kara A. Kuchar
Special Counsel
212.756.2734
kara.kuchar@srz.com

Schulte Roth & Zabel, LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

Barazani, Adam

From: Blow, Jean <Jean.Blow@state.sd.us>
Sent: Wednesday, July 26, 2017 11:44 AM
To: Barazani, Adam
Subject: RE: JPay Inc.

Good Morning,

South Dakota does not need anything further for the transaction to close.

Thank you!

Jean

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Wednesday, July 26, 2017 9:46 AM
To: Blow, Jean
Subject: [EXT] JPay Inc.

Hi Jean,

I am going through some pre-closing items for the change in control of JPay Inc. and just wanted to confirm that nothing further is required by your office related to the change in control and we may consider the CAN approvals as evidence of approval (i.e., clearance). Please let me know if you have any questions. Thank you.

Kind regards,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

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July 25, 2017

Via First-Class Mail, Postage Prepaid
Via Electronic Mail

Mr. Adam J. Barazani
Associate
Schulte Roth & Zabel LLP
919 Third Avenue,
New York, NY 10022

Re: JPay, Inc. Change in Control Request

Dear Mr. Barazani:

This is in connection with the proposed change of control of JPay, Inc., which is currently licensed with the Department under the Tennessee Money Transmitter Act, Tenn. Code Ann. §§ 45-7-101, et seq. ("the Act").

In light of your compliance with the notification requirements under the Act, the anticipated date of the closing of the Transaction, and the representations contained in the notification received by the Department, we will not consider it a violation of the Act for the Transaction to occur, with the understanding that the Commissioner may subsequently determine that a new application is required. In that event, which is a worst-case scenario, I am of the opinion that the company would be authorized to continue to do business in Tennessee pending the final outcome of any adverse decision on any such new application that might be required. We trust that, in connection with the Transaction, all proper filings will be timely made through NMLS as has been represented.

If you should have any questions or concerns regarding this matter, please do not hesitate to contact Harvie Franklin III, MT Program Manager. His direct telephone number is (615) 741-0351, and his e-mail address is harvie.franklin@tn.gov.

Sincerely,

David T. Axford

Digitally signed by David T. Axford
DN: cn=David T. Axford, o=TN Department of
Financial Institutions, ou=Compliance Division,
email=David.Axford@tn.gov, c=US
Date: 2017.07.25 14:21:59 -0500

David T. Axford
Chief Administrator/Compliance Division



Charles G. Cooper
Commissioner

TEXAS DEPARTMENT OF BANKING

2601 North Lamar Blvd., Austin, Texas 78705
512-475-1300 / 877-276-5554
www.dob.texas.gov

July 20, 2017

Mr. Donald J. Mosher
Schulte Roth & Zabel LLP
919 Third Ave.
New York, NY 10022

RE: Application for change of control of JPay Inc., Miramar, Florida ("JPay"), Texas MSB License Number 3067

Dear Mr. Mosher:


We have completed our review of the referenced application, which requests our approval for the acquisition of JPay through the purchase of 100% of the stock of Connect Acquisition Corp., the indirect 100% parent company of JPay, by SCRS Acquisition Corporation, and the entities and individuals that control it, including Platinum Equity Capital Partners IV, L.P. and certain other private equity investment vehicles affiliated with Platinum Equity, LLC.

As set forth in the application, the following representations are pertinent to our decision:

1. JPay will continue operations with no significant changes in business plan, procedures, or agent relationships;
2. No changes in JPay's executive management are contemplated except that Mary Ann Sigler will serve as Vice President and Treasurer and Eva M. Kalawaski will serve as Vice President and Secretary; and,
3. JPay's board of directors will be composed of Richard A. Smith, Mary Ann Sigler, and Eva M. Kalawaski.

Based on these representations, the acquisition of control of JPay is approved. Please advise us in writing the date the transaction consummates. Questions about the ongoing supervision of JPay should be directed to Russell Reese at (512) 475-1324.

