

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE
STATE OF CALIFORNIA**



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Joint Application of Inmate Calling
Solutions, LLC dba ICSolutions (U-6813-C))
and)
TKC Holdings, Inc.)
for Approval of an Indirect Transfer of)
Control of Inmate Calling Solutions, LLC)
dba ICSolutions to TKC Holdings, Inc.,)
Pursuant to California Public Utility Code §854(a))

Application No.: A16-06-015

RESPONSE TO ALJ RULING

(PUBLIC VERSION – CONFIDENTIAL EXHIBIT I FILED UNDER SEAL)

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Attorney for Inmate Calling Solutions, LLC

Attorneys for TKC Holdings, Inc.

Dated: August 23, 2016

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE
STATE OF CALIFORNIA**

Joint Application of Inmate Calling)	
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RESPONSE TO ALJ RULING

Inmate Calling Solutions, LLC dba ICSolutions (U-6813-C) (“ICS”), Centric Group, L.L.C. (“Centric”) and TKC Holdings, Inc. (“TKC” or “Buyer”) (collectively, the “Joint Applicants”) hereby submit this response (“Response”) to the Administrative Law Judge’s ruling requiring the Joint Applicants to file a response to information request dated August 11, 2016 within 15 days. This Response supplements the change of control application the Joint Applicants filed with the Commission on June 29, 2016 (the “Application”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

1. PROFESSIONAL BIOGRAPHIES OF KEY MANAGEMENT PERSONNEL

RESPONSE: Professional biographies for key management personnel of ICS and TKC were provided in *Exhibit G* of the Application. The Joint Applicants hereby supplement the original management information as follows.

Provided below is a chart showing the management of TKC and ICS before and after the contemplated closing. As noted in the chart, the management teams of TKC and ICS will remain

largely unchanged as a result of the pending transaction. Except for adding ICS's Chief Executive Officer as an officer of TKC, the current officers and directors of TKC will not change as a result of the contemplated closing. Biographies of the post-closing officers and directors of TKC are included in *Exhibit G* hereto. *Exhibit G* attached to this Response supplements and replaces *Exhibit G* from the original Application.

TKC HOLDINGS, INC. (DE)	
PRE-CLOSING DIRECTORS	POST-CLOSING DIRECTORS
Jeff Zonarini	Jeff Zonarini
Chris Paldino	Chris Paldino
Christopher Alberta	Christopher Alberta
PRE-CLOSING OFFICERS	POST-CLOSING OFFICERS
Jeff Zonarini - President	Jeff Zonarini - President
Chris Paldino - Vice President and Secretary	Chris Paldino - Vice President and Secretary
Christopher Alberta - Chief Integration Officer	Christopher Alberta - Chief Integration Officer
	James A. Theiss - Chief Executive Officer

Similarly, except for Russell A. Willey's departure from the ICS management team and the elevation of James A. Theiss as the new Manager of ICS, ICS's management team will remain unchanged post-closing. Biographies of the post-closing officers, directors and key technical employees of ICS are included in *Exhibit G* hereto.

INMATE CALLING SOLUTIONS, LLC (CA)	
PRE-CLOSING MANAGER	POST-CLOSING MANAGER(S)
Russell A. Willey	James A. Theiss
PRE-CLOSING OFFICERS	POST-CLOSING OFFICERS
James A. Theiss - Chief Executive Officer	James A. Theiss - Chief Executive Officer
Russell A. Willey - Chief Financial Officer	Jason Morris - Chief Administrative Officer
Jason Morris - Chief Administrative Officer	Alexander S.Y. Lee - Corporate Secretary
Alexander S.Y. Lee - Corporate Secretary	Nathan Schulte - President - Keefe Group

Nathan Schulte - President - Keefe Group	Tim McAteer- President and General Manager
Tim McAteer- President and General Manager	

Also, as noted in our response to Question 3 below, ultimate ownership of TKC will be widely disbursed among various passive investors through their investment in several investment holding companies and investment funds. These investment holding companies and funds are ultimately managed and controlled by H.I.G. – GPII, Inc. (“Manager”). The Manager is equally owned and controlled by Sami Mnaymneh and Anthony Tamer, who are also the founders and co-CEOs of H.I.G. Capital, L.L.C. (“H.I.G.”). Professional biographies for Sami Mnaymneh and Anthony Tamer are also provided herewith in *Exhibit G*. The biographies included in *Exhibit G* hereto establish that post-closing TKC will have the technical and managerial qualifications required to *indirectly* acquire control of ICS.

2. PROOF OF TKC’S FINANCIAL QUALIFICATIONS

RESPONSE: Consistent with D.14-11-004, provided herewith as *Exhibit H* is a guarantee (“Guarantee”) issued by H.I.G. Middle Market LBO Fund II, L.P., a qualified affiliate and indirect owner of TKC (“Guarantor”), for the sum of \$100,000 plus any amounts required to cover deposits imposed by other telecommunications carriers. The Guarantee is irrevocable for a period of twelve (12) months beyond the certification of TKC by the Commission. An audited balance sheet of Guarantor for the most recent fiscal year, an unaudited balance sheet of Guarantor for the most recent fiscal quarter and a bank statement of Guarantor for the month prior to the date of filing of the application (“Financial Documentation”) will be provided under seal as *Exhibit I* subject to a Motion for Confidential Treatment. In addition to the *pro forma* consolidated financial statements provided with the Application, the Guarantee and Financial

Documentation demonstrate that TKC has the financial qualifications required to indirectly acquire control of ICS.

