

II. DESCRIPTION OF THE APPLICANTS

A. Transferee

Transferee is a holding company created for purposes of the Transaction with no operations. 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., 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,¹ Platinum Equity’s prior investments in telecommunication carriers include, but are not limited to, Covad, DSLnet and Matrix Telecom. These entities are, or were, authorized by this Commission to provide domestic and/or international telecommunications services. As such, the Commission has previously reviewed, and approved, Platinum Equity’s technical, financial, and managerial ability to control a FCC regulated entity.

¹ See *infra* note 4.

B. Licensees

Licensees have been providing telecommunications service since the 1990s. Securus currently provides intrastate, interstate and international telecommunications services in connection with the inmate calling services and public payphones that it provides to or at confinement facilities throughout the U.S. TNTS, which is a wholly-owned subsidiary of TNI, currently provides similar services solely at the Department of Corrections facilities in the State of Florida. TNI previously provided these services in various jurisdictions. TNTS provides international services pursuant to the international Section 214 authorization held by TNI.

Licensees are wholly owned, indirect subsidiaries of Connection Acquisition Corp., a Delaware corporation and wholly owned, direct subsidiary of Transferor. For the current ownership of Licensees, please see Exhibit A.

C. Transferor

Transferor is a holding company with no operations. For the current ownership of Transferor, please see Exhibit A.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to that certain Stock Purchase Agreement by and among Transferor, Connect Acquisition Corporation (“Connect”), and Transferee, dated as of April 29, 2017 (the “Agreement”), Transferee will acquire all the stock of Connect from Transferor (the “Transaction”). As a result, Connect will become a wholly owned, direct subsidiary of Transferee and Licensees will become wholly owned, indirect subsidiaries of Transferee (and its parent companies). Platinum Equity Capital Partners IV, L.P. will be the ultimate majority owner of Licensees.

For the Commission’s reference, a chart depicting the pre- and post-Transaction ownership of Licensees is provided as Exhibit A.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Securus Investment Holdings, LLC **FRN: 0022524961**
c/o ABRY Partners
111 Huntington Avenue, 29th Floor
Boston, MA 02199
617-859-2959

Licensees:

Securus Technologies, Inc. **FRN: 0006222319**
T-NETIX, Inc. **FRN: 0010421980**
T-NETIX Telecommunications Services, Inc. **FRN: 0005098199**
4000 International Pkwy.
Carrollton, TX 75007
972-953-4123

Transferee:

SCRS Acquisition Corporation **FRN: 0026512905**
c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
310-712-1850

(b) Jurisdiction of Organizations:

Transferor: Transferor is a limited liability company formed under the laws of Delaware.

Licensee: Securus is a corporation formed under the laws of Delaware.

TNI is a corporation formed under the laws of Delaware.

TNTS is a corporation formed under the laws of Texas.

Transferee: Transferee is a corporation formed under the laws of Delaware.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be

sent to:

For Transferee:

William B. Wilhelm, Jr.
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20005-2541
202-739-3000 (tel)
202-739-3001 (fax)
william.wilhelm@morganlewis.com
brett.ferenchak@morganlewis.com

For Transferor and Licensees:

Paul C. Besozzi
Peter M. Bean
Squire Patton Boggs (US) LLP
2550 M Street, N.W.
Washington, DC 20037
202-457-6000 (tel)
202-457-6315 (fax)
paul.besozzi@squirepb.com
peter.bean@squirepb.com

With a copy 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

With a copy for Transferor and Licensees to:

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

(d) Section 214 Authorizations

Transferor: Transferor does not hold international or domestic Section 214 authority.

Licensees: Securus holds international Section 214 authority to provide global or limited global facilities-based and resale service, granted in IB File No. ITC 214-19991115-00713. Securus also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

TNI holds international Section 214 authority to provide global resale service, granted in IB File No. ITC-214-19980312-00185 (Old IB File No. ITC-98-225). TNI also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

TNTS does not hold international Section 214 authority but operates under to the international Section 214 authority of TNI pursuant to 47 C.F.R. § 63.21(h). TNTS is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Transferee: Transferee does not hold international or domestic Section 214 authority.

