

<b>INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY</b>	
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**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:  
ICSolutions-CPCI Transfer of Control Application

1. Legal Name of Applicant			
Name:	Inmate Calling Solutions, LLC	Phone Number:	210-581-8104
DBA Name:		Fax Number:	
Street:	2200 Danbury	E-Mail:	tmcateer@keefegroup.com
City:	San Antonio	State:	TX
Country:	USA	Zipcode:	78217 -
Attention:	Timothy P. McAteer		

2. Name of Contact Representative			
Name:	Jennifer L. Kostyu	Phone Number:	202-783-4141
Company:	Wilkinson Barker Knauer, LLP	Fax Number:	202-783-5851
Street:	1800 M St., NW Suite 800N	E-Mail:	jkostyu@wbklaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Attention:		Relationship:	Legal Counsel

**CLASSIFICATION OF FILING**

3. Choose the button next to the classification that best describes this filing. Choose only one.	
<input type="radio"/>	a. Assignment of Section 214 Authority <b>An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)</b>
<input checked="" type="radio"/>	b. Transfer of Control of Section 214 Authority <b>A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)</b>
<input type="radio"/>	c. Notification of Pro Forma Assignment of Section 214 Authority ( <b>No fee required</b> )
<input type="radio"/>	d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( <b>No fee required</b> )
Date of Consummation: <b>Must be completed if you select c or d.</b>	

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control. Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.
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File	File	File	File	File	File	File	File
Number:ITC2142015042000094	Number:						

5. Name of Section 214 Authorization Holder
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Name:	CenturyLink Public Communications, Inc.	Phone Number:	202-429-3114
DBA Name:		Fax Number:	
Street:	1099 New York Avenue, N.W. Suite 250	E-Mail:	john.e.benedict@centurylink.co
City:	Washington	State:	DC
Country:	USA	Zipcode:	20001 -
Attention:	John E. Benedict		

## 6. Name of Assignor / Transferor

Name:	Embarq Corporation	Phone Number:	202-429-3114
DBA Name:		Fax Number:	
Street:	1099 New York Avenue, N.W. Suite 250	E-Mail:	john.e.benedict@centurylink.co
City:	Washington	State:	DC
Country:	USA	Zipcode:	20001 -
Attention:	John E. Benedict		

## 7. Name of Assignee / Transferee

Name:	Inmate Calling Solutions, LLC	Phone Number:	210-581-8104
DBA Name:		Fax Number:	
Street:	2200 Danbury	E-Mail:	tmcateer@keefegroup.com
City:	San Antonio	State:	TX
Country:	USA	Zipcode:	78217 -
Attention:	Timothy P. McAteer		

## 8a. Is a fee submitted with this application?

If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

Governmental Entity  Noncommercial educational licensee  Notification of Pro Forma (No fee required.)  
 Other(please explain):

## 8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

## 9. Description (Summarize the nature of the application.)

Joint Application for Consent to Transfer Control of CenturyLink Public Communications, Inc.

## 10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?  Yes  No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?  Yes  No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.  Yes  No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?  Yes  No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules.  Yes  No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

- Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):
- No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61( c ) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

#### Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.  Yes  No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)  Yes  No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.  Yes  No  Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.  Yes  No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.  Yes  No

#### CERTIFICATION

26. Printed Name of Assignor / Transferor Embarq Corporation	29. Printed Name of Assignee / Transferee Inmate Calling Solutions, LLC
27. Title (Office Held by Person Signing) VP - Federal Regulatory Affairs & Regulatory	30. Title (Office Held by Person Signing) President and General Manager
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) John E. Benedict	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Timothy P. McAteer

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT**

**(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION  
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT**

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to [PRA@fcc.gov](mailto:PRA@fcc.gov). PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
)  
**Embarq Corporation**, Transferor, )  
)  
and )  
) WC Docket No. 20-\_\_\_\_\_  
**Inmate Calling Solutions, LLC d/b/a** )  
**ICSolutions**, Transferee, ) IB File No. ITC-T/C-2020\_\_\_\_\_  
)  
Joint Application for Consent to Transfer )  
Control of CenturyLink Public )  
Communications, Inc. Pursuant to Section )  
214 of the Communications Act of 1934, As )  
Amended )