3. EXPLANATION OF H.I.G. CAPITAL, LLC

RESPONSE: H.I.G. is a leading global private equity investment firm with over \$20 billion of equity capital under management. As noted in the Application, following completion of the Proposed Transaction, ICS will be *indirectly* owned and controlled ultimately by TKC which is in turn ultimately owned and controlled by affiliates of H.I.G. These affiliates include investment funds and investment holding companies formed and managed by the investment professionals at H.I.G. Thus, while H.I.G. is under common control with the investment vehicles acquiring ownership and control of ICS, H.I.G. itself will not directly or indirectly hold any equity or voting interest in ICS. TKC and other intermediate holding companies listed in *Exhibit E* in the Application were formed at H.I.G.'s direction for the sole purpose of consummating the Proposed Transaction and thereafter holding and managing the investment in Keefe Group, LLC ("Keefe") and its subsidiaries, including ICS. Each company identified in the post-closing ownership chart above Keefe is an investment fund, holding company or investment manager put in place by H.I.G.

Ultimate *indirect* ownership of ICS will be widely disbursed among various passive investors in the H.I.G.-sponsored investment vehicles identified in *Exhibit E* in the Application. H.I.G. Centric Holdings, LLC ("H.I.G. Centric Holdings"), which is a passive investment holding company, is expected to *indirectly* hold approximately 93.95% of the equity and voting securities of TKC at closing.

All of the investment funds and investment holding companies noted in the Application will be ultimately controlled and managed by the Manager. The Manager is equally owned and

controlled by Sami Mnaymneh and Anthony Tamer, who are also the founders and co-CEOs of H.I.G.

Except for the Manager, H.I.G. Centric Holdings, and the other H.I.G.-sponsored investment companies and investment funds disclosed in *Exhibit E* in the Application, no person or entity individually or in combination with any other interest will individually or in the aggregate hold a 10% or greater direct or indirect equity or voting interest in TKC, Keefe or ICS.

4. BUYER'S LINE OF BUSINESS

RESPONSE: TKC is a holding company with no operations. Buyer was formed for the sole purpose of consummating the Proposed Transaction and thereafter holding and managing H.I.G.'s investment in Keefe and its subsidiaries, including ICS. Each company identified in the post-closing ownership chart above Buyer is an investment fund, holding company or investment manager with no operations other than holding and managing H.I.G.-sponsored investments.

5. PRIOR SANCTIONS/COMPLAINTS

RESPONSE: The Joint Applicants provided a description of any fines, penalties or other sanctions against, Buyer, Seller, their officers or controlling or major shareholders or managing members in Section VI (B) starting on page 8 of the Application. These disclosures were verified by the Joint Applicants under oath. The Joint Applicants clarify that the certifications made in Section VI (B) of the Application apply to Buyer, Seller, ICS and each of their respective officers, directors, managers, shareholders, members or owners holding or proposing to directly or indirectly hold a 10% or more equity or voting interest in ICS, including, but not limited to the Manager and its owners Sami Mnaymneh and Anthony Tamer.

Respectfully submitted this 23rd day of August, 2016

/s/ Sharon R. Warren

Sharon R. Warren
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751

Consultant to Inmate Calling Solutions, LLC and
TKC Holdings, Inc.

VERIFICATION

I, James Theiss, hereby declare that I am President and Chief Executive Officer Centric Group, L.L.C. and am authorized to make this verification on its behalf. I have read the foregoing Response and the information set forth therein is 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 ___ day of August, 2016 at St. Louis, MO

James Theiss
President and Chief Executive Officer
Centric Group, L.L.C.

VERIFICATION

I, Jeff Zandarini, hereby declare that I am President of TKC Holdings, Inc. and am authorized to make this verification on its behalf. I have read the foregoing Response and the information set forth therein is 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 22 day of August, 2016 at Miami, Florida.



Jeff Zandarini
President
TKC Holdings, Inc.

EXHIBIT G

Biographies of Key Management
SUPPLEMENT

Biographies of Key Management of TKC Holdings, Inc.

Sami Mnaymneh

Sami Mnaymneh is a Founder and Co-CEO of H.I.G. Capital. He has directed the firm's development since its founding in 1993 and approves all capital commitments made by H.I.G. Sami currently serves on the Board of Columbia College and on the Dean's Council of the Harvard Law School.

Prior to founding H.I.G., Sami was a Managing Director with The Blackstone Group in New York. Prior to that, he was a Vice President in the Mergers and Acquisitions department at Morgan Stanley & Co., where he devoted a significant amount of his time to leveraged buyouts, serving as senior advisor to a number of prominent private equity firms. Over the course of his career, Mr. Mnaymneh has led over 75 transactions in a wide range of industries.

Sami earned a B.A. degree, Summa Cum Laude, from Columbia University where he graduated first in his class, and subsequently received a J.D. degree and an M.B.A. degree, with honors, from Harvard Law School and Harvard Business School, respectively.

