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October 28, 2022

By Electronic Filing

Amanda Maxwell
 Executive Director and Secretary
 Washington Utilities and Transportation Commission
 621 Woodland Square Loop SE
 Lacey, WA 98503

Received
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 10/28/22 10:16
 State Of WASH.
 UTIL. AND TRANSP.
 COMMISSION

Re: Notice of the Indirect Transfer of Control of Intrado Safety Communications, Inc.

Dear Ms. Maxwell:

Intrado Corporation (“Intrado” or “Transferor”), together with Intrado’s wholly owned indirect subsidiary Intrado Safety Communications, Inc. (“Intrado Safety” or “Licensee”), and Guardian US Holdco LLC (“Guardian” or “Transferee,” and collectively with the Transferor and Licensee, the “Parties”), notify the Commission of their intent to consummate a stock purchase transaction whereby Guardian will acquire ultimate control of the Licensee (the “Transaction”).

Consummation of the Transaction proposed by this Notice will serve the public interest by providing additional sources of capital and managerial resources to Intrado Safety, which will enhance Intrado Safety’s ability to maintain and improve its network and services and to better compete in the telecommunications marketplace. The proposed Transaction will occur at the parent level and only will result in a change in the ultimate ownership of the Licensee. No assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Upon consummation of the Transaction, the Licensee will continue to provide service to its existing customers subject to the same rates, terms, and conditions as currently offered.¹ Accordingly, this Transaction will be, for all practical purposes, imperceptible to the customers of the Licensee. The

¹ The parties have no present intention to change the rates, terms, or conditions of services offered to customers post-closing. 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, or other applicable legal requirements. Intrado Safety does not currently serve any customers in Washington.

proposed Transaction will benefit and not adversely affect competition in Washington because it will not result in a reduction of competitors, it will result in additional sources of capital and managerial resources being made available to Intrado Safety, and customers in the market will continue to have access to the same competitive alternatives they have today.

I. DESCRIPTION OF THE PARTIES

A. Transferor: Intrado

Intrado (formerly known as West Corporation) is a Delaware corporation headquartered at 11808 Miracle Hills Drive, Omaha, Nebraska 68154. Voting control of Intrado is indirectly held by U.S. citizens Matthew Nord and Robert Kalsow-Ramos, who collectively hold an indirect voting interest of over 90 percent. The equity of Intrado is indirectly held by certain investment funds that are managed by affiliates of Apollo Global Management, Inc. (“Apollo”). An organizational chart illustrating the current corporate structure of Intrado (and Intrado Safety) is provided in Exhibit A hereto. Apollo, which was founded in 1990, is a leading global alternative investment manager and an experienced investor in, and manager of, regulated telecommunications companies. 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.

Through Intrado Safety and its other subsidiaries,² Intrado is a global provider of communications and network infrastructure services primarily to business customers throughout the United States and internationally. These services include the emergency communications services provided by Intrado Safety, which are further described below, as well as wholesale transport and numbering services, conferencing and other meeting replacement services, virtual assistant and notification services, and unified communications services. The voice and data solutions of Intrado’s subsidiaries are deployed by customers in a variety of industries, including telecommunications, banking, retail, financial services, technology, and healthcare.

B. Licensee: Intrado Safety

Intrado Safety (formerly known as West Safety Communications Inc. and before that Intrado Communications Inc.) is a wholly owned, indirect subsidiary of Intrado. Intrado Safety is a Delaware corporation, and its principal place of business is located at 1601 Dry Creek Drive, Longmont, Colorado 80503. Intrado Safety provides emergency communications services and systems to public safety organizations and service providers. Intrado Safety’s services are currently

² In addition to Intrado Safety, Intrado also wholly owns and controls Intrado Communications, LLC (“Intrado Communications”), which is authorized to provide services in Washington. *See KMC Data, LLC*, Petition for Approval of Registration, Competitive Classification, and Price List, Docket No. UT-011372, Order (Oct. 31, 2001) (license issued to Intrado Communications’ predecessor-in-interest). Unlike Intrado Safety, Guardian will not acquire Intrado Communications as part of the Transaction. Instead, Intrado will continue to own and control Intrado Communications post-consummation.

