

June 15, 2017

**Via Electronic Filing**

Steven V. King  
Executive Director and Secretary  
Washington Utilities and Transportation Commission  
1300 South Evergreen Park Drive, SW  
Olympia, WA 98504-7250

Re: *Notice of the Indirect Transfer of Control of West Safety Communications Inc. and West Telecom Services, LLC*

Dear Mr. King:

Olympus Holdings II, LLC (“Olympus” or “Transferee”) and West Corporation (“West”) (collectively, the “Parties”), through their undersigned counsel, hereby notify the Washington Utilities and Transportation Commission (“Commission”) of a merger transaction (the “Transaction”) whereby Olympus will acquire ultimate control of West and West’s wholly-owned subsidiaries, including West Safety Communications Inc. (“West Safety”) and West Telecom Services, LLC (“West Telecom,” and together with West Safety, the “Licensees”).

It is the Parties’ understanding that Commission approval is not required to complete the Transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission’s records.

**I. DESCRIPTION OF THE PARTIES**

*A. WEST AND THE LICENSEES*

West is a publicly traded (Nasdaq: WSTC) Delaware corporation headquartered at 11808 Miracle Hills Drive, Omaha, Nebraska 68154. Through its subsidiaries, including West Telecom and West Safety, West is a global provider of communications and network infrastructure services primarily to business customers throughout the United States and internationally.

West Telecom (formerly known as KMC Data, LLC, and then Hypercube Telecom, LLC) is a wholly-owned indirect subsidiary of West. West Telecom is a Delaware limited liability company with a principal place of business located at 3200 W. Pleasant Run Road, Suite 300, Lancaster, Texas 75146. West Telecom provides wholesale local and national tandem switching and transport services, termination services, toll-free origination services, and Direct Inbound Dial services to telecommunications and information service providers, including wireless carriers, wireline competitive local exchange carriers (“CLECs”) and interexchange carriers, cable telephony providers, and Voice over Internet Protocol (“VoIP”) providers. West Telecom is registered with the Commission as a competitive telecommunications company in Washington. West Telecom’s operating authority was initially issued to KMC Data, LLC (“KMC”) in Docket UT-011372 on October 31, 2001. KMC changed its name to Hypercube Telecom, LLC in 2008 and subsequently to West Telecom in 2015 in Docket No. UT-152103.

West Safety (formerly known as Intrado Communications Inc. (“Intrado”)) is a wholly-owned indirect subsidiary of West. West Safety is a Delaware corporation with a principal place of business located at 1601 Dry Creek Drive, Longmont, Colorado 80503. West Safety provides emergency communications services and infrastructure systems to public safety organizations and service providers, including public safety answering points, wireless carriers, wireline CLECs, cable telephony providers, and VoIP providers. West Safety is registered with the Commission as a competitive telecommunications company in Washington. West Safety’s operating authority was initially issued to SCC Communications Corp. in Docket No. UT-001317 (“SCC Communications”) and then transferred to Intrado. Intrado changed its name to West Safety in early 2016 in Docket No. UT-160290.

*B. OLYMPUS HOLDINGS II, LLC*

Olympus is a Delaware limited liability company with a principal place of business located at 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor, New York, New York 10019. Olympus is a holding company formed on May 5, 2017 for the purpose of consummating this Transaction and acquiring control of West and the Licensees. Upon consummation of the Transaction, Olympus will be ultimately controlled by a principal of Apollo Global Management, LLC (“Apollo”), Joshua J. Harris, a citizen of the United States. The equity of Olympus ultimately is held by certain investment funds managed by affiliates of Apollo, as further described in Exhibit A.<sup>1</sup>

Apollo, which was founded in 1990, is a leading global alternative investment manager. Apollo raises, invests, and manages investment funds on behalf of some of the world’s most prominent pension and endowment funds as well as other institutional and individual investors. As of March 31, 2017, Apollo managed a total of approximately \$197 billion in assets, including \$45 billion in private equity. Apollo’s management team has worked together for over 30 years and leads a team of 989 employees, including 371 investment professionals as of March 31, 2017.