Tony Tamer

Tony Tamer is a Founder and Co-CEO of H.I.G. Capital. He has directed H.I.G.'s development since its founding in 1993 and approves all capital commitments made by the firm. Tony has led a number of successful investments at H.I.G. in both the management buyouts and growth capital arenas. He has extensive experience working with, and coaching, early stage and middle-market companies. Tony is a board member of several H.I.G. portfolio companies. He currently also serves on the Dean's Council of the Harvard University Kennedy School of Government.

Prior to H.I.G., Tony was partner at Bain & Company where he developed business unit and operating strategies, implemented productivity improvement initiatives, and led acquisition and divestiture activities for a number of Fortune 500 clients. Tony has extensive operating experience. He has held marketing, engineering and manufacturing positions at Hewlett-Packard and Sprint Corporation.

Tony holds an M.B.A. degree from Harvard Business School, and a Master's degree in Electrical Engineering from Stanford University. His undergraduate degree is from Rutgers University.



Home > H.I.G. Team

H.I.G. Capital has a diverse team of over 250 seasoned investment professionals who have substantial operating, strategic and financial management experience.

Funds

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Offices

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Jeff Zanmarini

Jeff has twenty years of M&A/advisory experience, working with firms ranging from mid-market, privately-held organizations to multi-national public organizations. He is responsible for investment origination, transaction negotiation, and portfolio company oversight. Jeff currently serves on the board of directors of several H.I.G. companies, and has led numerous LBO transactions with a focus on oilfield/business services, manufacturing and commodity-based enterprises.

Prior to joining H.I.G., Jeff was with Bain & Company, a leading management consulting firm. While at Bain, Jeff devised corporate growth strategies and directed diligence efforts for leading private equity investors, helping to improve investment returns. He also has significant experience in the successful implementation of operational improvement strategies with private equity portfolio companies. Previously, Jeff also worked in investment banking at Goldman Sachs.

Jeff earned his Bachelor of Science and Bachelor of Arts degrees from Southern Methodist University and an M.B.A. from Harvard Business School.

Senior Members of H.I.G. Team

Pedro Abella Langa	Riccardo Dallolio	Benjamin Kahn	Jay Moore	Sensu Serpen
Jens Alsleben	Aaron Davidson	Amanda Kalin	Appu Mundassery	Nik Shah
Luciano Anzanello	José María de León	Ryan Kaplan	Eric Nadzo	Anish Sheth
Stuart Aronson	Borja de Parias	Enoch Kariuki	Johannes Natterer	Bobby Sheth
Tuna Atay	Daniel DeFazio	Evan Karp	William Nolan	Richard Siegel
Haseeb Aziz	Kristen Distasio	Dan Katz	Harry Novak	Nate Stinchcomb
Juan Barnechea	Sam Eisner	James Kenefick	Todd Ofenloch	Richard Stokes
Adam Belfer	Graham Emmett	John Kim	Christopher Paldino	Sid Subramony
Anthony Bellau	William Feeser	Holger Kleingarn	Claudia Paniker	Tony Tamer
Jaime Bergel	Rodrigo Feitosa	Christian Kraul-von Renner	Rumeu	Benjamin Taylor
Douglas Berman	Shaun Fitzgibbon	Roman Krislav	Vania Panizza	Eric Tencer
Mark Bernier	Valeric Forte	Caroline Kung	Keval Patel	Aaron Tolson
Wolfgang Biedermann	Jonathan Fox	Simon Laker	Jordan Peer	Mark Triccoli
John Black	Kyle Fox	Miguel Lasso	Michael Phillips	Tenno Tsai
Jeff Bohl	Mihai Gavriloiu	Raffaele Legnani	Fraser Preston	Ethan Underwood
John Bolduc	Seth Goldberg	Cédric Lépée	Duncan Priston	Kevin Van Culin
Olivier Boyadjian	Samuel Goldworm	Edouard Lesieur	Gina Provenzale	Naveen Vennam
Christian Brennan	Peter Gudwin	Steve Loose	Jorge Ramirez	Rahul Vinnakota
Sean Britain	Manuel Guerrero	Guido Lorenzi	Parashar Ranade	John Von Bargaen
Ruth Brophy	Matt Gullen	Matthew Lozow	Leopoldo Reaño	Michael Wasserman
Matthew Brown	Pankaj Gupta	Gabriele Magotti	Klaas Reineke	Ira Weidhorn
Craig Burson	Carl Haring	Mathilde Malezieux-Dehon	Justin Reyna	Jeff Wells
Craig Burson	Claire Harwood	Robert Rittes	Roberto Rittes	Jerry Wilson
Paul Canning	Louis-Matthieu Heck	Bruce Robertson	Rick Rosen	Rob Wolfson
Jay Carvell	David Hirschberg	Elliot Maluth	Alok Sanghvi	Jarred Worley
Javier Casillas	Kevin Hogan	Antonin Marcus	Adam Schimel	Leonardo Yamamoto
Alice Cavalier-Feuillet	Thomaz Horta	Fernando Marques Oliveira	Brian Schwartz	John Yeager
Marcelo Cecchetto	Camilo E. Horvilleur	Neil McIlroy	Nick Scola	Jeff Zanmarini
Sanjoy Chattopadhyay	Johannes Huttunen	Alastair Mills	Andrew Scotland	Chris Zlatarev
Jackson Craig	Giselle Jordan	Charles Mills	Ken Senior	Joe Zulli
Seb d'Avanzo		Giuseppe Mirante		
		Sami Mnaymneh		

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Christopher Paldino

Chris is a Managing Director of WhiteHorse Capital. Since joining the firm in 2007, he has been responsible for all aspects of the investment process, including sourcing, business evaluation, transaction structuring, financing, and execution of post-closing growth strategies. Chris has led successful investments in a number of industries including business services, specialty manufacturing, transportation & logistics, general industrials, government services, and oil and gas services and currently serves on the board of directors of several H.I.G. companies.

