

March 01, 2019

By Electronic Filing

Mark Johnson
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. Johnson:

Olympus Holdings II, LLC (“Olympus Holdings” or “Transferor”), the parent company of West Corporation (“West”), and AP VIII Olympus VoteCo, LLC (“Olympus VoteCo” or “Transferee,” and collectively with Olympus Holdings, the “Parties”)¹ hereby notify the Washington Utilities and Transportation Commission (“Commission”) that the Parties intend to complete a transaction (the “Transaction”) whereby Olympus VoteCo 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 “West Licensees”).

The Parties understand that no prior Commission approval is required to complete the proposed Transaction described herein. The proposed Transaction will occur at the parent level only. No assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission’s records.

¹ In 2017, West provided prior notice to the Commission of its planned merger with Olympus Holdings. See letter from Denise N. Smith, Counsel to West, and Adam M. Peters, Counsel to Olympus Holdings, to Steven V. King, Washington Utilities and Transportation Commission, e-filed on and dated June 15, 2017. The Parties subsequently provided notice of consummation once the merger was completed. See letter from Peters to King e-filed on and dated October 10, 2017.

I. DESCRIPTION OF THE PARTIES

A. WEST AND THE WEST LICENSEES

West Corporation. West is a Delaware corporation headquartered at 11808 Miracle Hills Drive, Omaha, Nebraska 68154. West is the direct or indirect parent company of several subsidiary companies, including the West Licensees. Through its subsidiaries, West is a global provider of communications and network infrastructure services primarily to business customers throughout the United States and internationally. These services include emergency communications services, wholesale local and national tandem switching and transport services, conferencing and other meeting replacement services, alert and notification services, automated call processing, unified communications services, health advocacy, and cost recovery services. The voice and data solutions provided by the West Licensees are deployed by customers in a variety of industries, including telecommunications, banking, retail, financial services, technology, and healthcare.

West Telecom Services, LLC. West Telecom (formerly known as KMC Data, LLC (“KMC”) and then Hypercube Telecom, LLC (“Hypercube”)) is a wholly owned, indirect subsidiary of West. West Telecom is a Delaware limited liability company, and its principal place of business is 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 provides service to its customers using its nationwide optical backbone network that is both IP- and TDM-based. West Telecom owns and operates its own network equipment, but it leases transmission lines (including access circuits) from other carriers. West Telecom’s services are currently available in 47 states² and the District of Columbia. West Telecom is registered with the Commission as a competitive telecommunications company in Washington. West Telecom's operating authority was initially issued to KMC in Docket UT-011372 on October 31, 2001. KMC changed its name to Hypercube in 2008 and subsequently to West Telecom in 2015 in Docket No. UT-152103.

West Safety Communications Inc. West Safety (formerly known as Intrado Communications Inc. (“Intrado”)) is a wholly owned, indirect subsidiary of West. West Safety is a Delaware corporation, and its principal place of business is 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

² Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, 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, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

safety answering points, wireless carriers, wireline CLECs, cable telephony providers, and VoIP providers. West Safety's services are currently available in 47 states³ and the District of Columbia. 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 and then transferred to Intrado. Intrado changed its name to West Safety in early 2016 in Docket No. UT-160290.

A description of the current corporate structure and ownership of West and the West Licensees is provided in Exhibit A.

B. OLYMPUS HOLDINGS AND OLYMPUS VOTECO

Olympus Holdings II, LLC. West is a direct, wholly owned subsidiary of Olympus Holdings, a Delaware limited liability company with a principal place of business located at 9 West 57th Street, 43rd Floor, New York, New York 10019. As set forth in Exhibit A, all of the voting interests in Olympus Holdings are indirectly held by Olympus VoteCo, and all of the equity interests in Olympus Holdings are indirectly owned by certain investment funds that are managed by affiliates of Apollo Global Management, LLC ("Apollo") and certain members of West management.

AP VIII Olympus VoteCo, LLC. Olympus VoteCo is a special purpose Delaware limited liability company with a principal place of business located at 9 West 57th Street, 43rd Floor, New York, New York 10019. Currently, Joshua J. Harris holds 51 percent of the voting membership interests and 33.3 percent of the equity membership interests in Olympus VoteCo. Matthew Nord and Robert Kalsow-Ramos, who both are officers and managers of Olympus VoteCo, each currently hold 24.5 percent of the voting membership interests and 33.3 percent of the equity membership interests in Olympus VoteCo. Mr. Harris, Mr. Nord, and Mr. Kalsow-Ramos are all U.S. citizens and investment professionals with the Apollo funds group.