available in 46 states³ and the District of Columbia. West Safety's operating authority was initially issued to SCC Communications Corp. in Docket No. UT-001317 and then transferred to Intrado Communications Inc. In 2016, Intrado Communications Inc. changed its name to West Safety Communications Inc. (“West Safety”).⁴ In 2020, West Safety changed its name to Intrado Safety Communications, Inc.⁵

C. Transferee: Guardian US Holdco LLC

Transferee is a Delaware limited liability company affiliated with funds managed by Stonepeak (“Stonepeak”), a leading alternative investment firm specializing in infrastructure and real assets that invests in strategically important infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered in New York, Stonepeak has considerable experience in the digital infrastructure sector with select investments across residential broadband, data centers, enterprise fiber, towers, and small cells that give it visibility and expertise across the broader communications sector. Stonepeak is ultimately controlled by Michael Dorrell, who is a citizen of, and who resides in, the United States.⁶ Mr. Dorrell has been involved in all phases of Stonepeak’s development since 2011 and has 20 years of experience investing in infrastructure. Exhibit A includes a post-consummation corporate structure diagram depicting Guardian’s ownership and control.

Upon consummation of the Proposed Transaction, Intrado Safety will be the indirect, wholly owned subsidiary of Transferee, and Transferee will control Intrado Safety. Transferee and the Stonepeak funds and managed vehicles that will indirectly own Intrado Safety are controlled by Mr. Dorrell.

II. DESCRIPTION OF THE TRANSACTION

On September 16, 2022, Guardian and certain of Intrado’s parent companies entered into a Stock Purchase Agreement (the “Agreement”) pursuant to which Guardian will acquire Intrado Safety and certain other Intrado subsidiaries via a multi-step transaction in exchange for a cash payment. The completion of the Transaction is conditioned on, among other things, obtaining

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, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming. In addition, Intrado Safety’s affiliate Intrado Safety Communications of Texas, LLC provides similar services in Texas.

⁴ See Letter from Sharon Thomas, Consultant to Intrado Communications Inc., to Mr. Steven V. King, Executive Secretary, Washington Util. & Transp. Comm’n, Docket No. UT-160290 (filed Mar. 4, 2016) (notification of Name Change from Intrado Communications, Inc. to West Safety Communications Inc.).

⁵ See Letter from Sharon Thomas, Consultant, Inteserra Consulting Group, to Mr. Mark Johnson, Executive Secretary, Washington Util. & Transp. Comm’n, Docket No. UT-200155 (filed Mar. 5, 2020) (notice of Name Change from West Safety Communications Inc. to Intrado Safety Communications, Inc.).

⁶ Mr. Dorrell also holds Australian citizenship.

required state regulatory approvals. The parties intend to consummate the Transaction as promptly as practicable after such approvals have been received and the other closing conditions set forth in the Agreement are satisfied or waived. As a result of the Transaction, Intrado Safety will become a wholly owned, indirect subsidiary of Guardian. For the Commission's reference, pre- and post-Transaction organization charts illustrating the current and post-Transaction corporate structure of Intrado Safety are provided as Exhibit A hereto.

III. PUBLIC INTEREST CONSIDERATIONS

The proposed Transaction will serve the public interest by providing additional sources of capital and managerial resources to Intrado Safety, which will enhance Intrado Safety's ability to maintain and improve its networks and services to better compete in the telecommunications marketplace. The change in ultimate control of Intrado Safety will occur at the parent level and does not involve any assignment of operating authority, assets, or customers. Moreover, the Transaction will not result in any loss of competitors in the Washington market.

Intrado Safety is managed by an experienced management and technical team, who will continue to manage its day-to-day operations and businesses following completion of the Transaction. Thus, Intrado Safety will continue to be operated by highly experienced, well-qualified management and technical personnel. In addition, Intrado Safety also will be able to draw upon the decades of experience of Stonepeak's management team as a result of the Transaction.

