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March 15, 2019

**VIA ELECTRONIC FILING**

Barcy F. McNeal, Secretary  
Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street  
Columbus, OH 43215-3793

Re: *Joint Application for Approval of an Indirect Transfer of Control*  
*(Case No. 19-0647-TP-ACO)*

Dear Secretary McNeal:

Enclosed for filing please find the above-referenced Joint Application of Olympus Holdings II, LLC and AP VIII Olympus VoteCo, LLC to Authorize the Transfer of Control of West Safety Communications Inc. and West Telecom Services, LLC.

Please acknowledge receipt and acceptance of this application. If there are any questions, please do not hesitate to contact the undersigned. Thank you for your assistance.

Sincerely,

/s/ Adam M. Peters

Adam M. Peters  
WILKINSON BARKER KNAUER, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
(202) 783-4141

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

Enclosures

*The Public Utilities Commission of Ohio*  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 10-11-2017)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of West Corporation and Olympus Holdings II, LLC ) TRF Docket No. 90 -  
 ) Case No. 19 - 0647 - **TP** - ACO  
to Transfer Indirect Control of West Safety Communications Inc. and West Telecom Services, LLC ) **NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.**

Name of Registrant(s) West Telecom Services, LLC; West Safety Communications Inc.  
DBA(s) of Registrant(s) \_\_\_\_\_  
Address of Registrant(s) 3200 W. Pleasant Run Rd., Suite 300, Lancaster, TX 75146; 1601 Dry Creek Dr., Longmont, CO 80503  
Company Web Address www.west.com/telecom-services/; www.west.com/safety-services  
Regulatory Contact Person(s) See Exhibit A Phone \_\_\_\_\_ Fax \_\_\_\_\_  
Regulatory Contact Person's Email Address \_\_\_\_\_  
Contact Person for Annual Report See Exhibit A Phone \_\_\_\_\_  
Address (if different from above) \_\_\_\_\_  
Consumer Contact Information See Exhibit A Phone \_\_\_\_\_  
Address (if different from above) \_\_\_\_\_

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Notes:**

Section I and II are Pursuant to Ohio Administrative Code 4901:1-6.

Section III – Carrier to Carrier is Pursuant to Ohio Adm.Code 4901:1-7, and Wireless is Pursuant to Ohio Adm.Code 4901:1-6-24.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at [www.PUCO.ohio.gov](http://www.PUCO.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the PUCO.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits:**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s). <b>N/A. No tariff changes anticipated.</b>
B	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. <b>Ibid.</b>
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. <b>See Exhibit A.</b>
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). <b>N/A. Applicants will continue to provide service without changes in rates, terms, or conditions.</b>

## Section I – Part I - Common Filings

<b>Carrier Type</b> <input type="checkbox"/> Other (explain below)	<b>For Profit ILEC</b>	<b>Not For Profit ILEC</b>	<b>CLEC</b>
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Revisions to BLES Cap	<input type="checkbox"/> ZTA <a href="#">1-6-14(F)</a> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <a href="#">1-6-14(F)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(F)(4)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(G)</a> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <a href="#">1-6-14(C)(1)(c)</a> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <a href="#">1-6-08(G)</a> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <a href="#">1-6-25(B)</a> (0 day Notice)
<b>Other*</b> (explain)			

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

<b>Type of Notice</b>	<b>Direct Mail</b>	<b>Bill Insert</b>	<b>Bill Notation</b>	<b>Electronic Mail</b>
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Date Notice Sent:</b>				

## Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

<b>IOS</b>	<b>Introduce New</b>	<b>Tariff Change</b>	<b>Price Change</b>	<b>Withdraw</b>
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <a href="#">1-6-08</a> * (Auto 30- day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-10</a> (Auto 30 day)	<input type="checkbox"/> UNC <a href="#">1-6-09</a> *(Non-Auto)

\*Supplemental Certification forms can be found on the PUCO webpage.

## Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)	<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)

\*Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the PUCO's webpage](#) for a complete list of exhibits.

## Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)
Introduce or change c-t-c service tariffs	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <a href="#">1-7-04</a> or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA <a href="#">1-3-04</a> (Auto 60 days)	
<b>Wireless Providers</b> See <a href="#">4901:1-6-24</a>	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

## Section IV. – Attestation

**Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.**

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**AFFIDAVIT**  
***Compliance with Commission Rules***

I am an officer/agent of the applicant corporation, , and am authorized to make this statement on its behalf.

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(Name)

Please check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the State of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the State of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the State of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Ohio Adm.Code 4901:1-6-7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

(Date)

at (Location)

\*Signature and  
Title

Date

*\*This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

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**VERIFICATION**

\*\*\*PLEASE SEE ATTACHED VERIFICATIONS

I, , verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\*Signature and  
Title

Date

*\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

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File document electronically as directed in case number 06-900-AU-WVR

or

*Send your completed Application Form, including all required attachments as well as the required number of copies, to:*

Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793

## **LIST OF EXHIBITS**

Exhibit A	Description of Transaction
Exhibit B	Pre- and Post-Transaction Organizational Charts
Exhibit C	List of Officers and Directors
Exhibit D	Certificates of Good Standing from Ohio Secretary of State
Exhibit E	Verifications

## **EXHIBIT A**

### **Description of Transaction**

Olympus Holdings II, LLC (“Olympus Holdings” or “Transferor”), the parent company of West Corporation (“West”), hereby respectfully requests the authority of the Commission to consummate a transaction (“Transaction”) that will result in a change in control of West to AP VIII Olympus VoteCo, LLC (“Olympus VoteCo” or “Transferee,” and collectively with Olympus Holdings, the “Applicants”).<sup>1</sup> As a result of the Transaction, West’s wholly owned subsidiaries that hold Commission authorizations, West Safety Communications Inc. (“West Safety”) and West Telecom Services, LLC (“West Telecom”) (collectively, the “West Licensees”), will be ultimately controlled by Olympus VoteCo, as described in further detail below. A description of the current corporate structure and ownership of West and the West Licensees is provided in Exhibit B.

#### **I. DESCRIPTION OF THE APPLICANTS**

##### **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 West Telecom and West Safety. Through the West Licensees, 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

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<sup>1</sup> Commission staff recommended approval of the transfer of control of West to Olympus Holdings in Letter Review and Recommendation, Case Nos.17-1452-TP-ACO, 90-9197-TP-TRF, 90-9364-TP-TRF, 90-8000-TP-TRF (July 14, 2017).

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 and then Hypercube Telecom, LLC) 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 is authorized to provide local exchange services and interexchange services pursuant to Certificate No. 90-9197. West Telecom’s operating authority was initially issued to KMC Data, LLC (“KMC”) in Case No. 01-1147-TP-ACE. KMC changed its name to Hypercube Telecom, LLC in 2008 and subsequently to West Telecom in 2015. West Telecom’s Certificate of Good Standing from the Ohio Secretary of State is provided in Exhibit B.

West Safety Communications Inc. West Safety (formerly known as SCC Communications Corp. and then Intrado Communications Inc.)<sup>2</sup> 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 safety answering points, wireless carriers, wireline CLECs, cable telephony

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<sup>2</sup> In 2006, Intrado Communications Inc. was sold to West. Intrado Communications Inc. changed its name to West Safety Communications Inc. in early 2016.



providers, and VoIP providers. West Safety is authorized to provide facilities-based and resold competitive local exchange services pursuant to Certificate No. 90-9364, and competitive emergency telecommunications services pursuant to Certificate No. 90-8000. West Safety's operating authorities were initially issued to Intrado Communications, Inc. ("Intrado") in Case Nos. 08-1289-TP-ACE and 07-1199-TP-ACE. Intrado changed its name to West Safety in 2016. West Safety's Certificate of Good Standing from the Ohio Secretary of State is provided in Exhibit B.

**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 B, 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), TerreStar Corporation, XM Satellite Radio Holdings, Inc., Intelsat, Telemundo Group, and Charter Communications, Inc.<sup>3</sup> 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 agreement<sup>4</sup> 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

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<sup>3</sup> Apollo no longer has an ownership interest in any of these companies.