**JOINT APPLICATION FOR CONSENT TO TRANSFER  
CONTROL OF DOMESTIC AND INTERNATIONAL SECTION  
214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),<sup>1</sup> and Sections 63.04, 63.18, and 63.24 of the Commission’s rules,<sup>2</sup> Embarq Corporation (“Embarq” or “Transferor”) and Inmate Calling Solutions, LLC d/b/a ICSolutions (“ICSolutions” or “Transferee”) (together, the “Applicants”) request Commission consent to transfer control of CenturyLink Public Communications, Inc. (“CPCI” or “Licensee”) from Embarq to ICSolutions. CPCI holds blanket domestic Section 214 authority and an international Section 214 authorization from the Commission.

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18, and 63.24.

As further described below, the proposed transaction will serve the public interest by enhancing ICSolutions' ability to continue to serve correctional facilities, inmates and their families. The transaction also will not adversely impact competition or CPCI's customers. Indeed, the transaction in large part consists of ICSolutions agreeing to take over the contracts and operational responsibility for the vast majority of CPCI's correctional facility contracts as Embarq withdraws from the business. ICSolutions already operates as a subcontractor for the vast majority of those contracts. As such, customers, inmates, and family members are already familiar and have worked with ICSolutions in these facilities. ICSolutions is therefore well positioned to ensure continuity of service without potential disruptions to service or cost which would likely occur with a new provider.

Pursuant to Section 63.04(b), this Joint Application is being filed concurrently with the Wireline Competition Bureau and International Bureau. The Applicants also request streamlined processing of the Joint Application pursuant to Sections 63.03(b) and 63.12 of the Commission's rules.

## **I. DESCRIPTION OF THE PARTIES**

### **A. The Transferor and Licensee**

Embarq is a Delaware corporation with its principal place of business located at 100 CenturyLink Drive, Monroe, Louisiana 71201. Embarq is a wholly-owned direct subsidiary of CenturyLink, Inc., a Louisiana corporation and publicly traded on the New York Stock Exchange, with its principal place of business located at 100 CenturyLink Drive, Monroe, Louisiana 71201. Embarq is a holding company of CenturyLink, Inc. CenturyLink, Inc. is an international facilities-based communications company engaged, through its various subsidiaries and operating companies, primarily in providing a broad array of integrated services to business and residential customers.

CPCI, which is a wholly-owned direct subsidiary of Embarq, is a Florida corporation with its principal place of business located at 100 CenturyLink Drive, Monroe, Louisiana, 71201. CPCI provides services primarily to state, county, and municipal correctional institutions that enable inmate calling and related services for inmates and their families.<sup>3</sup> CPCI generally does not have its own telecommunications network facilities but relies on wholesale capacity and products of other CenturyLink-affiliated companies. CPCI relies on unaffiliated third-party vendors to provide the complex back-office, security, and other software-based features and services that are associated with inmate calling services where CPCI is the contracting service provider. ICSolutions currently is CPCI's primary subcontractor to provide these capabilities.

**B. The Transferee**

ICSolutions is a California limited liability company with its principal place of business located at 2200 Danbury Street, San Antonio, Texas 78217. ICSolutions currently provides telecommunications services to confinement and correctional facilities in 39 states, including inmate calling and video visitation services for inmates and their families.<sup>4</sup> ICSolutions is a wholly-owned direct subsidiary of Keefe Group, LLC ("Keefe"), a Missouri limited liability company with its principal place of business at 1260 Andes Boulevard, St. Louis, Missouri 63132. Keefe, through its subsidiaries, is a supplier of food and personal care products,

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<sup>3</sup> CPCI historically also has provided public payphone services, although today these reflect a very small portion of its business.

