

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-4857
of Inmate Calling Solutions, LLC)
d/b/a ICSolutions, San Antonio,)
Texas, seeking authority to) GRANTED
issue collateralized guarantees)
of long-term indebtedness and to)
transfer control.) Entered: August 30, 2016

BY THE COMMISSION:

On July 19, 2016, an application was filed by Inmate Calling Solutions, LLC d/b/a ICSolutions, ("ICS" or "Applicant"), of San Antonio, Texas, seeking authority to issue collateralized guarantees of long-term indebtedness and for a transfer of control. Notice of the application was published in The Daily Record, Omaha, Nebraska, on July 25, 2016. No protests were filed; therefore, this application is processed pursuant to the Commission's rule of modified procedure.

O P I N I O N A N D F I N D I N G S

Applicant seeks authority to act as a guarantor and pledge its assets in support of long-term indebtedness for its parent, Keefe Group, LLC ("Keefe"). The financing arrangement will be entered upon consummation of acquisition of TKC Holding, Inc. ("TKC"), of indirect control of ICS through a transfer of control of ICS's parent Keefe. The transfer of control will occur at the holding level company only. Under the terms of the financing documents, ICS and certain affiliates of TKC will enter into credit facilities in an aggregate amount of over \$1 billion. The facilities are comprised of term loans for multiple years. The credit facilities will be used for a variety of purposes including completing the transfer of control, repay existing indebtedness obligations, and other strategic and lawful corporate purposes.

The credit facility will be secured by the assets of the Applicant and other Keefe subsidiaries as collateral in support of the credit facility.

The Applicant states the financing arrangement will be seamless to customers and will not result in a change to any rate, term or condition of service. Additionally, there will be no discontinuance, reduction, or impairment of service to any customer as a result of the transaction and transfer.

The Applicant further states the financing transactions are in the public interest and will benefit Applicant's customers as it will enhance ICS's financial and managerial capabilities to

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continue to provide high-quality, competitive telecommunications services in Nebraska. ICS's operations, the Applicant states, will also benefit from the improved balance sheet that will result from the capital infusion from the financing, as well as the operational and managerial resources of TKC.

Applicant seeks approval from the Commission pursuant to Neb. Rev. Stat. § 75-148, which states in pertinent part,

A common carrier may issue stock, bonds, notes, or other evidence of indebtedness, payable at periods of more than twelve months after the date thereof, when necessary for the acquisition of property, the construction, completion, extension or improvement of facilities, the improvement or maintenance of its service, or the discharge or lawful refunding of its obligations if the common carrier first secures from the Commission an order authorizing such issue and the amount thereof and stating that in the opinion of the Commission the use of the capital to be secured by the issue of such stock, bonds, notes, or other evidence of indebtedness is reasonably required for the purposes of the carrier.

Upon review of the evidence, the Commission finds that the application filed herein is in compliance with the applicable Nebraska Statutes and that the debt financing agreement and transfer of control is reasonably required for the aforementioned purpose. The application is fair, reasonable and in the public interest and should be granted.

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4857 be, and is hereby granted.

ENTERED AND MADE EFFECTIVE at Lincoln, Nebraska, this 30th day of August, 2016.

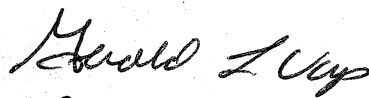


NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


Chairman

ATTEST:


Executive Director

//s//Frank E. Landis
//s//Tim Schram