



December 15, 2008
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Mr. Brent Kirtley, Tariff Branch Manager
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

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

Dear Mr. Kirtley:

Enclosed for filing please find one (1) original and three (3) copies of the Notice of Ownership Change filed on behalf of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS"). ICS hereby provides notice that a transfer of equity interest transaction between its parent company, The Billing Resource f/k/a Integretel, Incorporated, and Michael R. Smith and Group, LLC has taken place and is now complete.

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: Suzanne Haffner, ICS
cc: Goy Giminski, ICS
cc: Michael Smith – Smith & Group
file: ICS - KY
tms: KYx0803

INMATE CALLING SOLUTIONS, LLC

NOTICE OF OWNERSHIP CHANGE

Inmate Calling Solutions, LLC d/b/a ICSolutions (“ICS”) hereby provides notice 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. As a result of the consummation of this transaction, ICS is now majority-owned and controlled by the Buyer; ICS continues to operate as a separate certificated entity.

I. DESCRIPTION OF TRANSACTION

On August 28, 2008 (Order entered by Court on September 4, 2008), Buyer and Seller executed and entered into a purchase agreement whereby Buyer proposed to purchase all of Seller’s ownership interests in ICS in return for a cash payment and release of certain trade payables. ICS is now majority-owned and controlled by the Buyer with no change in day-to-day management.

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 nationwide 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.

V. 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

VI. CUSTOMER IMPACT

ICS remains a separate certificated company; this transaction had no effect on customers rates, terms or conditions of service.

VII. PUBLIC INTEREST CONSIDERATIONS

The transfer of control to Smith has served the public interest. Smith's experience and success in the telecommunications and billing services markets make the company particularly well-qualified to acquire ICS. This transfer was transparent to the users of ICS' services.