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. Consequently, Olympus Holdings and Olympus VoteCo remain well-qualified managerially, technically, and financially to continue to own and control West and the West Licensees. Apollo is an experienced investor in regulated telecommunications companies. Indeed, over the years, investment funds managed by affiliates of Apollo have made numerous minority and controlling investments in telecommunications businesses. These include, for example, Hughes Network Systems, Inc., SkyTerra Communications, Inc. (formerly American Mobile Satellite Ventures),

³ Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, 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, Washington, West Virginia, Wisconsin, and Wyoming.

TerreStar Corporation, XM Satellite Radio Holdings, Inc., Intelsat, Telemundo Group, and Charter Communications, Inc.⁴ Apollo has a strong history of partnering with management teams to grow the companies in which it invests.

II. DESCRIPTION OF THE TRANSACTION

Mr. Harris will enter into a unit purchase agreement⁵ pursuant to which he will assign his 51 percent voting interest and 33.3 percent equity interest in Olympus VoteCo to its current managers, Mr. Nord and Mr. Kalsow-Ramos, each of whom will receive an additional 20.55 percent voting and 11.75 percent equity interest in Olympus VoteCo, and to Mount Olympus Parent, L.P., which will receive a nonattributable 9.9 percent voting and equity interest in Olympus VoteCo. Following the Transaction, and taking into account their existing interests in Olympus VoteCo, Mr. Nord and Mr. Kalsow-Ramos each will hold a 45.05 percent voting interest and a 45.05 percent equity interest in Olympus VoteCo, and Olympus VoteCo, under the collective control of Mr. Nord and Mr. Kalsow-Ramos, will indirectly control all of the voting interests in West and the West Licensees. Upon the consummation of the Transaction, Olympus VoteCo will be owned and controlled by two members who are Apollo investment professionals, as described immediately above. Other than Olympus VoteCo and the intermediate holding companies between Olympus VoteCo and West set forth in Exhibit A, no other individual or entity will directly or indirectly hold ten percent or more of the voting interests of West or the West Licensees. Exhibit A includes pre-closing and post-closing organizational diagrams illustrating the current and proposed post-Transaction ownership of West and the West Licensees.

III. DESIGNATED CONTACTS

All correspondence and communications with respect to this filing should be addressed or directed as follows:

Phillip R. Marchesiello
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with a copy to each of the following:

⁴ Apollo no longer has an ownership interest in any of these companies.

⁵ Because the Transaction solely involves affiliated entities, the purchase agreement will not be finalized and executed until all required regulatory approvals have been obtained. At that time, the purchase agreement will be executed and the parties concurrently will consummate the Transaction.

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West Corporation and
Olympus Holdings II, LLC
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Fax: (720) 494-6600
sward@west.com

and

Matthew Nord
Robert Kalsow-Ramos
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RKalsowRamos@wbklaw.com

IV. PUBLIC INTEREST CONSIDERATIONS

Consummation of the Transaction will serve the public interest.

As discussed above, the proposed Transaction will occur at the parent level only. No assignment of authorizations, assets, or customers will occur as a consequence of the proposed Transaction, and West and the West Licensees will continue to provide service to their existing customers pursuant to the same rates, terms, and conditions. In addition, the Transaction will have no effect on the contractual obligations or regulatory status of West or the West Licensees. Accordingly, this Transaction will be, for all practical purposes, imperceptible to the customers and vendors of the West Licensees and will not result in any discontinuance, reduction, loss, or impairment of service.

Further, the Transaction will not affect the number or identity of the employees or management of West or the West Licensees. Thus, the West Licensees will continue to be operated by the same highly experienced, well-qualified management and technical personnel that operate the companies today. The proposed Transaction also will not adversely affect competition because it will not result in any reduction in the number of competitors serving the market. Customers will continue to have access to the same competitive alternatives that they have today. Moreover, the Transaction will have no effect on the capitalization or financial condition of West or the West Licensees.

V. CONCLUSION

For the reasons stated above, the proposed Transaction will serve the public interest.

