

October 19, 2017

By Electronic Filing

Ms. Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Capitol Building, 1st Floor
Pierre, South Dakota 57501

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

Dear Ms. Van Gerpen:

Olympus Holdings II, LLC (“Olympus” or “Transferee”) and West Corporation (“West”) (collectively, the “Parties”) hereby notify the Public Utilities Commission (“Commission”) that on October 10, 2017, the Parties completed a merger transaction pursuant to which Olympus acquired indirect control of West Safety Communications Inc. (“West Safety”) and West Telecom Services, LLC (“West Telecom,” and, together with West Safety, the “Licensees”), wholly-owned subsidiaries of West (the “Transaction”). The Parties submit this letter for informational purposes to ensure the accuracy of the Commission’s records.

I. DESCRIPTION OF THE PARTIES

A. *WEST AND THE LICENSEES*

West is a Delaware corporation headquartered at 11808 Miracle Hills Drive, Omaha, Nebraska 68154.¹ 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

¹ Prior to the Transaction, West was a publicly traded corporation (NASDAQ: WSTC).

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 authorized to provide intrastate interexchange telecommunications services and local exchange services in nonrural areas in South Dakota.² West Telecom’s operating authority was initially issued to KMC Data, LLC (“KMC”), in Docket No. TC01-055. KMC changed its name to Hypercube Telecom, LLC in 2008 and subsequently to West Telecom in 2015.

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 authorized to provide interexchange and local exchange telecommunications service in nonrural areas in South Dakota. West Safety’s operating authority was initially issued to Intrado, in Docket No. TC14-002.³ Intrado changed its name to West Safety in 2016.

B. OLYMPUS HOLDINGS II, LLC

Olympus is a Delaware limited liability company with a principal place of business located at 9 West 57th Street, 43rd 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. Olympus is 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.⁴

² See *In the Matter of the Application of KMC Data, LC for a Certificate of Authority to Provide Interexchange Telecommunications Services and Local Exchange Services in South Dakota*, Docket No. TC01-055, Order Granting Certificate of Authority (dated July 13, 2001, effective Aug. 7, 2001).

³ See *In the Matter of the Application of Intrado Communications Inc. for a Certificate of Authority to Provide Local Exchange Services and Interexchange Long Distance Services in South Dakota*, Docket No. TC14-002, Order Granting Certificate Authority and Granting Waivers (Nov. 21, 2014).

⁴ Other than the investment funds and intermediary holding companies described in Exhibit A, no individual or entity directly or indirectly holds 10 percent or more of the equity of West and the Licensees as a result of the Transaction. AP VIII Olympus VoteCo, LLC, a newly formed special purpose Delaware limited liability company (“VoteCo”), holds 100 percent of the indirect voting rights in West and the Licensees. VoteCo is owned and managed by three members who are Apollo investment professionals.

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.

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 was a wholly-owned subsidiary of Olympus), and West entered into an Agreement and Plan of Merger. As a result of the completion of the Transaction, Merger Sub was merged with and into West, with West continuing as the surviving corporation. This resulted in West becoming a wholly owned, direct subsidiary of Olympus, and the Licensees becoming wholly owned, indirect subsidiaries of Olympus. West shareholders received a cash payment in exchange for their shares in West.

For the Commission's reference, organizational diagrams illustrating the pre-Transaction and current, post-Transaction corporate structure of West and the Licensees are provided as Exhibit A hereto.

III. PUBLIC INTEREST BENEFITS OF THE TRANSACTION

The Transaction served the public interest by providing additional capital and managerial resources to West, which enhances West's ability to maintain and improve its network and services and compete in the telecommunications marketplace. The Transaction occurred at the parent level and resulted only in a change in the ownership of West. No assignment of licenses, assets or customers occurred as a consequence of the Transaction, which constituted an indirect transfer of control of the Licensees, and the Licensees 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 did prior to the Transaction. Thus, the Transaction was, for all practical purposes, transparent to the customers of the Licensees. Further, the day-to-day management and technical teams of West remain in place; thus, the Licensees continue to be operated by highly experienced, well-qualified management and technical personnel. West and the Licensees also are now able to draw upon the decades of experience of the Transferee's

Joshua J. Harris owns 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 own 24.5 percent of the voting membership interests and 33.3 percent of the equity membership interests in VoteCo.

management team as a result of the Transaction. Lastly, the Transaction did not adversely affect competition in the State of South Dakota since it did not result in a reduction of competitors.

