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COMMISSION

November 16, 2010  
Via Overnight Delivery

Mr. Brent Kirtley, Tariff Branch Manager  
Kentucky Public Service Commission  
211 Sower Blvd.  
Frankfort, Kentucky 40602-0615

**RE: Inmate Calling Solutions, LLC d/b/a ICSolutions  
Notice of Ownership Change**

Dear Mr. Kirtley:

Enclosed for filing please find the original and three (3) copies of the Notice of Ownership Change filed on behalf of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS"). ICS hereby provides notice that a transfer of equity interest transaction between its parent company, Texas ICS Holding, LLC, and Centric Group, LLC has taken place and is now complete.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Any questions you may have pertaining to this filing should be directed to my attention at (407) 740-3004 or [Rnorton@tminc.com](mailto:Rnorton@tminc.com).

Sincerely,

Robin Norton  
Consultant to Inmate Calling Solutions, LLC d/b/a ICSolutions

RN/lm  
Enclosures

cc: Tim McAteer - Keefe  
cc: Kirk Smith - ICS  
file: ICS - KY  
tms: KYx1002

**INMATE CALLING SOLUTIONS, LLC**

**D/B/A ICSOLUTIONS**

**NOTICE OF OWNERSHIP CHANGE**

Inmate Calling Solutions, LLC d/b/a ICSolutions (“ICS” or “Applicant”) hereby provides notice of a transfer of equity interest transaction between Texas ICS Holding, LLC (“TICS” or “Seller”), a Texas LLC, and Centric Group, LLC (“Centric” or “Buyer”), a Delaware LLC whereby 100% of TICS’ equity interest in ICS was transferred to Centric. ICS provides automated operator assisted calling services for inmates and other incarcerated persons in correctional facilities. As a result of the consummation of this transaction, ICS is now majority-owned and controlled by the Buyer; ICS continues to operate as a separate certificated entity.

**I. DESCRIPTION OF TRANSACTION**

Buyer and Seller entered into a purchase agreement whereby Buyer subsequently purchased 100% of Seller’s ownership interests in ICS in return for a cash payment and other consideration, thereby acquiring 99% of the equity ownership of ICS. The remaining 1% was retained by Michael R. Smith. As a result, ICS is now majority-owned and controlled by the Buyer with no change in day-to-day management.

**II. ABOUT ICS**

Inmate Calling Solutions, LLC is a California Limited Liability Company headquartered in San Antonio, TX. ICS has been providing institutional calling services since 2003, and currently serves correctional facilities in thirty-one states. ICS’ mission is to focus on advanced technology and proven resources into transforming the inmate calling arena. Its dedication to ongoing technology advances, market-specific solutions, and unsurpassed customer service has earned ICS a reputation as an emerging industry leader.

### **III. ABOUT SELLER**

TICS (f/k/a Michael R. Smith and Group) was formed in 2008 for the purpose of acquiring ICS. TICS owned 99% of the equity interest in ICS. The remaining 1% will continue to be owned by Michael R. Smith.

### **IV. ABOUT BUYER**

Centric Group, LLC is a diversified holding company, who together with its subsidiaries, have been serving the correctional industry since 1974. Keefe Commissary Networks, LLC (“KCN”), a subsidiary created in 1993, provides software that correctional facilities use to set up and manage inmate trust accounts. KCN also contracts with correctional facilities to manage daily commissary operations by taking, filling and delivering commissary orders for inmates. KCN is affiliated for marketing purposes with a cooperative effort known as the Keefe Group. The Keefe Group includes Keefe Supply Company (a division of Centric), Keefe Commissary Networks, L.L.C and Access Catalog Company, LLC (a subsidiary of Centric providing mail order catalog services to inmates).

**V. CONTACT INFORMATION**

The name and address of the individual to contact regarding this filing is:

Robin Norton, Consultant  
Technologies Management, Inc.  
2600 Maitland Center Parkway, Suite 300  
Maitland, Florida 32751  
Telephone: (407) 740-3004  
Facsimile: (407) 740-0613  
E-mail: [rnorton@tminc.com](mailto:rnorton@tminc.com)

The name and address of the individual who handles regulatory affairs on behalf of ICS is:

Ken Dawson, Vice President Contracts & Regulatory  
2200 Danbury Street  
San Antonio, TX 78217  
Telephone: (210) 581-8104  
Facsimile: (210) 832-8915  
E-mail: [kdawson@icsolutions.com](mailto:kdawson@icsolutions.com)

The name and address of the individual who handles regulatory affairs on behalf of Centric is:

John T. O'Connell, Chief Financial Officer  
1260 Andes Blvd.  
St. Louis, Missouri 63132  
Telephone: (314) 214-2785  
Facsimile: (314) 214-2790  
E-mail: [joconnell@centricgroup.com](mailto:joconnell@centricgroup.com)

**VI. CUSTOMER IMPACT**

ICS remains a separate certificated company; this transaction was transparent to end users, and had no effect on rates, terms or conditions of service.