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<sup>1</sup> Other than the investment funds and intermediary holding companies described in Exhibit A, following consummation of the Transaction, no individual or entity will directly or indirectly hold 10 percent or more of the equity of West and the Licensees. AP VIII Olympus VoteCo, LLC, a newly formed special purpose Delaware limited liability company (“VoteCo”), will hold 100 percent of the indirect voting rights in West and the Licensees. Upon consummation of the transaction, VoteCo will be owned and managed by three members who are Apollo investment professionals. Joshua J. Harris will own 51 percent of the voting membership interests and 33.3 percent of the equity membership interests in VoteCo, and Matthew Nord and Robert Kalsow-Ramos each will own 24.5 percent of the voting membership interests and 33.3 percent of the equity membership interests in VoteCo.

## II. DESCRIPTION OF THE TRANSACTION

On May 9, 2017, Mount Olympus Holdings, Inc. (which is an indirect parent of Olympus), Olympus Merger Sub, Inc. (“Merger Sub”) (which is a wholly-owned subsidiary of Olympus), and West entered into an Agreement and Plan of Merger pursuant to which Merger Sub will merge with and into West, with West continuing as the surviving corporation. At the time of the Transaction, the current issued and outstanding shares of West will be converted into the right for each West shareholder to receive a cash payment. The completion of the Transaction is conditioned on, among other things, obtaining required federal and state regulatory approvals, and the Parties intend to consummate the Transaction as promptly as practicable after such approvals have been received and other closing conditions are satisfied or waived. As a result of the Transaction, West will become a wholly-owned, direct subsidiary of Olympus, and the Licensees will become wholly-owned, indirect subsidiaries of Olympus.

For the Commission’s reference, pre- and post-Transaction organization diagrams illustrating the current and post-Transaction corporate structure are provided as Exhibit A hereto.

## III. PUBLIC INTEREST CONSIDERATIONS

The Parties submit that consummation of the Transaction will serve the public interest by providing additional capital and managerial resources to West, which will in turn enhance West’s ability to maintain and improve its network and services and to better compete in the telecommunications marketplace. The Transaction will occur at the parent level and will only result in a change in the ownership of West. No assignment of licenses, assets or customers will occur as a consequence of the proposed Transaction. This is an indirect transfer of control of the Licensees, and the Licensees will continue to provide service to their existing customers under the same names (*i.e.*, West Telecom and West Safety), subject to the same rates, terms, and conditions, as they do under their existing operating authorities.<sup>2</sup> Olympus, as Transferee, does not itself seek a grant of authority from the Commission to provide any services, and Olympus will provide no services. Accordingly, this Transaction will be, for all practical purposes, transparent to the customers of the Licensees. The day-to-day management and technical teams of West will remain in place following completion of the Transaction and thus the Licensees will continue to be operated by highly experienced, well-qualified management and technical personnel. West and the Licensees will also be able to draw upon the decades of experience of the Transferee’s management team as a result of the Transaction. Lastly, the proposed Transaction will not adversely affect competition in the State of Washington as it will not result

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<sup>2</sup> The Parties have no present intention to change the rates, terms, or conditions of services offered to customers. Any changes to the rates, terms, or conditions offered to customers that may occur in the ordinary course of business in the future will be implemented in conformance with applicable law, including obtaining any required regulatory approvals, tariffing, and other applicable legal requirements.

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in a reduction of competitors and customers will continue to have access to the same competitive alternatives they have today.

#### IV. CONTACT INFORMATION

For the purposes of this filing, contacts for the Parties are as follows:

For West, West Safety, and West Telecom:

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With a copy to:

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V. **CONCLUSION**

For the reasons stated herein, the Transaction serves the public interest. If you have any questions regarding this notification, please contact the undersigned.