<sup>4</sup> 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

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 B, 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 B includes pre-closing and post-closing organizational diagrams illustrating the current and proposed post-Transaction ownership of West and the West Licensees.

### **III. PUBLIC INTEREST CONSIDERATIONS**

The Parties submit that consummation of the Transaction will serve the public interest by ensuring continuity and consistency at the managerial level for the West Licensees, thereby maintaining their ability to operate and improve their networks and services and facilitating their continued competition in the telecommunications marketplace.

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.

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purchase agreement will be executed and the parties concurrently will consummate the Transaction. Accordingly, the parties have not submitted an executed purchase agreement with this Joint Petition.

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.

#### **IV. DESIGNATED CONTACTS**

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

Phillip R. Marchesiello  
Wilkinson Barker Knauer, LLP  
1800 M Street, NW, Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
pmarchesiello@wbklaw.com

*with a copy to each of the following:*

Sean Ward  
Olympus Holdings II, LLC and  
West Corporation  
1601 Dry Creek Drive  
Longmont, CO 80503  
Tel: (720) 864-5510  
Fax: (720) 494-6600  
sward@west.com

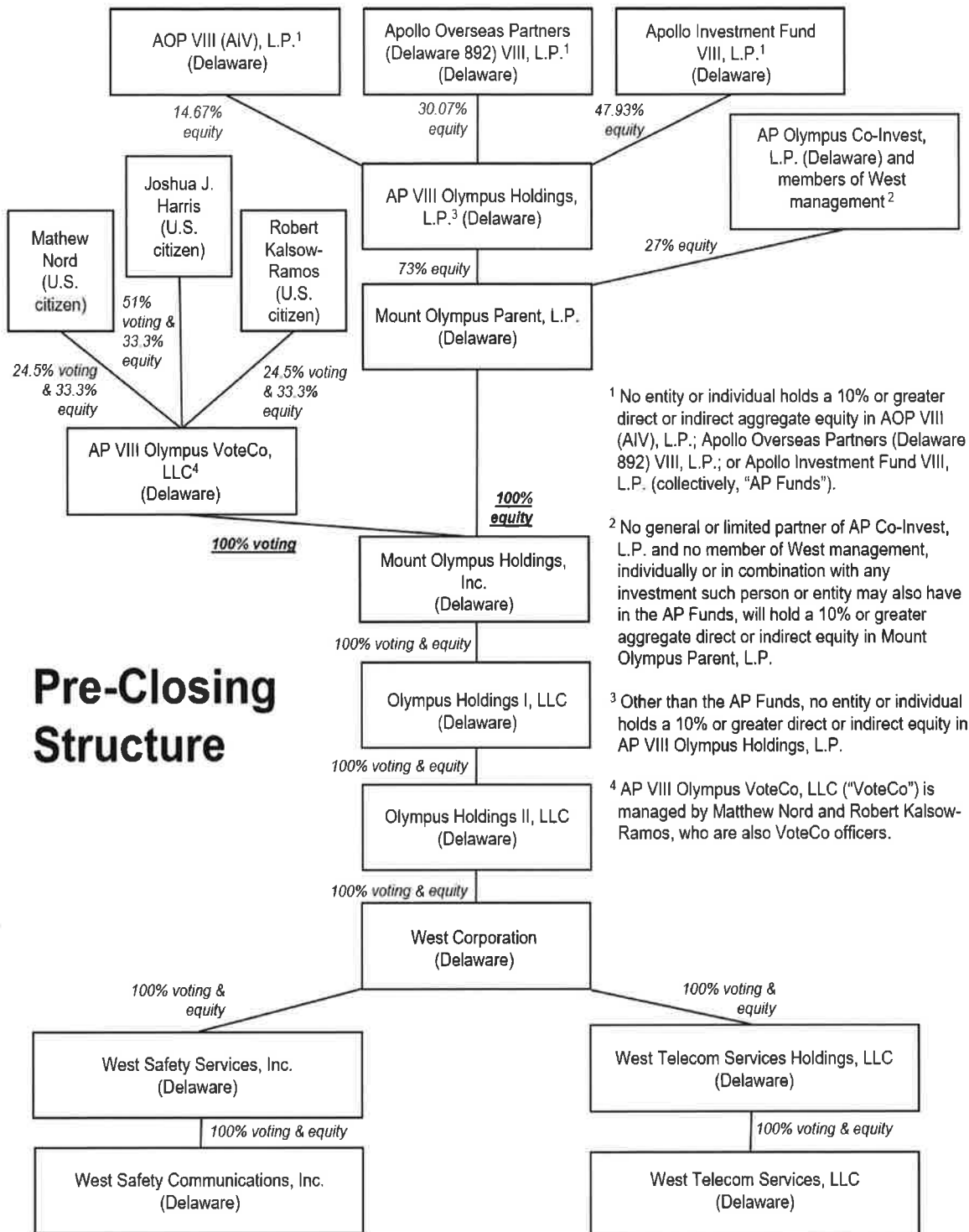
Matthew Nord  
Robert Kalsow-Ramos  
AP VIII Olympus VoteCo, LLC  
c/o Apollo Management VIII, L.P.  
9 West 57th Street, 43rd Floor  
New York, NY 10019  
Tel: (212) 515-3200  
Fax: (646) 607-0546  
RKalsowRamos@wbklaw.com