Further, Intrado Safety will continue to provide competitive and innovative service to its existing customers at the same rates, terms, and conditions, and in the same geographic area, as currently provided.⁷ Any future changes in the rates, terms, or conditions of service will be undertaken pursuant to customer contracts and any applicable Washington notice and tariff requirements. The Transaction will not result in the discontinuance, reduction, loss, or impairment of service to any customer.

The Transaction will benefit and not adversely affect competition in Washington because it will not result in a reduction of competitors, additional sources of capital will be available to Intrado Safety as a result of the Transaction, and customers will continue to have access to the same competitive alternatives they have today.

IV. DESIGNATED CONTACTS

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

⁷ As noted above, Intrado Safety does not currently serve any customers in Washington.

For Intrado and Intrado Safety:

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Intrado Corporation
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Longmont, CO 80503
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Fax: (720) 494-6600
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With a copy to:

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Fax: (202) 783-5851
PMarchesiello@wbklaw.com

For Guardian:

Guardian US Holdco LLC
c/o Stonepeak Infrastructure Partners
Attn: General Counsel
55 Hudson Yards, 48th Floor
New York, NY 10001
Tel: (212) 907-5100
legalandcompliance@stonepeak.com

With a copy to:

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V. CONCLUSION

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

Respectfully submitted,

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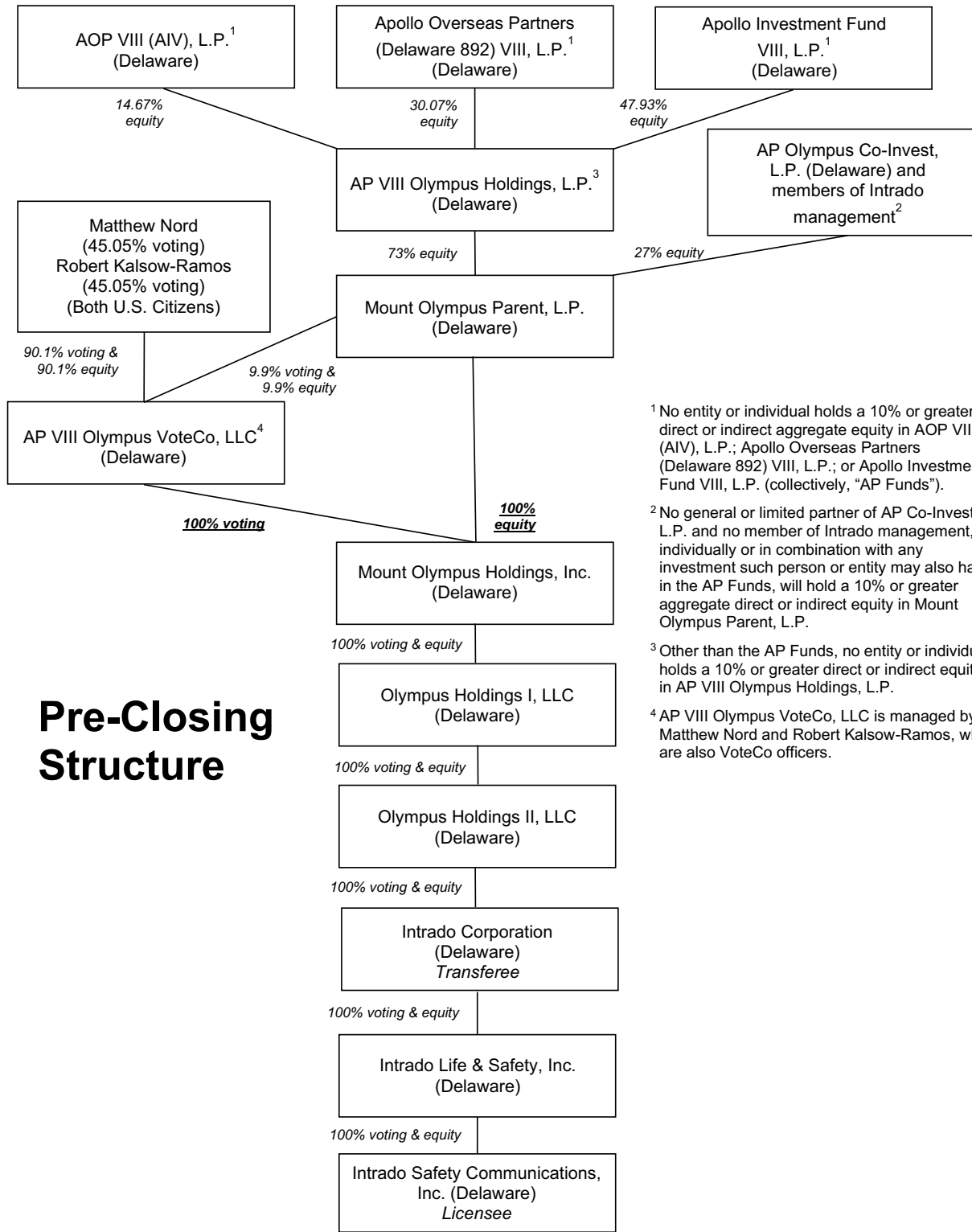
*Counsel for Intrado Corporation and
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/s/ William Wiltshire
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October 28, 2022