Sincerely,


Stephanie S. Newberg
Deputy Commissioner

SSN/CZ/kam

cc: Russell Reese, Director of Special Audits

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, July 20, 2017 6:05 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Texas - DOB
- **Current Regulator Status:** Approved
- **Current Regulator Comments:** Approval as of July 20, 2017

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, July 20, 2017 6:03 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Texas - DOB
- **Current Regulator Status:** Approved
- **Current Regulator Comments:** Approval as of July 20, 2017

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: Paul Cline <pcline@utah.gov>
Sent: Thursday, June 15, 2017 2:40 PM
To: Barazani, Adam
Subject: Re: Change in Control of JPay Inc.

Thank you for following up, and for the information. At this point we do not require anything additional. If we do have questions or need something additional, we will let you know.

Thanks.

Paul Cline

On Wed, Jun 14, 2017 at 4:42 PM, Barazani, Adam <Adam.Barazani@srz.com> wrote:

Hi Paul,

I hope all is well. Whenever you have a moment, can you please provide me with a status update regarding the change of control filing for JPay Inc.? As always, thank you for your time and attention to this matter.

Kind regards,

Adam

Adam J. Barazani

Associate

[212.756.2519](tel:212.756.2519)

adam.barazani@srz.com

Schulte Roth & Zabel LLP

919 Third Avenue, New York, NY 10022

[212.756.2000](tel:212.756.2000) | [212.593.5955](tel:212.593.5955) fax

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--

Thank You,

Paul Cline
Utah Department of Financial Institutions
Supervisor of Money Services Businesses
P.O. Box 146800
SLC, UT 84114-6800
(801)538-8842

Barazani, Adam

From: Clark, Sue <Sue.Clark@vermont.gov>
Sent: Thursday, June 01, 2017 4:40 PM
To: Barazani, Adam
Subject: RE: Change of Indirect Ownership of JPay Inc.

Hello Adam,

We have approved the ACN filing in NMLS for the ultimate owner, Gores Trust dated January 26, 1999, as amended, and added the following notation: "In this instance, approval of the ultimate indirect owner represents approval of related changes associated with the ACN filed on 5/10/2017" to indicate no additional information is required at this time.

In reaching the conclusion set forth above, the Department has relied upon the representations contained in the filings. The approval depends upon the accuracy and completeness of those representations. Any material differences or filings made after the 5/10/2017 ACN could produce a different result.

Sincerely,

Sue S. Clark
Regulatory & Consumer Affairs Director
State of Vermont
Department of Financial Regulation
89 Main Street
Montpelier, VT 05620-3101
(802) 828-4878 Fax (802) 828-1477
Sue.Clark@vermont.gov

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Thursday, June 1, 2017 3:17 PM
To: Clark, Sue <Sue.Clark@vermont.gov>
Subject: Change of Indirect Ownership of JPay Inc.

Hi Sue,

Pursuant to our conversation, I just wanted to confirm with you that we can rely on the NMLS approvals and that your office has no objection to the change in indirect ownership filing for JPay Inc. (and that nothing further is required at this time). I appreciate your time and attention to this matter.

Regards,
Adam

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022

Barazani, Adam

From: Shari Katz <skatz@JPay.com>
Sent: Thursday, June 01, 2017 5:00 PM
To: Kuchar, Kara; Barazani, Adam
Subject: FW: Advance Change Notice Regulator Status and/or Comments Updated

From: [NMLS Notifications@NMLSNotifications.com](mailto:NMLS_Notifications@NMLSNotifications.com) [mailto:[NMLS Notifications@NMLSNotifications.com](mailto:NMLS_Notifications@NMLSNotifications.com)]
Sent: Thursday, June 01, 2017 3:28 PM
To: Shari Katz <skatz@JPay.com>
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Vermont
- **Current Regulator Status:** Approved
- **Current Regulator Comments:** In this instance, approval of the ultimate indirect owner represents approval of related changes associated with the ACN filed on 5/10/2017.