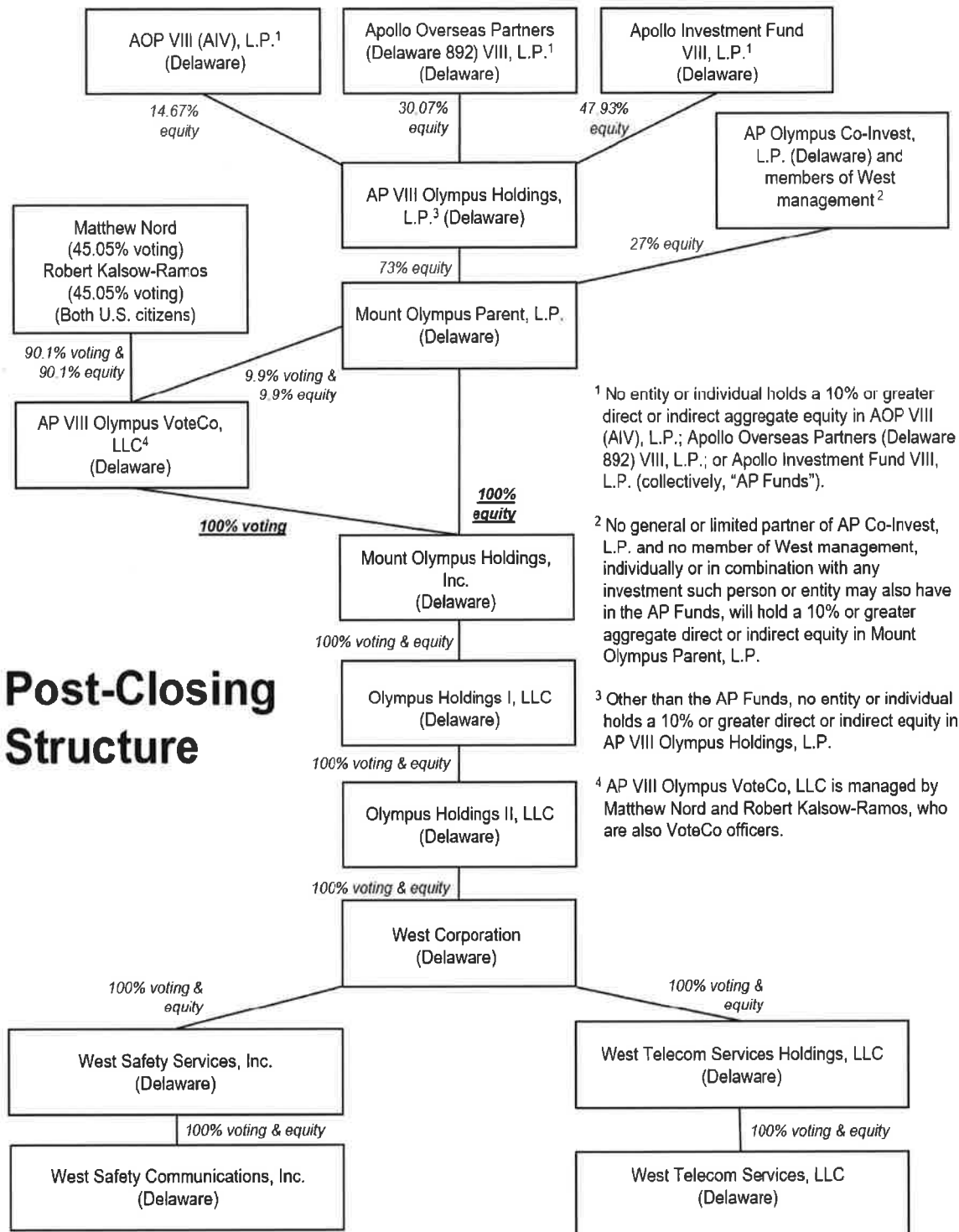
#### **V. CONCLUSION**

For the reasons stated herein, the Transaction serves the public interest.

**EXHIBIT B**

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





## **EXHIBIT C**

### **BIOGRAPHIES OF KEY MANAGEMENT (PRE- AND POST-TRANSACTION)**

The pre- and post-closing directors and officers of West, West Safety, and West Telecom are listed below and can be reached through the designated contacts for these entities in Exhibit A. The pre- and post-closing officers of the Transferee are also listed below and can be reached through the contacts designated for the Transferee in Exhibit A.

#### **AP VIII Olympus VoteCo, LLC (Transferee)**

Robert Kalsow-Ramos (Vice President, Secretary, and Treasurer)
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Matthew Nord (CEO and President)
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#### **Olympus Holdings II, LLC (Transferor)**

John Shlonsky (Chief Executive Officer and President)
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Stephen Cadden (Chief Operating Officer)
--

Robert Mannix (Chief Accounting Officer)
--

Nancy Disman (Chief Administrative Officer and Chief Financial Officer)
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Louis Brucculeri (Executive Vice President, Secretary, and General Counsel)
---

Christopher Wikoff (Treasurer)
--------------------------------

Anup Nair (Chief Information Officer)
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#### **West Corporation**

John Shlonsky (Chief Executive Officer and President)
---

Stephen Cadden (Chief Operating Officer)
--

Robert Mannix (Chief Accounting Officer)
--

Nancy Disman (Chief Administrative Officer and Chief Financial Officer)
---

Louis Brucculeri (Executive Vice President, Secretary, and General Counsel)
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Christopher Wikoff (Treasurer)