(h) (Answer to Questions 11 & 12) The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest² in Licensees upon completion of the Transaction, as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Post-Transaction Ownership of Licensees:

The following entity currently owns and, upon completion of the Transaction, will continue to own 100 percent (100%) of **TNTS**:

Name: T-NETIX, Inc. (“TNI”)
Address: 4000 International Pkwy.
Carrollton, TX 75254
Citizenship: U.S. (Delaware)
Principal Business: Telecommunications
% Interest: 100%

The following entity currently owns and, upon completion of the Transaction, will continue to own 100 percent (100%) of **Securus** and **TNI**:

Name: Securus Technologies Holdings, Inc. (“STHI”)
Address: 4000 International Pkwy.
Carrollton, TX 75007
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (directly in STHI)

The following entities currently own and, upon completion of the Transaction, will continue to own 100 percent (100%) of **STHI**:

Name: Securus Holdings, Inc.
Address: 4000 International Pkwy.
Carrollton, TX 75007
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (directly in STHI)

² Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: Connect Acquisition Corp. (“Connect”)
Address: 400 International Pkwy.
Carrollton, TX 75007
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly as 100% owner of Securus Holdings, Inc.)

Post-Transaction Ownership of Connect:

Upon completion of the Transaction, the following persons and entities will own or control a ten percent (10%) or greater direct or indirect interest in **Connect**:

Name: SCRS Acquisition Corporation (“Transferee”)
Address: c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (directly in Connect)

Name: SCRS Intermediate Holding II Corporation
 (“SCRS Int-Holding II”)
Address: c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly, as 100% owner of Transferee)

Name: SCRS Intermediate Holding Corporation
 (“SCRS Int-Holding”)
Address: c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly, as 100% owner of SCRS Int-Holding II)

Name: SCRS Holding Corporation (“SCRS Parent”)
Address: c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly, as 100% owner of SCRS Int-Holding)

Name: Platinum Equity Capital Partners IV, L.P. (“Fund IV”)
Address: 360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Interest: Up to approx. 93%³ (indirectly, as up to approximately 93% owner of SCRS Parent)

No limited partner of Fund IV is expected to have a 10% or greater interest in SCRS Parent through Fund IV.

Name: Platinum Equity Partners IV, L.P. (“Fund IV GP”)
Address: 360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Interest: Up to approx. 93% (indirectly, as the general partner of Fund IV)

No limited partner of Fund IV GP is expected to have a 10% or greater interest in SCRS Parent through Fund IV GP except Tom Gores, a U.S. citizen who can be reached through Platinum Equity, 360 North Crescent Drive, South Building, Beverly Hills, California 90210.

³ The exact ownership of Fund IV in SCRS Parent at closing will not be known until shortly before closing because (1) it is anticipated that co-investors will be introduced and (2) the exact ownership to be granted to current management of Securus has not been determined. It also has not yet been determined where in the corporate ownership chain the co-investors and management will have their ownership interests. To be clear, no individual co-investor or management person is expected to own, directly or indirectly, 10% or more of Transferee at closing of the Transaction.

Name: Platinum Equity Partners IV, LLC (“PEP IV LLC”)
Address: c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Interest: Up to approx. 93% (indirectly, as the general partner of Fund IV GP)

The sole manager of PEP IV LLC is Tom Gores.

Name: Platinum Equity Investment Holdings IV, LLC (“PEIH IV”)
Address: c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Interest: Up to approx. 93% (indirectly, as the sole member of PEP IV LLC)

The sole manager of PEIH IV is Tom Gores.

Name: Platinum Equity, LLC (“PE LLC”)
Address: c/o Platinum Equity
360 North Crescent Drive
South Building
Beverly Hills, California 90210
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Interest: Up to approx. 93% (indirectly, as the sole member of PEIH IV)

The sole manager of PE LLC is Tom Gores. All the membership interests of PE LLC are held in trust by the Gores Trust dated January 26, 1999, as amended. Tom Gores and Holly Gores, U.S. citizens, are the trustees of the Gores Trust.