Chris has over 15 years of private equity experience across a variety of industries. Prior to joining WhiteHorse, Chris was a Principal at Spire Capital Partners, a mid-market private equity firm focused on business services, information services, education, and media and communications. Prior to that, Chris was a member of the Financial Sponsors Group at Salomon Smith Barney where he worked on a variety of advisory assignments for companies across a wide range of industries.

Chris earned a B.A. in Economics from Columbia University and an M.B.A. from Columbia Business School.

Senior Members of H.I.G. Team

Pedro Abella Langa	Riccardo Dallolio	Benjamin Kahn	Jay Moore	Sensu Serpen
Jens Alsleben	Aaron Davidson	Amanda Kalin	Appu Mundassery	Nik Shah
Luciano Anzanello	José Maria de León	Ryan Kaplan	Eric Nadzo	Anish Sheth
Stuart Aronson	Borja de Parías	Enoch Kariuki	Johannes Natterer	Bobby Sheth
Tuna Atay	Daniel DeFazio	Evan Karp	William Nolan	Richard Siegel
Haseeb Aziz	Kristen Distasio	Dan Katz	Harry Novak	Nate Stinchcomb
Juan Barnechea	Sam Eisner	James Kenefick	Todd Ofenloch	Richard Stokes
Adam Belfer	Graham Emmett	John Kim	Christopher Paldino	Sid Subramony
Anthony Bellau	William Feeser	Holger Kleingarn	Claudia Paniker	Tony Tamer
Jaime Bergel	Rodrigo Feitosa	Christian Kraul-von Renner	Rumeu	Benjamin Taylor
Douglas Berman	Shaun Fitzgibbon	Roman Krislav	Vania Panizza	Eric Tencer
Mark Bernier	Valerio Forte	Caroline Kung	Keval Patel	Aaron Tolson
Wolfgang Biedermann	Jonathan Fox	Simon Laker	Jordan Peer	Mark Tricoli
John Black	Kyle Fox	Miguel Lasso	Michael Phillips	Tenno Tsai
Jeff Bohl	Mihai Gavriloiu	Raffaele Legnani	Fraser Preston	Ethan Underwood
John Bolduc	Seth Goldberg	Cédric Lépée	Duncan Priston	Kevin Van Culin
Olivier Boyadjian	Samuel Goldworm	Edouard Lesieur	Gina Provenzale	Naveen Vennam
Christian Brennan	Peter Gudwin	Steve Loose	Jorge Ramirez	Rahul Vinnakota
Sean Britain	Manuel Guerrero	Guido Lorenzi	Parashar Ranade	John Von Bargaen
Ruth Brophy	Matt Gullen	Matthew Lozow	Leopoldo Reaño	Michael Wasserman
Matthew Brown	Pankaj Gupta	Gabriele Magotti	Klaas Reineke	Ira Weidhorn
Craig Burson	Carl Harring	Mathilde Malezieux-Dehon	Justin Reyna	Jeff Wells
Paul Canning	Claire Harwood	Elliot Maluth	Roberto Rittes	Jerry Wilson
Jay Carvell	Louis-Matthieu Heck	Antonin Marcus	Rick Rosen	Rob Wolfson
Javier Casillas	David Hirschberg	Fernando Marques Oliveira	Alok Sanghvi	Jarred Worley
Alice Cavalier-Feuillet	Kevin Hogan	Neil McIlroy	Adam Schimel	Leonardo Yamamoto
Marcelo Cecchetto	Thomaz Horta	Alastair Mills	Brian Schwartz	John Yeager
Sanjoy Chattopadhyay	Camilo E. Horvilleur	Charles Mills	Neil Scola	Jeff Zanarini
Jackson Craig	Johannes Huttunen	Giuseppe Mirante	Andrew Scotland	Chris Zlatarev
Seb d'Avanzo	Giselle Jordan	Sami Mnaymneh	Ken Senior	Joe Zulli

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CHRISTOPHER C. ALBERTA



Christopher Alberta is a senior executive with over 18 years of experience leading companies in various management roles including Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Chief Restructuring Officer. His expertise includes developing and implementing operational and financial strategies to improve performance, increase liquidity and maximize value. His leadership in profit improvement, crisis management, turnaround and restructuring spans a variety of industries including restaurants, food service, telecommunications, logistics, energy, automotive, manufacturing, wholesale and distribution, financial services and healthcare.

Prior to serving Trinity Services Group as CEO, Mr. Alberta was Senior Managing Director of the turnaround and restructuring practice of Conway Mackenzie, where he founded the firm's New York office. His career as a turnaround manager and restructuring advisor also includes positions at Arthur Andersen and Huron Consulting Group, where he was one of the founding members of the firm.

Mr. Alberta earned his Masters of Business Administration from New York University's Stern School of Business and his Bachelor of Business Administration in Finance from the University of Notre Dame. He is a Certified Insolvency and Restructuring Advisor and holds a Certification of Distressed Business Valuation.