Respectfully submitted,

/s/ Denise N. Smith

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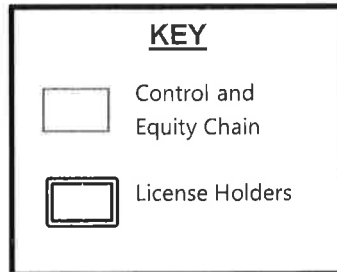
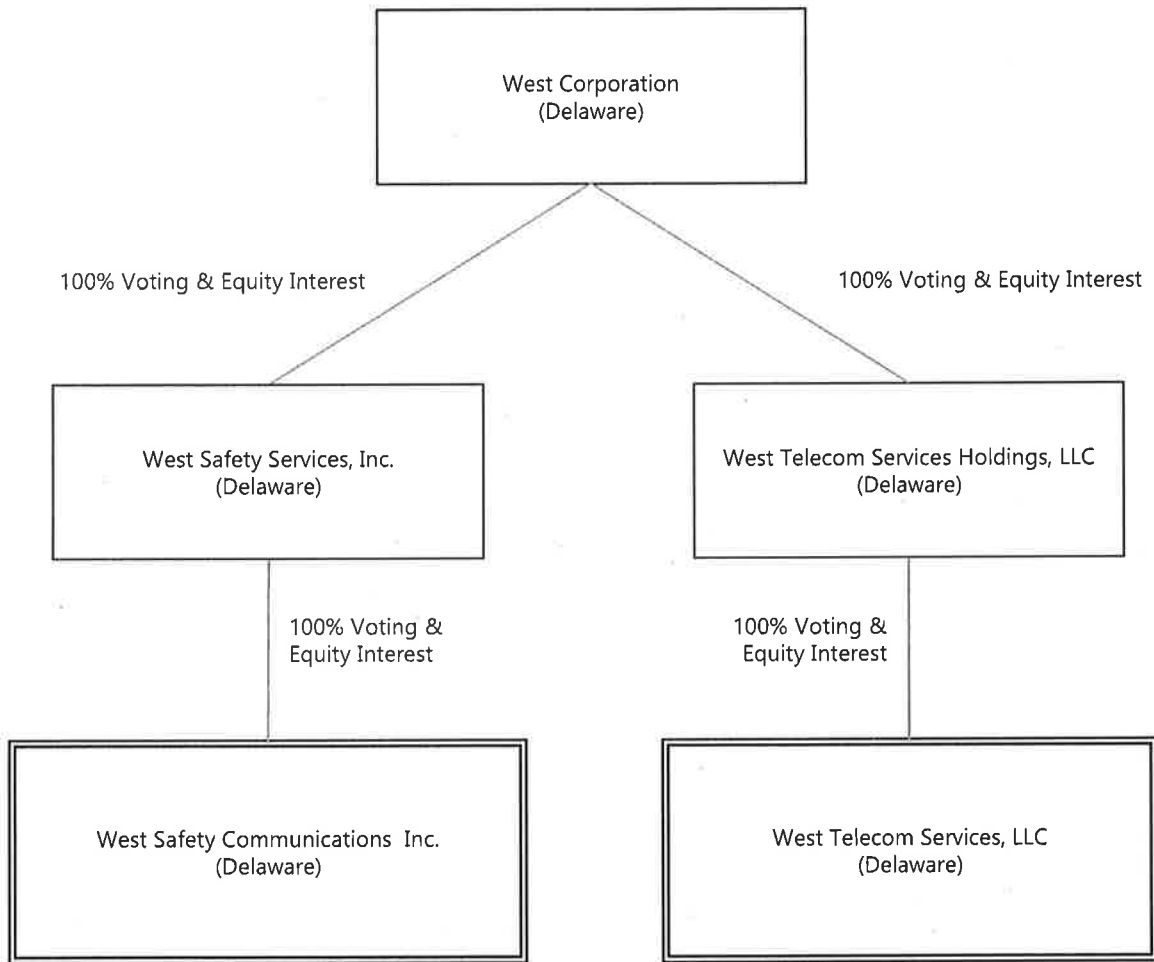