To the Transferee’s knowledge, no other person or entity, directly or indirectly, owns or controls a ten percent (10%) or greater interest in Transferee.

Transferee does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier and is not currently affiliated, within the meaning of Section 63.09(e) of the Commission’s rules, 47

C.F.R. § 63.09(e), with any foreign carrier. Transferee will not become affiliated with a foreign carrier as a result of the Transaction.

(j) (Answer to Question 15) Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services to any destination country where

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) Transferee and Licensees certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated

with a foreign carrier, and none of the scenarios outlined in Section 63.12(c)(2)-(3) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)-(3) apply.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Licensees to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transactions is set forth in **Section III** above.

(a)(7) (i) Securus provides domestic interstate services as part of the inmate calling services and public payphone services that it provides to or at confinement facilities in the District of Columbia and every state except Delaware, Hawaii, Rhode Island and Vermont.

TNI is not currently providing telecommunications services in any jurisdiction. It serves principally as a holding company for TNTS.

TNTS provides domestic interstate services as part of the inmate calling services and public payphone services that it provides to or at state Department of Corrections confinement facilities in Florida.

(ii) Transferee does not provide telecommunications services and currently is not affiliated with any telecommunications carrier.⁴

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with

⁴ Transferee is affiliated with MegaPath Holding Corporation, which through its operating subsidiary, MegaPath Cloud Company, LLC ("MegaPath Cloud"), provides cloud communications and connectivity for business customers throughout the country. While MegaPath Cloud does not provide telecommunications services, it does provide VoIP services. The Minnesota Public Utilities Commission has required MegaPath Cloud to maintain a certificate to provide telecommunications services in order to provide such VoIP services.

respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (i) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction and (iii) none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Other than the Section 214 authorizations described in this Application, Licensees do not hold any other authorizations or licenses from the Commission. CellBlox Acquisitions, LLC, a wholly owned, direct subsidiary of Securus, holds wireless *de facto* spectrum leases and Special Temporary Authorities for Experimental Services for which transfer of control applications will be filed with respect to the Transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the Transaction is in the public interest. Licensees will continue to be managed and operated by the same officers and personnel, but will be supplemented by management of Transferee. Further, Licensees may have access to additional financial resources through their relationship with Transferee, enabling them to better meet the needs of their customers and thus better compete in the telecommunications marketplace. At the same time, the Transaction will have no adverse impact on the customers of Licensees. Immediately following the Transaction, Licensees will continue to provide high-quality services to the same extent and at the same rates and on the same terms and conditions as are currently in effect. The

only change immediately following closing of the Transaction from a customer's perspective will be that that Licensees' ownership will change, with Transferee being their parent.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application for the transfer of ownership and control of Licensees to Transferee.

Respectfully submitted,

/s/ Paul C. Besozzi

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Counsel for Transferor and Licensees