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History in Composite View**.

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E. J. FACE, JR.
COMMISSIONER OF
FINANCIAL INSTITUTIONS



1300 EAST MAIN STREET
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RICHMOND, VIRGINIA 23218-0640
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FAX (804) 371-9416
TDD (804) 371-9206
www.scc.virginia.gov

STATE CORPORATION COMMISSION
BUREAU OF FINANCIAL INSTITUTIONS

June 23, 2017

Ms. Carissa Saucedo
Platinum Equity Advisors, LLC
360 North Crescent Drive, South Building
Beverly Hills, CA 90210

RE: BAN20170057

Dear Ms. Saucedo:

The enclosed letter cites the authority granted to SCRS Acquisition Corporation to acquire 100 percent of the voting shares of JPay, Inc., pursuant to § 6.2-1914 of the Code of Virginia. Please notify this Bureau in writing of the date the acquisition takes place, within ten days thereafter.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. Mednikov', is written over the text 'Very truly yours,'.

Robert F. Mednikov
Assistant Deputy Commissioner

RFM/rs

Enclosure

cc: Donald J. Mosher, Esquire

E. J. FACE, JR.
COMMISSIONER OF
FINANCIAL INSTITUTIONS



1300 EAST MAIN STREET
SUITE EIGHT HUNDRED
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TDD (804) 371-9206
www.scc.virginia.gov

**STATE CORPORATION COMMISSION
BUREAU OF FINANCIAL INSTITUTIONS**

June 23, 2017

APPLICATION OF

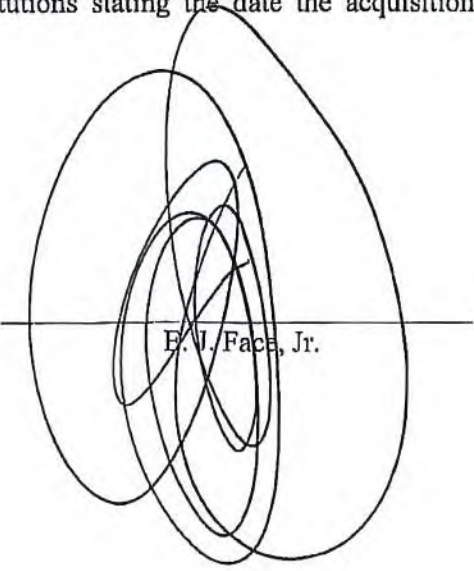
SCRS ACQUISITION CORPORATION

CASE NUMBER: BAN20170057

To acquire 100 percent of the
voting shares of JPay, Inc.

SCRS Acquisition Corporation, a Delaware corporation, filed an application under § 6.2-1914 of the Code of Virginia to acquire 100 percent of the voting shares of JPay, Inc., a licensee under Chapter 19 of Title 6.2 of the Code of Virginia. The application has been investigated by the Commission's Bureau of Financial Institutions and meets the criteria in § 6.2-1914 of the Code of Virginia.

THEREFORE, under authority delegated by the State Corporation Commission, the acquisition requested in this application is APPROVED, provided that the authority granted herein will expire within one (1) year from this date, and the applicant gives written notice to the Bureau of Financial Institutions stating the date the acquisition occurred, within ten (10) days thereafter.



E. J. Face, Jr.

Barazani, Adam

From: Woolery, Dawn (DFI) <dawn.woolery@dfi.wa.gov>
Sent: Friday, June 09, 2017 10:53 AM
To: Barazani, Adam
Cc: Kuchar, Kara
Subject: FW: Change of Indirect Owners for JPay Inc.

Follow Up Flag: Follow up
Flag Status: Completed

Good Morning Adam,

I'm sorry it has taken me so long to complete the approvals for [REDACTED] and JPay. We are all set for the changes to take place. Let me know if anything changes between now and then.