IV. CONTACT INFORMATION

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

For West, West Safety, and West Telecom: For Olympus:

Sean Ward
Associate Counsel
West Corporation
1601 Dry Creek Dr.
Longmont, CO 80503
Tel: (720) 864-5510
Fax: (720) 494-6600
sward@west.com

Paige K. Fronabarger
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
Tel: (202) 783-4141
Fax: (202) 783-5851
PFronabarger@wbklaw.com

V. CONCLUSION

If you have any questions regarding this notification, please contact the undersigned.

Respectfully submitted,

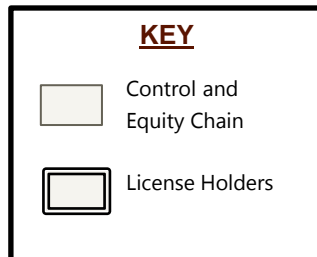
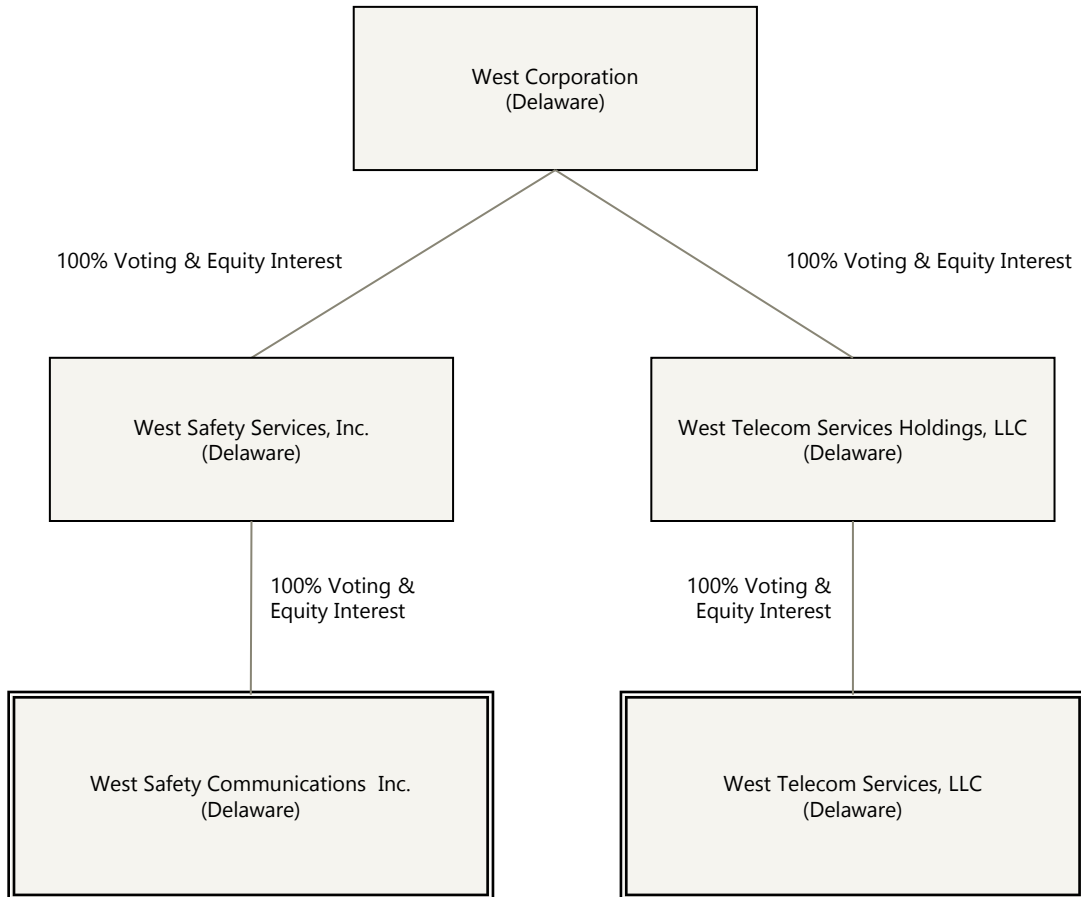
/s/ Paige K. Fronabarger