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Anup Nair (Chief Information Officer)
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#### **West Safety Communications (Licensee)**

John Shlonsky (Chief Executive Officer)
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Ronald Beaumont (President)
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Robert Mannix (Chief Accounting Officer)
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Nancy Disman (Chief Administrative Officer and Chief Financial Officer)
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Louis Brucculeri (Secretary and General Counsel)
--



Stephen Cadden (Chief Operating Officer)
Christopher Wikoff (Treasurer)

West Telecom Services, LLC (Licensee)

John Shlonsky (Chief Executive Officer)
Ronald Beaumont (President)
Chris Malinowski (Senior Vice President)
Robert Mannix (Chief Accounting Officer)
Nancy Disman (CFO and Chief Accounting Officer)
Stephen Cadden (Chief Operating Officer)
Louis Brucculeri (Secretary and General Counsel)
Christopher Wikoff (Treasurer)

Biographies

*Ronald Beaumont.* Mr. Beaumont served as Chief Executive Officer of HyperCube LLC since its formation in 2005 until HyperCube was acquired by West in March 2012, bringing 31 years of experience in technology to the company. Mr. Beaumont has held leadership roles as the President of MFS North America, President of Operations & Technology and Chief Operating Officer of Worldcom and operated his own technology consulting company prior to taking a leadership role with West as President of Safety Services and President of Telecom Services.

*Louis Brucculeri.* Mr. Brucculeri joined West Corporation in November 2017 as Executive Vice President, Secretary, and General Counsel, bringing 25 years of experience advising and serving clients as both inside and outside counsel. Mr. Brucculeri has been recognized by multiple national publications for his exceptional work in Intellectual Property law.