Dated: May 11, 2017

/s/ Brett P. Ferenchak

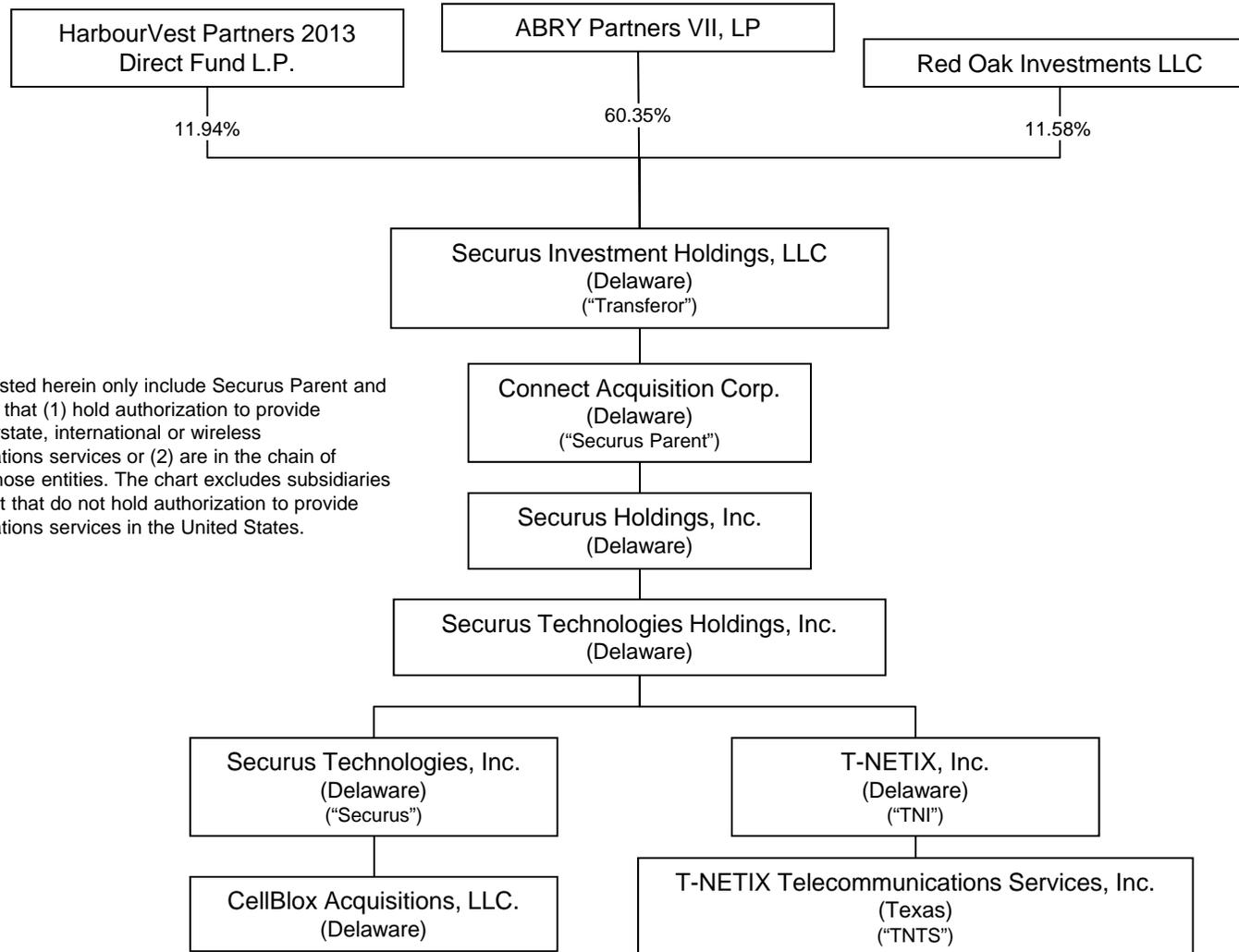
William B. Wilhelm, Jr.
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Counsel for Transferee

