



September 23, 2008
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Ms. Sharla Dillon, Docket and Records Manager
Utilities Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**RE: Application for Approval of Transfer of Control
Inmate Calling Solutions, LLC d/b/a ICSolutions**

Dear Ms. Dillon:

08-00180

Enclosed for filing please find the original and four (4) copies of an Application for Approval of a Transfer of Control submitted on behalf of Inmate Calling Solutions, LLC ("ICS").

A check in the amount of \$25.00 representing the filing fee is included with this filing.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-3004 or morton@tminc.com. 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.

Sincerely,

Robin Norton

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

RN/lm
Enclosure

cc: Suzanne Haffner, ICS
cc: Goy Giminski, ICS
cc: Michael Smith – Smith & Group
file: ICS - TN
tms: TNx0803

IR.A.D. 11/11/2008
SEP 24 11:00
RECEIVED

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Application of
Inmate Calling Solutions, LLC
d/b/a ICSolutions
for Authority to Transfer Control

Case No. 08-00180

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to T.C.A. §65-4-113, Inmate Calling Solutions, LLC d/b/a ICSolutions, LLC ("ICS" or "Applicant") hereby seeks approval of a transfer of equity interest transaction between its parent company, The Billing Resource f/k/a Integretel, Incorporated ("TBR" or "Seller"), a California corporation, and Michael R. Smith and Group, LLC ("Smith" or "Buyer"), a Texas LLC. ICS provides automated operator assisted calling services for inmates and other incarcerated persons in correctional facilities. TBR is a billing clearinghouse. Smith is an investment consortium created for the purpose of acquiring ICS. Following the consummation of this transaction, ICS will become majority-owned and controlled by Buyer.

ICS will remain a separate operating company and will continue to provide service in Tennessee under the name of ICSolutions. ICS was certificated to provide resold telecommunications service in the State of Tennessee on August 17, 2006 pursuant to order issued in Case Nos. 06-00129; payphone certification was granted on August 21, 2006 in Case No. 06-00130. As an inmate service provider, ICS does not have presubscribed customers, and no customer notice will be issued.

Similar applications for approval have been filed or will be filed in the following jurisdictions: FCC, Georgia, Minnesota, Mississippi, Missouri, Nebraska, New York, Pennsylvania, and West Virginia. No other state in which ICS is certificated, registered or otherwise authorized to provide service requires prior approval of ownership changes.

I. THE AGREEMENT

On August 28, 2008 (Order entered by Court on September 4, 2008), Buyer and Seller executed and entered into a purchase agreement whereby Buyer proposes to purchase all of Seller's ownership interests in ICS in return for a cash payment and release of certain trade payables. When the Transfer is consummated, ICS will be majority-owned and controlled by Buyer with no change in day-to-day management contemplated. The transaction is expected to be completed late fourth quarter 2008.

II. ABOUT ICS

Inmate Calling Solutions, LLC is a California Limited Liability Company headquartered in San Jose, California. ICS has been providing inmate calling services since 2003, and currently serves approximately 115 correctional facilities in thirty-four 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

The Billing Resource is a California-based billing clearinghouse established in 1988 and serving providers who outsource their billing support functions. TBR's service offerings include billing through local exchange carriers, direct branded invoicing, major credit card clearing and direct account debit as well as complementary services such as customer care, validation and fraud control, pre-pay account management and internet reporting.

In September 2007, TBR voluntarily filed for protection under Chapter 11 of the U.S. bankruptcy laws (N.D. California, San Jose Division; Case No. 07-52890). As part of its plan of reorganization, TBR is pursuing a sale of substantially all of its assets including its operating subsidiaries. On September 4, 2008, the bankruptcy court approved the sale of ICS to Buyer subject to all required regulatory approvals.