*Stephen Cadden.* Mr. Cadden has more than 20 years' experience identifying and implementing key technologies and processes that maximize business performance, enhance cross-sales and improve operational efficiencies. Most recently, Mr. Cadden served as Executive Vice President and Chief Operating Officer for Total Systems Services Inc.'s ("TSYS") Merchant Services division, leading the successful integration of TransFirst and TSYS after TSYS's purchase of TransFirst in 2016. Prior to the acquisition, Mr. Cadden held the role of Chief Operating Officer and President of TransFirst and Vice President and Chief Operating Officer of Sales for First Data Merchant Service's Revenue Sharing Alliance organization.

*Nancy Disman.* Ms. Disman joined West in November 2017. Prior to joining West, she served as Chief Administrative Officer and Chief Financial Officer of TSYS' merchant Services Segment (previously TransFirst Inc.). Prior to TransFirst, Ms. Disman served as Chief Financial Officer and Chief Operating Officer for Cynergy Data Corporation, and spent 11 years at First Data Corporation in various finance and operations leadership positions, including Chief Operating Officer and Chief Financial Officer of the Merchant Services Segment. She began her professional career with Ernst and Young LLP's audit and assurance practice in the technology,

communication and entertainment group with a focus on SEC companies.

Robert Kalsow-Ramos. Mr. Kalsow-Ramos is a Principal at Apollo Private Equity having joined in 2010. Prior to that time, Mr. Kalsow-Ramos was a member of the Transportation Investment Banking group at Morgan Stanley. Mr. Kalsow-Ramos serves on the board of directors of West Corporation, Momentive Performance Materials and Hexion Inc. and was previously involved with Apollo's investments in EVERTEC and Noranda Aluminum. Mr. Kalsow-Ramos is actively involved with the TEAK Fellowship and is the co-chair of its next generation board and serves as a mentor for the program. Mr. Kalsow-Ramos graduated with high honors from the Stephen M. Ross School of Business at the University of Michigan with a BBA and concentration in finance and accounting.

Robert Mannix. Before joining West in 2018 as its Chief Accounting Officer, Mr. Mannix began his professional career with Ernst and Young LLP's Assurance and Advisory Services group. His career progressed through numerous leadership positions in financial reporting, technical accounting and corporate controllership roles, working for global, public technology companies, including Motorola and Symbol Technologies. Mr. Mannix served as Senior Vice President – Corporate Controller for Verint Systems, a global public software company, from 2009 until 2016. Most recently, Mr. Mannix was Corporate Controller for Casper Sleep, an international bedding company, based in New York City.

Chris Malinowski. Mr. Malinowski served as Senior Vice President of Sales for HyperCube LLC from October 2006 until HyperCube was acquired by West in March 2012, bringing with him 13 years of experience in sales. Mr. Malinowski is a graduate of Texas A&M University where he obtained a Bachelor of Science in Marketing. He brings a wealth of knowledge and ideas in the arena of telecommunications, technology and the development of the marketing of those businesses with him in his current position as Senior Vice President of Sales and Marketing for West Telecom Services, LLC.

Anup Nair. Mr. Nair joined West Corporation in March 2018. Before joining West, Anup was Chief Information Officer and Chief Technology Officer of Vantiv, now Worldpay. He has also served as Chief Information Officer for several businesses at Barclays, Morgan Stanley and Citibank. Mr. Nair has over 22 years of experience in leading large global organizations through tremendous transformation and growth.

Matthew H. Nord. Mr. Nord is a Senior Partner at Apollo Private Equity, having joined in 2003. Prior to that time, Mr. Nord was a member of the Investment Banking division of Salomon Smith Barney Inc. Mr. Nord serves on the board of directors of The ADT Corporation, Presidio, Inc., Novitex Enterprise Solutions and RegionalCare Hospital Partners. Mr. Nord also serves on the Board of Trustees of Montefiore Health System and on the Board of Overseers of the University of Pennsylvania's School of Design. Mr. Nord graduated *summa cum laude* with a BS in Economics from the University of Pennsylvania's Wharton School of Business.