EXHIBIT A

Diagrams of the Pre- and Post-Transaction Ownership Structures

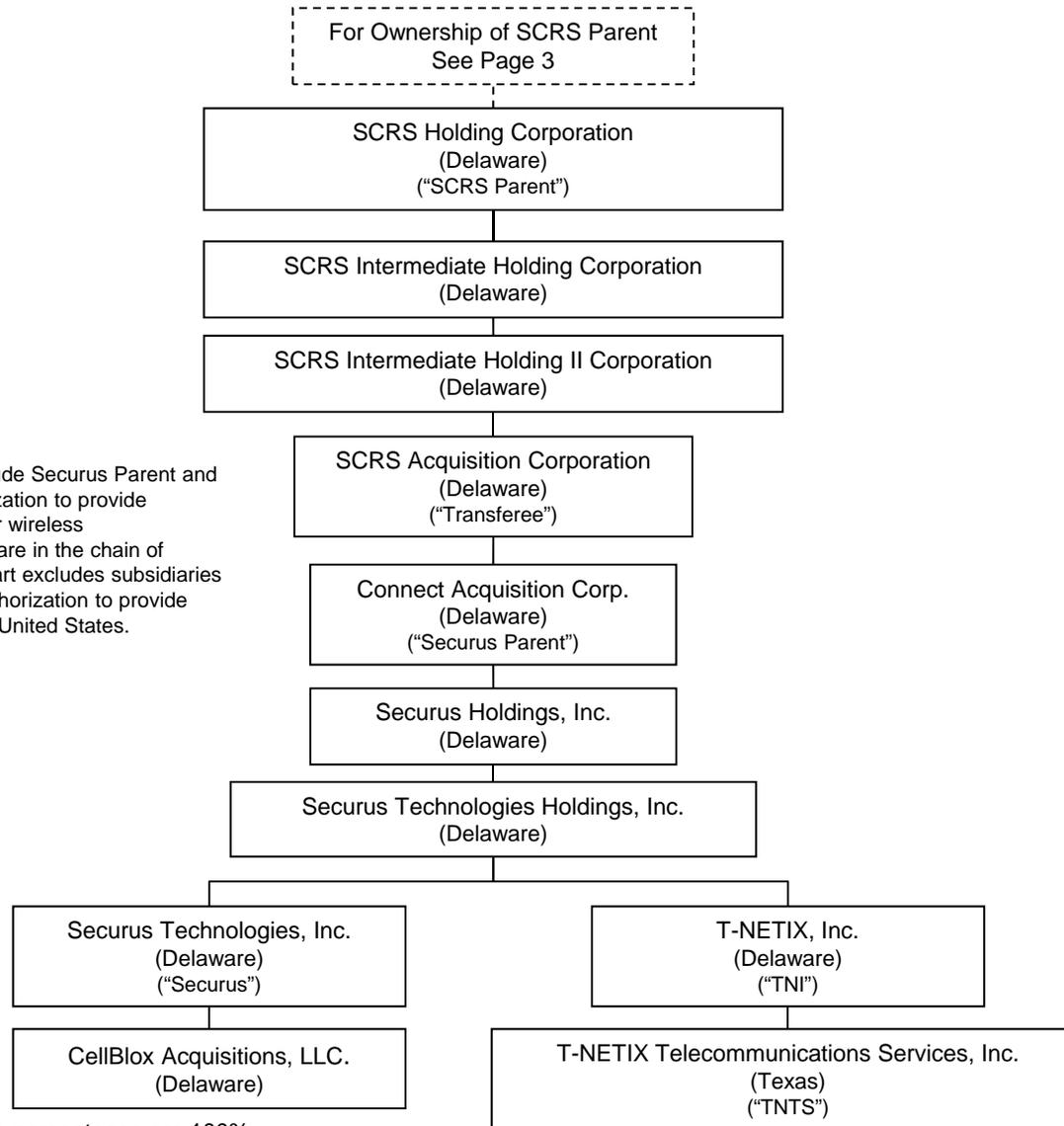
Pre-Transaction Ownership Structure of Licensees*



* The entities listed herein only include Securus Parent 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 Securus Parent that do not hold authorization to provide telecommunications services in the United States.

Unless indicated all ownership percentages are 100%.