Mr. Alberta has been named to the "40 Under 40" by *M&A Advisors*, selected as one of the "People to Watch: Business Professionals Making Their Mark" by *Turnarounds and Workouts* and awarded "Turnaround of the Year" by *Global M&A Network*. He has also been profiled by *Bankruptcy Professional* as one of the nation's leading turnaround and restructuring practitioners.

James Matthew Theiss - BIO

James Theiss, President and Chief Executive Officer of Centric Group and its subsidiaries, began his St. Louis, Missouri sales career in the television industry (1981) and became a sales manager at KMOV-TV (1989).

He entered into the Centric Group family of companies in sales at SNI Sports from 1993-1995. He continued with advancements at Centric Group into management positions. He started first as Regional Vice President at Keefe Group, New Jersey in 1996 and then as President of the Eastern Region for Keefe from 2000 until 2007. During his time at Keefe Supply Company in Edison, New Jersey, he developed the Keefe Group's system of sub warehouses or mini-distribution centers.

In the spring of 2007, Jim was promoted to Executive Vice President Operations for Centric Group Corporate Headquarters in St. Louis. Beginning in 2008, Jim began serving as President and Chief Operating Officer of Centric Group and was promoted to Chief Executive Officer in January 2012.

Jim received his BA from the University of Missouri, Columbia. He served as President of the Board of the Juvenile Diabetes Research Foundation-St. Louis; served on the Advisory Board for Dean Benjamin Akande at Webster University's Walker School of Business; served as Chairman of The Regional Business Council of St. Louis; is on the Executive Committee of the St. Louis Sports Commission, and a member of St. Louis Children's Hospital Foundation Board of Trustees and Finance Committee.

Jim resides in St. Louis with his spouse, Laurie. They have a daughter living in New York City, a son in Chicago and one in North Carolina attending college.

Jason Patrick Morris - BIO

Jason Morris, Chief Administrative Officer of Centric Group and its subsidiaries, began his professional career in 1995 at Crown Capital Corporation in investment banking. There, Jason gained insight into Merger and Acquisition buyer and seller representation across a broad spectrum of industries and achieved the title of Vice President.

His tenure with Centric Group began in 1999 as Business Manager for Riddell Footwear. When Centric acquired TRG Group in 2003, Jason was tasked with being one of a select few Centric employees to take positions there. After initially acting as Licensing Manager, Jason held numerous Officer level roles overseeing all aspects of Operations, Product Development and Strategy prior to ultimately being named Executive Vice President and General Manager of the business in 2011.

During his time as GM, Jason guided TRG out of the recession and achieved back-to-back years of record profitability. Concurrently, he positioned TRG for a sale transaction and participated in the consummation of a very successful sale process. In August of 2014, Jason transitioned to Centric Group's corporate office as Executive Vice President of Strategic Business Development and in the Summer of 2016 became Centric Group's Chief Administrative Officer.

Jason received his BS from Vanderbilt University. He serves as President of the St. Louis Chapter/ National Trustee of the Foundation Fighting Blindness and volunteers as a Regional Business Council mentor.

Jason resides in St. Louis with his spouse, Leslie, and their two children.

Alexander S.Y. Lee – BIO

Alexander Lee, Vice President, General Counsel, and Corporate Secretary of Centric Group, has served as the head of the Centric Group Legal Affairs Department since he joined Centric in 2012. Alex has over fifteen years of legal experience.

Prior to joining Centric Group, Alex worked in private practice for over ten years at St. Louis law firms including Carmody MacDonald, P.C., and helped start the litigation boutique of Gonnerman Reinert, L.L.C. Alex specialized in complex litigation including commercial litigation, medical professional liability defense, products liability, as well as employment law. Alex also served as Assistant General Counsel at WorkNet Communications, Inc., a St. Louis-based telecommunications company.

Alex received his B.A. in Political Science from the University of North Carolina at Chapel Hill and J.D. from Washington University in St. Louis. He is licensed to practice law in Missouri and Illinois.

Alex is the Co-Founder of the Asian American Chamber of Commerce of St. Louis and its Past President; served as President of the Missouri Asian American Bar Association; served on the Executive Committee of the St. Louis County Bar Association; and currently serves as a Board Member for the Magic House-St. Louis Children's Museum. He is also on the Board of the Association of Corporate Counsel- St. Louis Chapter.

Alex has been recognized by the St. Louis Business Journal with its Diverse Business Leader Award; by the St. Louis Small Business Monthly as a St. Louisan to Know in Small Business; and the Regional Business Council as part of its inaugural Leadership 100 Class.

Alex resides in St. Louis with his wife, Stephanie, and son, Beckett.

Nathan Schulte

President

10880 Lin Page Place

St. Louis, MO 63132

314.963.8700

EDUCATION:

Bachelor of Science in Business Administration

Washington University

1997

EMPLOYMENT HISTORY:

President

2011 - Present

Keefe Group and its Subsidiaries

Highest ranking officer directly responsible for all of the Keefe Group operating companies (Keefe Supply Company, Keefe Commissary Network, Access Securepak, Access Corrections, ICSolutions, Advanced Technologies Group) and over 2,500 employees nationwide.

