



**MARASHLIAN
& DONAHUE, PLLC**
THE COMMLAW GROUP

July 19, 2016

UT-160925

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VIA FEDERAL EXPRESS

Washington Utilities and Transportation Commission
1300 S. Evergreen Park Dr. SW
PO Box 47250
Olympia, WA 98504-7250

Re: Notification of Transfer of Control of inContact, Inc. to NICE Systems, Inc.

Dear Sir or Madam:

inContact, Inc. ("inContact," the "Company" or "Transferor") and NICE Systems, Inc. ("NICE Systems" or "Transferee,") (collectively the "Parties"), by undersigned counsel, hereby notify the Washington Utilities and Transportation Commission ("Commission") of the transfer of control of inContact to NICE Systems ("Transaction"). It is the Parties' understanding that Commission approval is not required to complete the Transaction described herein. The Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

An original and one (1) copy of this notification are enclosed. Please date-stamp and return the extra copy of this filing in the enclosed self-addressed, postage pre-paid envelope.

I. DESCRIPTION OF THE PARTIES

A. inContact, Inc.

inContact is a Delaware corporation with principal business offices located at 75 West Towne Ridge Parkway, Tower 1, Sandy, Utah 84070-5522. inContact provides an integrated software and cloud-based contact center solution in all fifty states, the District of Columbia, and Puerto Rico. The Company's primary business is its contact center offering, which includes telecommunications services and Software as a Service components. The Company provides legacy 1+ domestic calling in addition to transmission to and from its cloud-based platform in support of its contact center services. The contact center offering enables basic call transmission (domestic and international) in conjunction with software-supported features, such as call queuing, auto attendant, and analytics.

inContact was authorized to provide competitive local exchange services in the State of Washington on December 20, 2004 in Docket UT-042142, and was authorized to provide interexchange telecommunications services in the State of Washington on July 30, 1998, under Case ID No. 195396, T841. inContact is registered with the Federal Communications Commission ("FCC") to provide interstate telecommunications services (FCC Filer ID No. 818114), and was granted international Section 214 authority in FCC File No. ITC-214-19980407-00234. inContact is also authorized to provide local exchange and interexchange telecommunications services pursuant to registration, commission order, or on a deregulated basis in the states of Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New

Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, West Virginia, Wisconsin, and Wyoming, and in the District of Columbia.

B. NICE Systems, Inc.

NICE Systems, Inc. is a Delaware corporation with principal business offices located at 461 From Road, 3rd Floor, Paramus, New Jersey 07652. NICE Systems is a wholly-owned direct subsidiary of NICE, Ltd. (formerly known as NICE-Systems, Ltd.), an Israeli company with principal business offices located at 13 Zarchin Street, P.O. Box 690, 4310602, Ra'anana, Israel. NICE Systems is a global market leader in analytics-based customer service applications.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an agreement executed among NICE Systems' parent company, NICE, Ltd., inContact, and Victory Merger Sub Inc. ("Merger Sub") ("the Agreement"), NICE, Ltd. plans to acquire all of the voting securities of inContact. According to the terms of the Agreement, NICE, Ltd. will acquire ultimate ownership and control of inContact by merging Merger Sub with and into inContact (the "Merger"), with inContact surviving the Merger as a wholly-owned subsidiary of NICE Systems. NICE Systems will remain a wholly-owned subsidiary of NICE, Ltd. For reference, pre and post-Transaction organization charts are provided as **Exhibit A**.

Following the Transaction, inContact's customers will remain customers of inContact and will continue to receive services under the same rates, terms and conditions. As a result, the Transaction will be virtually transparent to inContact's customers. The only change resulting from the Transaction will be that inContact will be a direct, wholly-owned subsidiary of NICE Systems, which is well qualified to control the continuing operations of inContact.

III. PUBLIC INTEREST STATEMENT

The Transaction will serve the public interest by enhancing the ability of inContact and NICE Systems to expand their respective operations and compete more effectively in the telecommunications marketplace. inContact will also have access to the financial, operational, and managerial resources of NICE Systems. Such support will strengthen the competitive position of inContact, to the benefit of the telecommunications marketplace.

IV. CONTACTS

For the purposes of this Notice, questions or any correspondence, orders, or other materials should be directed to the following:

Transferor:

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Sandy, Utah 84070-5522

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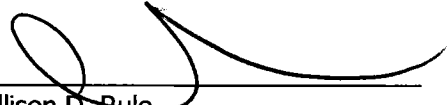
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V. CONCLUSION

For the reasons stated above, the Parties respectfully submit that the public interest, convenience, and necessity would be furthered by the Transaction. Accordingly, the Parties respectfully advise the Commission of their participation in the Transaction as described above.

Respectfully submitted,



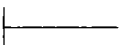
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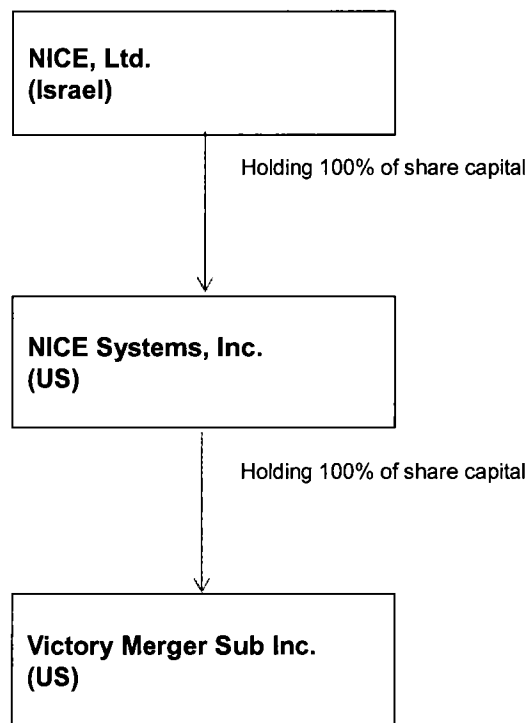
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Counsel for NICE Systems, Inc.

EXHIBIT A



NICE – Legal Entity Structure – Current Status



NICE – Legal Entity Structure – Post Merger

