

**BEFORE THE
NEW YORK PUBLIC SERVICE COMMISSION**

Joint Petition of

**Securus Investment Holdings, LLC
Securus Technologies, Inc.
and
SCRS Acquisition Corporation**

for Approval to Transfer Indirect Control of
Securus Technologies, Inc. to SCRS Acquisition
Corporation

Matter/Case No. _____

JOINT PETITION

Securus Investment Holdings, LLC (“Transferor” or “SIH”), Securus Technologies, Inc. (“STI”) and SCRS Acquisition Corporation (“Transferee” or “SCRS”) (collectively, “Petitioners”), by their undersigned counsel and pursuant to New York Public Service Law §§ 99 and 100, and the regulations of the Commission, request Commission approval, to the extent required, to transfer indirect control of STI to Transferee.¹

In support of this Petition, Petitioners provide the following information:

I. DESCRIPTION OF THE PETITIONERS

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

¹ A Petition seeking approval for STI to participate in certain financing arrangements concurrently with or following completion of the Transaction is being filed concurrently with this Petition.

states, including in the State of New York.² In New York, STI is authorized to provide inmate telephone services pursuant to a Certificate of Public Convenience and Necessity issued by the Commission in Case No. 97-C-1921. 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.³ STI requests that the Commission take official notice of these existing descriptions of STI's qualifications and incorporate them by reference herein.

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

B. Transferee

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

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

³ See e.g., Case No. 13-C-0137; Matter Nos. 15-00847 & 13-00579.

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 telecommunication 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.

II. DESIGNATED 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:

Keith J. Roland
O'Connell and Aronowitz
54 State Street
Albany, New York 12207
518-462-5601 (tel)
518-462-2670 (fax)
kroland@oalaw.com

and:

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 for Transferor and STI to:

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

III. 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 corporate ownership of STI is provided as Exhibit A.

IV. PUBLIC INTEREST CONSIDERATIONS

Petitioners 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 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.

V. CONCLUSION

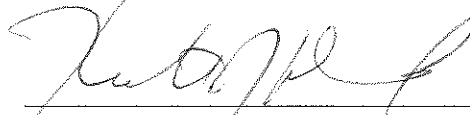
For the foregoing reasons, Petitioners submit that the public interest, convenience and necessity would be furthered by grant of this Petition permitting the Transaction described above.



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,



Keith J. Roland
O'Connell and Aronowitz
54 State Street
Albany, New York 12207
518-462-5601 (tel)
518-462-2670 (fax)
kroland@oalaw.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

Counsel for Transferor and STI

Dated: May 9, 2017