EXHIBIT A
PRE- AND POST-CLOSING ORGANIZATIONAL DIAGRAMS



Pre-Closing Structure

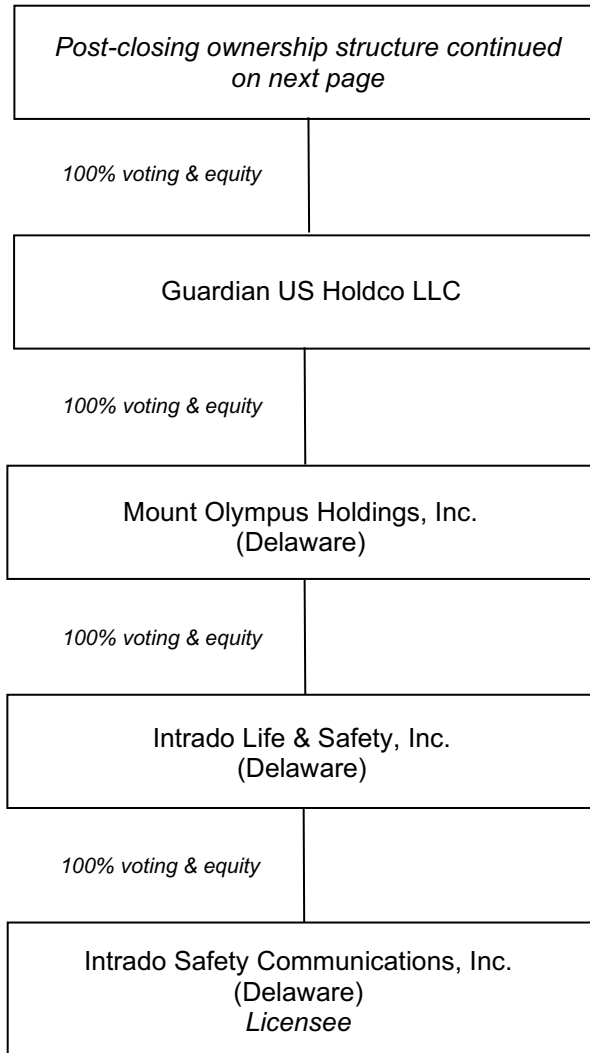
¹ No entity or individual holds a 10% or greater direct or indirect aggregate equity in AOP VIII (AIV), L.P.; Apollo Overseas Partners (Delaware 892) VIII, L.P.; or Apollo Investment Fund VIII, L.P. (collectively, "AP Funds").