<sup>4</sup> The states in which ICSolutions provides telecommunications to correctional facilities are Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

electronics, clothing, technology, telecommunications and software solutions to the correctional industry.

Keefe, in turn, is a wholly-owned direct subsidiary of TKC Holdings, Inc. (“TKC Holdings”). TKC Holdings is a Delaware corporation and holding company with its principal business office at 1450 Brickell Ave., 31st Floor, Miami, Florida 33131. TKC Holdings is a holding company of businesses providing products and services to the correctional markets, as well as the provision of single serve coffee machines, coffee, and hotel supplies to the hospitality and lodging market. TKC Holdings is indirectly controlled by an affiliate of H.I.G. Capital, L.L.C. (“H.I.G. Capital”), a private equity investment firm headquartered in Miami, Florida. H.I.G. Capital works with committed management teams and entrepreneurs to help build businesses of significant value. Its team of professionals has substantial operating, consulting, technology, and financial management experience, enabling it to contribute meaningfully to its portfolio companies.

## **II. DESCRIPTION OF THE TRANSACTION**

On May 14, 2020, ICSolutions, Embarq, and CPCI entered into a Stock Purchase Agreement (the “Agreement”). Pursuant to the Agreement, ICSolutions will acquire from Embarq 100 percent of the stock of CPCI. As a result of the transaction, CPCI will become a wholly-owned direct subsidiary of ICSolutions and ultimately controlled by H.I.G. Capital.<sup>5</sup>

Embarq and CPCI will undertake certain internal pre-closing transactions to facilitate the transfer of CPCI to ICSolutions. Specifically, to the extent CPCI owns any remaining payphones or provides payphone service outside correctional facilities, such business will cease or be

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<sup>5</sup> As soon as reasonably practicable following the closing, ICSolutions will change the name of CPCI. ICSolutions will update the Commission’s records to reflect the new name. CPCI’s customers also will be notified of the name change.

transferred to another affiliate of Embarq prior to closing. In addition, prior to closing CPCI will transfer to another Embarq affiliate CPCI's contract with the Texas Department of Criminal Justice ("Texas DCJ") to provide communications services to certain correctional institutions in Texas. Neither CPCI's non-correctional payphone business nor the Texas DCJ contract will be transferred to ICSolutions.

For the Commission's reference, organizational charts illustrating the current and post-closing corporate structure of CPCI as described herein are provided as Exhibit A.

### **III. PUBLIC INTEREST STATEMENT**

The proposed transaction will serve the public interest. The transaction will ensure that ICSolutions will continue to serve correctional facilities, inmates, and their families as Embarq withdraws from the corrections industry. The acquisition will also result in a more financially sound company, providing ICSolutions with increased flexibility and greater resources to invest in services and customers. Post-closing, ICSolutions will be better positioned to more competitively bid for service contracts against the largest inmate calling service providers such as Global Tel\*Link Corporation ("GTL") and Securus Technologies, Inc. ("Securus"), which will result in better telecommunications prices for inmates and their families. Today, for example, CPCI primarily competes for contracts with state department of corrections ("DOC") and larger county or municipal institutions, while ICSolutions typically focuses on smaller/individual facilities. ICSolutions anticipates that the transaction will enable it to better compete for DOC and other contracts against other providers, particularly GTL and Securus as ICSolutions maintains an earned reputation for integrity in serving inmate families.

Moreover, the proposed transaction will not harm competition. The inmate calling services market has a wide variety of providers that will continue to intensely compete with each other post-closing. Furthermore, CPCI generally does not have its own telecommunications

network facilities. Additionally, it relies on unaffiliated third-party vendors to provide the complex back-office, security, and other software-based features and services that are associated with inmate calling services where CPCI is the contracting service provider. ICSolutions is CPCI's subcontractor for almost all of the contracts in which CPCI is the primary contractor. Essentially, the proposed transaction consists of the transfer of these contracts from CPCI to ICSolutions, along with related assets and personnel to continue to serve inmates and their families without disruption.