Respectfully submitted,

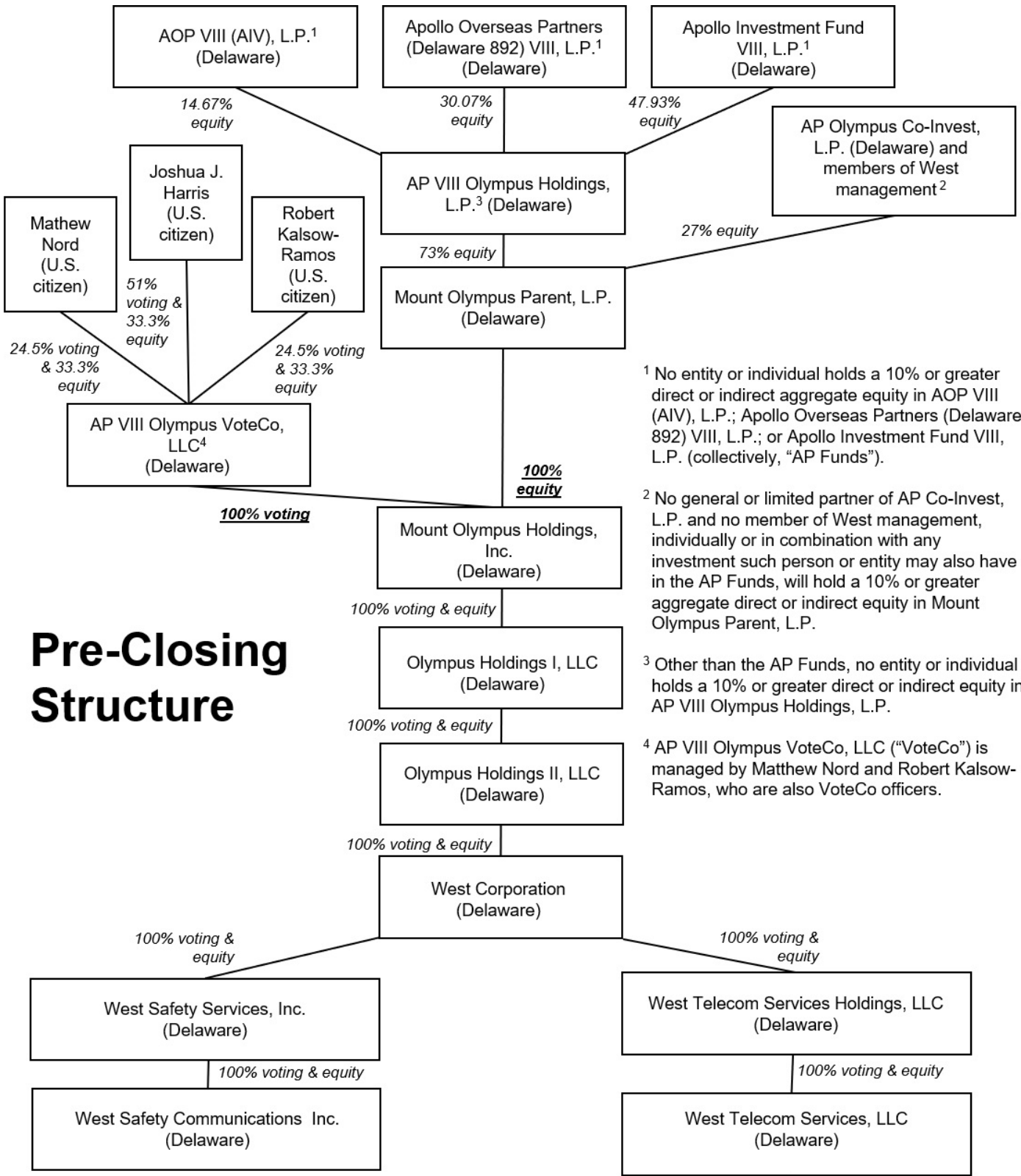
/s/ Phillip R. Marchesiello

Phillip R. Marchesiello

*Counsel for Olympus Holdings II, LLC,
AP VIII Olympus VoteCo, LLC, and
West Corporation*