Dawn

From: Woolery, Dawn (DFI)
Sent: Thursday, May 25, 2017 8:08 AM
To: 'Barazani, Adam'
Subject: RE: Change of Indirect Owners for JPay Inc.

Thank you for the information. Have a great day.

Dawn

From: Barazani, Adam [<mailto:Adam.Barazani@srz.com>]
Sent: Monday, May 22, 2017 11:44 AM
To: Woolery, Dawn (DFI)
Cc: Kuchar, Kara
Subject: RE: Change of Indirect Owners for JPay Inc.

Hi Dawn,

The individuals you listed (in your email to Kara) will retain the ability to indirectly exercise control over JPay Inc. ("JPay") through their officer positions at the Securus holding companies. These individuals will neither be on the board of directors of nor hold officer positions at JPay. They will continue to maintain their officer positions at Securus J Holdings, Inc., the 100% direct parent of JPay, as follows:

- Geoffrey Morgan Boyd – Chief Financial Officer
- Robert Ealon Pickens – President
- Dennis Joseph Reinhold – Vice President, General Counsel and Secretary

Please let us know if you have any questions.

Regards,
Adam

Adam J. Barazani
Associate

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Friday, June 09, 2017 10:48 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Washington
- **Current Regulator Status:** Approved
- **Current Regulator Comments:** Approval for the change of control is based on the information provided at this time. If anything were to change then approval is revoked until the department has the ability to review the new information provided and has granted approval for the change.

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History in Composite View.**

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Friday, June 09, 2017 10:47 AM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Washington
- **Current Regulator Status:** Approved
- **Current Regulator Comments:** Approval for the change of control is based on the information provided at this time. If anything were to change then approval is revoked until the department has the ability to review the new information provided and has granted approval for the change.

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History in Composite View.**

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Barazani, Adam

From: Lisa Miller <lmiller@wvdob.org>
Sent: Friday, June 02, 2017 9:21 AM
To: Barazani, Adam
Cc: Tracy Hudson
Subject: RE: Change in Indirect Ownership of JPay Inc. (License No. WVMT-926932; NMLS ID: 926932)

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Good morning,

When the Advanced Change Notices are approved in NMLS, the transaction is "approved" by WVDFI. If anything further is required, we will set license items requesting that information. All of Jpay, Inc's current Advanced Change Notices have been approved in NMLS and we have not set any license items. Therefore, you can consider what has been submitted for review to be approved.

Lisa L. Miller

Licensing Analyst
WV Division of Financial Institutions
900 Pennsylvania Avenue, Suite 306
Charleston, WV 25302-3542
Phone: 304-558-2294
lmiller@wvdob.org

From: Adam Barazani [*] [<mailto:Adam.Barazani@srz.com>]
Sent: Thursday, June 01, 2017 3:03 PM
To: Lisa Miller <lmiller@wvdob.org>
Subject: Change in Indirect Ownership of JPay Inc. (License No. WVMT-926932; NMLS ID: 926932)

Hi Lisa,

Pursuant to our conversation yesterday, can you please confirm that your office has no objection to the change in indirect ownership filing for JPay Inc. (as also evidenced by the NMLS approvals) and that nothing further is required at this time? Thank you.

Kind regards,
Aadm

Adam J. Barazani
Associate
212.756.2519
adam.barazani@srz.com

Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, May 25, 2017 1:37 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** West Virginia
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

To view prior statuses or comments log into NMLS and view the **Advance Change Notice History** in **Composite View**.

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Thursday, May 25, 2017 1:37 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** West Virginia
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

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Barazani, Adam

From: Kuchar, Kara
Sent: Tuesday, May 16, 2017 12:40 PM
To: Barazani, Adam
Subject: FW: Indirect Ownership Change for JPay, Inc.

Follow Up Flag: Follow up
Flag Status: Flagged

Clearance for Wisconsin.