The proposed transaction will have no adverse impact on and will be virtually transparent to CPCI's customers or the public. The transaction will not result in any interruption, reduction, loss, impairment, or disruption of services. Post-closing, ICSolutions will continue to honor CPCI's correctional facility customer contracts. For correctional facilities and for inmates and inmate families, it will continue to provide services at the same rates and on the same terms and conditions as are currently in effect.<sup>6</sup> Because ICSolutions is already a subcontractor to the vast majority of CPCI's contracts, its customers are already very familiar and have worked with ICSolutions and vice versa. Thus, other than changing the name of CPCI post-closing (of which customers will be notified), the transaction will in no way affect CPCI's customers or the services they receive.

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<sup>6</sup> Any future changes in the rates, terms, and conditions of service to CPCI's correctional facility and end user customers will be undertaken in conformance with the applicable federal and state law, including notice and tariff requirements and CPCI's contractual obligations.

**IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.18 AND THE IBFS SECTION 214 MAIN FORM**

The Applicants submit the following information, pursuant to 47 C.F.R. § 63.18 and the IBFS Section 214 Main Form, in support of their request for consent to transfer control of CPCI, which holds international Section 214 authority, to ICSolutions:

**A. Contact Information – Answer to Question 10 (Section 63.18(c)-(d))**

Correspondence concerning this Joint Application should be directed to:

*For Embarq and CPCI:*

John E. Benedict  
Vice President - Federal Regulatory Affairs &  
Regulatory Counsel  
Craig J. Brown  
Assistant General Counsel  
CenturyLink  
1099 New York Avenue, N.W., Suite 250  
Washington, DC 20001  
202-429-3114 (tel.)  
720-264-7985 (fax)  
john.e.benedict@centurylink.com  
craig.j.brown@centurylink.com

*For ICSolutions:*

Howard M. Liberman  
Jennifer L. Kostyu  
Wilkinson Barker Knauer, LLP  
1800 M Street, N.W., Suite 800N  
Washington, DC 20036  
202-783-4141 (tel.)  
202-783-5851 (fax)  
hliberman@wbklaw.com  
jkostyu@wbklaw.com

With a copy to:

Timothy P. McAteer  
President and General Manager  
Inmate Calling Solutions, LLC  
2200 Danbury Street  
San Antonio, TX 78217  
tmcateer@keefegroup.com

CPCI holds international Section 214 authority to provide global resold and facilities-based telecommunications services between the United States and international points (File No. ITC-214-20150420-00094). ICSolutions holds international Section 214 authority to provide global resold telecommunications services between the United States and international points (File No. ITC-214- 20030312-00128).

**B. Post-Closing Ownership (Answer to Question 11 – Section 63.18(h))**

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

Upon closing, CPCI will be a wholly-owned direct subsidiary of ICSolutions, a California limited liability company. ICSolutions' principal business is the provision of communications services to correctional facilities. As noted above, CPCI generally does not have its own telecommunications network facilities, and ICSolutions is CPCI's primary subcontractor for such facilities, including back-office, security, and other software-based features and services that are associated with inmate calling services. Its principal place of business is 2200 Danbury Street, San Antonio, Texas 78217.

ICSolutions is a wholly-owned direct subsidiary of Keefe, a Missouri limited liability company. Keefe, through its subsidiaries, supplies various services and products to the correctional industry. Its principal place of business is 1260 Andes Boulevard, St. Louis, Missouri 63132.

