



September 23, 2010
Via Electronic Filing

Ms. Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol Avenue
Pierre, SD 57501

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

Dear Ms. Gerpen:

Please accept this letter of the Notice of Ownership Change filed on behalf of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS"). ICS hereby provides notice of a transfer of equity interest transaction between its parent company, Texas ICS Holding, LLC and Centric Group, LLC. No changes to rates, terms or conditions of service are contemplated as a result of this transaction.

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.

Sincerely,

Robin Norton
Consultant to ICS

RN/lm
Enclosures

cc: Tim McAteer - Keefe
cc: Kirk Smith - ICS
file: ICS - SD
tms: SDx1002

**INMATE CALLING SOLUTIONS, LLC
D/B/A ICSOLUTIONS**

NOTICE OF OWNERSHIP CHANGE

Inmate Calling Solutions, LLC d/b/a ICSolutions (“ICS”) 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 will be transferred to Centric. ICS provides automated operator assisted calling services for inmates and other incarcerated persons in correctional facilities. Following the consummation of this transaction, ICS will become majority-owned and controlled by Centric.

I. 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.

II. ABOUT SELLER

TICS (f/k/a Michael R. Smith and Group) was formed in 2008 for the purpose of acquiring ICS. Currently, TICS owns 99% of the equity interest in ICS and Michael R. Smith owns the remaining 1%.

III. 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).

A copy of Buyer’s Certificate of Organization is included as Exhibit 1.

IV. DESCRIPTION OF TRANSACTION

On July 30, 2010, Buyer and Seller entered into a purchase agreement whereby Buyer proposes to purchase 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% will continue to be owned by Michael R. Smith. No change in day-to-day management or employees is contemplated. The transaction is expected to be completed by October 31, 2010, subject to all regulatory approvals.

V. CUSTOMER IMPACT

ICS will remain a separate operating company in the State of South Dakota. The proposed acquisition will have no effect on the Applicants’ name, address, contact information, services, rates or terms and conditions of service. The Applicant will continue to brand and bill its services in the same name. The toll free telephone number and website for customer service will remain the same. At this time no change in day-to-day management is contemplated.

VI. 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

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

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

VII. PUBLIC INTEREST CONSIDERATIONS

The transfer of control to Centric will serve the public interest. Centric's experience and success in service industries supporting correctional facilities make the company particularly well-qualified to acquire ownership of ICS. The Transfer will be transparent to the users of ICS' services and will not have an adverse effect on them. There will be no change to services, rates, terms or conditions of service. ICS will continue its mission to develop and offer innovative solutions responding to the demands of the corrections market, serving the needs of inmates and their families as well as facility management personnel.

CENTRIC GROUP, LLC

Exhibit 1

Certificate of Organization

(Arts of Organization)

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "CENTRIC GROUP, L.L.C.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 1999, AT 12:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary

3070948 8100

991293070

AUTHENTICATION: 9870180

DATE: 07-16-99

CERTIFICATE OF FORMATION
OF
CENTRIC GROUP, L.L.C.

The undersigned, being an authorized person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (the "Company") is Centric Group, L.L.C.

SECOND: The address of the registered office and the name and the address of the registered agent of the Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: Management of the Company is vested in one or more managers and not in the members of the Company.

Executed on July 16, 1999


Christopher B. Reid, Authorized Person

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENTRIC GROUP, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF APRIL, A.D. 2008.



3070948 8300

080365562

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6492924

DATE: 04-01-08