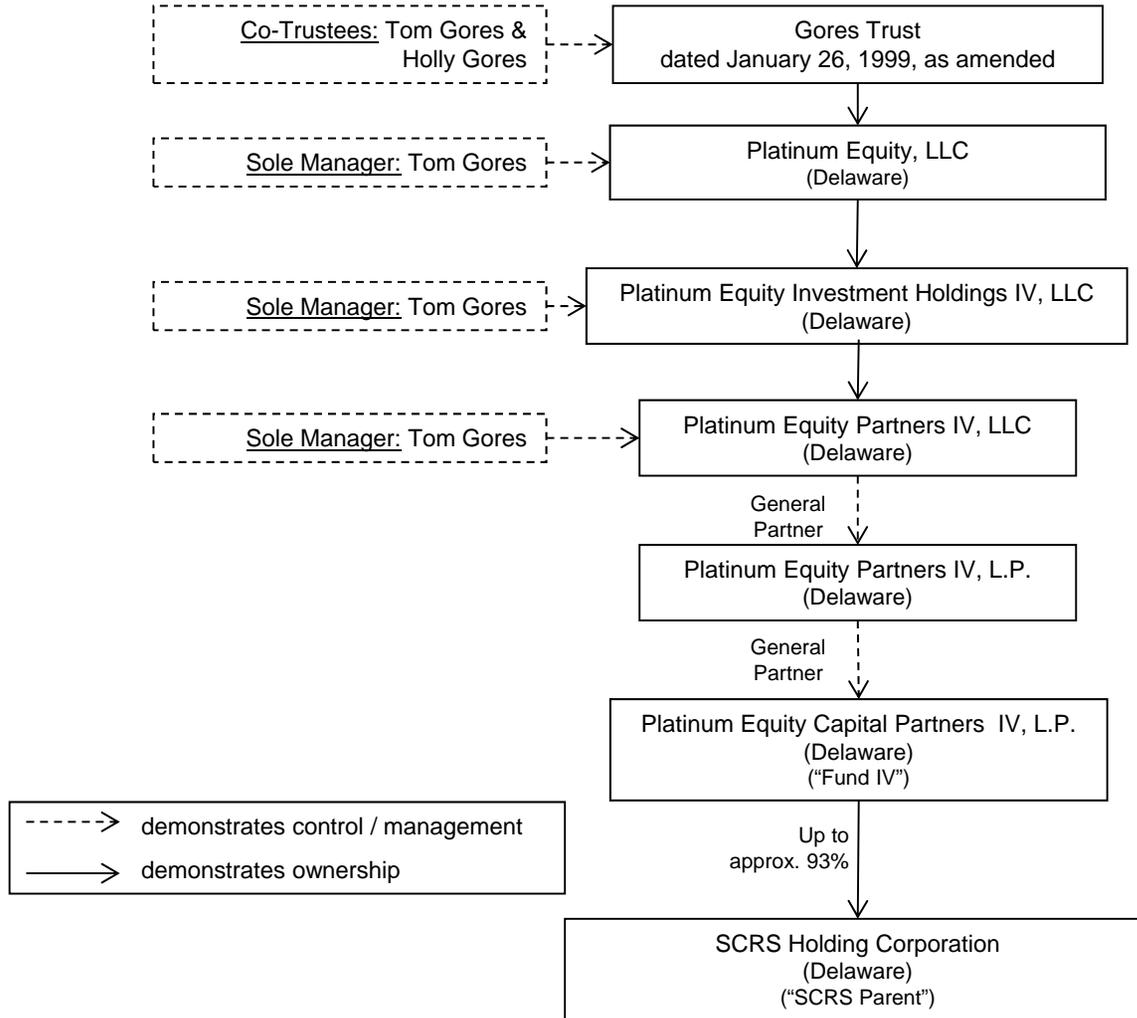
Post-Transaction Ownership Structure of Licensees*



* The entities listed herein only include Securus Parent 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 Securus Parent 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 SCRS Parent



Unless indicated all ownership percentages are 100%.

VERIFICATIONS

VERIFICATION

I, Eva M. Kalawski, 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of May, 2017.



Eva M. Kalawski
Vice President and Secretary
SCRS Acquisition Corporation

DECLARATION

I, Dennis J. Reinhold, am the Vice President, General Counsel and Secretary of Connect Acquisition Corp. ("Connect") and as such I am authorized to execute this verification on behalf of Connect and its direct and indirect subsidiaries, including the Licensees (collectively the "Connect Entities"). The portions of the foregoing application to the Federal Communications Commission relating to the Connect Entities have been prepared pursuant to my direction and control and I have reviewed the contents thereof. I hereby declare under penalty of perjury that the factual statements and representations made therein by and concerning the Connect Entities are true and correct to the best of my knowledge and belief.



Dennis J. Reinhold

Dated May 9, 2017

DECLARATION

I, Dennis J. Reinhold, am the Vice President, General Counsel and Secretary of Securus Investment Holdings, LLC ("Transferor") and as such I am authorized to execute this Declaration on behalf of the Transferor. The portions of the foregoing application to the Federal Communications Commission relating to the Transferor have been prepared pursuant to my direction and control and I have reviewed the contents thereof. I hereby declare under penalty of perjury that the factual statements and representations made therein by and concerning the Transferor are true and correct to the best of my knowledge and belief.



Dennis J. Reinhold

Dated May 9, 2017