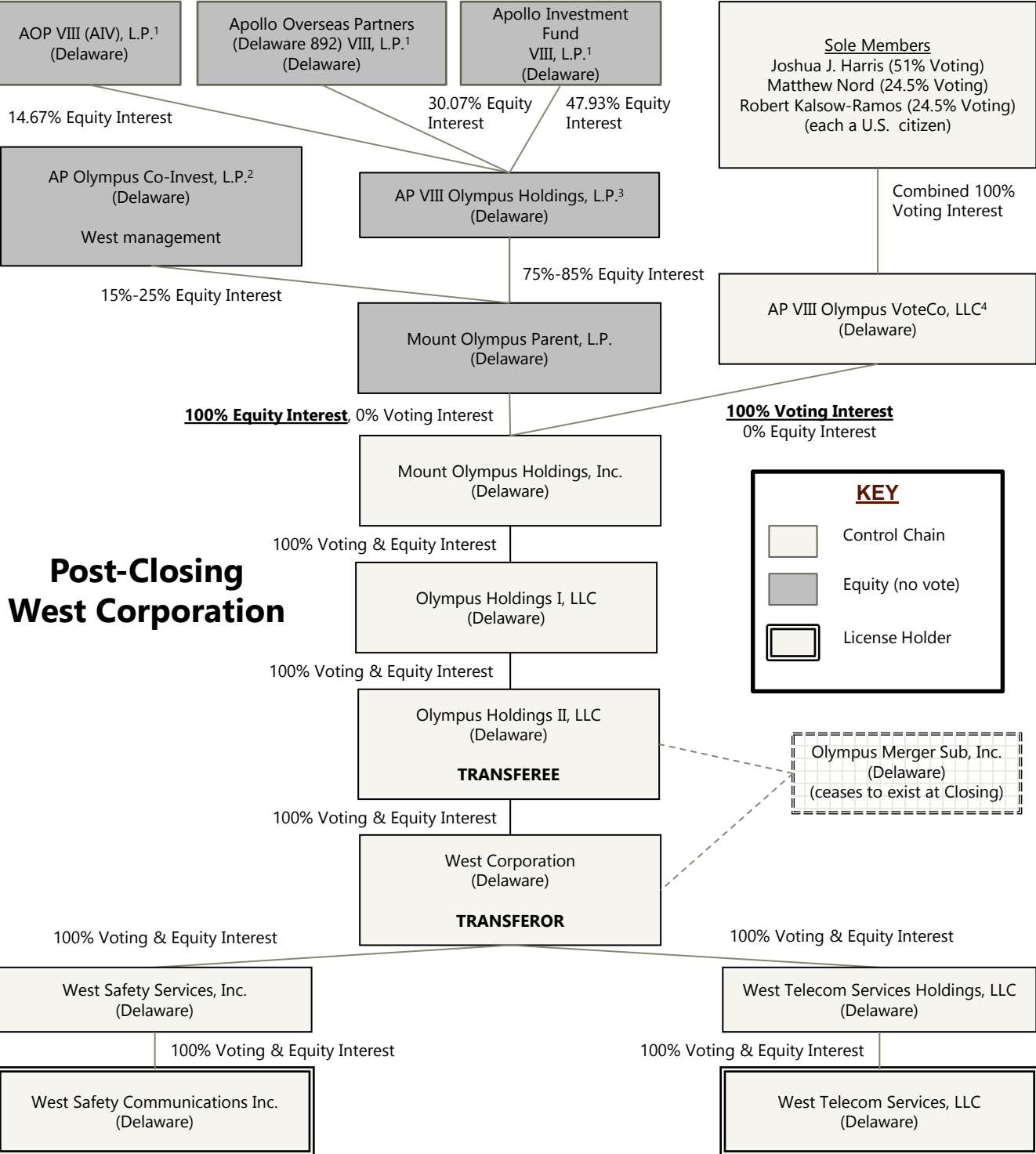
Paige K. Fronabarger
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
Tel: (202) 783-4141
Fax: (202) 783-5851
PFronabarger@wbklaw.com

EXHIBIT A

PRE- AND POST-CLOSING ORGANIZATIONAL DIAGRAMS

Pre-Closing West Corporation





Post-Closing West Corporation

KEY

- Control Chain
- Equity (no vote)
- License Holder

¹ 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").

² 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.

³ 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.

⁴ 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.