President

2007 - 2011

TRG Group

As President of TRG Group, a global distributor in 90 countries and manufacturer of consumer goods in the travel gear, footwear and accessory categories, Nathan was directly responsible for all employees, facilities, assets, sales, costs, marketing and day-to-day operations.

Executive Vice President

2004 - 2007

TRG Group

As Executive Vice President, Nathan was responsible for the logistics, procurement, design, development, manufacturing and distribution of consumer goods for TRG Group.

Vice President

1997 - 2004

Centric Group, L.L.C.

At Centric Group, the parent company of Keefe Group, Nathan had numerous corporate responsibilities including the administration of information technology, real estate, insurance, various business acquisitions and financial administration.

EXPERIENCE:

Nathan has spent his entire career with Keefe Group and its affiliates, the majority of which in an executive role responsible for total oversight of company operations. Nathan has significant experience in the management and logistics related to Keefe Group's primary business functions, most important of which being large-scale commissary implementations.

Timothy P. McAteer

President, General Manager, Inmate Calling Solutions, LLC

SUMMARY

- Started with the Keefe Group Companies as a Staff Accountant in 1993
- Over 22 years of experience with Keefe Group companies serving as Vice President and General Manager for Keefe Supply Company, Access Corrections, Access Securepak, and the Vice President/COO for Keefe Commissary Network
- Was promoted to President & General Manager of ICSolutions in 2010
- Extensive experience working directly with correctional facility Administrators and Staff
- Extensive experience ensuring efficient and compliant operations, high quality services, and advanced technologies.
- Received Bachelor's of Science in Accounting from the University of Missouri, St. Louis in 1992.

PROFESSIONAL EXPERIENCE

President, General Manager, Inmate Calling Solutions, LLC 2010 - Present
ICSolutions is a leading provider of telecommunications products and services designed specifically for the security aspects of corrections. As President & GM of ICSolutions, responsible for all aspects of the company including the employees, assets, products, services, operations, regulatory compliance, and financials.

Vice President, General Manager, Keefe Supply Company, Access Securepak, and Access Corrections 2008 - 2010
Keefe Supply Company, Access Securepak, and Access Corrections provide commissary products, services, and technologies to correctional facilities. As Vice President, GM, responsibilities included all aspects of the company including employees, assets, products, services, operations, and financials.

Vice President, Chief Operations Officer, Keefe Commissary Network 2005 to 2008
Keefe Commissary Network provides automated commissary goods and services to correctional facilities. As VP/COO, responsibilities included operations, company assets, facilities, operations, employees, and financials.

Vice President of Operations, Keefe Group 2003 - 2005
Keefe Group makes up the combined Keefe companies that provide commissary products, services, and technologies to correctional facilities. As Vice President of Operations for Keefe Group, responsibilities included all operations including our on-site operations, employee management at correctional facilities, our facilities, equipment, and inventory. Managed startup commissary operations in nine statewide DOC's, some of which had inmate population over 1,000 inmates. The responsibilities included development of operational plans, hiring and training of all staff, selection and procurement of facilities and equipment, contract compliance, and startup operations in numerous jail facilities including those with inmate populations above 1,000 inmates.

Director of Operations, Keefe Commissary Network 2001 - 2003
Keefe Commissary Network provides automated commissary goods and services to correctional facilities. As Director of Operations, responsibilities included employee management, operations, facility management, and equipment management for Keefe Commissary Network.

Regional Manager, Keefe Commissary Network 1995 - 2001
Keefe Commissary Network provides automated commissary goods and services to correctional facilities. As Regional Manager, responsibilities included the sales pursuit and customer retention for the entire Midwest region with Keefe Commissary Network.

Purchasing Agent, Keefe Group 1995 - 2001
Keefe Group makes up the combined Keefe companies that provide commissary products, services, and technologies to correctional facilities. As Purchasing Agent, responsibilities included keeping facilities stocked with ample inventory levels to ensure the product needs of our correctional facility customers. This included analyzing inventory levels, placing product purchases, and sourcing new products and suppliers.

Staff Accountant, Access Catalog Company
Keefe Group makes up the combined Keefe companies that provide commissary products, services, and technologies to correctional facilities. As Staff Accountant, responsibilities included financial reporting of the business and the Accounts Receivables and Payables departments.

EDUCATION

Bachelor's of Science in Accounting, University of Missouri St. Louis

1992

ICSolutions' Management Team

Tim McAteer, Company President has 20 years' experience in management and administration within the correctional industry, including serving as Vice President and Chief Operating Officer for several commissary support and supply companies.

Ken Dawson, Director of Contracts & Regulatory, also has more than 30 years' experience in the telecommunications industry including co-founding and developing several companies engaged in back-room support for the industry.

Brendan Philbin, VP of Business Development, has 25 years' experience in all facets of the industry including network infrastructure, billing, fraud control, process design, market strategy, and sales management.

Responsibilities

Mr. Philbin is responsible for the overall day-to-day operations of the company. This responsibility includes overseeing all aspects of service delivery including: system integration, billing & collection, customer service, quality control, and data processing. In addition, Mr. Philbin leads the design and deployment of next generation payment and bad debt management applications in support of the correctional market.