Keefe is a wholly-owned direct subsidiary of TKC Holdings, a Delaware corporation. TKC Holdings is a holding company of businesses providing products and services to the correctional industry, as well as various hospitality products and supplies. Its principal place of business office is 1450 Brickell Ave., 31st Floor, Miami, Florida 33131. TKC Holdings is indirectly controlled by H.I.G. Capital, a private equity investment firm headquartered in Miami, Florida. All of the companies in the post-closing ownership of TKC Holdings are organized under the laws of Delaware, and the principal business of each company is an investment fund or a holding company. H.I.G. Capital is ultimately controlled by its two co-CEOs, both of whom

are U.S. citizens. The address for the entities and individuals above TKC Holdings is c/o H.I.G. Capital Management, LLC, 1450 Brickell Avenue, 31st Floor, Miami, Florida 33131.

No other person or entity will hold a direct or indirect 10 percent or greater equity interest in CPCI post-closing.

**C. Narrative of Transfer of Control and Public Interest Statement (Answer to Question 13)**

A description of the proposed transaction and demonstration of how it will serve the public interest are set forth in Sections II and III above.

**D. Streamlined Processing (Answer to Question 20 – Section 63.12)**

The Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. Neither ICSolutions nor CPCI has any foreign carrier affiliates and neither will have such affiliates upon closing of the proposed transaction. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

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

In support of their request for consent to transfer control of CPCI to ICSolutions, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission's rules.

**Section 63.04(a)(6) – Description of the transaction:**

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

**Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee offer domestic telecommunications services, and what services are provided in each area:**

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

CPCI currently is certificated, registered, or otherwise authorized to provide telecommunications service in the contiguous United States, including the District of Columbia. CPCI currently has contracts to provide telecommunications services to certain correctional facilities in Arizona, Florida, Idaho, Kansas, Louisiana, Missouri, Montana, North Carolina, Nevada, Oregon, Utah, West Virginia, and Wisconsin.<sup>7</sup> As noted above, however, ICSolutions and CPCI do not serve as the primary contractor to the same correctional facilities in any state.

**Section 63.04(a)(8) – Statement as to how the application qualifies for streamlined treatment:**

The domestic Section 214 component of this Joint Application qualifies for presumptive streamlined processing pursuant to Section 63.03(b). In particular, upon closing of the proposed

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<sup>7</sup> Prior to the consummation of the transaction and as necessary under state law, CPCI will relinquish its authority to provide intrastate services except in those states where it has contracts to provide telecommunications services to correctional facilities.

transaction, ICSolutions (and its affiliates) and CPCI collectively will: (i) have a market share in the interstate, interexchange market of less than ten percent; (ii) 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) not be dominant with respect to any telecommunications service.

**Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction:**

No other FCC applications related to the proposed transaction are being filed.

**Section 63.04(a)(10) – Statement of whether the applicants request special consideration because either party is facing imminent business failure:**

The Applicants do not request special consideration because no party to the proposed transaction is facing imminent business failure.

**Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this application:**

No separately filed waiver requests are being sought in conjunction with this Joint Application.

**Section 63.04(a)(12) – Statement showing how grant of the application will serve the public interest, convenience and necessity:**

A demonstration of how the proposed transaction will serve the public interest is set forth in Section III above.

## VI. CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission promptly grant this Joint Application.

Respectfully submitted,

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/s/ John E. Benedict

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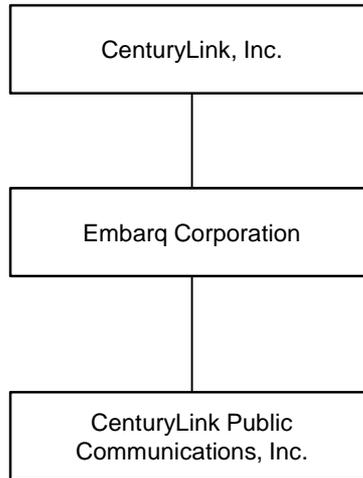
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**EXHIBIT A**