EXHIBIT A

PRE- AND POST-CLOSING ORGANIZATIONAL DIAGRAMS



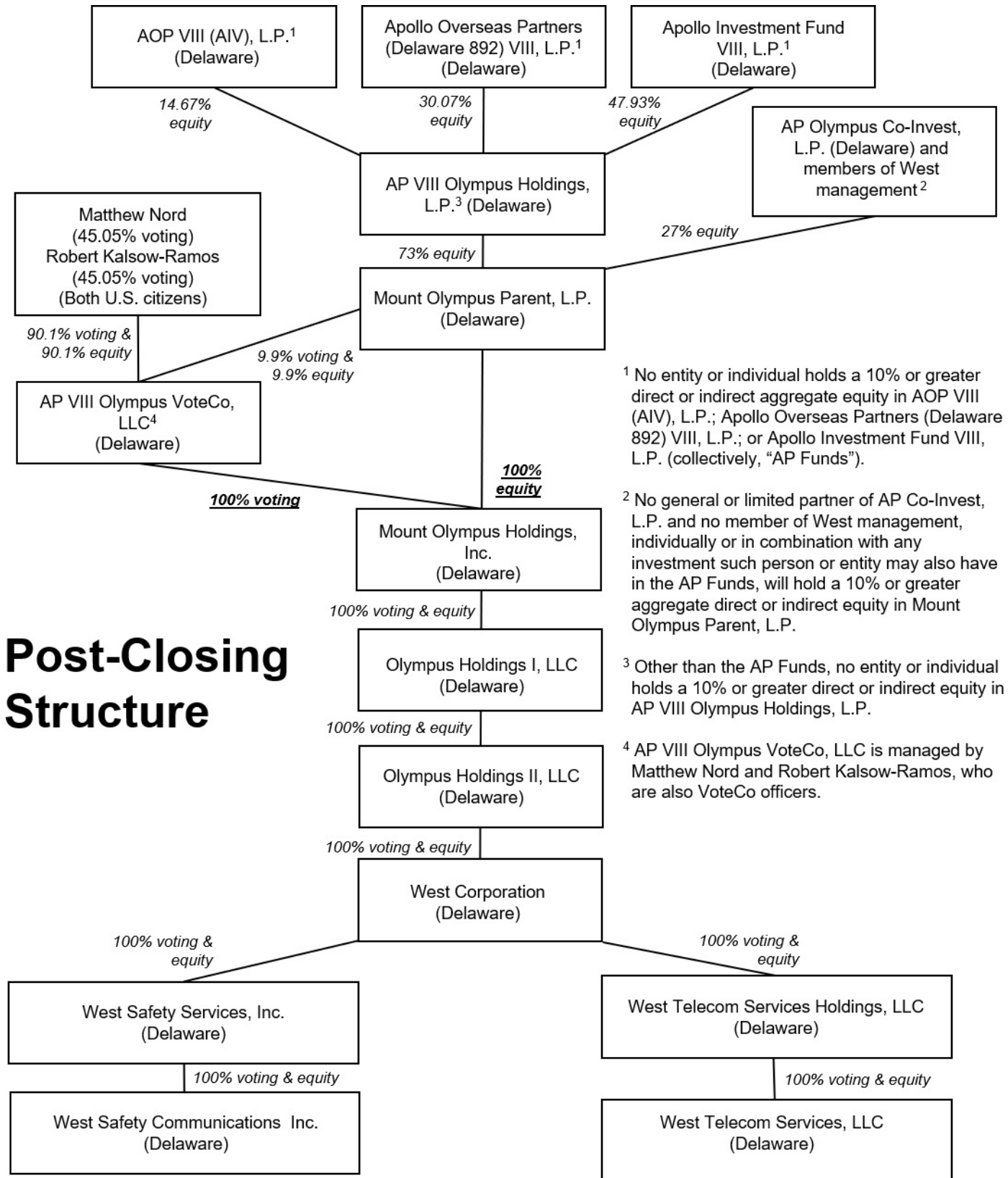
Pre-Closing Structure

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

² No general or limited partner of AP Co-Invest, L.P. and no member of West management, individually or in combination with any investment such person or entity may also have in the AP Funds, will hold a 10% or greater aggregate direct or indirect equity in Mount Olympus Parent, L.P.

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

⁴ AP VIII Olympus VoteCo, LLC ("VoteCo") is managed by Mathew Nord and Robert Kalsow-Ramos, who are also VoteCo officers.



Post-Closing Structure

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

² No general or limited partner of AP Co-Invest, L.P. and no member of West management, individually or in combination with any investment such person or entity may also have in the AP Funds, will hold a 10% or greater aggregate direct or indirect equity in Mount Olympus Parent, L.P.

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

⁴ AP VIII Olympus VoteCo, LLC is managed by Matthew Nord and Robert Kalsow-Ramos, who are also VoteCo officers.