IV. ABOUT BUYER

Michael R. Smith and Group, LLC is a Texas Limited Liability Corporation formed in May 2008 for the purpose of acquiring ICS. Michael Smith is the managing director and sole officer. Mr. Smith has twenty-eight years in telecommunications and billing clearinghouse experience. He was founder and CEO of Operator Service Company ("OSC"), a nationwide operator services provider. After the acquisition of OSC by Billing Concepts, Inc., a billing clearinghouse, he was promoted to president of the merged firm. In 2000, Billing Concepts was sold to Platinum Equity, Inc. and he was named the senior Platinum executive managing Billing Concepts and three other Platinum subsidiaries. In 2004, Billing Concepts was sold and Mr. Smith left Platinum Equity and founded Merchant Clearing House, also a billing clearing house. Mr. Smith is also a shareholder in Value-Added Communications, Inc., a major inmate service provider. He is actively involved in

an advisory capacity to the CEO and others at Value-Added with regulatory and billing process issues concerning the operations of the company. Mr. Smith is also member of the Advisory Council to the Board of Directors for VAC Holding, Inc., the parent of Value-Added Communications, Inc.

A copy of Buyer's Certificate of Organization is included as Exhibit 1. Buyer is not a certificated entity in the State of Tennessee and has not registered to do business in Tennessee as a foreign entity.

V. CUSTOMER IMPACT

ICS will remain a separate operating company in the State of Tennessee. ICS has a current tariff on file with the Tennessee Regulatory Authority. The proposed acquisition will have no effect on the Applicant's 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 and TBR is:

Kenneth Dawson, President
5883 Rue Ferrari
San Jose, CA 95138
Telephone: 408-362-4177
Facsimile: 408-362-2798
E-mail: kdawson@icsolutions.com

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

Michael R. Smith, Managing Director
14100 San Pedro, Suite 750
San Antonio, TX 78232
Telephone: 210-495-0404
Facsimile: 214-495-0405
E-mail: Mike@mchmail.com

VII. PUBLIC INTEREST STATEMENT

The transfer of control to Smith will serve the public interest. Smith's experience and success in operator services, inmate calling services and related industries make the company particularly well-qualified to acquire ownership of ICS. The sale of ICS to Smith has been approved by the court. 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.

WHEREFORE, for the reasons stated above, Applicant, Seller and Buyer submit that the public interest, convenience and necessity would be furthered by a grant of this Application and respectfully request approval of the Transfer as requested herein.

VERIFICATION

I, Kenneth Dawson, hereby declare under penalty of perjury, that I am President of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS"); that I am authorized to make this verification on behalf of ICS; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Kenneth Dawson, President
Inmate Calling Solutions, LLC d/b/a ICSolutions

State of California
County of Santa Clara

Subscribed and sworn to (or affirmed) before me on the 17th day of September 2008, by Heidi Franklin, proved to me on the basis of satisfactory evidence to be the persons(s) who appeared before me.

(Seal)

Signature



VERIFICATION

I, Michael R. Smith, hereby declare under penalty of perjury, that I am Managing Director of Michael R. Smith & Group, LLC ("Smith"); that I am authorized to make this verification on Smith's behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



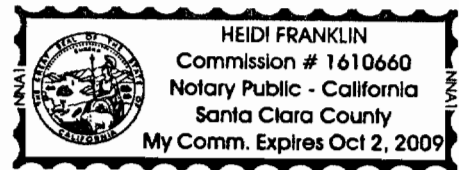
Michael R. Smith, Managing Director
Michael R. Smith & Group, LLC

State of California
County of Santa Clara

Subscribed and sworn to (or affirmed) before me on the 17th day of September 2008, by Heidi Franklin, proved to me on the basis of satisfactory evidence to be the persons(s) who appeared before me.

(Seal)

Signature



MICHAEL R. SMITH & GROUP, LLC

Exhibit 1

CERTIFICATE OF FORMATION



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Michael R. Smith and Group, LLC (file number 800979444), a Domestic Limited Liability Company (LLC), was filed in this office on May 16, 2008.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 03, 2008.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Michael R. Smith and Group, LLC
Filing Number: 800979444

Certificate of Formation

May 16, 2008

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 09, 2008.



A handwritten signature in cursive script, reading "Phil Wilson".

Phil Wilson
Secretary of State