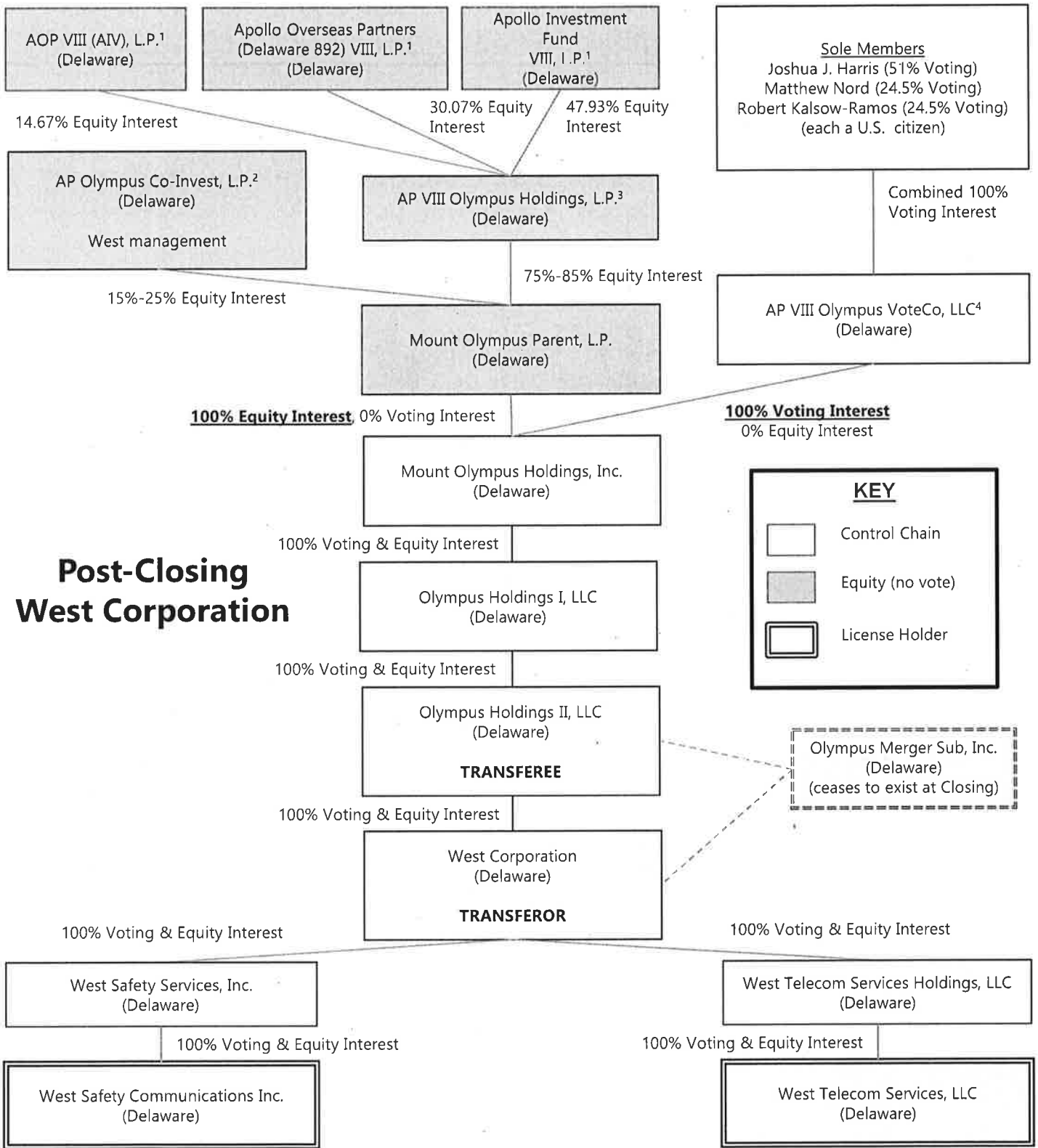
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**EXHIBIT A**

**PRE- AND POST-CLOSING ORGANIZATIONAL DIAGRAMS**

# Pre-Closing West Corporation





<sup>1</sup> No entity or individual holds a 10% or greater direct or indirect aggregate equity interest in AOP VIII (AIV), L.P.; Apollo Overseas Partners (Delaware 892) VIII, L.P.; or Apollo Investment Fund VIII, L.P. (collectively, "AP Funds").

<sup>2</sup> AP Olympus Co-Invest, L.P. ("AP Co-Invest") and members of West management collectively are expected to hold a 15%-25% equity interest in Mount Olympus Parent, L.P. ("Mount Olympus"), but their respective equity interests will not be known until closing. Although AP Co-Invest may hold a 10% or greater interest in Mount Olympus, no general or limited partner of AP Co-Invest and no member of West management, individually or in combination with any investment such person or entity also may have in the AP Funds, will hold a 10% or greater aggregate direct or indirect equity interest in Mount Olympus.

<sup>3</sup> Other than the AP Funds, no entity or individual holds a 10% or greater direct or indirect equity interest in AP VIII Olympus Holdings, L.P.

<sup>4</sup> AP VIII Olympus VoteCo, LLC ("VoteCo") is managed by a two-person board of managers. The managers are appointed by Joshua Harris. VoteCo's initial two managers will be Matthew Nord and Robert Kalsow-Ramos, who are also VoteCo officers.