Qualifications

Mr. Philbin is an executive who first entered the industry of telecommunications for correctional markets in 1989, delivering strategic vision, market and product strategy, technology innovation, program and project management. He has a proven track record of building and leading successful teams that deliver major projects on time and within budget. Extensive knowledge of the Operator Services industry with domain expertise in telephony billing, collections, bad debt management and inmate telephone services.

John Goetsch, VP of Technology, has more than 25 years of technical knowledge including software and hardware design and systems and network architecture.

Responsibilities

John directs the Engineering team responsible for designing the software and hardware for The ENFORCER® inmate call processing platform. The Engineering team also includes manufacturing and quality control personnel charged with assembling and shipping a quality product to each site served by ICSolutions.

Qualifications

John has been in the technology industry since 1990, with vast experience in planning, developing, and implementing applications to address complex business and technical challenges. He has built and led teams in the creation of cutting edge technology in telecommunications and industrial domains with numerous patents awarded. He earned his Honors BSc degree at Rhodes University in South Africa.

Brian Dietert, Director of Operations, has nearly 30 years of telecommunications experience, more than two decades of which have been specialized in the Correctional Communications Market.

Responsibilities

Brian leads the team of technicians responsible for the 24x7x365 monitoring and service support of the inmate phone system and communication access lines. The ICSolutions Technical Support Center ("TSC") is staffed 24x7x365 with Level 1 and Level 2 technicians, and is the initial point of contact for any issues related to the operation of the inmate telephone system. TSC is equipped with the Nagios network monitoring application and Mantis for trouble ticket issuance and resolution.

Qualifications

Brian has been in the telecommunications industry since 1986, specializing in inmate telephone services since 1990. He has held senior leadership positions with several companies that operate in inmate telephone industry. Before joining ICSolutions in 2011, Brian was the Director of Network and Billing Services for Public Communication Services (PCS). While at PCS, he managed over \$30 Million in annual revenue associated with collect, prepaid, and debit calling. Prior to PCS, Brian was a principal with AGM Telecom who helped start up and grow the company to 125 installations before being acquired by PCS in 2007. As a result of approximately three decades in this industry, Brian brings a wealth of knowledge and experience in all aspects of field services, engineering, project management, and local and toll network architecture, as well as leading edge products associated with VOIP telephony.

Additional Management Staff

Sylvia Castillo, Client Services Manager

Responsibilities

As the Client Services Manager, Sylvia maintains excellent business relationships with all of ICSolutions' clients. Part of her role is to ensure that the products and services that are operating within each of our client's facilities are meeting and/or exceeding their expectations. Any time there is a concern Sylvia is one of the primary points of contact in resolving client-specific issues.

Qualifications

Sylvia has been in customer relations since 1993. Some of her most notable qualifications lie in her management and allocation of resources in order to best serve clients. Her strong relationships with Attorney Generals and Public Utility Commissions personnel across the U.S. give her unique insight and perspective when managing ICSolutions' clients. She has implemented important policies and procedures over her career that have positively impacted customer and client relations.

Latisha Steger, Director of Sales Engineering

Responsibilities

As the Director of Sales Engineering, Latisha works directly with the facility to schedule and provide training during installation and ongoing refresher training throughout the life of the contract. She will deliver training on The ENFORCER® system, video visitation, inmate tablets, and inmate telephone procedures face-to-face, over-the-phone, or via WebEx, as the facility prefers. In addition, Ms. Steger also manages and coordinates voice enrollments for Pre-Call Validation and Voice Biometrics services.

Qualifications

Ms. Steger has served as a professional in telecommunications customer management and support since 2000, with a focus on inmate calling sales, service, training and support since 2007.

Geoff Larkin, Project Manager

Responsibilities

During the implementation, Geoff will be responsible for managing the installation, including development of the County's project plan and overall management of The ENFORCER® installation. As Project Manager for installations, Geoff brings his in-depth knowledge and expertise of The ENFORCER® to expedite issue identification and resolution.

Qualifications

Mr. Larkin has a well-rounded education with A+ and Net+ certifications, as well as holding a B.A. in Biology and an MBA. Geoff, who joined ICSolutions in 2007, balances this education with in-depth experience, with more than 30 years of IT experience in regulated industries. Geoff has held leadership positions on system conversion and specialized-training teams since 1987. He is an integral part of every installation at ICSolutions – big or small – so he is familiar with the problems that can arise with all types of projects. He has coordinated countless complex projects and is proficient at anticipating facilities will have their own unique circumstances that may affect the timing of the installation if not timely identified and addressed in the installation plan.

Justin Naquin, Regional Field Service Manager

Responsibilities

Justin is the field supervisor for ICSolutions' installation teams nationwide. In addition to providing leadership of our field technicians, Justin provides hands-on management of the transition process, testing and on-site quality control.

Qualifications

Justin joined ICSolutions in 2004 and has nearly 30 years of telecommunications experience in the public and inmate telephone industry. Justin is skilled at installations of both inmate telephone systems and video visitation systems. He has completed over one hundred complex inmate telephone system installations for ICSolutions' existing customers, including State Departments of Corrections and large multi-site applications. Justin has led many installations, including the installations at Bexar County, Texas – Sacramento County, California – Erie County, New York – and Osceola County, Florida.

Latoya Coleman, Technical Support Manager

Responsibilities

Latoya Coleman supports the project as Technical Support Manager for ICSolutions clients after installation. She supervises the Technical Support team and serves as the first level of escalation for unresolved trouble tickets.