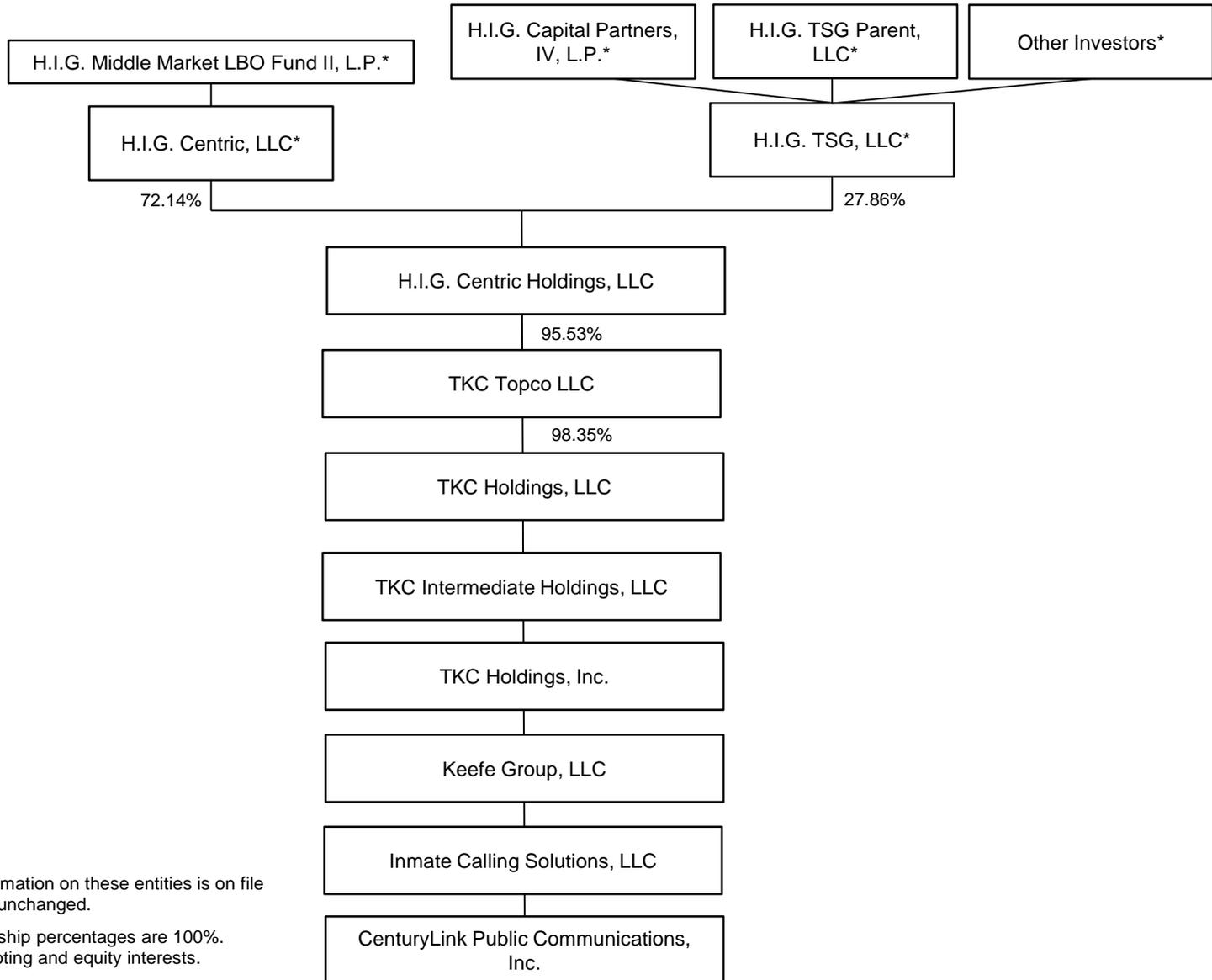
**Pre- and Post-Closing Ownership Diagrams**

# Pre-Transaction Corporate Ownership Structure of Licensee



All ownership percentages are 100%.

# Post-Transaction Corporate Ownership Structure of Licensee



\* Complete ownership information on these entities is on file with the FCC and remains unchanged.

Unless indicated, all ownership percentages are 100%. Percentages reflect both voting and equity interests.