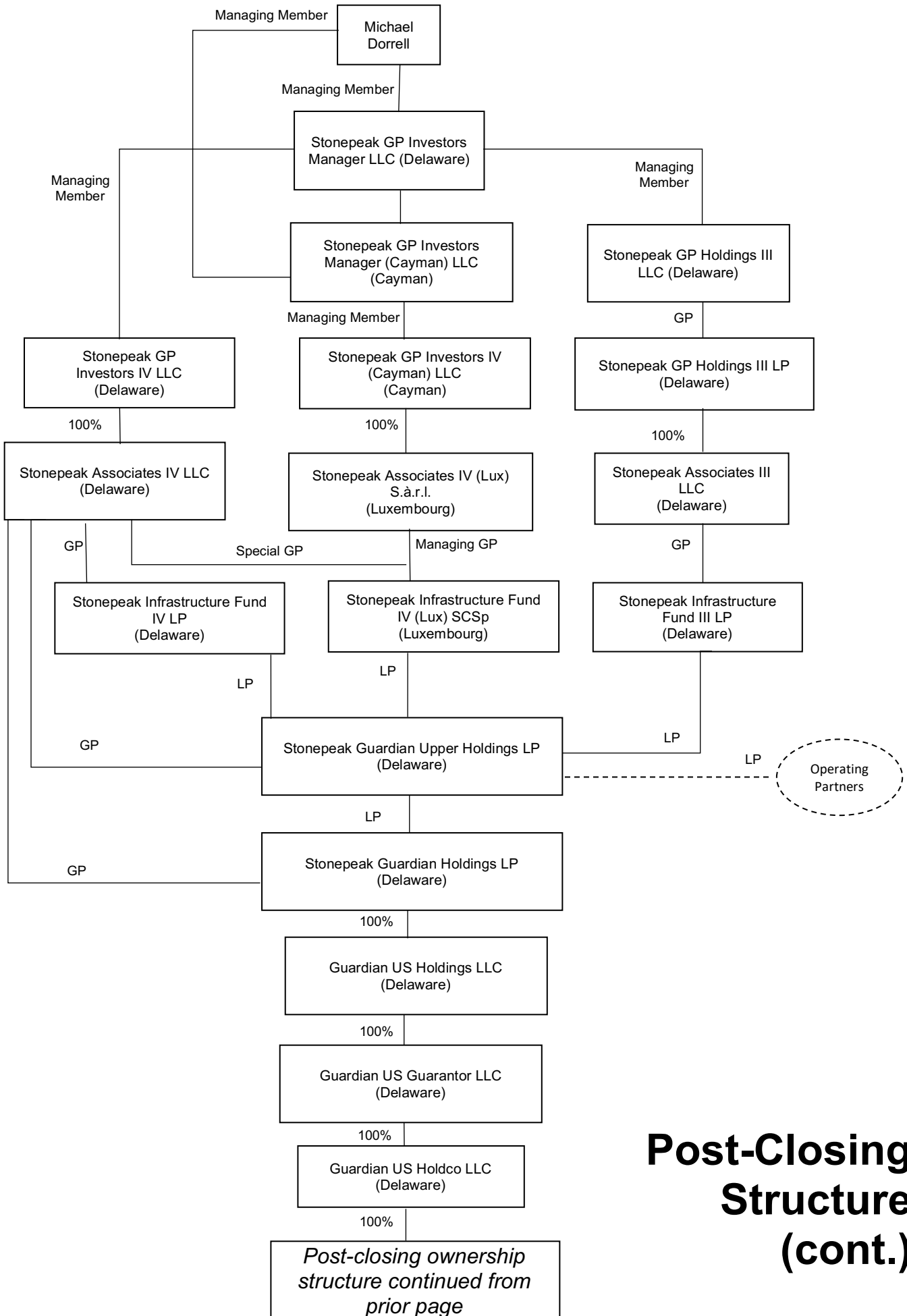
² No general or limited partner of AP Co-Invest, L.P. and no member of Intrado management, individually or in combination with any investment such person or entity may also have in the AP Funds, will hold a 10% or greater aggregate direct or indirect equity in Mount Olympus Parent, L.P.

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.

Post-Closing Structure





Post-Closing Structure (cont.)