Qualifications

Latoya joined ICSolutions in 2009 as a Technical Services Representative, assisting clients with product related concerns, troubleshooting hardware and software issues, and coordinating with field technicians via telephone to change hardware and software configurations. In 2015, Latoya was promoted to Technical Support Manager due to her outstanding performance in issue resolution. Latoya has nearly 10 years of technical support experience, with more than 6 years in

the inmate telecommunications industry. Ms. Coleman holds a Bachelor of Science in Computer Science from Jackson State University.

George Langdin, Technical Services Manager (IT Engineering)

Responsibilities

George leads the engineering team responsible for building, configuring, and testing all ENFORCER® equipment before it is delivered to each facility for implementation. George's team plays an important role in the quality assurance process by making sure each piece of equipment is configured to meet the requirements of the facility it is going to, and by ensuring that the equipment is functioning properly and free from manufacturing defects prior to deployment. After system installation, George is also a point of escalation for software support issues.

Qualifications

George joined ICSolutions in 2004 and has been in the technology industry since 1998. His InfoTech experience includes founding a market-leading "dot com" company and managing technical support for a multinational biotech corporation. Mr. Langdin obtained his Bachelor of Science degree at University of California, Davis.

Josh Hatzenbuehler, Video Visitation Product Manager / Lead Engineer

Responsibilities

Josh is responsible for all aspects of the Video Visitation software, including managing customer and vendor relationships. He is dedicated solely to supporting our video visitation software, video visitation clients, and escalated video visitation support tickets. In addition, Josh develops the software configuration for customer facilities during the installations and upgrades of video visitation systems. After system installation, Josh is also the first point of escalation for video visitation service tickets, routing and assigning tickets to the video team.

Qualifications

Josh joined ICSolutions in 2013 as a software engineer, focusing on developing flexibility in user customization of ICSolutions' IVR system. He has worked with software systems since 2007, with several years' experience as a lead software engineer on multiple projects. Josh earned his Bachelor of Science in Electrical Engineering from Texas A&M in 2010.

EXHIBIT H

Evidence of Financial Qualification of TKC Holdings, Inc.
Guarantee

H.I.G. Middle Market LBO Fund II, L.P.
1450 Brickell Avenue, 31st Floor
Miami, Florida 33131

August 23, 2016

California Public Utilities Commission
505 Van Ness Ave.
San Francisco, CA

RE: Joint Application of Inmate Calling Solutions, LLC dba ICSolutions (U6813C) and TKC Holdings, Inc. For Approval of an Indirect Transfer of Control of Inmate Calling Solutions, LLC dba ICSolutions to TKC Holdings, Inc., Pursuant to California Public Utility Code §854 (the "Joint Application"); Third-Party Guarantee of Indirect Parent To Provide Financial Backing to TKC Holdings, Inc.

TKC Holdings, Inc. ("TKC") is a wholly owned subsidiary of TKC Intermediate Holdings, LLC, which is a wholly owned subsidiary of TKC Holdings, LLC. TKC Holdings, LLC is a wholly owned subsidiary of TKC Topco LLC, which is a wholly owned subsidiary of H.I.G. Centric Holdings, LLC. H.I.G. Centric Holdings, LLC is a wholly owned subsidiary of H.I.G. Centric, LLC, which is a wholly owned subsidiary of H.I.G. Middle Market LBO Fund II, L.P. (the "Parent"). Following the closing of the Proposed Transaction (as defined in the Joint Application), the Parent will indirectly own approximately 67.78% of the equity interests of TKC as depicted in Exhibit E to the Joint Application. TKC does not yet have its own set of audited financial statements or its own separate bank account. Audited financial statements on a consolidated basis are issued for the Parent. The Parent's audited balance sheet for the most recent fiscal year and unaudited balance sheet for the most recent fiscal quarter will be provided as Exhibit I to Response to ALJ Ruling submitted on the date hereof. In addition, pro forma consolidated financial statements of TKC were provided under seal as Exhibit C to the Joint Application.

The Parent has access to a \$500 million revolving credit facility. As of the date hereof, the Parent had availability on the revolver of over \$250 million. The Parent also has \$1.75 billion of capital commitments from limited partners, and as of the date hereof, over \$1.6 billion of such capital commitments are undrawn. The Parent believes that availability of cash under the revolving credit facility and capital commitments from limited partners are sufficient to fund the needs of TKC into the future.

In accordance with the requirements of the California Public Utilities Commission ("CPUC"), the Parent hereby certifies and guarantees that it will make available to TKC the sum of \$100,000 plus any amounts required to cover deposits imposed by other telecommunications carriers for the purpose of satisfying the CPUC financial qualification standard for competitive local exchange carrier ("CLEC") applicants. No such deposits are anticipated in connection with the authority requested in this proceeding because Inmate Calling Solutions, LLC will be continuing its existing CLEC operations. This guarantee from Parent to TKC is hereby made irrevocable for a period of one year following the grant by the CPUC of the requested CLEC authority to TKC.

[Signature Page Follows]

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 23rd day of August 2016 at 2:23 p.m.



Richard Siegel
Authorized Signatory

CONFIDENTIAL EXHIBIT I

PUBLIC VERSION

REDACTED

(This Exhibit is being filed separately under Seal
subject to a Motion for Confidential Treatment in this docket)