John Shlonsky. Mr. Shlonsky joined West in November 2017. His career spans more than 25 years in the payments, technology, and financial services industries. Most recently, he was Senior Executive Vice President of TSYS and President of TSYS's Merchant Services segment. Mr. Shlonsky joined TSYS in 2016 as a result of the company's acquisition of TransFirst, where

he was Chief Executive Officer and President from 2006 to 2015. Prior to joining TransFirst, he spent 11 years at First Data Corporation in various senior management positions including President of Merchant Services and has also served in financial management roles within Smith Barney, Chadbourne & Parke, and Grumman Data Systems.

Christopher Wikoff. Mr. Wikoff joined West in January 2016 as Senior Vice President and later was named Treasurer, bringing with him more than 20 years of corporate financial leadership with global Fortune 1000 companies. He has experience in strategic planning, corporate and operational accounting, financial reporting, treasury, debt and capital structure management, as well as many other areas of business financial planning and reporting. He is a graduate of the University of South Carolina with a concentration in International Business. He holds a number of certifications including that of Certified Treasury Professional.

**EXHIBIT D**

**Certificates of Good Standing from the Ohio Secretary of State**

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WEST TELECOM SERVICES, LLC, a Delaware Limited Liability Company, Registration Number 1207348, filed on February 2, 2001, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 1st day of February, A.D. 2019.

A handwritten signature in red ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 201903200812

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WEST SAFETY COMMUNICATIONS INC., a Delaware corporation, having qualified to do business within the State of Ohio on August 20, 2001 under License No. 1248026 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 1st day of February, A.D. 2019.*

A handwritten signature in red ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: **201903200736**

**EXHIBIT E**

**Verifications**

**VERIFICATION**

STATE OF New York )  
COUNTY OF New York )

I, Robert Kalsow-Ramos, hereby declare that:

- (1) I am Vice President, Secretary and Treasurer of AP VIII Olympus VoteCo, LLC;
- (2) I am authorized to make this verification on behalf of AP VIII Olympus VoteCo, LLC; and
- (3) The statements in the foregoing Notice relating to AP VIII Olympus VoteCo, LLC are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 6<sup>th</sup> day of March, 2019.



Robert Kalsow-Ramos  
Vice President, Secretary and Treasurer  
AP VIII Olympus VoteCo, LLC

SWORN TO AND SUBSCRIBED before me on the 6<sup>th</sup> day of March, 2019.

  
Notary Public

My Commission expires: 10/01/2022

LISA A. GRAZIANO  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01GR6381293  
Qualified in New York County  
My Commission Expires 10-01-2022

OH



**VERIFICATION**

STATE OF New York )  
COUNTY OF Suffolk )

I, Louis Brucculeri, hereby declare that:

(1) I am Executive Vice President, Secretary and General Counsel of Olympus Holdings II, LLC, and West Corporation, and Secretary of West Safety Communications Inc. and West Telecom Services, LLC;

(2) I am authorized to make this declaration on behalf of Olympus Holdings II, LLC, West Corporation, West Safety Communications Inc. and West Telecom Services, LLC;

(3) The statements in the foregoing Notice relating to Olympus Holdings II, LLC, West Corporation, West Safety Communications Inc. and West Telecom Services, LLC are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11 day of March, 2019.



\_\_\_\_\_  
Louis Brucculeri  
Executive Vice President, Secretary and General  
Counsel of Olympus Holdings II, LLC and West  
Corporation, and  
Secretary of West Safety Communications Inc. and  
Secretary of West Telecom Services, LLC

SWORN TO AND SUBSCRIBED before me on the 11 day of March, 2019.



\_\_\_\_\_  
Notary Public

My Commission expires: 12/19/19

**LISA A. BAUER**  
Notary Public - State of New York  
No. 01BA6253193  
Qualified in Suffolk County  
My Commission Expires December 19, 2019

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**3/15/2019 5:15:00 PM**

**in**

**Case No(s). 19-0647-TP-ACO**

Summary: Application for Approval of an Indirect Transfer of Control electronically filed by Adam M Peters on behalf of Olympus Holdings II, LLC and AP VIII Olympus VoteCo, LLC and West Corporation