Kara A. Kuchar
Special Counsel
212.756.2734
kara.kuchar@srz.com

Schulte Roth & Zabel, LLP
919 Third Avenue, New York, NY 10022
212.756.2000 | 212.593.5955 fax

From: Schreiber, Nancy A - DFI [<mailto:Nancy.Schreiber@dfi.wisconsin.gov>]
Sent: Tuesday, May 16, 2017 12:02 PM
To: Mosher, Donald
Cc: Kuchar, Kara
Subject: Indirect Ownership Change for JPay, Inc.


Dear Mr. Mosher:

The Wisconsin Department of Financial Institutions, Division of Banking received the information submitted for the indirect change in control of JPay, Inc. Pursuant to our review, we identify no deficiencies with the filing and no further notices needed in connection with the acquisition.

Please contact me if you have any questions.

Sincerely,
Nancy Schreiber, Examiner
WI Department of Financial Institutions
201 West Washington Avenue, Suite 500
Madison, WI 53703

P.O. Box 7876
Madison, WI 53707-7876
(608)261-2312 Fax (608) 267-6889
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STATE OF WYOMING
DEPARTMENT OF AUDIT

DIVISION OF BANKING
(307) 777-6601 Fax (307) 777-3555 Email: ryan.seals@wyo.gov

Matthew H. Mead
Governor

Jeffrey C. Vogel
Director

Albert L. Forkner
Commissioner

June 20, 2017

Donald Mosher
Schulte Roth & Zabel, LLP
919 Third Avenue
New York, NY 10022

SENT VIA E-MAIL TO: donald.mosher@srz.com and adam.barazani@srz.com

RE: Proposed Change in Indirect Ownership of JPay, Inc. (MT-7211)

Dear Mr. Mosher,

In response to information received on May 9, 2017, regarding the proposed acquisition of JPay, Inc., a licensed money transmitter in the State of Wyoming, I provide the requested non-objection or approval of the proposed acquisition of JPay, Inc. ("JPay"). The proposed acquisition will be accomplished through the purchase of 100% of the issued and outstanding capital stock of Connect Acquisition Corp., an indirect 100% parent of JPay, upon which JPay will become a wholly owned indirect subsidiary of the acquiring entity SCRS Acquisition Corporation ("SCRS").

Upon review of the information provided and assessment of the proposed acquisition, this office has no objections to the acquisition as proposed. As such, the proposed acquisition of JPay may continue unimpeded. However, this office reserves the right to reassess the proposal should significant details of the acquisition change prior to closing. Additionally, this office requests written confirmation when the acquisition has been completed. Finally, all license renewal requirements for JPay are expected to be completed in the normal course of business as required pursuant to W.S. 40-22-111.

This office will maintain all of the information provided regarding this acquisition in JPay's core file and all information will be held in absolute confidence pursuant to W.S. 40-22-117. A new license will not be issued and the current license number of JPay (MT-7211) will remain in full force.

If you should have any questions regarding the above, please do not hesitate to contact me at the number and/or addresses provided on this correspondence.

Sincerely,

Ryan Seals
Senior Money Transmitter Examiner

Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Tuesday, June 20, 2017 2:43 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Direct Owners/Executive Officers
- **Change Effective Date:** 8/1/2017

- **Regulator:** Wyoming
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

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Barazani, Adam

From: NMLS_Notifications@NMLSNotifications.com
Sent: Tuesday, June 20, 2017 2:43 PM
To: skatz@jpay.com
Subject: Advance Change Notice Regulator Status and/or Comments Updated

The following regulator has taken action on an Advance Change Notice submitted by your company or branch. The details of the action are below:

- **Company Name:** JPay Inc. (NMLS ID 926932)
- **Change Type:** Company Indirect Owners
- **Change Effective Date:** 8/1/2017

- **Regulator:** Wyoming
- **Current Regulator Status:** Approved
- **Current Regulator Comments:**

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